

FILE

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07-1091-TP- AMT

48

September 28, 2007

VIA OVERNIGHT DELIVERY

Docketing Division
Public Utilities Commission of Ohio
180 East Broad Street
Columbus, Ohio 43215-3793

RECEIVED-DOCKETING DIV
2007 OCT -1 PM 12:32
PUCO

Re: Joint Application of PAETEC Communications, Inc., and US LEC Communications Inc., for Approval of Intra-Corporate Merger, Addition of Exchanges and Cancellation of US LEC's Authority to Provide Telecommunications Service

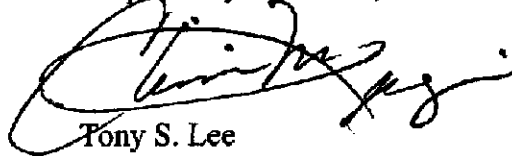
Dear Sir or Madame:

On behalf of PAETEC Communications, Inc., and US LEC of Communications Inc., transmitted herewith are an original and ten (10) copies of the above-referenced application for approval of an intra-corporate merger, addition of exchanges to PAETEC's certificate and cancellation of US LEC's authority to provide telecommunications service.

Please also find transmitted herewith the original and twenty (20) copies of a Motion for Waiver and associated Memorandum, requesting a waiver of the requirements that notice of certification cancellations be given to ILECs and customers 90 days in advance.

Please date-stamp the extra copy of each of the application and the Motion, and return them to us in the enclosed self-addressed stamped envelope. Should you have any questions with respect to this matter, please do not hesitate to contact the undersigned at (202) 344-4679.

Respectfully submitted,



Tony S. Lee
Grace R. Chiu
Christine McLaughlin

Counsel to PAETEC Communications, Inc., and
US LEC Communications Inc.

Enclosures
cc: JT Ambrosi

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.
Technician SM Date Processed 10/1/07

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS APPLICATION FORM for ROUTINE PROCEEDINGS

(Effective: 09/19/2007)
(Pursuant to Case No. 06-1345-TP-ORD)

In the Matter of the Application of
PAETEC COMMUNICATIONS, INC.
And
US LEC COMMUNICATIONS INC.

TRF Docket No. 90-_____
Case No. 07 - 1091 - **TP - AMT**
NOTE: Unless you have reserved a Case # or are filing a Contract,
leave the "Case No" fields BLANK.

For Approval of Intra-Corporate Merger and
Cancellation of US LEC's Authority to Provide
Telecommunications Service

Name of Registrant(s) US LEC Communications, Inc. and PAETEC Communications, Inc.
DBA(s) of Registrant(s) US LEC Communications, Inc. uses the d/b/a PAETEC Business Services
Address of Registrant(s) US LEC Communications, Inc.: 6801 Morrison Blvd., Charlotte, NC 28211
PAETEC Communications, Inc.: 600 Willowbrook Office Park, Fairport, New York 14450

Company Web Address www.paetec.com
Regulatory Contact Person(s) Judy Messenger, Sr. Manager, Phone (585) 340-2822 Fax (585) 770-2498
Regulatory Affairs
Regulatory Contact Person's Email Address judy.messenger@paetec.com

Contact Person for Annual Report Same as above Phone _____
Address (if different from above) _____
Consumer Contact Information _____ Phone _____
Address (if different from above) _____

Motion for protective order included with filing? ☐ Yes ☒ No
Motion for waiver(s) filed affecting this case? ☒ Yes ☐ No [Note: Waivers may toll any automatic timeframe.]

Section I – Pursuant to Chapter 4901:11-6 OAC – Part I – Please indicate the Carrier Type and the reason for submitting this form by checking the boxes below. CMRS providers: Please see the bottom of Section II.

NOTES: (1) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(2) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> ILEC	<input checked="" type="checkbox"/> CLEC	<input type="checkbox"/> CTS	<input type="checkbox"/> AOS/IOS
Tier 1 Regulatory Treatment				
Change Rates within approved Range	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)		
New Service, expanded local calling area,	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)		
Change Terms and Conditions, Introduce non-recurring service charges	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Introduce or Increase Late Payment or Returned Check Charge	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Business Contract	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)		
Withdrawal	<input type="checkbox"/> ATW 1-6-12(A) (Non-Auto)	<input type="checkbox"/> ATW 1-6-12(A) (Auto 30 days)		
Raise the Ceiling of a Rate	Not Applicable	<input type="checkbox"/> SLF 1-6-04(B) (Auto 30 days)		
Tier 2 Regulatory Treatment				
Residential - Introduce non-recurring service charges	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)		
Residential - Introduce New Tariffed Tier 2 Service(s)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	
Residential - Change Rates, Terms and Conditions, Promotions, or Withdrawal	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	
Residential - Tier 2 Service Contracts	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	
Commercial (Business) Contracts	Not Filed	Not Filed	Not Filed	
Business Services (see "Other" below)	Detariffed	Detariffed	Detariffed	
Residential & Business Toll Services (see "Other" below)	Detariffed	Detariffed	Detariffed	

Certificate Status	ILEC	CLEC	CTS	AOS/IOS
Certification (See Supplemental ACE form)		<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)
Add Exchanges to Certificate	<input type="checkbox"/> ATA 1-6-09(C) (Auto 30 days)	<input checked="" type="checkbox"/> AAC 1-6-10(F) (0 day Notice)	CLECs must attach a current CLEC Exchange Listing Form	
Abandon all Services - With Customers	<input type="checkbox"/> ABN 1-6-11(A) (Non-Auto)	<input checked="" type="checkbox"/> ABN 1-6-11(A) (Auto 90 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Abandon all Services - Without Customers		<input type="checkbox"/> ABN 1-6-11(A) (Auto 30 days)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Change of Official Name	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)

Section I – Part II – Certificate Status and Procedural

All Section I applications that result in a change to one or more tariff pages require, at a minimum, the following exhibits. Other exhibits may be required under the applicable rule(s). No change to tariffs planned at this time.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

Change in Ownership	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice) (
Merger	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input checked="" type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transfer a Certificate	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transaction for transfer or lease of property, plant or business	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Procedural				
Designation of Process Agent(s)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)

Section II – Carrier to Carrier (Pursuant to 95-845-TP-COI), CMRS and Other

Carrier to Carrier	ILEC	CLEC		
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG (Auto 90 day)	<input type="checkbox"/> NAG (Auto 90 day)		
Request for Arbitration	<input type="checkbox"/> ARB (Non-Auto)	<input type="checkbox"/> ARB (Non-Auto)		
Introduce or change c-t-c service tariffs,		<input type="checkbox"/> ATA (Auto 30 day)		
Introduce or change access service pursuant to 07-464-TP-COI	<input type="checkbox"/> ATA (Auto 30 day)			
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC (Non-Auto)	<input type="checkbox"/> UNC (Non-Auto)		

Pole attachment changes in terms and conditions and price changes.	<input type="checkbox"/> UNC (Non-Auto)	<input type="checkbox"/> UNC (Non-Auto)	
CMRS Providers See 4901:1-6-15	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)	<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)	
Other* (explain) _____			

**NOTE: During the interim period between the effective date of the rules and an Applicant's Detariffing Filing, changes to existing business Tier 2 and all toll services, including the addition of new business Tier 2 and all new toll services, will be processed as 0-day TRF filings, and briefly described in the "Other" section above.*

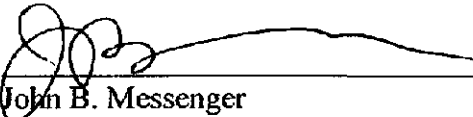
VERIFICATION

Attached.

VERIFICATION


STATE OF NEW YORK §
 §
COUNTY OF MONROE §

I, John B. Messenger, hereby verify under penalty of perjury that I am Vice President and Assistant Secretary of PAETEC Communications, Inc.; that I am authorized to make this verification on behalf of the company; that I have read the foregoing document and know the contents thereof; and that the same are true of my own knowledge, except to those matters therein stated upon information and belief, and as to those matters I believe them to be true.



John B. Messenger
Vice President and Assistant Secretary
PAETEC Communications, Inc.

Subscribed and sworn to before me on this 24th day of September, 2007.



My commission expires: 11/30/10

KAREN F. FERRINI
Notary Public, State of New York
No. 4765553
Qualified in Monroe County
Commission Expires Nov. 30, 2010

EXHIBITS

Exhibit A	Description of the Transaction
Exhibit B	Pre/Post-Merger Corporate Structure
Exhibit C	Notice to Customers
Exhibit D	Updated Exchange Listing Form
Exhibit E	Notice to ILECs
Exhibit F	Statement Regarding Telephone Numbers

EXHIBIT A

**BEFORE THE PUBLIC UTILITIES COMMISSION
FOR THE STATE OF OHIO**

In the Matter of Joint Application of)	
)	
PAETEC COMMUNICATIONS., INC.)	
)	
and)	Case No. ____ - ____ -TP- ____
)	
US LEC COMMUNICATIONS, INC.)	
)	
For Approval of Intra-Corporate Merger)	
and Cancellation of US LEC's Authority)	
to Provide Telecommunications Service)	
_____)	

DESCRIPTION OF TRANSACTION

PAETEC Communications, Inc. ("PAETEC") and US LEC Communications, Inc. ("US LEC") d/b/a/ PAETEC Business Services (collectively, "Applicants"), pursuant to Ohio Rev. Code §§ 4905.48 and 4905.49, hereby submit the foregoing Telecommunications Application Form (collectively with all Exhibits thereto, the "Application") to request that the Ohio Public Utilities Commission ("Commission") approve a transaction whereby telecommunications companies affiliated by common ownership propose to merge. Specifically, PAETEC and US LEC, which are both ultimately owned by PAETEC Holding Corp., propose to undergo a transaction whereby US LEC will be merged into PAETEC, and US LEC will and cease its separate corporate existence.

Accordingly, Applicants respectfully request that the Commission: (1) approve the proposed intra-corporate merger of PAETEC and US LEC, with PAETEC the surviving entity; (2) authorize PAETEC to expand its telecommunications services into all exchanges in the

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Accordingly, Applicants respectfully request that the Commission: (1) approve the proposed intra-corporate merger of PAETEC and US LEC, with PAETEC the surviving entity; (2) authorize PAETEC to expand its telecommunications services into all exchanges in the

counties of Delaware, Fairfield, Franklin, Geauga, Madison and Pickaway;¹ and (3) effective upon completion of the intra-corporate merger, which is anticipated to occur on or about January 1, 2008, cancel US LEC's authorization to provide competitive local exchange telecommunications services in the state of Ohio.

As more fully described below, the proposed merger will result in a change in the service provider for US LEC's current customers, as those customers will become the customers of PAETEC. Applicants respectfully request that, if the Commission determines that it cannot permit this Application to take effect automatically in accordance with its Rules, approval of this Application be granted no later than December 1, 2007, so that the parties may consummate the proposed transaction on or about January 1, 2008, to merge US LEC into PAETEC, and streamline the companies' operations.²

In support hereof, Applicants state as follows:

I. THE PARTIES

A. PAETEC Communications, Inc.

PAETEC is a Delaware corporation with principal offices located at One PAETEC Plaza, 600 Willowbrook Office Park, Fairport, New York 14450. PAETEC is a wholly-owned subsidiary of PAETEC Corp., which in turn is a wholly-owned subsidiary of PAETEC Holding Corp., a publicly traded Delaware corporation (NASDAQ: PAET). PAETEC Holding Corp. is the holding company of several subsidiaries, including the parties to this proceeding. Formed in

¹ As discussed more fully below, PAETEC is already authorized by the Commission to provide competitive local exchange service in Cuyahoga and Lake counties. Therefore, the Applicants believe that no additional authority is necessary, beyond authorization of the merger, for PAETEC to serve US LEC's customers in those counties.

² PAETEC Holding Corp. has entered into a merger agreement with McLeodUSA Incorporated, whereby PAETEC Holding Corp. will acquire indirect control of McLeodUSA Telecommunications Services, Inc., a telecommunications company certificated to provide service in Ohio. PAETEC Holding Corp. and McLeodUSA have filed or will file shortly a separate petition with the Commission regarding that transaction. Applicants therefore

1998, PAETEC and its affiliates provide innovative communications solutions to medium and large businesses and institutions through a full line of telecommunications and Internet services, enterprise communications management software, security solutions, and managed services. The company offers personalized solutions that include a comprehensive suite of Voice over Internet Protocol (VoIP) services delivered over its Private-IP MPLS network.

In Ohio, PAETEC is authorized to provide competitive local exchange services in Cuyahoga, Lake, Lorain, Medina and Summit Counties pursuant to certification granted by the Commission in Case No. 98-1401-TP-ACE. PAETEC is also authorized to provide interexchange and/or competitive local exchange service in numerous other states pursuant to certification, registration, or tariff requirements, or on a deregulated basis. In addition, PAETEC is authorized by the Federal Communications Commission to provide international services as a non-dominant carrier.

Further information regarding PAETEC's technical, managerial, and financial qualifications to provide service was submitted with its application for authority to provide service in the state, and therefore, that information is a matter of public record. PAETEC respectfully requests that the Commission take official notice of that information, and incorporate it by reference herein.

B. US LEC COMMUNICATIONS, INC.

US LEC, a North Carolina corporation, is a wholly owned subsidiary of US LEC Corp., which in turn is a wholly owned subsidiary of PAETEC Holding Corp. Both US LEC companies maintain their principal offices in Charlotte, North Carolina. US LEC is a leading provider of IP, data and voice solutions to business customers and enterprise organizations

respectfully request that Commission staff process both applications concurrently, so that the benefits of the intra-corporate merger, may be realized as early as possible.

throughout the Eastern United States. Members of the US LEC family of companies are currently authorized to provide resold and/or facilities-based telecommunications services in 43 states and the District of Columbia pursuant to certification, registration or tariff requirements, or on a deregulated basis.

In Ohio, US LEC is authorized to provide competitive local exchange services in Cuyahoga, Delaware, Fairfield, Franklin, Geauga, Lake, Madison and Pickaway counties pursuant to certification granted by the Commission in Case No. 99-1337-TP-ACE. Further information regarding US LEC's legal, technical, managerial and financial qualifications to provide service was submitted with its applications for certification. Such information therefore is already a matter of public record, and Applicants request that it be incorporated by reference herein.

US LEC and its affiliates provide local exchange services in Alabama, Delaware, the District of Columbia, Florida, Georgia, Indiana, Kentucky, Louisiana, Maryland, Mississippi, New Jersey, New York, North Carolina, Pennsylvania, South Carolina, Tennessee, and Virginia. US LEC operating subsidiaries are also authorized by the Federal Communications Commission to provide international and domestic interstate services as nondominant carriers. On September 5, 2006, PAETEC Holding Corp. filed an application to acquire US LEC (Case No. 06-1097-TP-CIO), which was deemed approved thirty days after filing pursuant to Section 4901:1-6-14(B)(2). US LEC is now an indirect wholly-owned subsidiary of PAETEC Holding Corp.

II. DESIGNATED CONTACTS

All matters related to this Application, including all inquiries, correspondence, communications, pleadings, notices, orders, and decisions, should be addressed to the following:

Tony S. Lee
Grace R. Chiu
Christine McLaughlin

Venable LLP
575 7th Street, N.W.
Washington, DC 20004
Tel: (202) 344-4000
Fax: (202) 344-8300
E-mail: tslee@venable.com
grchiu@venable.com
cmclaughlin@venable.com

III. DESCRIPTION OF THE INTRA-CORPORATE MERGER

By way of background, in 2006, PAETEC Holding Corp. and US LEC Corp. previously agreed to merge, in order to expand their telecommunications operations in a cost-efficient manner, thereby enhancing the combined company's competitive position and ability to provide integrated telecommunications services to customers in Ohio as well as other states. After receiving approval from the Commission and other state regulatory agencies, PAETEC Holding Corp. and US LEC Corp. consummated the transaction, and PAETEC Holding Corp. became a publicly traded company. Both PAETEC and US LEC are now indirect wholly-owned subsidiaries of PAETEC Holding Corp.

While the companies have started the process of streamlining and integrating their operations, the companies continue to maintain separate billing systems, customer service operations, and other internal processes that are largely duplicative. In order to eliminate redundancies and inefficiencies, and to further streamline company operations, the parties have determined that they should consolidate their administrative and business operations into a unified system. To that end, Applicants propose to merge US LEC into PAETEC, with PAETEC surviving and serving all of US LEC's current customers in Ohio. Post-transaction, it is anticipated that PAETEC Corp. and US LEC Corp. will hold a 70% and 30% interest in

PAETEC, respectively.³ A diagram depicting the proposed transaction is attached to the Application as Exhibit B.

Following the merger, ultimate ownership and control of US LEC's business will continue to reside in PAETEC Holding Corp. PAETEC will provide telecommunications services to US LEC's current customers pursuant to authority granted to PAETEC by the Commission. The rates, terms, and conditions of service will be provided pursuant to existing US LEC contracts assumed by PAETEC, or pursuant to PAETEC's tariffs. There will be no immediate changes to the rates and services provided to US LEC's existing customers, and upon expiration of any service contracts with those customers, they will have the option to continue service with PAETEC pursuant to its then-current rates, terms, and conditions or other negotiated agreements, or to select service from another telecommunications service provider. The proposed merger will be completely seamless to customers, all of whom will be given advance notice of the transaction.⁴

Because the parties are managed by the same team of well-qualified officers and directors, key personnel in charge of the companies' operations will not change as a result of the proposed merger and discontinuance. PAETEC's management, which oversees US LEC's current operations, will ensure that US LEC's customers continue to receive high quality and innovative services before and after the transition. Affected customers will receive the same services from PAETEC that they currently receive from US LEC, and PAETEC will continue to provide services pursuant to its own certificate of authority, as referenced above.

³ The final percentages to be held by PAETEC Corp. and US LEC Corp. may vary from the estimates provided herein; however, any such change will not be material. In particular, PAETEC Corp. will continue to own a controlling share of PAETEC at all times before and after the merger. Both PAETEC Corp. and US LEC Corp. will remain wholly owned subsidiaries of PAETEC Holding Corp.

⁴ See Section V, *infra*.

To accomplish the proposed corporate restructuring, prior state regulatory approval is required in several states in addition to Ohio. However, US LEC must retain its authorization to provide service in Ohio until all approvals are obtained and the merger is completed. Premature cancellation of US LEC authorization to provided telecommunications service in Ohio could lead to unintended disruptions in service until the merger is completed. Accordingly, Applicants request that the cancellation of US LEC's certificate become effective upon completion of the intra-corporate merger, which is anticipated to occur on or about January 1, 2008, to ensure that US LEC can provide continuous uninterrupted service to the public following Commission approval of this Application, and prior to completion of the proposed merger.

IV. REQUEST TO ADD EXCHANGES

As discussed above, PAETEC is authorized to provide competitive local exchange services in the exchanges in Cuyahoga, Lake, Lorain, Medina and Summit counties, while US LEC is authorized to provide competitive local exchange services in the exchanges in Cuyahoga, Delaware, Fairfield, Franklin, Geauga, Lake, Madison and Pickaway counties. Consequently, although PAETEC is already authorized to provide competitive local exchange services in two of the counties served by US LEC, it requires authorization to serve the other four. Because PAETEC does not hold equivalent authority to provide service in Ohio, PAETEC requests that its certificate of authority to provide competitive local exchange services be amended to add the exchanges in Delaware, Fairfield, Franklin, Geauga, Madison and Pickaway counties, so that PAETEC can continue to provide service to former US LEC customers in those counties without interruption after consummation of the intra-corporate merger. An updated Exchange Listing Form, showing all exchanges to be served by the post-merger PAETEC (including those it already serves) is attached the Application as Exhibit E.

V. REQUEST TO CANCEL CERTIFICATE

Upon completion of the intra-corporate merger, US LEC will cease to exist. The parties therefore request that US LEC be permitted to abandon all services and that its authorization be cancelled. Pursuant to the 90-day approval period provided for in Section 4901:1-6-10(A)(6), the Applicants anticipate that the request for abandonment will become effective on or about January 1, 2008, the anticipated closing date for the intra-corporate merger. Nonetheless, in the event that there is a discrepancy of a day or more between the automatic grant and the completion of the intra-corporate merger, the Applicants respectfully request that the cancellation of US LEC's certificate be made effective after completion of that merger, so that there is no period, however brief, in which US LEC would be providing services without authorization.

Applicants will provide US LEC customers with subscriber notice of the merger prior to completion of the transaction, either concurrently with the filing of the Application or as soon as possible thereafter. A copy of the form of customer notice is attached to the Application as Exhibit C. Additionally, the Applicants will provide notice to all ILECs in US LEC's service areas concurrently with the filing of the Application or as soon as possible thereafter; a copy of the form of that notice is attached as Exhibit D. Concurrently herewith, Applicants are filing a motion for waiver of Sections 4901:1-6-10(A)(2), (3), and (4) of the Commission's Rules, to permit such notices to be given fewer than 90 days in advance of any abandonment of service, and that notice of abandonment be included in all customer bills beginning 90 days in advance. Any customer electing to change to a third-party carrier may do so in the ordinary course of business; there is no cut-off date by which a customer must transition or lose service.

Consequently, the full 90-day notice period is not necessary to protect the interest of any third party.

Pursuant to communications with the Commission's staff, in lieu of the list of (NPA) NXX codes or thousand-number blocks required by Section 4901:1-6-10(A)(10) of the Commission's Rules, attached to the Application as Exhibit F is a statement that US LEC's assigned telephone numbers will be retained by the surviving corporation.

VI. PUBLIC INTEREST CONSIDERATIONS

The primary objective of the merger is to achieve greater corporate efficiencies by eliminating duplicative billing systems, customer service operations, and other internal processes maintained by the parties. The proposed transaction will serve the public interest by combining and fully integrating the financial resources and complementary operating, technical, and managerial strengths of PAETEC and US LEC to better serve the companies' constituent subscribers. Applicants anticipate that the proposed transaction will result in a more efficient company better equipped to accelerate its growth as a competitive telecommunications provider. The transaction will enable PAETEC to strengthen its competitive position in Ohio by enabling the company to achieve economies of scale and efficiencies of operation, with opportunities to enhance service quality and expand service offerings, which will inure to the benefit of consumers through improved service. Thus, approval of the instant Application will ensure continued provision of high quality, affordable telecommunications services to existing customers, and promote competition in the Ohio telecommunications services market by offering consumers a cost effective and competitive alternative. Therefore, grant of this Application is in the public interest.

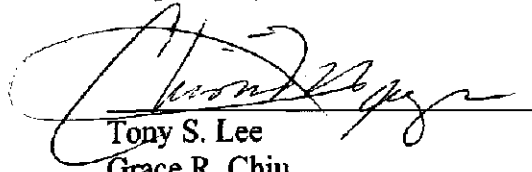
VII. REQUEST FOR EXPEDITED REVIEW

Applicants submit that expeditious grant of this Application is appropriate given that: (1) the transaction is an intra-corporate merger involving companies under common ownership and control; (2) no interruptions in service to current US LEC customers will occur; and (3) approval of the merger is in the public interest. Applicants therefore respectfully request that, should the Commission determine that this Application cannot be processed under the automatic approval provisions of Sections 4901:1-6-05, 4901:1-6-9(F) and 4901:1-6-14(B)(2) of the Commission's Rules, this Application be considered and ruled on by the Commission no later than December 1, 2007.

VIII. CONCLUSION

WHEREFORE, for the foregoing reasons, Applicants submit that the information provided herein demonstrates that the public interest, convenience, and necessity would be served by grant of the instant Application. Accordingly, Applicants respectfully request that, if the Commission determines express approval is required, the Commission approve the Joint Application no later than December 1, 2007, to (1) permit the parties to complete the proposed intra-corporate merger of PAETEC and US LEC, with PAETEC the surviving entity; (2) permit PAETEC to expand its operations into the exchanges in Delaware, Fairfield, Franklin, Geauga, Madison and Pickaway, Ohio; (3) cancel US LEC's authorization telecommunications services in Ohio of upon completion of the intra-corporate merger, which is anticipated to occur on or about January 1, 2008; and (4) grant all other relief as necessary and appropriate to effectuate the transaction described herein.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Tony S. Lee", is written over a horizontal line.

Tony S. Lee

Grace R. Chiu

Christine McLaughlin

VENABLE LLP

575 7th Street, N.W.

Washington, DC 20004

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E-mail: tslee@venable.com

grchiu@venable.com

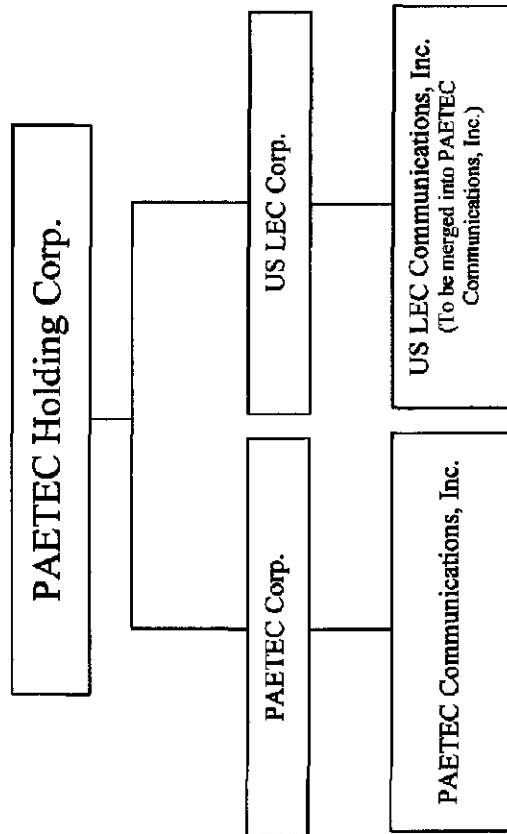
cmclaughlin@venable.com

Date: September 28, 2007

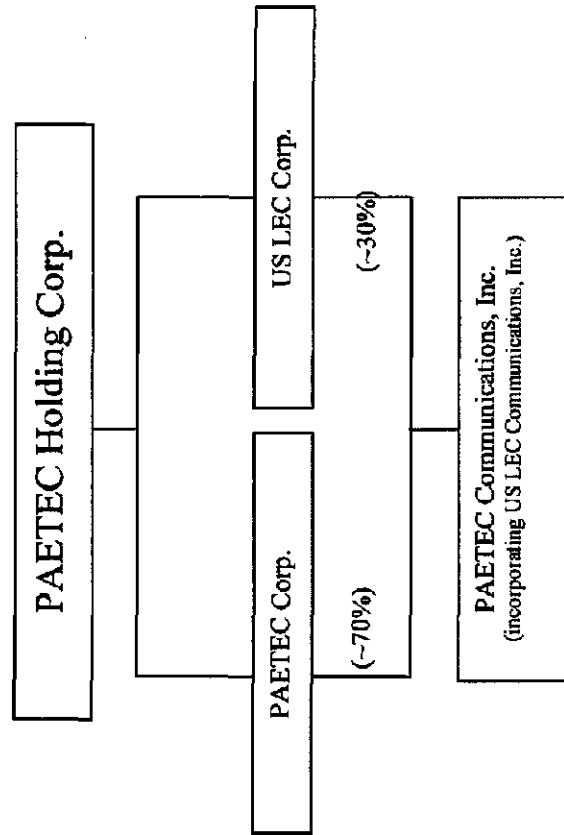
EXHIBIT B

Pre/Post-Merger Corporate Structure*

Pre-Merger Corporate Structure



Post-Merger Corporate Structure



*Unless otherwise stated, links indicate 100% ownership interest

EXHIBIT C

Form of Customer Notification



PAETEC

US LEC - PAETEC MERGER

Dear Valued Customer:

As you have likely heard, the US LEC company currently serving you¹ became part of the PAETEC family in March 2007, and now does business under the name "PAETEC Business Services." In order to simplify PAETEC's corporate structure and maximize the benefits that we offer you, we are now planning to merge your US LEC company and its affiliates into a single unified company, PAETEC Communications, Inc. ("PAETEC"). We expect this change to occur on or about January 1, 2008, pending all necessary regulatory approvals. Because this will technically result in a transfer of your service to another provider, we are required to provide certain information to you.

US LEC and PAETEC will work to ensure that the transfer of your services to PAETEC is seamless and transparent to you. Your current services will continue to be provided under the same rates, terms, and conditions that you currently enjoy with US LEC. Your service agreement with US LEC will remain in force, and will be honored by PAETEC. Your account manager will remain the same. You will be notified of any future changes in rates, terms, and conditions of service as required by law; however, no such changes are anticipated. PAETEC will be responsible for handling any questions or issues prior to and during the transfer. PAETEC will also be responsible for any carrier change charges that may be associated with the transfer. If you have placed a "freeze" on the current services, the freeze will be lifted (if needed) and your services will be transferred to PAETEC. As the service subscriber you must contact your local service provider if such provider is not PAETEC, to re-establish freeze protection for your services after the date of final transfer.

As always, you have the right to choose a different carrier for your services. If you do take steps to transfer your service to a different carrier you will need to make sure that the new service is ordered and provisioned no later than December 31, 2007. Please note that choosing to terminate services may result in early termination charges being assessed per your US LEC contract. If you are a customer of US LEC on the date of the transfer and you have not informed US LEC that you have made arrangements to switch to a carrier other than PAETEC, your services will automatically be transferred to PAETEC.

US LEC and PAETEC are committed to providing you with outstanding customer service, as well as personalized business solutions aimed to meet all of your communications needs. We look forward to continuing the mutually beneficial relationship that you have built with US LEC. If you have any questions, please do not hesitate to contact your account team to learn more about our company and service offerings. Please call us toll free at 1-877-340-2600 or visit the PAETEC website at www.paetec.com.

Cordially,

John Baron

Chief Marketing and Training Officer and Executive Vice President

¹ Our records indicate that you are served by one or more of the following companies: US LEC COMMUNICATIONS INC.; US LEC OF ALABAMA INC.; US LEC OF FLORIDA INC.; US LEC OF GEORGIA INC.; US LEC OF MARYLAND INC.; US LEC OF NORTH CAROLINA INC.; US LEC OF PENNSYLVANIA INC.; US LEC OF SOUTH CAROLINA INC.; US LEC OF TENNESSEE INC.; and US LEC OF VIRGINIA L.L.C.

EXHIBIT D

Notice to ILECs

The attached is the form of the notice that will be sent to the ILECs serving one or more exchanges in the Ohio counties in which US LEC conducts business, as follows:

- AT&T Ohio (Cuyahoga, Fairfield, Franklin, Geauga, Lake, Madison, Pickaway)
- United Telephone d/b/a Embarq (Delaware, Pickaway)
- Verizon North (Delaware, Fairfield, Madison, Pickaway)
- Windstream Western Reserve (Gauga, Lake)

The PAETEC contact person for one or more ILECs may be different; consequently, that information is not completed in the attached form. The appropriate contact person for each ILEC will be added to the final notice for such ILEC.

October 2007

[ILEC]
[Street address]
[City, State, Zip]

Re: US LEC Communications, Inc.
Proposed Merger and Cancellation of Authorizations in Ohio

Dear Sir or Madame:

US LEC Communications, Inc., d/b/a PAETEC Business Services ("US LEC"), is planning to merge with one of its affiliates into a single unified company, PAETEC Communications, Inc. ("PAETEC"). As a result of the merger, US LEC will cease to exist as a separate corporate entity. We expect this change to occur on or about January 1, 2008, pending all necessary regulatory approvals.

Because the proposed transaction will include the cancellation of US LEC's authorization to provide local exchange services in Ohio, and because US LEC currently provides such services in one or more counties in which your company is the incumbent local exchange carrier for one or more exchanges, US LEC hereby notifies you of the proposed cancellation of its authorization, pursuant to Section 4901:1-6-10(A)(2) of the rules of the Public Utilities Commission of Ohio.

Please be advised that the surviving corporation, PAETEC, has or by the effective date of the intra-corporate merger will have authority to provide local exchange services in all exchanges in Ohio currently served by US LEC. PAETEC will assume US LEC's operations, including its customer base, immediately upon the effective time of the intra-corporate merger. Consequently, unless one or more US LEC customers decides to choose a different carrier for local exchange services, no action on your part is necessary.

If you have any questions, please do not hesitate to contact PAETEC at

Sincerely,

EXHIBIT E

CLEC Exchange Form

The attached CLEC Exchange Form shows *all* exchanges to be served by the post-merger company, including those exchanges for which PAETEC is already authorized.

9/27/2007

Proposed Market Area (PMA) for
CLECs Provision of Local Service

Company Name:

Select All AT&T Ohio

dba:

Select All United Telephone dba Embargo

Certificate Number:

Select All Verizon North

Select All Cincinnati Bell

Designate Proposed Market Area (PMA) by putting an "X" in appropriate boxes

* Hanover was inadvertently omitted from the exchange name which was updated on 9-6-06.

LEC	COUNTY	EXCHANGE	PMA
Arcadia	HANCOCK	Arcadia	
Arthur Mutual	PAULDING	Arthur	
AT&T Ohio	ADAMS	Winchester	
AT&T Ohio	ATHENS	Nelsonville	
AT&T Ohio	BELMONT	Barnesville	
AT&T Ohio	BELMONT	Bellaire	
AT&T Ohio	BELMONT	Bethesda	
AT&T Ohio	BELMONT	Martins Ferry-Bridgeport	
AT&T Ohio	BELMONT	Somerton	
AT&T Ohio	BELMONT	St. Clairsville	
AT&T Ohio	BROWN	Aberdeen	
AT&T Ohio	BROWN	Ripley	
AT&T Ohio	BUTLER	Middletown	
AT&T Ohio	BUTLER	Monroe	
AT&T Ohio	BUTLER	Trenton	
AT&T Ohio	CHAMPAIGN	Christiansburg	
AT&T Ohio	CLARK	Donnelsville	
AT&T Ohio	CLARK	Enon	
AT&T Ohio	CLARK	Medway	
AT&T Ohio	CLARK	New Carlisle	
AT&T Ohio	CLARK	North Hampton	
AT&T Ohio	CLARK	Pitchin	
AT&T Ohio	CLARK	South Charleston	
AT&T Ohio	CLARK	South Vienna	
AT&T Ohio	CLARK	Springfield	
AT&T Ohio	CLARK	Tremont City	
AT&T Ohio	COLUMBIANA	Columbiana	
AT&T Ohio	COLUMBIANA	East Liverpool	

9/27/2007

Proposed Market Area (PMA) for
CLECs Provision of Local Service

AT&T Ohio	COLUMBIANA	East Palestine	
AT&T Ohio	COLUMBIANA	Leetonia	
AT&T Ohio	COLUMBIANA	Lisbon	
AT&T Ohio	COLUMBIANA	New Waterford	
AT&T Ohio	COLUMBIANA	Rogers	
AT&T Ohio	COLUMBIANA	Salem	
AT&T Ohio	COLUMBIANA	Salineville	
AT&T Ohio	COLUMBIANA	Wellsville	
AT&T Ohio	COSHOCTON	Conesville	
AT&T Ohio	COSHOCTON	Coshocton	
AT&T Ohio	COSHOCTON	West Lafayette	
AT&T Ohio	CUYAHOGA	Bedford	X
AT&T Ohio	CUYAHOGA	Berea	X
AT&T Ohio	CUYAHOGA	Brecksville	X
AT&T Ohio	CUYAHOGA	Chagrin Falls	X
AT&T Ohio	CUYAHOGA	Cleveland	X
AT&T Ohio	CUYAHOGA	Gates Mills	X
AT&T Ohio	CUYAHOGA	Hillcrest	X
AT&T Ohio	CUYAHOGA	Independence	X
AT&T Ohio	CUYAHOGA	Montrose [CUY]	X
AT&T Ohio	CUYAHOGA	North Royalton	X
AT&T Ohio	CUYAHOGA	Olmsted Falls	X
AT&T Ohio	CUYAHOGA	Strongsville	X
AT&T Ohio	CUYAHOGA	Terrace	X
AT&T Ohio	CUYAHOGA	Trinity	X
AT&T Ohio	CUYAHOGA	Victory	X
AT&T Ohio	ERIE	Bloomington	
AT&T Ohio	ERIE	Castalia	
AT&T Ohio	ERIE	Sandusky	
AT&T Ohio	FAIRFIELD	Carroll	X
AT&T Ohio	FAIRFIELD	Lancaster	X
AT&T Ohio	FAIRFIELD	Rushville	X
AT&T Ohio	FAIRFIELD	Sugar Grove	X
AT&T Ohio	FAYETTE	Bloomington	
AT&T Ohio	FAYETTE	Jeffersonville	
AT&T Ohio	FAYETTE	Milledgeville	

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Proposed Market Area (PMA) for
CLECs Provision of Local Service

AT&T Ohio	FAYETTE	Washington Court House	X
AT&T Ohio	FRANKLIN	Alton	X
AT&T Ohio	FRANKLIN	Canal Winchester	X
AT&T Ohio	FRANKLIN	Columbus	X
AT&T Ohio	FRANKLIN	Dublin	X
AT&T Ohio	FRANKLIN	Gahanna	X
AT&T Ohio	FRANKLIN	Grove City	X
AT&T Ohio	FRANKLIN	Groveport	X
AT&T Ohio	FRANKLIN	Harrisburg	X
AT&T Ohio	FRANKLIN	Hilliard	X
AT&T Ohio	FRANKLIN	Lockbourne	X
AT&T Ohio	FRANKLIN	New Albany	X
AT&T Ohio	FRANKLIN	Reynoldsburg	X
AT&T Ohio	FRANKLIN	Westerville	X
AT&T Ohio	FRANKLIN	Worthington	X
AT&T Ohio	GALLIA	Cheshire	
AT&T Ohio	GALLIA	Gallipolis	
AT&T Ohio	GALLIA	Guyan	
AT&T Ohio	GALLIA	Rio Grande	
AT&T Ohio	GALLIA	Vinton	
AT&T Ohio	GALLIA	Walnut	
AT&T Ohio	GEAUGA	Burton	X
AT&T Ohio	GEAUGA	Chesterland	X
AT&T Ohio	GREENE	Beavercreek	
AT&T Ohio	GREENE	Bellbrook	
AT&T Ohio	GREENE	Bowersville	
AT&T Ohio	GREENE	Cedarville	
AT&T Ohio	GREENE	Fairborn	
AT&T Ohio	GREENE	Jamestown	
AT&T Ohio	GREENE	Spring Valley	
AT&T Ohio	GREENE	Xenia	
AT&T Ohio	GREENE	Yellow Springs-Clifton	
AT&T Ohio	HANCOCK	Findlay	
AT&T Ohio	HIGHLAND	Belfast	
AT&T Ohio	HIGHLAND	Danville [HIG]	
AT&T Ohio	HIGHLAND	Hillsboro	

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Proposed Market Area (PMA) for
CLECs Provision of Local Service

AT&T Ohio	HIGHLAND	Marshall	
AT&T Ohio	HIGHLAND	Rainsboro	
AT&T Ohio	HIGHLAND	Sugar Tree Ridge	
AT&T Ohio	HOCKING	Murray City	
AT&T Ohio	JEFFERSON	Mingo Junction	
AT&T Ohio	JEFFERSON	Steubenville	
AT&T Ohio	JEFFERSON	Toronto	
AT&T Ohio	LAKE	Leroy	X
AT&T Ohio	LAKE	Mentor	X
AT&T Ohio	LAKE	Painesville	X
AT&T Ohio	LAKE	Wickliffe	X
AT&T Ohio	LAKE	Willoughby	X
AT&T Ohio	LAWRENCE	Arabia	
AT&T Ohio	LAWRENCE	Ironton	
AT&T Ohio	LUCAS	Holland	
AT&T Ohio	LUCAS	Maumee	
AT&T Ohio	LUCAS	Toledo	
AT&T Ohio	LUCAS	Whitehouse	
AT&T Ohio	MADISON	London	X
AT&T Ohio	MADISON	Sedalia	X
AT&T Ohio	MADISON	South Solon	X
AT&T Ohio	MADISON	West Jefferson	X
AT&T Ohio	MAHONING	Canfield	
AT&T Ohio	MAHONING	Lowellville	
AT&T Ohio	MAHONING	North Jackson	
AT&T Ohio	MAHONING	North Lima	
AT&T Ohio	MAHONING	Sebring	
AT&T Ohio	MAHONING	Youngstown	
AT&T Ohio	MIAMI	Fletcher-Lena	
AT&T Ohio	MIAMI	Piqua	
AT&T Ohio	MONROE	Bealsville	
AT&T Ohio	MONROE	Clarington	
AT&T Ohio	MONROE	Duffy	
AT&T Ohio	MONROE	Graysville	
AT&T Ohio	MONROE	Lewisville	
AT&T Ohio	MONROE	Woodsfield	

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Proposed Market Area (PMA) for
CLECs Provision of Local Service

AT&T Ohio	MONTGOMERY	Centerville [MOT]
AT&T Ohio	MONTGOMERY	Dayton
AT&T Ohio	MONTGOMERY	Miamisburg-W.Carrollton
AT&T Ohio	MONTGOMERY	Vandalia
AT&T Ohio	MUSKINGUM	Dresden
AT&T Ohio	MUSKINGUM	Fultonham
AT&T Ohio	MUSKINGUM	Norwich
AT&T Ohio	MUSKINGUM	Philo
AT&T Ohio	MUSKINGUM	Zanesville
AT&T Ohio	PERRY	Corning
AT&T Ohio	PERRY	Glenford
AT&T Ohio	PERRY	New Lexington
AT&T Ohio	PERRY	Roseville
AT&T Ohio	PERRY	Shawnee
AT&T Ohio	PERRY	Somerset
AT&T Ohio	PERRY	Thornville
AT&T Ohio	PICKAWAY	New Holland
AT&T Ohio	PORTAGE	Atwater
AT&T Ohio	PORTAGE	Kent
AT&T Ohio	PORTAGE	Mantua
AT&T Ohio	PORTAGE	Mogadore
AT&T Ohio	PORTAGE	Ravenna
AT&T Ohio	PORTAGE	Rootstown
AT&T Ohio	SANDUSKY	Fremont
AT&T Ohio	SANDUSKY	Lindsey
AT&T Ohio	SENECA	Fostoria
AT&T Ohio	SENECA	New Riegel
AT&T Ohio	SENECA	Tiffin
AT&T Ohio	STARK	Alliance
AT&T Ohio	STARK	Canal Fulton
AT&T Ohio	STARK	Canton
AT&T Ohio	STARK	Hartsville
AT&T Ohio	STARK	Louisville
AT&T Ohio	STARK	Magnolia-Waynesburg
AT&T Ohio	STARK	Marlboro
AT&T Ohio	STARK	Massillon

X

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Proposed Market Area (PMA) for
CLECs Provision of Local Service

AT&T Ohio	STARK	Navarre		
AT&T Ohio	STARK	North Canton		
AT&T Ohio	STARK	Uniontown		
AT&T Ohio	SUMMIT	Akron		
AT&T Ohio	SUMMIT	Greensburg		X
AT&T Ohio	SUMMIT	Manchester [SUM]		X
AT&T Ohio	TRUMBULL	Girard		
AT&T Ohio	TRUMBULL	Hubbard		
AT&T Ohio	TRUMBULL	Kirland		
AT&T Ohio	TRUMBULL	Niles		
AT&T Ohio	TRUMBULL	Sharon		
AT&T Ohio	TUSCARAWAS	Gnadenhuetten		
AT&T Ohio	TUSCARAWAS	Newcomerstown		
AT&T Ohio	TUSCARAWAS	Uhrichsville		
AT&T Ohio	WARREN	Franklin		
AT&T Ohio	WASHINGTON	Belpre		
AT&T Ohio	WASHINGTON	Marietta		
AT&T Ohio	WASHINGTON	New Matamoras		
AT&T Ohio	WASHINGTON	Newport		
AT&T Ohio	WAYNE	Dalton		
AT&T Ohio	WOOD	Perrysburg		
AT&T Ohio	WYANDOT	Upper Sandusky		
Ayersville	DEFIANCE	Ayersville		
Bascom Mutual	SENECA	Bascom		
Benton Ridge	HANCOCK	Benton Ridge		
Benton Ridge	HENRY	New Bavaria		
Benton Ridge	PUTNAM	North Creek		
Buckland	AUGLAIZE	Buckland		
CC&S Telco	WILLIAMS	Cooney		
Century	ERIE	Birmingham		
Century	ERIE	Vermillion		
Century	LORAIN	Amherst		X
Century	LORAIN	Avon		X
Century	LORAIN	Avon Lake		X
Century	LORAIN	Lorain		X
Champaign	CHAMPAIGN	Terre Haute		

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Proposed Market Area (PMA) for
CLECs Provision of Local Service

Champaign	CHAMPAIGN	Urbana
Chillicothe	ROSS	Bainbridge [ROS]
Chillicothe	ROSS	Bourneville
Chillicothe	ROSS	Chillicothe
Chillicothe	ROSS	Clarksburg
Chillicothe	ROSS	Frankfort
Chillicothe	ROSS	Hallsville
Chillicothe	ROSS	Kingston
Chillicothe	ROSS	Londonderry
Chillicothe	ROSS	Masleville
Chillicothe	ROSS	Richmondale
Cincinnati Bell	BUTLER	Bethany-West Chester
Cincinnati Bell	BUTLER	Hamilton
Cincinnati Bell	BUTLER	Reily
Cincinnati Bell	BUTLER	Seven Mile
Cincinnati Bell	BUTLER	Shandon
Cincinnati Bell	CLERMONT	Bethel
Cincinnati Bell	CLERMONT	Clermont
Cincinnati Bell	CLERMONT	Little Miami
Cincinnati Bell	CLERMONT	Newtonsville
Cincinnati Bell	CLERMONT	Williamsburg
Cincinnati Bell	HAMILTON	Cincinnati
Cincinnati Bell	HAMILTON	Harrison
Columbus Grove	PUTNAM	Columbus Grove
Conneaut	ASHTABULA	Conneaut
Continental	PAULDING	Grover Hill
Continental	PUTNAM	Continental
Continental	PUTNAM	Miller City
Doylestown	WAYNE	Doylestown
Farmers Mutual	HENRY	Okolona
Fort Jennings	PUTNAM	Fort Jennings
Germanatown	MONTGOMERY	Germanatown
Glandorf	PUTNAM	Glandorf
Kalida	PUTNAM	Kalida
Little Miami	BROWN	Fayetteville
Little Miami	WARREN	Butlerville

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Proposed Market Area (PMA) for
CLECs Provision of Local Service

McClure	HENRY	McClure
Middle Point Home	VAN WERT	Middle Point
Minford	SCIOTO	Minford
New Knoxville	AUGLAIZE	New Knoxville
Nova	ASHLAND	Nova
Nova	ASHLAND	Sullivan
Oakwood	PAULDING	Oakwood
Orwell	ASHTABULA	Colebrook
Orwell	ASHTABULA	Orwell
Orwell	ASHTABULA	Windsor
Orwell	HANCOCK	Mount Cory
Orwell	PUTNAM	Belmore
Orwell	PUTNAM	Gilboa
Orwell	PUTNAM	Leipsic
Orwell	PUTNAM	Pandora
Orwell	TRUMBULL	North Bloomfield
Ottoville Mutual	PUTNAM	Cloverdale
Ottoville Mutual	PUTNAM	Ottoville
Pattersonville	CARROLL	Pattersonville
Ridgeville	HENRY	Ridgeville Corners
Sherwood Mutual	DEFIANCE	Sherwood
Sycamore	SENECA	McCutcheonville
Sycamore	SENECA	Melmore
Sycamore	WYANDOT	Sycamore
Telephone Service Co	AUGLAIZE	Cridersville
Telephone Service Co	AUGLAIZE	Wapakoneta
United of Indiana	DARKE	Union City
United Telephone dba Embargo	ALLEN	Beavertown
United Telephone dba Embargo	ALLEN	Bluffton
United Telephone dba Embargo	ALLEN	Cairo
United Telephone dba Embargo	ALLEN	Delphos
United Telephone dba Embargo	ALLEN	Elida
United Telephone dba Embargo	ALLEN	Gomer
United Telephone dba Embargo	ALLEN	Lafayette
United Telephone dba Embargo	ALLEN	Lima
United Telephone dba Embargo	ALLEN	Westminster

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Proposed Market Area (PMA) for
CLECs Provision of Local Service

United Telephone dba Embarras	ASHTABULA	Andover
United Telephone dba Embarras	ASHTABULA	Jefferson
United Telephone dba Embarras	ASHTABULA	New Lyme
United Telephone dba Embarras	ATHENS	Glouster
United Telephone dba Embarras	AUGLAIZE	Waynesfield
United Telephone dba Embarras	CHAMPAIGN	North Lewisburg
United Telephone dba Embarras	CHAMPAIGN	Rosewood
United Telephone dba Embarras	CRAWFORD	Bucyrus
United Telephone dba Embarras	CRAWFORD	Chatfield
United Telephone dba Embarras	CRAWFORD	Lykens
United Telephone dba Embarras	CRAWFORD	New Winchester
United Telephone dba Embarras	DARKE	Ansonia
United Telephone dba Embarras	DARKE	Arcanum
United Telephone dba Embarras	DARKE	Bradford
United Telephone dba Embarras	DARKE	Gettysburg
United Telephone dba Embarras	DARKE	Greenville
United Telephone dba Embarras	DARKE	Hollansburg
United Telephone dba Embarras	DARKE	New Madison
United Telephone dba Embarras	DARKE	Rossburg
United Telephone dba Embarras	DARKE	Versailles
United Telephone dba Embarras	DEFIANCE	Defiance
United Telephone dba Embarras	DEFIANCE	Jewell
United Telephone dba Embarras	DELAWARE	Sunbury
United Telephone dba Embarras	FULTON	Archbold
United Telephone dba Embarras	FULTON	Lyons
United Telephone dba Embarras	FULTON	Metamora
United Telephone dba Embarras	FULTON	Swanton
United Telephone dba Embarras	FULTON	Wauseon
United Telephone dba Embarras	HARDIN	Ada
United Telephone dba Embarras	HARDIN	Alger
United Telephone dba Embarras	HARDIN	Dunkirk
United Telephone dba Embarras	HARDIN	Mount Victory
United Telephone dba Embarras	HARDIN	Ridgeway
United Telephone dba Embarras	HENRY	Deshler
United Telephone dba Embarras	HENRY	Florida
United Telephone dba Embarras	HENRY	Gerald

X

9/27/2007

Proposed Market Area (PMA) for
CLECs Provision of Local Service

United Telephone dba Embark	HENRY	Grelton-Malinta
United Telephone dba Embark	HENRY	Hamler
United Telephone dba Embark	HENRY	Holgate
United Telephone dba Embark	HENRY	Liberty Center
United Telephone dba Embark	HENRY	Napoleon
United Telephone dba Embark	HOLMES	Big Prairie
United Telephone dba Embark	HOLMES	Glenmont
United Telephone dba Embark	HOLMES	Holmesville
United Telephone dba Embark	HOLMES	Killbuck
United Telephone dba Embark	HOLMES	Millersburg
United Telephone dba Embark	HOLMES	Nashville
United Telephone dba Embark	KNOX	Centerburg
United Telephone dba Embark	KNOX	Danville [KNO]
United Telephone dba Embark	KNOX	Fredericktown
United Telephone dba Embark	KNOX	Gambier
United Telephone dba Embark	KNOX	Martinsburg
United Telephone dba Embark	KNOX	Mount Vernon
United Telephone dba Embark	LICKING	Alexandria
United Telephone dba Embark	LICKING	Croton
United Telephone dba Embark	LICKING	Hebron
United Telephone dba Embark	LICKING	Johnstown
United Telephone dba Embark	LICKING	Pataskala
United Telephone dba Embark	LICKING	Utica-Homer
United Telephone dba Embark	LOGAN	Belle Center
United Telephone dba Embark	LOGAN	Bellevue
United Telephone dba Embark	LOGAN	De Graff
United Telephone dba Embark	LOGAN	East Liberty
United Telephone dba Embark	LOGAN	Huntsville
United Telephone dba Embark	LOGAN	Rushsylvania
United Telephone dba Embark	LOGAN	Russells Point
United Telephone dba Embark	LOGAN	West Liberty
United Telephone dba Embark	LOGAN	West Mansfield
United Telephone dba Embark	LUCAS	Richfield Center-Berkey
United Telephone dba Embark	LUCAS	Waterville
United Telephone dba Embark	MAHONING	Berlin Center
United Telephone dba Embark	MAHONING	Damascus

9/27/2007

Proposed Market Area (PMA) for
CLECs Provision of Local Service

United Telephone dba Embarq	MAHONING	North Benton
United Telephone dba Embarq	MARION	Caledonia
United Telephone dba Embarq	MERCER	Rockford
United Telephone dba Embarq	MORGAN	Chesterhill
United Telephone dba Embarq	MORGAN	McConnellsville
United Telephone dba Embarq	MORGAN	Pennsville
United Telephone dba Embarq	MORGAN	Reinersville-Hackney
United Telephone dba Embarq	MORGAN	Stockport
United Telephone dba Embarq	MORROW	Cardington
United Telephone dba Embarq	MORROW	Chesterville
United Telephone dba Embarq	MORROW	Johnsville
United Telephone dba Embarq	MORROW	Marengo
United Telephone dba Embarq	MORROW	Mount Gilead
United Telephone dba Embarq	MUSKINGUM	Adamsville
United Telephone dba Embarq	MUSKINGUM	Fazeysburg
United Telephone dba Embarq	PERRY	Crooksville
United Telephone dba Embarq	PERRY	Junction City
United Telephone dba Embarq	PICKAWAY	Mount Sterling
United Telephone dba Embarq	PORTAGE	Lake Milton
United Telephone dba Embarq	PORTAGE	Wayland
United Telephone dba Embarq	PORTAGE	Windham
United Telephone dba Embarq	PREBLE	Camden
United Telephone dba Embarq	PREBLE	Eaton
United Telephone dba Embarq	PREBLE	Eldorado
United Telephone dba Embarq	PREBLE	New Paris
United Telephone dba Embarq	PREBLE	West Manchester
United Telephone dba Embarq	PUTNAM	Ottawa
United Telephone dba Embarq	RICHLAND	Adarilo
United Telephone dba Embarq	RICHLAND	Bellville
United Telephone dba Embarq	RICHLAND	Butler
United Telephone dba Embarq	RICHLAND	Lexington
United Telephone dba Embarq	RICHLAND	Lucas
United Telephone dba Embarq	RICHLAND	Mansfield
United Telephone dba Embarq	RICHLAND	Shelby
United Telephone dba Embarq	RICHLAND	Shiloh
United Telephone dba Embarq	SANDUSKY	Woodville

X

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United Telephone dba Embark	SENECA	Green Springs
United Telephone dba Embark	SENECA	Old Fort
United Telephone dba Embark	SHELBY	Anna
United Telephone dba Embark	SHELBY	Botkins
United Telephone dba Embark	SHELBY	Fort Loramie
United Telephone dba Embark	SHELBY	Jackson Center
United Telephone dba Embark	SHELBY	Sidney
United Telephone dba Embark	TRUMBULL	Bristolville
United Telephone dba Embark	TRUMBULL	Cortland
United Telephone dba Embark	TRUMBULL	Greene
United Telephone dba Embark	TRUMBULL	Hartford
United Telephone dba Embark	TRUMBULL	Johnston
United Telephone dba Embark	TRUMBULL	Kinsman
United Telephone dba Embark	TRUMBULL	Newton Falls
United Telephone dba Embark	TRUMBULL	Warren
United Telephone dba Embark	UNION	Byhalia
United Telephone dba Embark	UNION	Magnetic Springs
United Telephone dba Embark	UNION	Marysville
United Telephone dba Embark	UNION	Milford Center
United Telephone dba Embark	UNION	Raymond
United Telephone dba Embark	UNION	York Center
United Telephone dba Embark	VAN WERT	Van Wert
United Telephone dba Embark	VAN WERT	Venedocia
United Telephone dba Embark	WARREN	Lebanon
United Telephone dba Embark	WARREN	Mason
United Telephone dba Embark	WARREN	Morrow
United Telephone dba Embark	WARREN	South Lebanon
United Telephone dba Embark	WARREN	Waynesville
United Telephone dba Embark	WASHINGTON	Bartlett
United Telephone dba Embark	WAYNE	Apple Creek
United Telephone dba Embark	WAYNE	Fredericksburg
United Telephone dba Embark	WAYNE	Kidron
United Telephone dba Embark	WAYNE	Marshallville
United Telephone dba Embark	WAYNE	Orrville
United Telephone dba Embark	WAYNE	Rittman
United Telephone dba Embark	WAYNE	Shreve

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United Telephone dba Embarq	WAYNE	Smithville
United Telephone dba Embarq	WAYNE	Sterling
United Telephone dba Embarq	WAYNE	Wooster
United Telephone dba Embarq	WILLIAMS	Stryker
United Telephone dba Embarq	WOOD	Bloomdale
United Telephone dba Embarq	WOOD	Cygnat
United Telephone dba Embarq	WOOD	Luckey
United Telephone dba Embarq	WOOD	Moline
United Telephone dba Embarq	WOOD	Portage
United Telephone dba Embarq	WOOD	RisingSun
United Telephone dba Embarq	WOOD	Stony Ridge
Vanlue	HANCOCK	Vanlue
Vaughnsville	PUTNAM	Vaughnsville
Verizon North	ADAMS	Manchester (ADA)
Verizon North	ADAMS	Peebles
Verizon North	ADAMS	Seaman
Verizon North	ADAMS	West Union
Verizon North	ALLEN	Spencerville
Verizon North	ASHLAND	Ashland
Verizon North	ASHLAND	Hayesville
Verizon North	ASHLAND	Loudonville
Verizon North	ASHLAND	Perrysville
Verizon North	ASHLAND	Polk
Verizon North	ASHLAND	Redhaw
Verizon North	ASHLAND	Savannah
Verizon North	ATHENS	Albany
Verizon North	ATHENS	Amesville
Verizon North	ATHENS	Athens
Verizon North	ATHENS	Guysville
Verizon North	ATHENS	New Marshfield
Verizon North	ATHENS	Shade
Verizon North	ATHENS	The Plains
Verizon North	AUGLAIZE	Minster
Verizon North	AUGLAIZE	New Bremen
Verizon North	AUGLAIZE	St. Marys
Verizon North	BELMONT	Flushing

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Verizon North	BROWN	Decatur
Verizon North	BROWN	Georgetown
Verizon North	BROWN	Hammersville
Verizon North	BROWN	Higginsport
Verizon North	BROWN	Mount Orab
Verizon North	BROWN	Russellville
Verizon North	BROWN	Sardinia
Verizon North	BUTLER	Morning Sun
Verizon North	BUTLER	Oxford
Verizon North	CARROLL	Carrollton
Verizon North	CARROLL	Dellroy
Verizon North	CARROLL	Harlem Springs
Verizon North	CARROLL	Malvern
Verizon North	CARROLL	Mechanicstown
Verizon North	CHAMPAIGN	Mechanicsburg
Verizon North	CHAMPAIGN	Woodstock
Verizon North	CLARK	Catawba
Verizon North	CLERMONT	Felicity
Verizon North	CLINTON	Blanchester
Verizon North	CLINTON	Clarksville
Verizon North	CLINTON	Martinsville
Verizon North	CLINTON	New Burlington
Verizon North	CLINTON	New Vienna
Verizon North	CLINTON	Port William
Verizon North	CLINTON	Sabina
Verizon North	CLINTON	Wilmington
Verizon North	COLUMBIANA	East Rochester
Verizon North	COLUMBIANA	Hanoverton
Verizon North	COLUMBIANA	North Georgetown
Verizon North	COLUMBIANA	Winona
Verizon North	COSHOCTON	Cooperdale
Verizon North	COSHOCTON	Warsaw
Verizon North	CRAWFORD	Crestline
Verizon North	CRAWFORD	Gallon
Verizon North	CRAWFORD	New Washington
Verizon North	DARKE	North Star

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Verizon North	DARKE	Yorkshire	
Verizon North	DEFIANCE	Hicksville	
Verizon North	DEFIANCE	Ney	
Verizon North	DELAWARE	Ashley	X
Verizon North	DELAWARE	Cheshire Center	X
Verizon North	DELAWARE	Delaware	X
Verizon North	DELAWARE	Kilbourne	X
Verizon North	DELAWARE	Ostrander	X
Verizon North	DELAWARE	Radnor	X
Verizon North	DELAWARE	Rathbone	X
Verizon North	ERIE	Berlin Heights	
Verizon North	ERIE	Huron	
Verizon North	ERIE	Kelleys Island	
Verizon North	ERIE	Milan	
Verizon North	FAIRFIELD	Amanda	X
Verizon North	FAIRFIELD	Baltimore	X
Verizon North	FAIRFIELD	Bremen	X
Verizon North	FAIRFIELD	Millersport	X
Verizon North	FAIRFIELD	Pleasantville	X
Verizon North	FULTON	Fayette	
Verizon North	GUERNSEY	Byesville	
Verizon North	GUERNSEY	Cambridge	
Verizon North	HANCOCK	Arlington	
Verizon North	HANCOCK	Jenera	
Verizon North	HANCOCK	McComb	
Verizon North	HANCOCK	Mount Blanchard	
Verizon North	HANCOCK	Rawson	
Verizon North	HANCOCK	Van Buren	
Verizon North	HARDIN	Forest	
Verizon North	HARRISON	Bowerston	
Verizon North	HARRISON	Cadiz	
Verizon North	HARRISON	Freeport	
Verizon North	HARRISON	Jewett	
Verizon North	HARRISON	Scio	
Verizon North	HIGHLAND	Greenfield	
Verizon North	HIGHLAND	Leesburg	

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Verizon North	HIGHLAND	Lynchburg	
Verizon North	HIGHLAND	Mowystown	
Verizon North	HIGHLAND	Sinking Spring	
Verizon North	HOCKING	Laurelville	
Verizon North	HOCKING	Logan	
Verizon North	HOLMES	Berlin	
Verizon North	HOLMES	Lakeville	
Verizon North	HURON	Bellevue	
Verizon North	HURON	Greenwich	
Verizon North	HURON	Monroeville	
Verizon North	HURON	New London	
Verizon North	HURON	Norwalk	
Verizon North	HURON	Wakeman	
Verizon North	HURON	Willard	
Verizon North	JACKSON	Jackson	
Verizon North	JACKSON	Oak Hill	
Verizon North	JACKSON	Wellston	
Verizon North	JEFFERSON	Adena	
Verizon North	JEFFERSON	Amsterdam	
Verizon North	JEFFERSON	Bergholz	
Verizon North	JEFFERSON	Brilliant	
Verizon North	JEFFERSON	Dillonvale-Mt. Pleasant	
Verizon North	JEFFERSON	Knoxville	
Verizon North	JEFFERSON	Richmond	
Verizon North	JEFFERSON	Smithfield	
Verizon North	JEFFERSON	Tiltonsville	
Verizon North	LAWRENCE	Chesapeake	X
Verizon North	LORAIN	Grafton	X
Verizon North	LORAIN	North Eaton	X
Verizon North	LORAIN	Oberlin	X
Verizon North	LORAIN	Wellington	X
Verizon North	LUCAS	Curice-Oregon	
Verizon North	LUCAS	Sylvania	
Verizon North	MADISON	Resaca	X
Verizon North	MARION	Green Camp	
Verizon North	MARION	Larue	

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Verizon North	MARION	Marion	
Verizon North	MARION	Morral	
Verizon North	MARION	Prospect	
Verizon North	MARION	Waldo	
Verizon North	MEDINA	Brunswick	X
Verizon North	MEDINA	Chatham	X
Verizon North	MEDINA	Homerville	X
Verizon North	MEDINA	Lodi	X
Verizon North	MEDINA	Medina	X
Verizon North	MEDINA	Seville	X
Verizon North	MEDINA	Sharon Center	X
Verizon North	MEDINA	Spencer	X
Verizon North	MEDINA	Valley City	X
Verizon North	MEDINA	Wadsworth	X
Verizon North	MEDINA	Westfield Center	X
Verizon North	MEIGS	Letart Falls	X
Verizon North	MEIGS	Pomeroy	
Verizon North	MEIGS	Portland	
Verizon North	MERCER	Celina	
Verizon North	MERCER	Coldwater	
Verizon North	MERCER	Fort Recovery	
Verizon North	MERCER	Maria Stein	
Verizon North	MERCER	Mendon	
Verizon North	MIAMI	Laura	
Verizon North	MIAMI	Tipp City	
Verizon North	MIAMI	Troy	
Verizon North	MIAMI	West Milton	
Verizon North	MONTGOMERY	Brookville	
Verizon North	MONTGOMERY	Englewood	
Verizon North	MONTGOMERY	Farmersville	
Verizon North	MONTGOMERY	Liberty	
Verizon North	MONTGOMERY	New Lebanon	
Verizon North	MONTGOMERY	Phillipsburg	
Verizon North	MONTGOMERY	Trotwood	
Verizon North	MUSKINGUM	New Concord	
Verizon North	NOBLE	Caldwell	

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Verizon North	NOBLE	Dexter City	
Verizon North	NOBLE	Summerfield	
Verizon North	OTTAWA	Elmore	
Verizon North	OTTAWA	Genoa	
Verizon North	OTTAWA	Marblehead	
Verizon North	OTTAWA	Oak Harbor	
Verizon North	OTTAWA	Port Clinton	
Verizon North	OTTAWA	Put-In-Bay	
Verizon North	PAULDING	Antwerp	
Verizon North	PAULDING	Payne	
Verizon North	PICKAWAY	Ashville	X
Verizon North	PICKAWAY	Circleville	X
Verizon North	PICKAWAY	Williamsport	X
Verizon North	PIKE	Beaver	
Verizon North	PIKE	Idaho	
Verizon North	PIKE	Piketon	
Verizon North	PIKE	Waverly	
Verizon North	PORTAGE	Garrettsville	
Verizon North	PREBLE	Gratis	
Verizon North	PREBLE	Lewisburg	
Verizon North	PREBLE	West Alexandria	
Verizon North	RICHLAND	Plymouth	
Verizon North	SANDUSKY	Clyde	
Verizon North	SANDUSKY	Gibsonburg	
Verizon North	SANDUSKY	Helena	
Verizon North	SCIOTO	Portsmouth	
Verizon North	SENECA	Attica	
Verizon North	SENECA	Bettsville	
Verizon North	SENECA	Bloomville	
Verizon North	SENECA	Republic	
Verizon North	STARK	Beach City	
Verizon North	STARK	Brewster	
Verizon North	STARK	Minerva	
Verizon North	STARK	Paris	
Verizon North	STARK	Wilmot	
Verizon North	SUMMIT	Montrose [SUM]	X

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Verizon North	TUSCARAWAS	Baltic
Verizon North	TUSCARAWAS	Bolivar
Verizon North	TUSCARAWAS	Mineral City
Verizon North	TUSCARAWAS	New Philadelphia
Verizon North	TUSCARAWAS	Strasburg
Verizon North	TUSCARAWAS	Sugarcreek
Verizon North	UNION	Plain City
Verizon North	UNION	Richwood
Verizon North	VAN WERT	Convoy
Verizon North	VAN WERT	Ohio City
Verizon North	VAN WERT	Scott
Verizon North	VAN WERT	Willshire-Wren
Verizon North	VINTON	McArthur
Verizon North	VINTON	Wilkesville
Verizon North	WASHINGTON	Barlow
Verizon North	WASHINGTON	Beverly
Verizon North	WASHINGTON	Lowell
Verizon North	WASHINGTON	Lower Salem
Verizon North	WASHINGTON	Watertown
Verizon North	WAYNE	Burbank
Verizon North	WAYNE	Congress
Verizon North	WAYNE	Creston
Verizon North	WAYNE	West Salem
Verizon North	WILLIAMS	Bryan
Verizon North	WILLIAMS	Edgerton
Verizon North	WILLIAMS	Edon
Verizon North	WILLIAMS	Evansport
Verizon North	WILLIAMS	Montpelier
Verizon North	WILLIAMS	Pioneer
Verizon North	WILLIAMS	West Unity
Verizon North	WOOD	Bowling Green
Verizon North	WOOD	Grand Rapids
Verizon North	WOOD	Haskins-Tontogany
Verizon North	WOOD	North Baltimore
Verizon North	WOOD	Pemberville
Verizon North	WOOD	Wayne-Bradner

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Proposed Market Area (PMA) for
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Verizon North	WOOD	Weston	
Verizon North	WYANDOT	Carey	
Verizon North	WYANDOT	Harpster	
Verizon North	WYANDOT	Nevada	
Verizon North	WYANDOT	Wharton	
Wabash Mutual	MERCER	Wabash	
Windstream Ohio	CHAMPAIGN	St. Paris	
Windstream Ohio	FULTON	Chesterfield	
Windstream Ohio	FULTON	Delta	
Windstream Ohio	FULTON	Neapolis	
Windstream Ohio	HARDIN	Kenton	
Windstream Ohio	LICKING	Granville	
Windstream Ohio	LICKING	Gratiot	
Windstream Ohio	LICKING	Hanover-Mame*	
Windstream Ohio	LICKING	Newark	
Windstream Ohio	LICKING	St. Louisville	
Windstream Ohio	LORAIN	Columbia Station	X
Windstream Ohio	LORAIN	Elyria	X
Windstream Ohio	MIAMI	Covington	
Windstream Ohio	MIAMI	Pleasant Hill	
Windstream Ohio	PAULDING	Paulding	
Windstream Western Reserve	ASHTABULA	Ashtabula	
Windstream Western Reserve	ASHTABULA	Austinburg	
Windstream Western Reserve	ASHTABULA	Dorset	
Windstream Western Reserve	ASHTABULA	Geneva	
Windstream Western Reserve	ASHTABULA	Kingsville	
Windstream Western Reserve	ASHTABULA	Pierpont	
Windstream Western Reserve	ASHTABULA	Rock Creek	
Windstream Western Reserve	ASHTABULA	Trumbull	
Windstream Western Reserve	ATHENS	Coolville	
Windstream Western Reserve	BELMONT	Centerville [BEL]	
Windstream Western Reserve	BELMONT	Morristown	
Windstream Western Reserve	BELMONT	Powhatan Point	
Windstream Western Reserve	GEAUGA	Bainbridge [GEA]	X
Windstream Western Reserve	GEAUGA	Chardon	X
Windstream Western Reserve	GEAUGA	East Claridon	X

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Proposed Market Area (PMA) for
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Windstream Western Reserve	GEAUGA	Huntsburg	X
Windstream Western Reserve	GEAUGA	Middlefield	X
Windstream Western Reserve	GEAUGA	Montville	X
Windstream Western Reserve	GEAUGA	Newbury	X
Windstream Western Reserve	GEAUGA	Parkman	X
Windstream Western Reserve	GEAUGA	Russell	X
Windstream Western Reserve	GEAUGA	Thompson	X
Windstream Western Reserve	GUERNSEY	Cumberland	
Windstream Western Reserve	GUERNSEY	Fairview	
Windstream Western Reserve	GUERNSEY	Old Washington	
Windstream Western Reserve	GUERNSEY	Quaker City	
Windstream Western Reserve	HARRISON	Hopedale	
Windstream Western Reserve	JEFFERSON	Bloomington	
Windstream Western Reserve	LAKE	Madison	X
Windstream Western Reserve	LAKE	Perry	X
Windstream Western Reserve	MEDINA	Hinckley	X
Windstream Western Reserve	MEIGS	Chester	
Windstream Western Reserve	PORTAGE	Aurora	
Windstream Western Reserve	PORTAGE	Hiram	
Windstream Western Reserve	SUMMIT	Hudson	X
Windstream Western Reserve	SUMMIT	Northfield	X
Windstream Western Reserve	SUMMIT	Peninsula	X
Windstream Western Reserve	SUMMIT	Richfield	X
Windstream Western Reserve	SUMMIT	Twinsburg	X
Windstream Western Reserve	TRUMBULL	Mesopotamia	
Windstream Western Reserve	WASHINGTON	Little Hooking	

X

EXHIBIT F

Statement Regarding Telephone Numbers

US LEC Communications, Inc.'s customer base, assets and operations will automatically be assumed upon closing of the proposed intra-corporate merger by the surviving corporation, PAETEC Communications, Inc. Following communication with the Commission's staff, the Applicants submit this statement that, because US LEC Communications, Inc.'s operations will be continued by the surviving company, none of its (NPA) NXXs or thousand number blocks are being returned to the administrator.