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Our file no.: 0000356477

August 23, 2011

**Via Email & Overnight Courier**

David Danner, Executive Secretary  
Washington Utilities and Transportation Commission  
1300 S. Evergreen Park Drive  
Olympia, Washington 98504-7250  
records@wutc.wa.gov

**Re: Notification Regarding the Indirect Transfer of Control of the PAETEC Regulated Entities**

Dear Mr. Danner:

PAETEC Holding Corp. (“PAETEC”) and its wholly owned indirect subsidiaries Talk America, Inc. (“TA”), PaeTec Communications, Inc. (“PCI”), and McLeodUSA Telecommunications Services, LLC (“McLeodUSA”) (TA, PCI and McLeodUSA collectively, the “PAETEC Regulated Entities”)<sup>1</sup> together with Windstream Corporation in its limited capacity as the acquiring entity (“Windstream”) (collectively, the “Parties”) notify the Commission of a proposed transaction between PAETEC and Windstream through which Windstream will acquire indirect control of the PAETEC Regulated Entities, which themselves are wholly owned indirect subsidiaries of PAETEC (the “Transaction”).<sup>2</sup> Windstream has subsidiary local exchange and interexchange carrier operations throughout the United States but is, itself, not a regulated entity.<sup>3</sup> The Parties submit this letter for

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<sup>1</sup> TA is authorized to provide resold and facilities-based intraexchange and interexchange telecommunications service pursuant to a registration granted by the Commission in Docket No. UT-920536 on June 30, 1992 as amended in Docket UT-970659 on August 27, 1997. PCI is authorized as a competitive telecommunications company pursuant to a registration granted in Docket UT-981301 on October 28, 1998. McLeodUSA is authorized to provide resold long distance service pursuant to registration granted in Docket UT-961647 on January 22, 1997, as amended to include switched intraexchange and interexchange telecommunications service in Docket UT-961647 on October 13, 1999.

<sup>2</sup> Additional details regarding the Transaction are available in PAETEC’s 8-K filing with the SEC, which includes the Agreement and Plan of Merger. *See Agreement and Plan of Merger among Windstream Corporation, Peach Merger Sub, Inc., and PAETEC Holding Corp.*, at Exhibit 2.1 (July 31, 2011), available at: <http://sec.gov/Archives/edgar/data/1372041/000119312511204606/0001193125-11-204606-index.htm>.

<sup>3</sup> Windstream Corporation, a Delaware corporation headquartered at 4001 Rodney Parham Road, Little Rock, Arkansas 72212, is a publicly traded (NASDAQ: WIN) S&P 500 diversified communications and entertainment company. Windstream’s subsidiaries provide local and long distance telephone services, broadband and high-speed data services and video services to customers primarily in rural areas. Windstream’s operations currently have approximately 3.3

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informational purposes only to ensure the continuing accuracy of the Commission's records.

PAETEC is a publicly traded Delaware corporation (NASDAQ GS: PAET) with principal offices located at One PAETEC Plaza, 600 Willowbrook Office Park, Fairport, New York 14450. PAETEC, through its regulated operating subsidiaries including the PAETEC Regulated Entities, has a presence in 86 of the nation's top 100 MSAs, delivering communications solutions primarily to business customers in 49 states and the District of Columbia. Additional information regarding PAETEC, including its most recent Securities and Exchange Commission Form 10-Q, is available at [www.paetec.com/investors](http://www.paetec.com/investors).

Questions or inquiries concerning this Notification may be directed to:

For PAETEC:

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For Windstream:

Kimberly K. Bennett  
VP - Regulatory Counsel  
Windstream Corporation  
4001 Rodney Parham Road  
Little Rock, AR 72212  
501-748-6374 (Tel)

With a copy to:

William A. Haas  
Corporate Vice President of Public Policy  
& Regulatory  
PAETEC Holding Corp.  
One Martha's Way  
Hiawatha, IA 52233  
319-790-7295 (Tel)  
william.haas@paetec.com

As a result of the Transaction described above, PAETEC will become a wholly owned subsidiary of Windstream. Thus, Windstream will be the new ultimate parent company of the PAETEC Regulated Entities. This change in ultimate control does not involve a transfer of operating authority, assets or customers, and the Transaction is expected to be virtually seamless to customers. The only immediate change resulting from the Transaction will be that the PAETEC Regulated Entities will be ultimately owned by

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million access lines and approximately \$4 billion in annual revenues. More information can be found at [www.windstream.com](http://www.windstream.com).

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Windstream. As subsidiaries of Windstream, the PAETEC Regulated Entities may subsequently change their names to reflect the "Windstream" brand.

An original and one (1) copy of this letter are enclosed for filing. Please date-stamp the enclosed extra copy and return it in the envelope provided. This notification has also been filed via email. Should you have any questions regarding this filing, please do not hesitate to contact Brett Ferenchak at 202-373-6697.

Respectfully submitted,



Jean L. Kiddoo  
Brett P. Ferenchak

Counsel for PAETEC