

January 30, 2008

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Sharla Dillon
Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
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Re: Docket No. 07-00226 - Withdrawal of Application: *Joint Application of PAETEC Communications, Inc. and US LEC of Tennessee Inc. for Approval of Intra-Corporate Merger, Transfer of Authority to Provide Local Exchange and Exchange Access Services, and Cancellation of US LEC's Authority to Provide Telecommunications Service*

Dear Ms. Dillon:

PAETEC Communications, Inc. ("PCI") and US LEC of Tennessee Inc. d/b/a PAETEC Business Services ("US LEC"), by their undersigned counsel, hereby withdraw the above referenced application which was filed with the Authority on September 27, 2007 ("Application").

An original and four (4) copies of this filing are enclosed. Kindly date-stamp the extra copy of this filing and return it in the postage-paid envelope provided.

By way of background, PCI and US LEC are wholly-owned subsidiaries of PAETEC Holding Corp. ("PAETEC Parent"). The Application sought approval of an intra-corporate merger that PAETEC Parent had contemplating employing in order to eliminate redundancies and/or inefficiencies associated with operating multiple subsidiaries. Because PCI was to survive the merger, the Application also requested transfer of US LEC's authorization to provide telecommunications service in Tennessee upon consummation of the merger.

PAETEC Parent recently determined, however, that the objectives of the corporate restructuring would be better achieved by not merging PCI and US LEC. Consequently, the relief sought by the instant Application is no longer necessary. Wherefore, the parties hereby

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withdraw the Application, without prejudice to future filings to accomplish a corporate restructuring of PAETEC Parent's subsidiaries.

Respectfully submitted,



Grace R. Chiu

Counsel to PAETEC Communications, Inc. and
US LEC of Tennessee Inc. d/b/a PAETEC Business
Services

cc (via email):

Jerry Kettles

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