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T.R.A. DOCKET ROOM

January 4, 2010

VIA OVERNIGHT DELIVERY

Ms. Sharla Dillon
Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: Docket 09-00194: Petition of McLeodUSA Telecommunications Services, Inc. and US LEC of Tennessee Inc. for Notification of Change in Corporate Form, Name Change, and *Pro Forma* Reorganization Responses to Data Request No. 1

Dear Ms. Dillon:

On behalf of McLeodUSA Telecommunications Services, Inc. ("McLeodUSA") and US LEC of Tennessee Inc. ("US LEC") (together, the "Petitioners"), we provide the following responses to each request for information set forth in Data Request No. 1. This letter is in response to the Tennessee Regulatory Authority's (the "Authority") Data Request No. 1, dated December 22, 2009, which the Authority issued in connection with the petition referenced above.

1. Have the petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.

The states in which McLeod USA and/or US LEC have filed a similar notice or petition are listed below. The vast majority of the states only require notice of the change in corporate form, name change, and *pro forma* reorganization.

McLeodUSA/US LEC State Filings

Alabama	Maine	Missouri
Arizona	Maryland	Montana
Delaware	Massachusetts	Nebraska
Georgia	Michigan	Nevada
Indiana	Minnesota	New Hampshire
Louisiana	Mississippi	New Jersey

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New Mexico
New York
North Carolina
North Dakota
Ohio
Oklahoma
Oregon

Pennsylvania
Rhode Island
South Carolina
South Dakota
Tennessee
Texas
Utah

Vermont
Virginia
Washington
Wisconsin
Wyoming

- 2. Have the parties filed a similar petition with the FCC? If so, list any action taken and the associated docket number. If a schedule to complete the review of your petition has been established by the FCC, provide such with your response.**

The Petitioners have not filed a similar petition with the FCC as approval of the FCC is not required for the name change.

- 3. Provide a signed verification from all parties verifying that the information contained in the *Petition* is true and correct to their best knowledge, information, and belief.**

Attached to this letter is a signed verification statement of Judith Messenger, Senior Manager-Public Policy & Regulatory, PAETEC Communications, Inc., a subsidiary of PAETEC Holding Corp., the latter of which is the ultimate corporate parent of the Petitioners.

- 4. Provide information to comply with TRA Rule 1220-4-1-.08 concerning requested corporate name changes.**

With respect to TRA Rule 1220-4-1-.08(2)(a), the Petitioners are in the process of registering the name changes with the Tennessee Secretary of State. Petitioners provide copies of the registration applications, and will also provide copies of the resulting registration certificates, as soon as copies are available.

Regarding TRA Rule 1220-4-1-.08(2)(b), US LEC is not required to file a surety bond or letter of credit because it is a "telecommunications service provider that owns and operates equipment facilities in Tennessee with a value of more than five million dollars (\$5,000,000)." T.C.A. § 65-4-125(j). McLeodUSA, on the other hand, is subject to that filing requirement and has filed a surety bond with the Authority. McLeodUSA will record the name change on its surety bond as soon as the Secretary of State has issued a registration certificate for the name change.

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Pursuant to TRA Rule 1220-4-1-.08(3), Petitioners request a waiver, to the extent necessary, of the customer notice requirement under TRA Rule 1220-4-1-.08(2)(c). The Petitioners' names will change only to the extent necessary to reflect the conversions from incorporated companies to limited liability companies. Accordingly, McLeodUSA Telecommunications Services, Inc. will become McLeodUSA Telecommunications Services, LLC, and US LEC of Tennessee Inc. will become US LEC of Tennessee LLC. The names are identical aside from the corporate form designations. The name change will be transparent to customers, as it will be clear that only the corporate form designation in each Petitioner's name has changed.

With regard to TRA Rule 1220-4-1-.08(2)(d), that section is inapplicable as Petitioners each provide services to their respective customers under their own names, albeit under the PAETEC Business Services brand.

* * *

An original and thirteen (13) copies of this letter are enclosed. Kindly date-stamp one of the extra copies of this filing, and return it to us in the enclosed self-addressed stamped envelope. Please let us know if you have any questions.

Respectfully submitted,



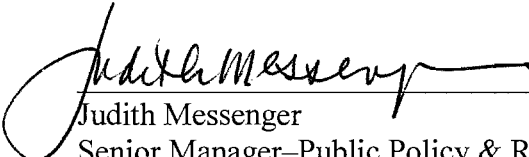
Tony S. Lee
Mikhia E. Hawkins

Counsel for McLeodUSA Telecommunications
Services, Inc. and US LEC of Tennessee, Inc.

VERIFICATION

STATE OF NEW YORK §
 §
COUNTY OF MONROE §

I, Judith Messenger, hereby verify under penalty of perjury that I am Senior Manager–Public Policy & Regulatory of PAETEC Communications, Inc., a subsidiary of PAETEC Holding Corp., the latter of which is the ultimate corporate parent of McLeodUSA Telecommunications Services, Inc. ("McLeodUSA") and US LEC of Tennessee Inc. ("US LEC") (together, the "Parties"); that I am authorized to make this verification on behalf of the Parties; that I have read the Parties' November 30, 2009 notification to the Tennessee Regulatory Authority of changes in corporate form, name changes, and a pro forma corporate reorganization 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.




Judith Messenger
Senior Manager–Public Policy & Regulatory
PAETEC Communications, Inc.

Subscribed and sworn to before me on this 30 day of December, 2009.



My commission expires: 8/17/13

LESLIE E. HARTFORD 
NOTARY PUBLIC-STATE OF NEW YORK
No. 01HA6210284
Qualified in Monroe County
My Commission Expires August 17, 2013