

January 20, 2011

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

Dear Ms. Dillon:

This letter is in follow-up to the Tennessee Regulatory Authority's (the "Authority") December 15, 2010 Order approving the Petition of McLeodUSA Telecommunications Services, Inc. and US LEC of Tennessee Inc. for Change in Corporate Form, Name Change, and *Pro Forma* Reorganization. The Order stipulates that McLeodUSA Telecommunications Services, Inc. ("McLeodUSA") and US LEC of Tennessee Inc. ("US LEC") (together, the "Parties") must file with the Authority verification that the Parties' names have been changed with the Tennessee Secretary of State's office to reflect the new corporate structure as well as the Parties' assumed (*i.e.*, "doing business as") name PAETEC Business Services.

Regarding the corporate form conversions, on or around June 25, 2010, the Parties, through counsel, filed with the Authority Tennessee Secretary of State Acknowledgments of Conversion certifying the Parties' corporate form conversions. Copies of the Acknowledgements of Conversion, along with the letter filed with the Acknowledgements of Conversion, are enclosed.

With respect to the Parties' assumed name PAETEC Business Services, please find enclosed copies of the Secretary of State Filing Acknowledgments certifying the registration of the Parties' assumed name PAETEC Business Services.

* * *

An original and four (4) copies of this letter and the attached documents 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.

Ms. Sharla Dillon
January 20, 2011
Page 2

Respectfully submitted,

Mikhia E. Hawkins
(CFT)

Tony S. Lee
Mikhia E. Hawkins

Counsel for McLeodUSA Telecommunications
Services, LLC and US LEC of Tennessee LLC



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

US LEC of Tennessee LLC
600 Willowbrook Office Park
Fairport, NY 14450 USA

January 12, 2011

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Control # : 341919 Status: Active
Filing Type: Limited Liability Company - Foreign

Document Receipt

Receipt # : 308523	Filing Fee:	\$20.00
Payment-Check/MO - CFS, NASHVILLE, TN		\$20.00

Amendment Type: Assumed Name Image # : 6812-1543
Filed Date: 01/11/2011 3:32 PM

This will acknowledge the filing of the attached assumed name with an effective date as indicated above. When corresponding with this office or submitting documents for filing, please refer to the control number given above. The name registration is effective for five years from the date the original registration was filed with the Secretary of State.


Tre Hargett
Secretary of State

Processed By: Lindsey Mullins

Field Name	Changed From	Changed To
New Assumed Name	No Value	PAETEC Business Services

FILED

RECEIVED 19
STATE OF TENNESSEE
For Office Use Only

2011 JAN 11 PM 3:32

THE HARGETT
SECRETARY OF STATE

State of Tennessee



Department of State
Corporate Filings
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR REGISTRATION OF ASSUMED LIMITED LIABILITY COMPANY NAME

Pursuant to the provisions of §48-207-101 (d) of the Tennessee Limited Liability Company Act or §48-249-106(d) of the Tennessee Revised Limited Liability Company Act, the undersigned Limited Liability Company hereby submits this application:

1. The true name of the Limited Liability Company is: US LEC of Tennessee LLC

2. The state or country of organization is: Delaware

3. The Limited Liability Company intends to transact business under an assumed Limited Liability Company name.

4. The assumed Limited Liability Company name the Limited Liability Company proposes to use is:

PAETEC Business Services

NOTE: The assumed Limited Liability Company name must meet the requirements of §48-207-101 of the Tennessee Limited Liability Company Act or §48-249-106 of the Tennessee Revised Limited Liability Company Act, as applicable.

1/11/11
Signature Date

VP
Signer's Capacity

US LEC of Tennessee LLC
Name of Limited Liability Company

S. Shane Turley
Signature

S. Shane Turley
Name (typed or printed)

SS-4230 (Rev. 01/06)

Filing Fee: \$20.00

RDA 2458

6812.1543



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

McLeodUSA Telecommunications Services, L.L.C.
600 Willowbrook Office Park
Fairport, NY 14450 USA

November 24, 2010

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Control # : 320856 Status: Active
Filing Type: Limited Liability Company - Foreign

Document Receipt

Receipt # : 280320	Filing Fee:	\$20.00
Payment-Check/MO - Karen F Ferrini, Norfolk, VA		\$20.00

Amendment Type: Assumed Name

Image # : 6795-1838

Filed Date: 11/24/2010 8:26 AM

This will acknowledge the filing of the attached assumed name with an effective date as indicated above. When corresponding with this office or submitting documents for filing, please refer to the control number given above. The name registration is effective for five years from the date the original registration was filed with the Secretary of State.

Tre Hargett, Secretary of State
Business Services Division

Processed By: Susan Anderson

Field Name	Changed From	Changed To
New Assumed Name	No Value	PAETEC Business Service

June 24, 2010

VIA OVERNIGHT DELIVERY

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

Re: McLeodUSA Telecommunications Services, Inc. and US LEC Communications
Inc. Notification of Change in Corporate Form, Name Change, and *Pro Forma*
Reorganization

Dear Ms. Dillon:

This is in follow up to our previous correspondence to the Tennessee Regulatory Authority (the "Authority") regarding McLeodUSA Telecommunications Services, L.L.C.'s ("McLeodUSA") and US LEC Communications LLC's ("US LEC") (together, the "Parties") change in corporate form, resulting name change, and *pro forma* reorganization. The Parties were previously incorporated companies operating under the names McLeodUSA Telecommunications Services, Inc. and US LEC Communications Inc., respectively. The Parties have since changed their corporate forms by converting to limited liability companies, and now operate under the names McLeodUSA Telecommunications Services, L.L.C. and US LEC Communications LLC, respectively.

Please find attached as Exhibit A Tennessee Secretary of State Acknowledgments of Conversion certifying the Parties' corporate form conversions and resulting name changes.

Further, the *pro forma* intracorporate reorganization involving the Parties, which was described in our November 30, 2009 letter to the Authority, has been consummated. The *pro forma* reorganization – which did not change the ultimate ownership or control of the Parties' operations or their corporate directors, officers, or managers, or their service offerings and pricing other than those done in the normal course of business operations – occurred on March 1, 2010.

Sharla Dillon
June 24, 2010
Page 2

An original and four (4) copies of this letter and the attached materials are enclosed. Kindly date-stamp an extra copy of this filing, and return it 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) 344-8065.

Respectfully submitted,



Tony S. Lee
Mikhia E. Hawkins

Counsel for McLeodUSA Telecommunications
Services, L.L.C. and US LEC Communications
LLC

Enclosure

EXHIBIT A



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

McLeodUSA Telecommunications Services, L.L.C.
600 Willowbrook Office Park
Fairport, NY 14450 USA

May 17, 2010

Control # 320856

Effective Date: 05/17/2010

Document Receipt

Receipt #: 184727

Filing Fee: \$400.00

Payment-Check/MO - CFS, Nashville, TN

\$400.00

ACKNOWLEDGMENT OF CONVERSION

MCLEODUSA TELECOMMUNICATIONS SERVICES, INC. converted from a Iowa
Corporation For-Profit to
McLeodUSA Telecommunications Services, L.L.C.
a Iowa Limited Liability Company

This will acknowledge the filing of the attached Articles of Conversion with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

Tre Hargett, Secretary of State
Business Services Division



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

US LEC of Tennessee LLC
600 Willowbrook Office Park
Fairport, NY 14450 USA

April 16, 2010

Control # 341919

Effective Date: 04/15/2010

Document Receipt

Receipt #: 167942	Filing Fee:	\$400.00
Payment-Check/MO - PAETEC, Fairport, NY		\$420.00
Refund pending (6-8 weeks) - Reference #1204327		\$20.00

ACKNOWLEDGMENT OF CONVERSION

US LEC OF TENNESSEE INC. converted from a **Delaware Corporation For-Profit** to
US LEC of Tennessee LLC
a Delaware Limited Liability Company

This will acknowledge the filing of the attached Articles of Conversion with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

Tre Hargett, Secretary of State
Business Services Division

FILED

State of Tennessee



Department of State
Corporate Filings
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR REGISTRATION
OF ASSUMED
LIMITED LIABILITY COMPANY NAME

For Office Use Only
RECEIVED
STATE OF TENNESSEE

2010 NOV 24 AM 8:26

SECRETARY OF STATE

6795.1838

Pursuant to the provisions of §48-207-101 (d) of the Tennessee Limited Liability Company Act or §48-249-106(d) of the Tennessee Revised Limited Liability Company Act, the undersigned Limited Liability Company hereby submits this application:

1. The true name of the Limited Liability Company is: McLeodUSA Telecommunications Services, L.L.C.

2. The state or country of organization is: Iowa

3. The Limited Liability Company intends to transact business under an assumed Limited Liability Company name.

4. The assumed Limited Liability Company name the Limited Liability Company proposes to use is:

PAETEC Business Services

NOTE: The assumed Limited Liability Company name must meet the requirements of §48-207-101 of the Tennessee Limited Liability Company Act or §48-249-106 of the Tennessee Revised Limited Liability Company Act, as applicable.

11/19/10
Signature Date

Vice President

Signer's Capacity

McLeodUSA Telecommunications Services, L.L.C.

Name of Limited Liability Company

S. Shane Turley
Signature

S. Shane Turley

Name (typed or printed)

320856