

ATTACHMENT TO FOREIGN CARRIER AFFILIATION NOTIFICATION

Background

On December 6, 2010, PAETEC Holding Corp. (“PAETEC-Parent”) and Cavalier Telephone Corp. (“Cavalier”) completed a merger transaction that resulted in Cavalier becoming a wholly owned indirect subsidiary of PAETEC-Parent (the “Transaction”). The Commission approved the associated transfer of control of Cavalier’s subsidiaries that hold international Section 214 authorizations in IB File Nos. ITC-T/C-20100917-00373, ITC-T/C-20100917-00374, ITC-T/C-20100917-00375, ITC-T/C-20100917-00376 and ITC-T/C-20100917-00377 (the “International 214 Applications”). The International 214 Applications disclosed that one of Cavalier’s subsidiaries, Intellifiber Networks, Inc. (“Intellifiber”), was a foreign carrier in Canada¹ and that as a result of the Transaction PAETEC-Parent (and consequently PAETEC-Parent’s subsidiaries listed below that hold International Section 214 Authorization (the “PAETEC Licensees”) would become affiliated with a foreign carrier in Canada.²

Carrier	International Section 214 Authorization
PAETEC Corp. (“PAETEC”) The following subsidiaries of PAETEC operate under its International Section 214 Authorization: <ul style="list-style-type: none"> • PaeTec Communications, Inc. • PaeTec Communications of Virginia, Inc. 	Global Facilities-Based/Global Resale Services, FCC File No. ITC-214-19980925-00658
McLeodUSA Telecommunications Services, L.L.C. (“McLeodUSA”)	Global Resale Services, FCC File No. ITC-214-19930827-00153 (Old FCC File No. ITC-93-311)
US LEC of North Carolina LLC (“USLEC-NC”)	Global Resale Services, FCC File No. ITC-214-19970220-00101
US LEC of Georgia LLC (“USLEC-GA”) US LEC of Tennessee LLC US LEC of Virginia, LLC US LEC of Florida, LLC US LEC of South Carolina, LLC	Global Resale Services, FCC File No. ITC-214-19970929-00589
US LEC LLC (“USLEC”) The following subsidiaries of US LEC LLC operate under its International Section 214 Authorization: <ul style="list-style-type: none"> • US LEC Communications LLC • US LEC of Alabama, LLC • US LEC of Maryland, LLC • US LEC of Pennsylvania, LLC 	Global or Limited Global Facilities-Based and Resale Services, FCC File No. ITC-214-19990303-00104

¹ See Attachment 1 to the International 214 Applications at 5 (“Intellifiber holds a Basic International Telecommunications Services (“BITS”) license, granted by the Canadian Radio-television and Telecommunications Commission (“CRTC”), to provide international service in Canada, and is registered with the CRTC as a non-facilities-based reseller of telecommunications services.”).

² See Attachment 1 to the International 214 Applications at 16-17.

While it is PAETEC-Parent’s understanding that the disclosure in the International 214 Application of the affiliations of PAETEC Licensees satisfies the requirements of Section 63.11 of the Commission’s Rules,³ the PAETEC Licensees are each submitting Foreign Carrier Affiliation Notifications out of an abundance of caution.

Response to Question 10 - Post Notification

The foreign carrier affiliation identified in this notification for the PAETEC Licensees resulted from the Transaction described above and was previously disclosed in the International 214 Applications. To the extent that the prior disclosure in the International 214 Application did not fully satisfy Section 63.11, the PAETEC Licensees request waiver from the requirement to file this Notification within thirty days of consummation of the Transaction.

Response to Questions 12, 16 and 17

The PAETEC Licensees provide notification of their affiliation with the following foreign carrier:

Country	Affiliate Name	Description of the Company
Canada (WTO Member)	Intellifiber Networks, Inc. (f/k/a Elantic Telecom, Inc.)	<p>The PAETEC Licensees and Intellifiber are each wholly-owned indirect subsidiaries of PAETEC-Parent.</p> <p>Intellifiber has a market share of less than 5% of the telecommunications market in Canada.</p>

The PAETEC Licensees request continued classification as nondominant carriers under Section 63.10 of the Commission’s Rules on all routes between the United States and Canada. Intellifiber lacks 50 percent market share in the international transport and local access markets on the foreign end of the route and thus lacks sufficient market power on the foreign end to adversely affect competition in the U.S. market. Accordingly, pursuant to Section 63.10(a)(3), the PAETEC Licensees are presumptively classified as non-dominant on these routes.

Response to Question 18

Please see the list of international Section 214 authorizations held by the PAETEC Licensees in the “Background,” above.

Response to Question 19

The PAETEC Licensees provide service between the United States and Canada only through the resale of international switched services of unaffiliated U.S. facilities-based carriers.

³ 47 C.F.R. § 63.11.

Response to Question 20

PAETEC-Parent and the PAETEC Licensees are currently seeking approval of a proposed transaction whereby Windstream Corporation will acquire direct ownership of PAETEC-Parent and indirect ownership of the PAETEC Licensees. *See* IB File Nos. ITC-T/C-20110819-00269, ITC-T/C-20110819-00270, ITC-T/C-20110819-00271, ITC-T/C-20110819-00272, ITC-T/C-20110819-00273, ITC-T/C-20110819-00274, ITC-T/C-20110819-00275, ITC-T/C-20110819-00276, ITC-T/C-20110819-00277 and ITC-T/C-20110819-00278. The post-transaction ownership of the PAETEC Licensees is provided in those applications and is incorporated by reference herein.

Currently, the PAETEC Licensees are each indirectly wholly owned by PAETEC-Parent. The following entities currently hold a ten percent (10%) or greater direct or indirect interest in **PAETEC Holding Corp.**:

Name:	Columbia Wanger Asset Management, LLC (“CWAM”)
Address:	227 West Monroe Street, Suite 3000 Chicago, IL 60606
Citizenship:	U.S.
Principal Business:	Investments
% Interest:	10.1% (indirectly in PAETEC-Parent) ⁴

Name:	Columbia Management Investment Advisor, LLC (“CMIA”)
Address:	100 Federal Street Boston, MA 02110
Citizenship:	U.S.
Principal Business:	Investment
% Interest:	10.1% (indirectly in PAETEC-Parent as sole owner of CWAM) ⁵

⁴ CWAM does not own any equity in PAETEC. Rather, CWAM is an investment management company for its clients, various pensions and funds (the “CWAM Clients”), that directly own stock in PAETEC-Parent. No individual client, however, holds ten percent (10%) or more of the stock of PAETEC. In its capacity as an investment management company, CWAM assigns a portfolio manager or managers to each CWAM Clients and the portfolio manager(s) makes the investment decisions for the CWAM Client(s) that the portfolio manager is responsible for. Robert Mohn, a U.S. citizen, is the portfolio manager or co-manager for every CWAM Client that holds PAETEC-Parent stock and, in that capacity, may be considered to have control of 10.1% of the stock of PAETEC-Parent. Mr. Mohn’s business address is the same as CWAM’s. No other portfolio manager manages CWAM Clients that collectively hold ten percent (10%) or more of the stock of PAETEC-Parent.

⁵ CMIA is the sole member of CWAM.

Name: Ameriprise Financial, Inc. (“Ameriprise”)
Address: 1099 Ameriprise Financial Center
Minneapolis, Minnesota 55474
Citizenship: U.S.
Principal Business: Financial Services
% Interest: 10.1% (indirectly in PAETEC-Parent as the 100% direct owner of CMIA)⁶

Ameriprise is a publicly traded corporation (NYSE: AMP). To PAETEC-Parent’s knowledge, no person or entity directly or indirectly owns or controls a ten percent (10%) or more interest in Ameriprise.

Since CWAM does not itself own or control any of the equity of PAETEC-Parent, PAETEC-Parent does not believe that CWAM, CMIA or Ameriprise is considered to own or control ten percent (10%) or more of PAETEC-Parent and do not need to be reported under the FCC’s ownership attribution guidelines but is reporting these entities out of an abundance of caution.

PAETEC-Parent is a publicly held corporation. Except as stated above, to PAETEC-Parent’s knowledge, no other person or entity directly or indirectly owns or controls a ten percent (10%) or more interest in PAETEC-Parent.

Response to Question 21:

PAETEC-Parent, the PAETEC Licensees and Intellifiber all have identical officers and directors and therefore have interlocking directorates with each other.

⁶ Ameriprise is the sole member of CMIA.