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January 27, 2006

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VIA FEDERAL EXPRESS

Federal Communications Commission
Office of Secretary

Marlene H. Dortch, Secretary
Federal Communications Commission
International Bureau - Policy
Wireline Competition Bureau – CPD – 214 Appls.
445 Twelfth Street SW
Washington, DC 20554

**Re: Notification of Pro Forma Assignment, Surrender of Section 214 Authority
File No. ITC-214-19960823-00397**

Dear Ms. Dortch:

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”) and Sections 63.24(d) and 63.18 of the Code of Federal Regulations (“CFR”), PAETEC Communications, Inc. (“PAETEC”) and American Long Lines, Inc. (“AMLL”) (together the “Parties”), hereby notify the Commission of a pro forma assignment whereby telecommunications companies affiliated by common ownership have merged and discontinued certain operations. Specifically, PAETEC and AMLL, which are both wholly-owned subsidiaries of PAETEC Corp., underwent a transaction on December 31, 2005 whereby AMLL merged into PAETEC, PAETEC took over providing service to the AMLL customers and AMLL has discontinued providing service to its customers (the “Transaction”).

In support of this Notification Letter, the Parties state as follows:

I. The Parties

A. PAETEC Communications, Inc.

PAETEC is a privately-held Delaware corporation with principal offices located at One PAETEC Plaza, 600 Willowbrook Office Park, Fairport, New York 14450, (877) 340-2600. PAETEC is authorized to provide facilities based and resale carrier international services pursuant to Section 214 authorization granted by the commission in File No. ITC-214-199809-05-00658 (November 6, 1996). PAETEC is also authorized to provide interexchange and/or competitive local exchange service in numerous other states pursuant to certification, registration, or tariff requirements, or on a deregulated basis.

PAETEC is a wholly owned subsidiary of PAETEC Corp., a privately held Delaware corporation with a principal address of One PAETEC Plaza, 600 Willowbrook Office Park, Fairport, NY 14450. PAETEC Corp. is the holding company of several subsidiaries, including

both Parties in this proceeding. Further information regarding PAETEC Corp. is provided in Section II.C below.

B. American Long Lines, Inc.

AMLL is a privately-held Pennsylvania corporation with principal offices located at One PAETEC Plaza, 600 Willowbrook Office Park, Fairport, New York 14450, (877) 340-2600. AMLL is authorized to provide facilities based and resale carrier international services pursuant to Section 214 authorization granted by the commission in File No. TTC-214-19960823-00397 (October 10, 1996). AMLL offers resold local and long distance telecommunications services in markets throughout the United States, primarily in the Northeast United States.

AMLL also is a wholly owned subsidiary of PAETEC Corp., a privately held Delaware corporation with a principal address of One PAETEC Plaza, 600 Willowbrook Office Park, Fairport, NY 14450. Early in 2005, PAETEC Corp. received approval from the Commission to acquire AMLL in WC Docket No. 05-19, DA 05-179 (January 26, 2005).

C. PAETEC Corp.

Although not a party to this Application, PAETEC Corp. is the controlling entity of both PAETEC and AMLL and therefore the following ownership information is being provided pursuant to the Section 63.18(h) of the CFR:

The following entities directly own ten percent (10%) or more of the equity of PAETEC Corp.:

Name:	Madison Dearborn Capital Partners III, L.P.
Address:	Three first National Plaza Suite 3800 Chicago, IL 50502
Citizenship:	U.S.A.
Percentage Owned:	27.3% ¹
Principal Business:	Equity Investment

¹ Includes shares held of record by Madison Dearborn Capital Partners III, L.P. (MDCP), shares held of record by Madison Dearborn Special Equity III, L.P. (MDSE) and shares held of record by Special Advisors Fund I, LLC (SAF).

Name: The Blackstone Group
Address: 345 Park Avenue
31st Floor
New York, NY 10154
Citizenship: U.S.A.
Percentage Owned: 19.5%²
Principal Business: Equity Investment

No other person or entity directly or indirectly owns ten percent (10%) or more of the equity of PAETEC Corp. Notwithstanding the foregoing disclosures, PAETEC also reports that the following individual controls PAETEC Corp. by virtue of super-voting rights associated with the class of PAETEC Corp. stock he holds, although his equity ownership interest in PAETEC corp. is less than ten percent (10%).

Name: Arunas A. Chesonis
Address: 18 Buckthorn Run
Victor, NY 14564
Citizenship: U.S.A.
Percentage Owned: 5.98%
Principal Business: Individual

III. DESIGNATED CONTACTS

All matters related to this Notification should be addressed to the following:

Mary K. O'Connell, Esq.
Senior Corporate Counsel
PAETEC Communications, Inc.
One PAETEC Plaza
600 Willowbrook Office Park
Fairport, NY 14450
Tel: (585) 340-2669
Fax: (585) 340-2563
E-mail: mary.oconnell@paetec.com

IV. CERTIFICATION OF PRO FORMA ASSIGNMENT

As detailed above, both AMLL and PAETEC are wholly-owned subsidiaries of PAETEC Corp. The merger of AMLL into PAETEC has resulted in an assignment from one corporation (AMLL) to another corporation (PAETEC) owned and controlled by the same stockholders without any change in their interests. The Parties hereby certify that the assignment was pro forma, and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party.

² Includes shares of common stock owned of record by Blackstone CCC Capital Partners L.P., Blackstone CCC Offshore Partners L.P. and Blackstone Family Investment partnership III L.P.

By way of background, the Parties provide the following information:

i. Early in 2005, PAETEC Corp. decided to acquire AMLL in order to expand PAETEC Corp.'s telecommunications operations in a cost-efficient manner, thereby enhancing its competitive position and ability to provide integrated telecommunications services to customers nationally. After receiving approval from the Commission and the requisite state regulatory agencies, PAETEC Corp. and AMLL consummated the transaction. AMLL thereby joined PAETEC as a wholly-owned subsidiary of PAETEC Corp. However, AMLL and PAETEC continued to maintain separate billing systems, customer service operations, and other internal processes that were largely duplicative. In order to eliminate redundancies and inefficiencies, and to further streamline company operations, the Parties decided that they should consolidate their administrative and business operations into a unified system. To that end, on December 31, 2005 the Parties merged AMLL into PAETEC, transferred all of AMLL's customers to PAETEC, and discontinued AMLL's operations. A diagram depicting the transaction is attached hereto as Exhibit A.

ii. AMLL sent notice to its customers pursuant to Section 64.1120(e)(3) of the Commissions rules, that it intended to discontinue service at least thirty (30) days prior to the transition of service to PAETEC. The discontinuance notice, which was mailed to customers on November 21, 2005 is attached hereto as Exhibit B. AMLL's customers did not experience any disruptions in service, and there will be no immediate changes to the rates and services provided to AMLL's existing customers. Upon expiration of any service contracts with AMLL's customers, those customers will have the option to continue service with PAETEC pursuant to its then-current rates, terms, and conditions or other negotiated agreements, or to select service from another telecommunications service provider.

iii. Because the Parties are managed by the same team of well-qualified officers and directors, key personnel in charge of the companies' operations have not changed as a result of the merger and discontinuance. PAETEC's management, which oversees AMLL's current operations, have ensured that AMLL's customers continue to receive high quality and innovate services before and after the transition. Affected customers have received the same services from PAETEC that they previously received from AMLL, and PAETEC will continue to provide services pursuant to its own certificate of authority, as referenced above.

iv. The primary objective of the Transaction was to achieve greater corporate efficiencies by eliminating duplicative billing systems, customer service operations, and other internal processes maintained by the Parties. The Transaction will serve the public interest by combining the financial resources and complementary operating, technical, and managerial strengths of PAETEC and AMLL to better serve the companies' constituent subscribers. The Parties anticipate that the Transaction will result in a more efficient company better equipped to accelerate its growth as a competitive telecommunications provider and that Transaction will enable PAETEC to strengthen its competitive position, which will inure to the benefit of consumers through improved service. The Transaction will also ensure continued provision of high quality, affordable telecommunications services to existing customers, and should promote competition in the telecommunications services market by offering consumers a cost effective and competitive alternative.

v. PAETEC certifies pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998³.

V. CONCLUSION

As described above, AMLL and PAETEC are wholly-owned subsidiaries of PAETEC Corp., and they consummated a pro forma transaction on December 31, 2005, whereby AMLL's Section 214 authorization was assigned to PAETEC. This notice is being filed within thirty (30) days after completion of the assignment as permitted under Section 63.24 of the Commission's rules. Because PAETEC holds its own Section 214 authorization, AMLL's Section 214 is duplicative. Accordingly, the Parties respectfully notify the Commission of the Transaction, and surrender AMLL's Section 214 authority to the Commission.

Please date-stamp the 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.

Respectfully submitted,



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Date: January 27, 2006

cc: George Li (via email)
Susan O'Connell (via email)
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Renee Crittendon (via email)
Tracey Wilson-Parker (via email)
Alexis John (via email)
Kimberly Jackson (via email)

³ 21 U.S.C. § 3301

EXHIBITS

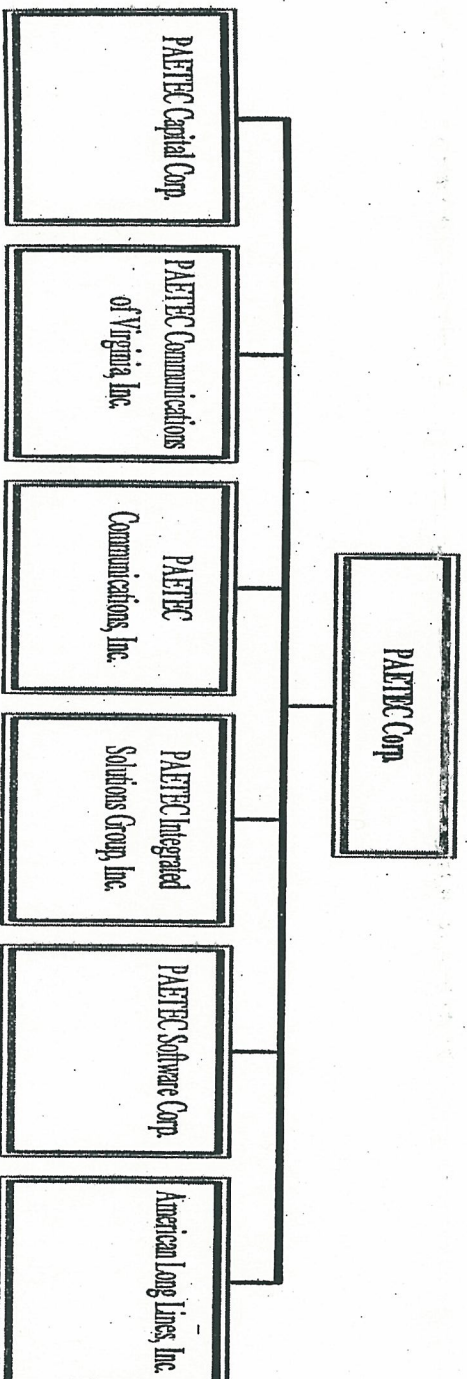
Exhibit A Pre/Post-Merger Corporate Structure

Exhibit B Discontinuance Notice

EXHIBIT A

Pre/Post-Merger Corporate Structure

Corporate Structure – PRE Merger



Corporate Structure – POST Merger

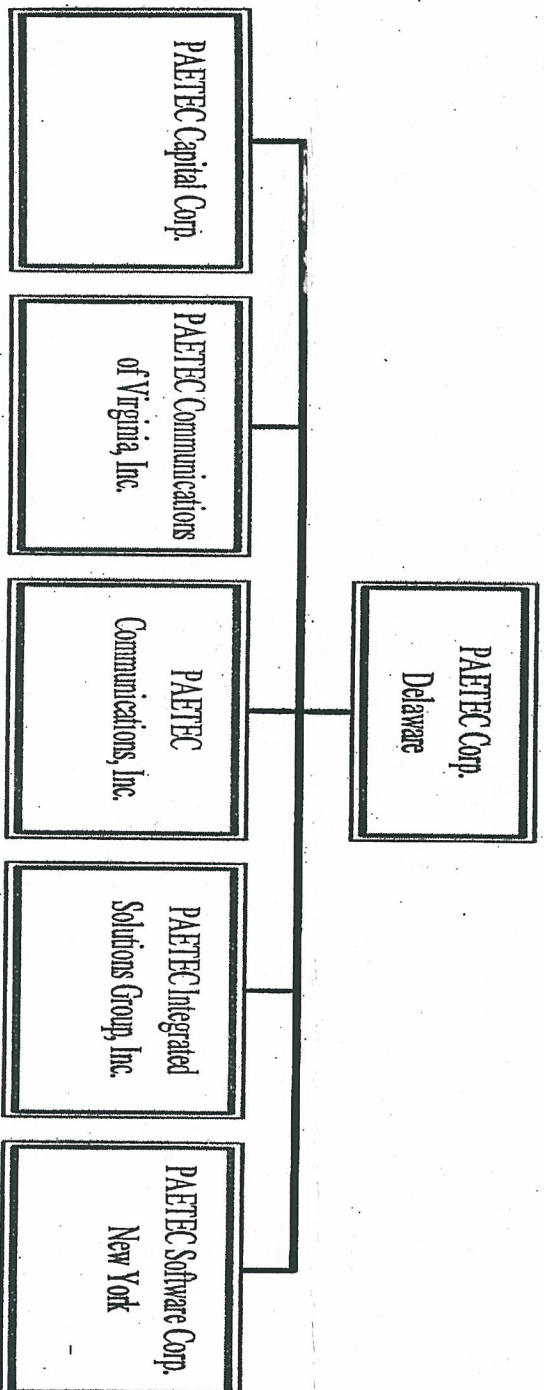


EXHIBIT B

Discontinuance Notice