

**Response to Questions 10, 11 and 13: Notification of *Pro Forma* Assignment
of International Section 214 Authorization**

PAETEC Corp. (“PAETEC”) and Windstream Corporation (“Windstream”), pursuant to Section 63.24(f)(2) of the Commission’s rules, hereby notify the Commission that on August 30, 2013 they completed the *pro forma* assignment of PAETEC’s International Section 214 authorization (ITC-214-19980925-00658) to Windstream.¹ This assignment followed a series of interrelated transactions closing in quick succession by which Windstream became the immediate subsidiary of Windstream Holdings, Inc. (“Windstream Holdings”), a newly-created publicly-traded company and the ultimate corporate parent of Windstream and its subsidiaries, including PAETEC.² Inasmuch as PAETEC and Windstream are both wholly-owned and controlled by Windstream Holdings, the assignment of PAETEC’s International Section 214 authorization to Windstream as reported herein was entirely *pro forma* in nature.

The structural changes effectuated by this transaction are intended to increase the company’s overall efficiency, making it more attractive to potential creditors, thereby improving its access to debt and equity capital. This, in turn, enables both the holding company and its operating subsidiaries to keep their cost of capital low. The parties therefore respectfully request that the Commission update its records to reflect the consummation of this *pro forma* assignment.

Responses to Questions 10 and 11, including information responsive to Sections 63.18(a) through (d) and (h) and Section 63.24(f)(2)(ii):

63.18(a)-(b)

Assignor:

PAETEC Corp.
Attn: Cesar Caballero
4001 Rodney Parham Road
Little Rock, AR 72212
(501) 748-7000
Jurisdiction of Formation: U.S.A. (Delaware)

¹ 47 C.F.R. § 63.24(f)(2)

² Windstream is filing a separate notification reporting the *pro forma* transfer of control of PAETEC.

Assignee:

Windstream Corporation
Attn: Cesar Caballero
4001 Rodney Parham Road
Little Rock, AR 72212
(501) 748-7000
Jurisdiction of Formation: U.S.A. (Delaware)

63.18(c)

Contact Person for Assignor & Assignee:

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63.18(d)

Assignor:

PAETEC holds global facilities-based and global resale authority under Sections 63.18(e)(1) and (e)(2) of the Commission's rules. *See*, ITC-214-19980925-00658.

Assignee:

Windstream holds global facilities-based and global resale authority through various, wholly-owned subsidiaries.³ Once the Commission updates its records to reflect that Windstream now holds the International Section 214 authority previously-held by PAETEC, Windstream will surrender the redundant Section 214 authorizations held by its other wholly-owned subsidiaries effective August 30, 2013.

³ See e.g., Advanced Tel-Com Systems, L.P., Global Resale Service, ITC-214-19981110-00835; CT Communications, Inc., ITC-214-19930405-00054 (Old File No. ITC-93-148); D&E Systems, Inc., Global Resale Service, ITC-214-19970707-00382 (Old File No. ITC-97-384); EN-TEL Communications, LLC, Global or Limited Global Resale Service, ITC-214-20010501-00265; Intellifiber Networks, Inc., Global and Limited Global Facilities-Based and Resale Service, ITC-214-20020730-00389; Iowa Telecom Communications, Inc., Global or Limited Global Facilities-Based and Resale Service, ITC-214-20010823-00464; IT Communications, LLC, Global or Limited Global Facilities-Based Service, Global or Limited Global Resale Service, ITC-214-20050906-00360; LDMI Telecommunications, Inc., Global Resale Service, ITC-214-19940517-00169 (Old File No. ITC-94-330); Lakedale Link, Inc., Global Resale Service, ITC-214-19960725-00339 (Old FCC File No. ITC-96-416); Lexcom Long Distance, LLC, ITC-214-19930302-00003; McLeodUSA Telecommunications Services, L.L.C., Global Resale Service, ITC-214-19930827-00153 (Old FCC File No. ITC-93-311); Network Telephone Corp., Global or Limited Global Resold International Services, ITC-214-19981228-00911; Norlight, Inc. f/k/a Cinergy Communications Company, Global Facilities-Based Service, ITC-214-19960826-00406, Global Resale Service, ITC-214-19960826-00407, and ITC-214-19940224-00080 (Old File No. ITC-94-179); NUVOX, INC., Global or Limited Global Facilities-Based and Resale Service, ITC-214-19990323-00165; The Other Phone Company, Inc., Global or Limited Global Resold International Services, ITC-214-19980501-00289 (Old File No. ITC-98-336); Talk America, Inc., Individual Switched Resale Service, ITC-214-19960119-00025 (Old File No. ITC-96-053); US LEC LLC, Global or Limited Global Facilities-Based and Resale Services, ITC-214-19990303-00104; US LEC of Georgia LLC, US LEC of Tennessee LLC, US LEC of Virginia LLC, US LEC of Florida, LLC, and US LEC of South Carolina, LLC, Global Resale Service, ITC-214-19970929-00589 (Old File No. ITC-97-611); US LEC of North Carolina LLC, Global Resale Services, ITC-214-19970220-00101 (Old File No. ITC-97-115); Valor Telecommunications LD, LLC, Global or Limited Global Resale Service, ITC-214-20000719-00451; Windstream D&E Systems, Inc., Global Resale Service, ITC-214-19970707-00382 (Old File No. ITC-97-384); Windstream Iowa Communications, Inc., Global Facilities-Based and Global Resale Service, ITC-214-20000627-00408, Global or Limited Global Resale Service, ITC-214-20080709-00316 and ITC-214-20010501-00266, and Global Resale Service, ITC-214-19961219-00634.

Section 63.18(h): Answer to Question 11:

Owners of Ten Percent or Greater Equity in Assignee:

Windstream is wholly-owned and controlled by Windstream Holdings, Inc., a publicly-traded company in which no person or entity, to the best of their knowledge, owns a ten percent or greater interest.

Section 63.24(f)(2)(ii)

The parties hereby certify that the assignment of authorization reported herein was *pro forma* and that, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party.

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Section 63.21(h):

Windstream's Wholly-Owned Subsidiaries Relying on the International Section 214 Authority Conveyed by ITC-214-19980925-00658:

Cavalier Telephone Mid-Atlantic, L.L.C.
Cavalier Telephone, L.L.C.
Intellifiber Networks, Inc.
LDMI Telecommunications, Inc.
McLeodUSA Telecommunications Services, L.L.C.
Network Telephone Corporation
PaeTec Communications, Inc.
PaeTec Communications of Virginia, Inc.
Talk America, Inc.
The Other Phone Company, Inc.
US LEC Communications LLC
US LEC of Alabama LLC
US LEC of Florida LLC
US LEC of Georgia LLC
US LEC of Maryland LLC
US LEC of North Carolina LLC
US LEC of Pennsylvania LLC
US LEC of South Carolina LLC
US LEC of Tennessee LLC
US LEC of Virginia LLC
Windstream Communications, Inc.
Windstream D&E Systems, Inc.
Windstream Iowa Communications, Inc.
Windstream KDL, Inc.
Windstream KDL-VA, Inc.

Windstream Kerrville Long Distance, LLC
Windstream Lexcom Long Distance, LLC
Windstream Norlight, Inc.
Windstream NTI, Inc.
Windstream NuVox Arkansas, Inc.
Windstream Southwest Long Distance, LP
Windstream Systems of the Midwest, Inc.