

January 25, 2005

**VIA ELECTRONIC SUBMISSION**

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

Re: WC Docket #05-19; *Application of PAETEC Corp., Transferee, and American Long Lines, Inc., Transferor, for International and Domestic Section 214 Authority to Transfer Control of Ownership*

Dear Ms. Dortch:

On behalf of PAETEC Corp. (“PAETEC”), this letter responds to the request of the Wireline Competition Bureau for additional information regarding (1) the description of the proposed transaction that is the subject of the above referenced application (“Application”) and (2) the corporate ownership structure, respectively, of Madison Dearborn Capital Partners III, L.P. and Blackstone CCC Capital Partners, L.P.

**(1) Description of the Proposed Transaction**

All of the issued and outstanding equity securities of American Long Lines, Inc. (“Long Lines”) currently is owned beneficially and of record by Mr. Douglas Derstine. PAETEC and Mr. Derstine have entered into a stock purchase agreement whereby pending regulatory approvals Mr. Derstine will sell all his shares in Long Lines to PAETEC. As a result, Long Lines will become a wholly owned subsidiary of PAETEC. The Transaction will not change the rates, terms or conditions under which Long Lines provides service. Long Lines shall continue to provide service to its customers and the proposed transaction will be seamless to customers of Long Lines.

The documents attached hereto as Exhibits 1 and 2 provide a graphical illustration of the proposed Transaction.

**(2) Corporate Ownership Structure of PAETEC**

PAETEC provides the following additional information regarding the ownership structure of the two entities holding ten percent (10%) or more of the equity of PAETEC Corp.:

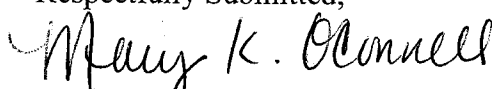
(a) Madison Dearborn Capital Partners, III, L.P. has as its general partner Madison Dearborn Partners, III, L.P. Madison Dearborn Partners, III, L.P. has as its general partner Madison Dearborn Partners, LLC. Madison Dearborn Partners LLC is owned by thirteen (13)

individuals, none of which owns more than fifty percent of the LLC. The voting control of Madison Dearborn Partners LLC is controlled by its Chief Executive Officer, John A. Canning, Jr. He is a U.S. Citizen, as are all the other twelve individuals that comprise Madison Dearborn Partners LLC.

(b) Blackstone CCC Capital Partners L.P. (the "Fund") is a Delaware limited partnership affiliated with Blackstone, a leading global investment and advisory firm. Two Blackstone executives, Peter G. Peterson and Stephan A. Schwarzman, both U.S. citizens, will indirectly control the Fund through ownership interests in the general partner of the Fund, Blackstone Management Associates III L.L.C. Most of the equity in the Fund has been contributed by more than 100 limited partners, including both U.S. and non-U.S. entities, who will have no power to control the day-to-day operations of the Fund or of PAETEC.

Please do not hesitate to contact me if there are any additional questions.

Respectfully Submitted,



Mary K. O'Connell  
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cc: Mr. Douglas Derstine, American Long Lines, Inc.  
Ms. Terri Natoli, Wireline Competition Bureau  
Federal Communications Commission (via Electronic Mail)  
Ms. Erin Boone, Wireline Competition Bureau  
Federal Communications Commission (via Electronic Mail)

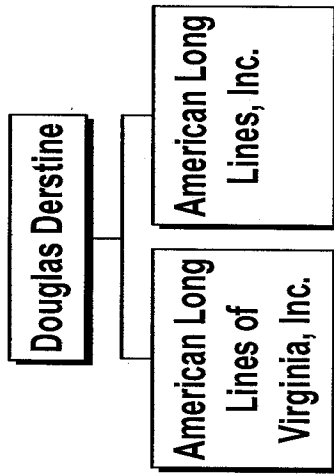
**LIST OF ATTACHMENTS**

- EXHIBIT 1            CORPORATE STRUCTURE BEFORE TRANSACTION**
- EXHIBIT 2            CORPORATE STRUCTURE AFTER TRANSACTION**

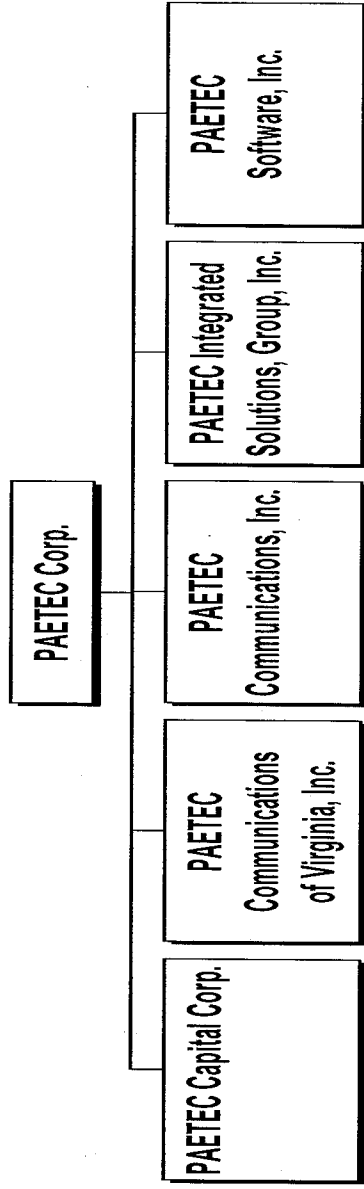
**EXHIBIT 1**

CORPORATE STRUCTURE BEFORE TRANSACTION

American Long  
Lines, Inc.



PAETEC Corp.



**EXHIBIT 2**

CORPORATE STRUCTURE AFTER TRANSACTION

