

June 24, 2010

VIA OVERNIGHT DELIVERY

Julie Orchard
Commission Administrator
Utah Public Service Commission
Heber M. Wells Building, 4th Floor
160 East 300 South
Salt Lake City, Utah 84111

Re: McLeodUSA Telecommunications Services, L.L.C. Notification of Change in
Corporate Form, Name Change, and *Pro Forma* Reorganization

Dear Ms. Orchard:

This is in follow up to our December 4, 2009 letter notifying the Utah Public Service Commission of our client McLeodUSA Telecommunications Services, L.L.C.'s ("McLeodUSA") then-pending change in corporate form, resulting name change, and *pro forma* reorganization. At the time of the December 4, 2009 letter, McLeodUSA was an incorporated company operating under the name McLeodUSA Telecommunications Services, Inc. McLeodUSA has since changed its corporate form by converting to a limited liability company, and now operates under the name McLeodUSA Telecommunications Services, L.L.C., the only difference being the corporate form designation at the end of the name.

Please find attached as Exhibit A a Certificate of Conversion and a Certificate of Authority to Transact Business from the Utah Department of Commerce certifying McLeodUSA's corporate form conversion and authority to transact business under its new name.

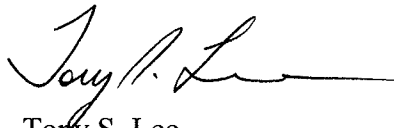
Further, the *pro forma* intracorporate reorganization involving McLeodUSA, which was described in our December 4, 2009 letter, has been consummated. The *pro forma* reorganization – which did not change the ultimate ownership or control of the McLeodUSA's operations or its corporate directors, officers, or managers, or its service offerings and pricing other than those done in the normal course of business operations – occurred on March 1, 2010.

An original and one (1) extra copy of this letter and the attached certificates are enclosed. Kindly date-stamp the extra copy of this filing, and return it to us in the enclosed self-addressed

Julie Orchard
June 24, 2010
Page 2

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.

Enclosure

EXHIBIT A



State of Utah
 DEPARTMENT OF COMMERCE
 Division of Corporations & Commercial Code
 Articles of Conversion

CONVERSION

1321906-0143

\$37.00

RECEIVED

MAY 17 2010

Utah Div. of Corp. & Comm. Code

1. The articles of conversion shall state:

First: The name and entity type of the company immediately prior to the filing of the articles of conversion:

Name: McLeodUSA Telecommunications Services, Inc.

Qual: 08/20/1996

Entity Type (Corp, LLC, LP, Partnership, DBA, etc.): Corporation

Second: The date and state where the company was first created and, if it has changed, its jurisdiction immediately prior to its conversion;

7/26/1993

Iowa

Date of formation

State / Jurisdiction

Third: The name and entity type of the company as set forth in its converted entity filing;

Name: McLeodUSA Telecommunications Services, L.L.C.

Entity Type: Limited Liability Company

Fourth: The future effective date of the conversion to the new entity if it is not to be effective upon the filing of the articles of conversion;

Fifth: Under penalties of perjury, I declare that the articles of conversion have been duly approved by the owners of the entity.

Dated: 7-21-10

By: *[Signature]*

Title: S. Shane Turley, Vice President

2. Additional filing requirements: The non-refundable processing fee of \$37.00 payable to the State of Utah, and application for new entity must accompany this form. No additional fee for the new application.

Under GRAMA (63-2-201), all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.

Filing/Faxing Information: www.corporations.utah.gov/contactus.html Division's Website: www.corporations.utah.gov

Date: 05/17/2010
 Receipt Number: 32098855
 Amount Paid: \$3,123.00

State of Utah
 Department of Commerce
 Division of Corporations and Commercial Code
 I hereby certified that the foregoing has been filed
 and approved on this 17th day of May 2010
 In this office of this Division and hereby issued
 This Certificate thereof.

Examiner: *[Signature]* Date 5/18/10



[Signature]
 Kathy Berg
 Division Director



State of Utah
 DEPARTMENT OF COMMERCE
 Division of Corporations & Commercial Code
 Application for Authority to Transact Business
 for a Foreign Limited Liability Company

CONVERSION

State of Utah
 Department of Commerce
 Division of Corporations and Commercial Code
 I hereby certified that the foregoing has been filed
 and approved on this 17th day of MAY, 2010
 In this office of this Division and hereby issued
 This Certificate thereof.

Examiner: [Signature] Date 5/18/10



[Signature]
 Kathy Berg
 Division Director

A Certificate of Good Standing/Existence from the state of organization dated no earlier than ninety (90) days prior to the date of this application with the Division is attached.

Non-Refundable Processing Fee: Foreign LLC \$70.00 | Series LLC \$70.00 | Tribal LLC \$70.00

1. Exact Name of Foreign Limited Liability Company: McLeodUSA Telecommunications Services, L.L.C.

2. This limited liability company of the state/country/tribal nation of: Iowa

3. Date of formation or organization in home state: 07/26/1993 4. Duration: Perpetual

5. Is the registered agent a commercial registered agent? YES NO

If Yes, is the commercial registered agent an: Individual Entity

If an individual, what is the name of the individual (First, Middle, Last):

What is the Commercial Registered Agent Registration Number? (required): 7140008-0250 Utah Div. Of Corp. & Comm. Code

Registered Agent Name: C T Corporation System Samantha Jones

I hereby accept appointment as Registered Agent for the above named business entity [Signature] Assistant Secretary

Signature of Registered Agent (Required): [Signature] The Registered Agent must sign this after the form is printed

Address of the Registered Agent: 136 East South Temple, Suite 2100

Utah Street Address Required. PO Boxes can be listed after the Street Address

City: Salt Lake City State UT Zip: 84111

6. Principal place of business: 600 Willowbrook Office Park
 Street Address
 City Fairport State NY Zip 14450

7. The nature of the business or purpose(s) to be conducted or promoted in Utah: Telecommunications services

8. The limited liability company shall use as its name in Utah:

(The limited liability company shall use its name as set forth at the top of this form unless the name is not available for use in Utah.)

9. Clear indication of who is managing the company is required.

10a. Is this foreign limited liability company manager-managed? Yes, No

If YES, you must list the name and business or residence street address of each manager.

Position	Name	Address	City	State	Zip
MANAGER:					
MANAGER:					

10b. Is this foreign limited liability company member-managed? Yes, No

If YES, you must list the name and business or residence street address of each member.

Position	Name	Address	City	State	Zip
MEMBER:	Paetec Communications, Inc.	600 Willowbrook Office Park	Fairport	NY	14450
MEMBER:					

Please list additional managers/members (if any) on an attachment

11. If a foreign entity is a member or manager, you must list the home state where the entity is registered: Delaware

12. The date the limited liability company intends to first transact business in Utah: 03/01/2010

Under penalties of perjury, I declare as a manager or member with management authority of this limited liability company having authority to sign hereto, that this application for authority to transact business has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

[Signature]
 Limited Liability Company Authorized Signer Signature

Vice President of Paetec
 S. Shane Turley, Communications, Inc., its Member
 Name & Title

Under GRAMA (63-2-201), all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.

Mailing/Faxing Information:

Division's Website:

RECEIVED
 MAY 17 2010