

QUAGGA CORP  
Form S-4/A  
June 06, 2011  
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As filed with the Securities and Exchange Commission on June 6, 2011

Registration No. 333-174546

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**AMENDMENT NO. 1**  
**TO**  
**FORM S-4**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**PAETEC Holding Corp.**

(Exact name of Registrant as specified in its charter)

Delaware

4813

20-5339741

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(State or other jurisdiction of  
incorporation or organization) (Primary Standard Industrial  
Classification Code Number) (I.R.S. Employer  
Identification No.)  
(For Co-Registrants, see Table of Co-Registrants on the following page)

One PAETEC Plaza  
600 Willowbrook Office Park  
Fairport, New York 14450  
(585) 340-2500

(Address, including zip code, and telephone number, including area code, of Registrant s principal executive offices)

Arunas A. Chesonis  
Chairman, President and Chief Executive Officer

PAETEC Holding Corp.  
One PAETEC Plaza  
600 Willowbrook Office Park  
Fairport, New York 14450  
(585) 340-2500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after this registration statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>

If applicable, place a check mark in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)	<input type="checkbox"/>
Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)	<input type="checkbox"/>

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<b>Title of each class of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per unit<sup>(1)</sup></b>	<b>Proposed maximum aggregate offering price<sup>(1)</sup></b>	<b>Amount of registration fee</b>
9 7/8 % Senior Notes due 2018 <sup>(2)</sup>	\$450,000,000	100%	\$450,000,000	\$52,245 <sup>(3)</sup>
Guarantees of 9 7/8% Senior Notes due 2018 <sup>(4)</sup>	N/A	N/A	N/A	N/A

(1) Estimated pursuant to Rule 457(f) under the Securities Act of 1933, solely for purposes of calculating the registration fee.

(2) The 9 7/8% Senior Notes due 2018 will be the obligations of PAETEC Holding Corp.

(3) Previously paid.

(4) Represents the guarantees of the 9 7/8% Senior Notes due 2018, to be issued by the Co-Registrants. Pursuant to Rule 457(n) under the Securities Act of 1933, no additional registration fee is being paid in respect of the guarantees.

The Registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

**TABLE OF CO-REGISTRANTS**

<b>Exact Name of Co-Registrant as Specified in its Charter</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>I.R.S. Employer Identification No.</b>
PAETEC Corp.	Delaware	16-1551094
PAETEC Integrated Solutions Group, Inc.	Delaware	16-1585842
PAETEC iTel, L.L.C.	North Carolina	47-0903254
PaeTec Software Corp.	New York	16-1384745
US LEC LLC	Delaware	56-2065535
US LEC of Alabama LLC	North Carolina	56-2104211
US LEC of Florida LLC	North Carolina	56-2046424
US LEC of Maryland LLC	North Carolina	56-2117626
US LEC of North Carolina LLC	North Carolina	56-2091767
US LEC of South Carolina LLC	Delaware	56-2056428

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US LEC of Tennessee LLC	Delaware	56-2065536
PaeTec Communications, Inc.	Delaware	16-1551095
PaeTec Communications of Virginia, Inc.	Virginia	16-6486048
US LEC Communications LLC	North Carolina	56-2162051
US LEC of Georgia LLC	Delaware	56-2065537
US LEC of Pennsylvania LLC	North Carolina	56-2117625
US LEC of Virginia L.L.C.	Delaware	56-2012173
Allworx Corp.	Delaware	26-0259247
MPX, Inc.	Delaware	16-1468411
Technology Resource Solutions, Inc.	New York	51-0443765
McLeodUSA LLC	Delaware	42-1407240
McLeodUSA Information Services LLC	Delaware	76-0529757
McLeodUSA Telecommunications Services, L.L.C.	Iowa	42-1407242
McLeodUSA Purchasing, L.L.C.	Iowa	42-1501014
U.S. Energy Partners LLC	New York	14-1856903
PAETEC Realty LLC	New York	27-1866972
Quagga Corporation	California	87-0721393
Cavalier Telephone Corporation	Delaware	54-1946546
CavTel Holdings, LLC	Delaware	20-4208673
Cavalier Telephone, L.L.C.	Virginia	54-1914822
Cavalier Telephone Mid-Atlantic, L.L.C.	Delaware	54-2028580
SM Holdings, LLC	Delaware	26-0970378
Cavalier IP TV, LLC	Delaware	20-2386185
Elantic Networks, Inc.	Delaware	20-0726068
Intellifiber Networks, Inc.	Virginia	54-1861675
Cavalier Services, LLC	Delaware	20-2047841
Talk America Holdings, Inc.	Delaware	23-2827736
Talk America Inc.	Pennsylvania	23-2582790
TC Services Holding Co., Inc.	Pennsylvania	23-3036795
LDMI Telecommunications, Inc.	Michigan	38-2940840
NT Corporation	Delaware	59-3619111
Network Telephone Corporation	Florida	59-3477521
Compco, Inc.	Delaware	23-2940793
Talk America of Virginia, Inc.	Virginia	54-1871946
Access One Communications Corp.	New Jersey	22-3527935
OmniCall, Inc.	South Carolina	57-1046947
The Other Phone Company, Inc.	Florida	65-0705374
XETA Technologies, Inc.	Oklahoma	73-1130045
Pyramid Communication Services, Inc.	Texas	75-2767803

Address, including zip code, and telephone number, including area code, of each Co-Registrant's principal executive offices and each Co-Registrant's agent for service is c/o PAETEC Holding Corp., One PAETEC Plaza, 600 Willowbrook Office Park, Fairport, New York, 14450, and the name of each Co-Registrant's agent for service is Arunas A. Chesonis, Chairman, President and Chief Executive Officer, PAETEC Holding Corp.

The Primary Standard Industrial Classification Code Number for each Co-Registrant is 4813.

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**PROSPECTUS**

**PAETEC Holding Corp.**

**Offer To Exchange Up To**

**\$450,000,000**

**9 7/8% Senior Notes due 2018**

**which have been registered under the Securities Act of 1933**

**for any and all outstanding**

**9 7/8% Senior Notes due 2018**

**The Exchange Offer:**

The notes offered by this prospectus, or exchange notes, have been registered under the Securities Act of 1933, as amended, and are being offered in exchange for the outstanding, unregistered notes, or original notes, that were originally issued on December 2, 2010.

We will exchange all original notes that are validly tendered and not withdrawn prior to the expiration of the exchange offer for an equal principal amount of exchange notes.

The exchange offer will expire at 5:00 p.m., New York City time, on July 7, 2011, unless extended by us.

You may withdraw tendered outstanding original notes at any time prior to the expiration of the exchange offer.

The exchange of outstanding original notes for exchange notes pursuant to the exchange offer generally will not be a taxable event for U.S. federal income tax purposes.

We will not receive any proceeds from the exchange offer.

**The Exchange Notes:**

The terms of the exchange notes will be substantially identical to the terms of the original notes, except that the exchange notes are registered under the Securities Act, and the transfer restrictions, registration rights and related additional interest terms applicable to the original notes will not apply to the exchange notes.

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The exchange notes will mature on December 1, 2018. We will pay interest on the exchange notes semi-annually on June 1 and December 1 of each year.

The exchange notes will be guaranteed on a senior unsecured basis by each of our existing and future domestic restricted subsidiaries, other than certain excluded subsidiaries.

We do not intend to list the exchange notes on any securities exchange.

Any broker-dealer that holds original notes acquired for its own account as a result of market-making activities or other trading activities, and that receives exchange notes pursuant to the exchange offer, must deliver a prospectus in connection with any resale of such exchange notes. We have agreed that, for a period beginning on the date the exchange offer is consummated and ending on the earlier of 180 days after the date of this prospectus and the date on which a broker-dealer is no longer required to deliver a prospectus in connection with market-making activities or other trading activities, we will make this prospectus, as amended or supplemented, available to any broker-dealer for use in connection with any such resale. For more information, see Plan of Distribution.

**Investments in the exchange notes involve risks. See Risk Factors beginning on page 11.**

**Neither the Securities and Exchange Commission nor any state securities commission nor any other regulatory body has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus is June 6, 2011.

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### **SUMMARY**

*This summary highlights selected information included in this prospectus. This summary is not intended to be a complete description of the matters covered in this prospectus and is subject to, and qualified in its entirety by, reference to the more detailed information and financial statements (including the notes thereto) included in this prospectus.*

*Unless otherwise indicated or required by the context, references in this prospectus to we, us, our and PAETEC mean PAETEC Holding Corp. and its consolidated subsidiaries as of the date of such reference, and references in this prospectus to PAETEC Holding mean PAETEC Holding Corp. and none of its subsidiaries.*

### **Our Company**

We are a competitive broadband communications services and solutions provider guided by the principle that delivering superior customer service is the key to competing successfully with other communications services providers. Our primary business is providing business end-user customers in metropolitan areas with a package of integrated broadband services that encompasses data services, including Internet access services and virtual private network services, and voice services, including local telephone services and domestic and international long distance services. As of March 31, 2011, we provided services for over 54,000 business customers in a service area encompassing 86 of the country's top 100 metropolitan statistical areas.

We focus our network services marketing efforts on medium-sized and large businesses and institutions. By focusing our marketing efforts on these larger businesses and institutions that have significant communications needs, we believe that we achieve a competitive advantage over larger carriers that target a broad cross-section of residential, business and institutional customers. Our focus on providing superior customer service begins with the sales process. Our management emphasizes the importance of attracting, training, motivating, and retaining skilled sales professionals. When meeting with a potential customer, members of our sales force rely on our internally-developed proprietary software to tailor services packages and pricing to meet the particular needs of each customer. Our sales force is supported by sales engineers and account development representatives who facilitate the initial provisioning of services and develop customer relationships that we seek to strengthen over time. We believe that our tailored pricing and service offerings and our dedicated account development programs are significant factors in customer retention.

We emphasize network technology as an element of our business strategy to the extent that this element supports our delivery of high-quality and reliable service. We have deployed a flexible and reliable open technology network that allows us to support newer technologies, including service offerings based on Internet Protocol, or IP. In addition, this network design allows us to offer our customers flexible technological solutions, reduce our total capital investments and apply increased capital to our sales and customer service support systems.

### **Our Strengths**

We believe that the following strengths will help us to execute our strategy:

*Our focus on medium-sized and large businesses and institutions that have significant communications needs, require complex integrated services and value superior customer support. We believe that our target customers most frequently make their communications purchase decisions based on a combination of factors in which the quality of customer service is as important as service offerings and price. By focusing on these customers, we believe that we are able to use our focus on customer service*

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and our bundled service offerings to win new business, to minimize customer turnover and to sell an increasing number of products and services to each account as the customer relationship matures. We believe that recent consolidation in the industry has resulted in these customers being underserved by many of the larger carriers. Our customer base is characterized by low turnover and high monthly recurring revenue.

*Our experienced direct sales force and effective distribution channels.* We market our services through our direct sales force and through independent sales agents located throughout our markets. Our direct sales force and agents work closely with potential and existing customers to design tailored services bundles that meet unique and evolving customer needs. Our technology enables our sales force to identify and acquire targeted customers rapidly and to tailor and price a variety of service choices to match a customer's specific requirements. We seek to hire experienced sales professionals, and we supplement the experience of our employees and sales agents by providing them with intensive training in our service offerings and in marketing our services in selected industry sectors. We seek to motivate and retain our sales employees, sales agents and agent support personnel with commissions and, in some circumstances, long-term equity incentives. Our employee-oriented focus helps to foster a motivated sales force that we believe is essential to providing superior customer service.

*Our broad-based, asset-rich, multi-platform network.* We maintain one of the largest competitive networks nationwide, with approximately 36,700 route miles of fiber, including approximately 10,600 metro route miles, as of March 31, 2011. In addition, we manage a broad-based network with both traditional analog and next generation IP-switching intelligence at the core of our network, facilitating our provision as of March 31, 2011 of a wide range of sophisticated solutions offerings in 86 of the top 100 metropolitan statistical areas nationwide. This network enables us to provide flexible and customer-specific solutions while maintaining significant control over the quality and consistency of service. We believe that the flexibility and reliability of our existing network allows us to provide a superior customer experience at a reasonable price. As part of our network strategy, we connect our customers to our network primarily by leasing special access digital T1 transmission lines that we believe facilitate very fast installation times and decreased customer outages. We lease a significant portion of these special access lines through competitively priced bulk purchase agreements with other communications companies and internally manage the service quality on those lines through our multiple network operations centers.

*Our proven management team.* Our management team has an established track record of accomplishments in the communications industry. Several members of our senior management team and a significant number of additional individuals whom we have employed since we commenced operations in 1998 previously worked together for several years at ACC Corp., which was the first competitive carrier to use a similar network deployment strategy to ours of leasing, rather than building, telephone and data transmission lines. Our executive officers have an average of 19 years of experience in the telecommunications industry and are experienced in the integration of acquired businesses.

### **Our Strategy**

Our objective is to be the most customer- and employee-oriented communications services provider to medium-sized and large businesses and institutions in our markets. To accomplish this objective, we seek to:

*Provide superior service and customer care through a highly motivated and committed workforce.* We believe that our target customer base, which is composed primarily of medium-sized and large businesses and institutions, is often underserved by traditional telephone companies. Based on our experience, we also believe that many communications providers continue to focus primarily on the technology associated with delivering access, transport and basic voice and Internet access services,

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rather than on the customer service and consultative sales relationships that attract and retain customers and support the delivery of those services. We seek to gain a competitive advantage and differentiate ourselves from other carriers by building long-term customer relationships based on providing consistent and superior customer service. We believe that our dedicated employee base, employee training programs, billing and back office systems, customer service response teams and reliable network connections provide us with this competitive advantage. We seek to provide incentives to our dedicated workforce, which totaled approximately 4,500 employees at March 31, 2011, through an attractive combination of cash compensation, equity ownership, other benefits, employee recognition awards and a flexible work environment. We believe that this blend of incentives attracts committed, motivated and loyal employees who strive to deliver high levels of service to promote customer satisfaction.

*Offer a broad range of advanced and traditional communications services.* We offer a flexible variety of network services, including our local and long distance voice services and our integrated data services, as an integrated package that is delivered over the same digital transmission lines. In addition, our flexible network enables us to provide advanced IP-based offerings, such as Voice over Internet Protocol, or VoIP, services and MultiProtocol Label Switching Virtual Private Network, or MPLS VPN, services. We attempt to augment our network services bundle with value-added integrated solutions, such as our proprietary telecommunications management software applications and our network integration offerings, that help to differentiate our services bundle from the services of our competitors and often to attract new customers. As a result, our customers frequently are able to fulfill their communications services requirements through one point of contact and receive a monthly statement of charges for a full range of communications services on one integrated bill.

*Work closely with customers to develop end-to-end communications solutions tailored to their particular needs.* We believe that our sales and service approach, in which we consult with our customers to design services customized to meet their particular needs, is an effective strategy for attracting and retaining customers with complex communications needs. We have established local sales offices and hired sales personnel in each of our markets to provide an experienced, local account management team that offers face-to-face sales and personalized client care for our entire service offering. We believe that our service-driven customer relationship strategy results in high levels of customer satisfaction and will lead to an increase in demand for our services. By serving the specific needs of customers in several industries, we believe we are well-equipped to attract new customers in those industries and to sell additional services to existing customers.

*Use existing customer base and industry expertise to introduce new products and services and to expand selectively into new markets.* We use relationships with our customers in existing markets to introduce new products and services. We believe that our close relationships with our customers and our dedication to customer service fosters an environment for the introduction of new products and services that we believe may benefit the customer. We also seek to penetrate markets further and expand our network services business into new markets through our integrated solutions offerings. We frequently use these offerings to establish new customer relationships. Once a customer has purchased one of our offerings, our goal is to become the provider of choice for all of that customer's communications needs by providing superior customer support. As we offer and sell our integrated solutions on a stand-alone basis to customers outside of our markets when we believe it is economically or strategically advantageous, we seek to use these customers as reference accounts to increase penetration of existing geographic markets and industries with our network services and to expand into new geographic markets and industries.

*Selectively supplement internal growth through targeted acquisitions.* To supplement our internal growth, we have pursued an acquisition strategy focused on acquisition candidates that fulfill one or more key objectives. The objectives include increasing our penetration of current markets, expanding

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into new markets, augmenting the geographic scope of our network fiber-based assets (primarily in high density markets), and enhancing our ability to sell and deliver value-added services. We continue to seek acquisition candidates that will add customers and cash flow to our existing network services business or that will enhance our operating efficiencies by lowering access costs through the provision of fiber-based assets. In accordance with this strategy, we focus our acquisition efforts on other competitive carriers, on local and long distance providers, on enhanced service providers, on network integrators and on equipment solution providers. From time to time, we may consider selective acquisitions of those types of businesses that we believe will enhance our package of service offerings, increase our customer base and bring experienced back office, technical and customer service personnel to our company.

**Our Corporate Information**

PAETEC Holding Corp. was incorporated in Delaware in August 2006. PAETEC Holding Corp. is a holding company that conducts its operations through wholly-owned subsidiaries. The mailing address of PAETEC Holding Corp.'s principal executive offices is One PAETEC Plaza, 600 Willowbrook Office Park, Fairport, New York 14450, and its telephone number is (585) 340-2500. We maintain a corporate Internet web site at [www.paetec.com](http://www.paetec.com). Our website is not a part of this prospectus and is included as an inactive textual reference only.

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**The Exchange Offer**

In November 2010, PAETEC Holding formed PAETEC Escrow Corporation, or the Escrow Issuer, a Delaware corporation and wholly-owned subsidiary of PAETEC Holding, solely for the purpose of issuing the 9<sup>7/8</sup>% Senior Notes due 2018, which we refer to as the original notes. On December 2, 2010, the Escrow Issuer completed the offering of \$450,000,000 aggregate principal amount of original notes, and the gross proceeds of the offering, together with certain additional amounts, were deposited into a segregated escrow account. On December 6, 2010, upon the satisfaction of the escrow conditions, PAETEC Holding assumed the Escrow Issuer's obligations and agreements under the original notes, the indenture governing the original notes and the related registration rights agreement, and the proceeds of the offering of the original notes were disbursed from the escrow account and used, together with cash on hand, to pay the merger consideration and the other costs and expenses related to PAETEC Holding's acquisition of Cavalier Telephone Corporation, or Cavalier, on that date.

The offering of the original notes was made in transactions not requiring registration under the Securities Act of 1933, as amended, or Securities Act. In connection with our assumption of the original notes, we entered into a registration rights agreement with the initial purchasers of such notes in which we agreed, among other things, to deliver this prospectus and to complete an exchange offer for the original notes. Below is a summary of the exchange offer.

The Exchange Offer

We are offering to exchange \$1,000 principal amount of our 9<sup>7/8</sup>% Senior Notes due 2018, which have been registered under the Securities Act and which we refer to as the exchange notes, for each \$1,000 principal amount of our outstanding, unregistered original notes. Unless we specify otherwise or the context indicates otherwise, we refer to the exchange notes and the original notes together as the notes.

To be exchanged, an original note must be properly tendered and accepted. All original notes that are validly tendered and not withdrawn will be exchanged. As of the date of this prospectus, there are \$450,000,000 aggregate principal amount of original notes outstanding. We will issue exchange notes promptly after the expiration of the exchange offer.

Resales of Exchange Notes

Based on interpretations by the staff of the Securities and Exchange Commission, or SEC, in no-action letters issued to third parties with respect to other transactions, we believe that the exchange notes issued in the exchange offer may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act as long as:

you are acquiring the exchange notes in the ordinary course of your business;

you have no arrangement or understanding with any person to participate in a distribution (within the meaning of the Securities Act) of the exchange notes to be received in the exchange offer; and

you are not our affiliate within the meaning of Rule 405 under the Securities Act, which defines affiliate as a person that, directly or indirectly, controls or is controlled by, or is under common control with, a specified person.

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If you do not satisfy the foregoing conditions, in the absence of an exemption, you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with the resale of the exchange notes. If you fail to comply with these requirements, you may incur liabilities under the Securities Act, and we will not indemnify you for such liabilities.

Each broker-dealer that receives exchange notes for its own account in exchange for original notes that were acquired as a result of market-making activities or other trading activities must acknowledge that it will comply with the registration and prospectus delivery requirements of the Securities Act in connection with any offer to resell, resale or other transfer of the exchange notes issued in the exchange offer. We have agreed in a registration rights agreement that, for a period beginning on the date the exchange offer is consummated and ending on the earlier of 180 days after the date of this prospectus and the date on which a broker-dealer is no longer required to deliver a prospectus in connection with market-making activities or other trading activities, we will make this prospectus, as amended or supplemented, available to any broker-dealer for use in connection with any such resale. For additional information, see Plan of Distribution.

Expiration Date

The exchange offer will expire at 5:00 p.m., New York City time, on July 7, 2011 unless extended by us.

Withdrawal Rights

You may withdraw tenders of the original notes at any time prior to the expiration of the exchange offer. For additional information, see The Exchange Offer Terms of the Exchange Offer.

Conditions to the Exchange Offer

The exchange offer is subject to customary conditions, which we may waive in our sole discretion, subject to applicable law. For additional information, see The Exchange Offer Conditions to the Exchange Offer. The exchange offer is not conditioned upon the exchange of any minimum principal amount of original notes.

Procedures for Tendering Original Notes

If you wish to accept the exchange offer, you must (1) complete, sign and date the accompanying letter of transmittal, or a facsimile copy of such letter, in accordance with its instructions and the instructions in this prospectus, and (2) mail or otherwise deliver the executed letter of transmittal, together with the original notes and any other required documents, to the exchange agent at the address set forth in the letter of transmittal. If you are a broker, dealer, commercial bank, trust company or other nominee and you hold original notes through The Depository Trust Company, or DTC, and wish to accept the exchange offer, you must do so pursuant to DTC's procedures. For additional information, see The Exchange Offer Procedures for Tendering.

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If you are a beneficial owner whose original notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender your original notes in the exchange offer, we urge you to contact promptly the person or entity in whose name your original notes are registered and instruct that person or entity to tender those notes on your behalf. If you wish to tender original notes in the exchange offer on your own behalf, you must, prior to completing and executing the letter of transmittal and delivering your original notes, either make appropriate arrangements to register ownership of your original notes in your name or obtain a properly completed bond power from the person or entity in whose name your original notes are registered. The transfer of registered ownership may take considerable time.

Guaranteed Delivery Procedures

If you wish to tender your original notes and your original notes are not immediately available or you cannot deliver your original notes, the letter of transmittal or any other required documents to the exchange agent (or comply with the procedures for book-entry transfer) prior to the expiration date, you must tender your original notes according to the guaranteed delivery procedures set forth in The Exchange Offer Guaranteed Delivery Procedures.

Consequences of Failure to Exchange

If you do not exchange your original notes, they will remain entitled to the rights and subject to the limitations contained in the indenture governing the notes. Following the exchange offer, however, all outstanding original notes will continue to be subject to the same restrictions on transfer, and we will have no obligation to register outstanding original notes under the Securities Act or to pay contingent increases in interest based on our original registration obligation.

Use of Proceeds

We will not receive any proceeds from the exchange offer.

Exchange Agent

The Bank of New York Mellon Trust Company, N.A. is serving as the exchange agent in connection with the exchange offer. The address, telephone number and facsimile transmission number of the exchange agent are listed in The Exchange Offer Exchange Agent.

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**The Exchange Notes**

The exchange offer relates to the exchange of up to \$450,000,000 aggregate principal amount of original notes for an equal principal amount of exchange notes. The terms of the exchange notes will be substantially identical to the terms of the original notes, except that the exchange notes are registered under the Securities Act and the transfer restrictions, registration rights and related additional interest terms applicable to the original notes will not apply to the exchange notes. The exchange notes will evidence the same indebtedness as the original notes which they will replace. The exchange notes will be governed by the same indenture as the original notes.

Issuer	PAETEC Holding Corp.
Notes Offered	\$450,000,000 aggregate principal amount of 9 <sup>7</sup> / <sub>8</sub> % Senior Notes due 2018.
Maturity Date	December 1, 2018.
Interest Payment Dates	June 1 and December 1 of each year.
Guarantees	The exchange notes will be guaranteed on a senior unsecured basis by each of our existing and future domestic restricted subsidiaries, other than certain excluded subsidiaries.
Ranking	<p>The exchange notes will be the general senior unsecured obligations of PAETEC Holding and will rank equally in right of payment with all of PAETEC Holding's existing and future senior indebtedness, including the indebtedness under its existing 9.5% Senior Notes due 2015, which we refer to as the 9.5% senior notes. As of the date of this prospectus, PAETEC Holding had outstanding \$300 million aggregate principal amount of 9.5% senior notes. The exchange notes will rank senior in right of payment to all of PAETEC Holding's existing and future subordinated indebtedness. The exchange notes will be effectively subordinated in right of payment to all of PAETEC Holding's existing and future secured obligations, to the extent of the value of the collateral securing such obligations. As of May 31, 2011, PAETEC Holding's secured obligations included its senior secured credit facilities and its existing 8 <sup>7</sup>/<sub>8</sub>% Senior Secured Notes due 2017, which we refer to as the 8 <sup>7</sup>/<sub>8</sub>% senior secured notes, of which an aggregate principal amount of \$650 million was outstanding. We sometimes refer to the 9.5% senior notes and the 8 <sup>7</sup>/<sub>8</sub>% senior secured notes together as the existing notes. The exchange notes will be structurally subordinated to any existing and future indebtedness and liabilities of our subsidiaries that are not subsidiary guarantors.</p> <p>The guarantee of the exchange notes by each subsidiary guarantor will be the general senior unsecured obligation of that subsidiary guarantor and will rank equally in right of payment with all of such subsidiary guarantor's existing and future senior indebtedness, including the guarantees of the 9.5% senior notes. The guarantee of each subsidiary guarantor will rank senior in right of payment to all of</p>



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