



**THOMAS, LONG,
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SECRETARY'S BUREAU

August 12, 2011

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
P.O. Box 3265
Harrisburg, PA 17105-3265

In re: Joint General Rule Application of Intellifiber Networks, Inc., Cavalier Telephone Mid-Atlantic, LLC, Talk America, Inc., US LEC of Pennsylvania, LLC, PAETEC Communications, Inc., LDMI Telecommunications, Inc., McLeodUSA Telecommunications Services, LLC, and Windstream Corporation; Docket Nos. A-_____, A-_____, A-_____, A-_____, A-_____, A-_____ and A-_____

Dear Secretary Chiavetta:

Enclosed for filing please find an original and one copy for each additional docket number of the Joint General Rule Application in the above-referenced matter. A check in the amount of \$350.00 is enclosed in payment of the filing fee.

Also enclosed for filing please find an original and one copy for each additional docket number of a Petition for Protective Order.

Copies have been served in accordance with the attached Certificate of Service.

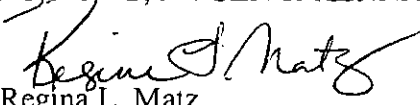
Joint Applicants request that the Commission grant all relief sought herein as expeditiously as possible, and, at the latest, at the Commission's Public Meeting of November 10, 2011. Joint Applicants desire to close the Transaction as soon as practicable in 2011 in order for them to meet critical business objectives.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

THOMAS, LONG, NIESEN & KENNARD

By:


Regina L. Matz

Enclosures

cc: Erin Laudenslager, Fixed Utility Services
Joseph Witmer, Law Bureau

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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Joint Application for All Approvals Under	:	
the Pennsylvania Public Utility Code for	:	
the Indirect Transfer of Control of	:	
Intellifiber Networks, Inc.,	:	Docket No. A-2011- _____
Cavalier Telephone Mid-Atlantic, LLC	:	Docket No. A-2011- _____
Talk America, Inc.,	:	Docket No. A-2011- _____
US LEC of Pennsylvania, LLC,	:	Docket No. A-2011- _____
PaeTec Communications, Inc.,	:	Docket No. A-2011- _____
LDMI Telecommunications, Inc., and	:	Docket No. A-2011- _____
McLeodUSA Telecommunications	:	Docket No. A-2011- _____
Services, LLC	:	
to Windstream Corporation	:	

**JOINT PETITION
FOR PROTECTIVE ORDER**

Pursuant to the provisions of 52 Pa. Code § 5.423, Windstream Corporation, a Delaware corporation (“Windstream”), and Intellifiber Networks, Inc. (“Intellifiber”), Cavalier Telephone Mid-Atlantic, LLC (“CavTel-MA”), Talk America, Inc. (“Talk America”), US LEC of Pennsylvania, LLC (“USLEC”), PaeTec Communications, Inc. (“PCI”), LDMI Telecommunications, Inc. and McLeodUSA Telecommunications Services, LLC (“McLeodUSA”) (collectively, the “PA Certificated Entities”) (Windstream and the PA Certificated Entities, collectively, the “Joint Petitioners”), by and through their counsel, hereby jointly petition for the issuance of a Protective Order in the above-captioned proceeding. In support thereof, Joint Petitioners submit as follows:

1. On July 31, 2011, an Agreement and Plan of Merger (“Transaction Agreement”) was executed by Peach Merger Sub, Inc. (“MergerCo”) (a direct, wholly-owned subsidiary of

Windstream created for purposes of the merger), and PAETEC Parent,¹ Merger Co will merge with and into PAETEC Parent, with PAETEC Parent continuing as the surviving corporation (the “Transaction”). As a result of the Transaction, PAETEC Parent will become the direct, wholly-owned subsidiary of Windstream. Thus, Windstream will be the new ultimate parent company of the PA Certificated Entities.

2. On August 12, 2011, simultaneous with the filing of this Petition, Joint Petitioners filed a Joint Application at the above-captioned docket seeking approval of the proposed transfer of control of the PA Certificated Entities to Windstream through the acquisition by Windstream and requesting the issuance of individual Certificates of Public Convenience approving the transaction.

3. Certain proprietary and confidential information, as well as highly confidential information, will be provided to the Commission and are anticipated to be requested or provided in this proceeding. Such information includes commercially-sensitive data that is highly confidential to the Joint Petitioners and has been identified as such in the Joint Application.

4. Proprietary treatment, in the form of the attached Protective Order, is justified because such information would be of substantial value to the competitors of Joint Petitioners and their respective affiliates. The release of this information would allow competitors to gain knowledge of confidential information related to the operations, financial and operating results, and marketing, strategic and business plans of the Joint Petitioners and their respective affiliates, thereby placing the producing party at a severe competitive disadvantage. Furthermore, *limitation on the disclosure of information will not prejudice the rights of the participants, nor will such limitation frustrate the prompt and fair resolution of this proceeding.*

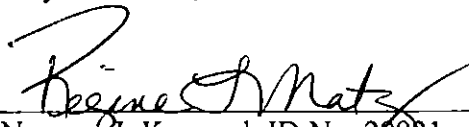
¹ A copy of the Agreement is provided as **Exhibit A** to the Joint General Rule Application (“Joint Application”).

5. The attached Protective Order sought by Joint Petitioners will protect the proprietary nature of competitively valuable information while allowing appropriate parties to use such information for purposes of the instant litigation. The proposed Protective Order applies the least restrictive means of limitation that will provide the necessary protections from disclosure.

6. The form of the attached Protective Order is similar to protective orders issued in other recent proceedings before the Commission.

WHEREFORE, for the reasons set forth above, Joint Petitioners respectfully request that the Commission adopt and issue the attached Protective Order.

Respectfully submitted,

By: 
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Counsel for Counsel for PAETEC Parent and PA
Certificated Entities

Dated: August 12, 2011

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application for All Approvals Under	:	
the Pennsylvania Public Utility Code for	:	
the Indirect Transfer of Control of	:	
Intellifiber Networks, Inc.,	:	Docket No. A-2011-_____
Cavalier Telephone Mid-Atlantic, LLC	:	Docket No. A-2011-_____
Talk America, Inc.,	:	Docket No. A-2011-_____
US LEC of Pennsylvania, LLC,	:	Docket No. A-2011-_____
PaeTec Communications, Inc.,	:	Docket No. A-2011-_____
LDMI Telecommunications, Inc., and	:	Docket No. A-2011-_____
McLeodUSA Telecommunications	:	Docket No. A-2011-_____
Services, LLC	:	
to Windstream Corporation	:	

PROTECTIVE ORDER

AND NOW, having considered the Joint Petition for Protective Order filed by Windstream Corporation, a Delaware corporation (“Windstream”), and Intellifiber Networks, Inc., Cavalier Telephone Mid-Atlantic, LLC, Talk America, Inc., US LEC of Pennsylvania, LLC, PaeTec Communications, Inc., LDMI Telecommunications, Inc. and McLeodUSA Telecommunications Services, LLC (collectively, the “PA Certificated Entities”), in the above-captioned proceeding:

IT IS ORDERED:

1. That a Protective Order is hereby granted with respect to all materials and information identified in Ordering Paragraphs 2 and 3 below, which are filed with the Pennsylvania Public Utility Commission (“Commission”), produced in discovery or otherwise presented during this proceeding. All persons now and hereafter granted access to the materials and information identified in Ordering Paragraph 2 and 3 shall use and disclose such information only in accordance with this Protective Order.

2. The materials subject to this Protective Order include all correspondence, documents, data, information, excerpts, summaries, studies, methodologies, and other materials (including materials derived therefrom) in any form, which a party or an affiliate of a party furnishes in this proceeding pursuant to Commission rules and regulations, formal and informal discovery procedures, testimony or oral examination or provides as a courtesy to another party to this proceeding, which are claimed to be proprietary or confidential and which are designated by the producing party as “PROPRIETARY” or “PROPRIETARY AND CONFIDENTIAL” (hereinafter collectively referred to as “Proprietary Information”). Proprietary Information shall include, but is not limited to, information that is either specified as confidential by its terms, or pertains to business practices that are commercially sensitive, or which is ordinarily considered and treated as proprietary or confidential by the producing party; and all information contained therein or derived therefrom, including, but not limited to, all copies, excerpts or summaries thereof.

3. In addition, the parties may designate extremely sensitive Proprietary Information as “HIGHLY CONFIDENTIAL” (hereinafter collectively referred to as “Highly Confidential Information”) and thus, secure the additional protections set forth in this Order pertaining to such material. Highly Confidential Information shall be such Proprietary Information that: (a) is subject to Confidentiality Agreements and/or Protective Orders from other proceedings; (b) constitutes or describes the producing party’s (or its affiliates) (i) marketing or sales plans including, *inter alia*, costing and pricing aspects thereof, (ii) competitive strategies or service alternatives of the producing party or its customers, (iii) non-public market share and other data, (iv) market share projections, (v) customer and other agreements and the terms thereof (to the extent not publicly available), (vi) marketing materials and ideas that have not yet been disclosed publicly, (vii) customer-identifying information, (viii) customer prospects for services that are

subject to competition, or (ix) similar documents; or (c) constitutes non-public financial or operating information where failure to classify said information as Highly Confidential would impose severe and extreme prejudice on the producing party for discovery propounded after the date of entry of this Order.

4. Proprietary Information and Highly Confidential Information placed into the evidentiary record shall be made available to the Commission and its Staff for use in this proceeding. For purposes of filing, to the extent that Proprietary Information or Highly Confidential Information is placed in the Commission's report folders, such information shall be handled in accordance with routine Commission procedures inasmuch as the report folders are not subject to public disclosure. To the extent the Proprietary Information or Highly Confidential Information is placed in the Commission's testimony or document folders, such information shall be separately bound, conspicuously marked, and accompanied by a copy of this Protective Order. Public inspection of Proprietary Information or Highly Confidential Information shall be permitted only in accordance with this Protective Order.

5. Proprietary Information and Highly Confidential Information shall be made available to counsel of record in this proceeding on a limited basis in accordance with the following procedures:

a. Proprietary Information. To the extent required for participation in this proceeding, a party's counsel may afford access to Proprietary Information made available by another party ("the producing party") to the party's consultant(s)/expert(s), subject to the following restrictions:

i. Such consultant(s)/expert(s) may not hold any of the following positions with any competitor of the producing party: (a) an officer, board member, stockholder, partner, owner, or an employee, who is primarily involved in the pricing, development, and/or

marketing of products or services that are offered in competition with those of the producing party; or (b) an officer, board member, stockholder, partner, owner of any affiliate of a competitor of the producing party; provided, however, that any consultant/expert shall not be disqualified on account of being a stockholder, partner, or owner unless his/her interest in the business constitutes a significant potential for violation of the limitations of permissible use of the Proprietary Information.

ii. If a party's independent consultant/expert, another member of the independent consultant's/expert's firm or the independent consultant's/expert's firm generally also serves or has in the past served as an expert for, or as a consultant or advisor to a competitor or any affiliate of a competitor of the producing party, said independent consultant/expert must: (a) advise the producing party of the competitor's or affiliate's name(s); (b) make reasonable attempts to segregate those personnel assisting in the consultant's/expert's participation in this proceeding from those personnel working or who have worked on behalf of a competitor or any affiliate of a competitor of the producing party; and (c) if segregation of such personnel is impractical, the independent consultant/expert shall give to the producing party written assurances that the lack of segregation will in no way jeopardize the interests of the producing party. The producing party retains the right to challenge the adequacy of the written assurances that its interests will not be jeopardized.

iii. Any information provided under this provision may be used only for and to the extent that it is necessary for participation in this proceeding; any person obtaining information disclosed through this provision may not use that information to gain any commercial advantage and any person obtaining information may not forward it to any person to gain commercial advantage.

iv. Prior to making Proprietary Information available to a party's independent consultant/expert for purposes of participating in this proceeding, a party's counsel of record shall promptly deliver to the producing party an executed copy of an Affidavit in the form attached to this Protective Order as Appendix "A."

b. Highly Confidential Information. Highly Confidential Information shall be made available to counsel for the Office of Consumer Advocate (OCA), Office of Trial Staff (OTS) or its successor, and Office of Small Business Advocate (OSBA). Counsel for OCA, OTS or its successor, and OSBA may make such information available to their witnesses upon the witness' execution of an Affidavit in the form attached to this Protective Order as Appendix "A." Highly Confidential Information shall be produced for inspection only by counsel for other parties of record. If the inspecting lawyer desires copies of such material, or desires to disclose its contents to persons other than counsel of record, she or he shall submit a written request to the producing party's counsel. If the requesting and producing parties are unable to reach agreement with respect to such a request, they may submit the issue to the presiding Administrative Law Judge. In the meantime, the information shall be provided only to counsel for the OCA, OTS or its successor, and OSBA and their witnesses upon the witness' execution of the Affidavit attached to this Protective Order. Highly Confidential Information shall not be disclosed to any person, who has marketing, product development, market analysis, market entry, financial planning, strategic planning or similar responsibilities for: (a) any party to this proceeding or any competitor of a party; or (b) any person employed or retained by or reasonably anticipated to be employed or retained by a party or a competitor of a party, or any person who will have those responsibilities in the foreseeable future. In addition, where a person has any duty conflicting with this limitation, but that person is responsible for making litigation decisions in this proceeding for the party, and where the information is critical to such decision-making, that

person shall take all reasonable steps to limit his or her exposure to Highly Confidential Information and it will be a direct violation of this Protective Order for such person to rely on Highly Confidential Information obtained through discovery in this case to carry out marketing, product development, market analysis, market entry, financial planning, strategic planning or any other responsibilities not directly related to this proceeding. Highly Confidential Information may be viewed by an outside expert(s) retained by a party for purposes of this proceeding, provided such expert(s) fully meets all of the qualifications of this paragraph for access to Highly Confidential Information and, prior to disclosure, the party provides an affidavit signed by such expert attesting to his or her qualifications under this paragraph and receives an acknowledgment from the disclosing party.

c. No other persons may have access to Proprietary Information or Highly Confidential Information, except as authorized by order of the Commission or the presiding Administrative Law Judge. No person who may be entitled to receive, or is afforded access to any Proprietary Information or Highly Confidential Information shall use or disclose such information for the purposes of business or competition, or any purpose other than the preparation for and conduct of this proceeding or any administrative or judicial review thereof.

6. Prior to making Proprietary Information or Highly Confidential Information available to any person as provided in Paragraph 5 of this Protective Order, counsel for a party of record shall deliver a copy of this Protective Order to such person and shall receive a written acknowledgment from that person in the form attached to this Order and designated as Appendix "A." Counsel shall promptly deliver to the producing party a copy of this executed acknowledgment form. Counsel of record to the parties are deemed to have reviewed this Protective Order and agreed to its content and, therefore, shall not be required to sign Appendix "A."

7. A producing party shall designate data or documents as constituting or containing Proprietary Information or Highly Confidential Information by affixing an appropriate proprietary stamp or typewritten or handwritten designation on such data or documents or other appropriate means to indicate Proprietary Information or Highly Confidential Information. Where only part of the data compilations or multi-page documents constitutes or contains Proprietary Information or Highly Confidential Information, the producing party, insofar as reasonably practicable within discovery and other time constraints imposed in this proceeding, shall designate only the specific data or pages of documents, which constitute or contain Proprietary Information or Highly Confidential Information.

8. *Any federal agency, which has access to and/or receives copies of the Proprietary Information or Highly Confidential Information, should consider and treat the Proprietary Information or Highly Confidential Information as within the exemption from disclosure provided in the Freedom of Information Act as set forth at 5 U.S.C. § 552(b)(4) until such time as the information is found to be non-proprietary.*

9. To the extent that the party receiving Proprietary Information or Highly Confidential Information is subject to the Pennsylvania Right-To-Know Act, that party shall consider and treat the Proprietary Information and Highly Confidential Information as within the exemptions from disclosure provided in the Pennsylvania Right-To-Know Act as set forth in 65 P.S. § 66.1(2), until such documents and information are found to be non-confidential or non-proprietary.

10. Any public reference to Proprietary Information or Highly Confidential Information by the Commission or by counsel or persons afforded access thereto shall be to the title or exhibit reference in sufficient detail to permit persons with access to Proprietary Information or Highly Confidential Information to fully understand the reference and not more.

Proprietary Information or Highly Confidential Information shall remain a part of the record, to the extent admitted, for all purposes of administrative or judicial review.

11. Part of any record of this proceeding containing Proprietary Information or Highly Confidential Information, including but not limited to all exhibits, writings, testimony, cross-examination, argument and responses to discovery, and including reference thereto as mentioned in Ordering Paragraph 10 above, shall be sealed for all purposes, including administrative and judicial review, unless such Proprietary Information or Highly Confidential Information is released from the restrictions of this Protective Order, either through the agreement of the parties or pursuant to an Order of the Administrative Law Judge or the Commission. Unresolved challenges arising under Paragraph 12 below shall be decided on motion or petition by the presiding officer and/or the Commission as provided in 52 Pa. Code §5.423(a). All such challenges will be resolved in conformity with existing rules, regulations, orders, statutes, precedent, *etc.*, to the extent that such guidance is available.

12. The parties affected by the terms of this Protective Order shall retain the right: to question or challenge the alleged confidential or proprietary nature of Proprietary Information or Highly Confidential Information; to question or challenge the admissibility of Proprietary Information or Highly Confidential Information on any proper ground, including, but not limited to, irrelevance, immateriality or undue burden; to refuse or object to the production of Proprietary Information or Highly Confidential Information on any proper ground, including but not limited to irrelevance, immateriality or undue burden; to seek an order permitting disclosure of Proprietary Information or Highly Confidential Information beyond those provided in this Order; and to seek additional measures of protection of Proprietary Information or Highly Confidential Information beyond those provided in this Order. If a challenge is made to the designation of a document or information as Proprietary or Highly Confidential, the party

claiming that the information is Proprietary or Highly Confidential retains the burden of demonstrating that the designation is necessary and appropriate.

13. The parties agree to investigate reasonable alternatives before proposing to place into the public record any deposition, brief, memorandum, written discovery material, or other writing that: (a) refers to, discusses, or directly relates to, Proprietary Information or Highly Confidential Information, or (b) has any such Proprietary Information or Highly Confidential Information affixed thereto as an exhibit or otherwise. If a party determines that it cannot agree to any reasonable alternative to public disclosure of any such writing, the party shall file any such writing under seal. Counsels' copies of all such writings shall be subject to the provisions of this Protective Order concerning disclosure and use.

14. If a producing party includes material it has designated as "PROPRIETARY" or "HIGHLY CONFIDENTIAL," or references thereto that disclose the matter designated as "PROPRIETARY" or "HIGHLY CONFIDENTIAL," in any unsealed filing of its own to the Commission, that producing party waives the protection provided by this Protective Order with respect to such Proprietary Information or Highly Confidential Information, with the exception that, for testimony and exhibits designated as "PROPRIETARY" or "HIGHLY CONFIDENTIAL," the producing party does not waive any protections provided by this Protective Order by including the Proprietary Information or Highly Confidential Information in its application, testimony, or exhibits, as filed with the Commission.

15. Any party, who believes that another party has violated or intends to disclose or use any Proprietary Information or Highly Confidential Information in a manner prohibited by this Protective Order, may move the Commission for an Order imposing appropriate sanctions on the party allegedly in violation of this Protective Order, and/or directing the adverse party to refrain from such disclosure or use when appropriate. The parties agree that the Commission

shall have the authority to adjudicate such a dispute and agree to be bound by whatever determination the Commission makes.

16. This Protective Order shall continue to be binding throughout and after the conclusion of proceedings in the above-captioned matter.

17. Within thirty (30) days after a Commission decision is entered in the proceeding, or in the event of appeals, within thirty (30) days after appeals are finally decided: (a) any party receiving Highly Confidential Information must return that information, as well as any notes, whether written or oral, which contain any Highly Confidential Information to the producing party; and (b) any party receiving Proprietary Information, upon request, shall either destroy or return to the producing party all copies of all documents and other materials not entered into the record, including notes, whether written or oral, which contain any Proprietary Information. In the event that a party elects to destroy all copies of documents and other materials containing Proprietary Information instead of returning them to the producing party, such party shall certify in writing to the producing party that the Proprietary Information has been destroyed.

Pennsylvania Public Utility Commission

Date:

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application for All Approvals Under	:	
the Pennsylvania Public Utility Code for	:	
the Indirect Transfer of Control of	:	
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Cavalier Telephone Mid-Atlantic, LLC	:	Docket No. A-2011- _____
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PaeTec Communications, Inc.,	:	Docket No. A-2011- _____
LDMI Telecommunications, Inc., and	:	Docket No. A-2011- _____
McLeodUSA Telecommunications	:	Docket No. A-2011- _____
Services, LLC	:	
to Windstream Corporation	:	

AFFIDAVIT

I _____ (Affiant), being duly sworn (affirmed) according to law, depose and say that I am _____ and am participating in the above-captioned proceeding on behalf of _____ and that I am not, nor do I have any basis for believing that I am: (1) an officer, board member, stockholder, partner or owner of any competitor of _____ (the "Producing Party"); or (2) an employee of any competitor of the Producing Party or such customer who is primarily involved in the pricing, development, and/or marketing of products or services that are offered in competition with those of the Producing Party or such customer; or (3) an officer, board member, stockholder, partner, or owner of any affiliate of a competitor of the Producing Party.

I have read and understand that the Protective Order deals with the treatment of Proprietary Information and Highly Confidential Information. I agree to be bound by, and comply with, the terms and conditions of said Order. To the extent that I am participating on behalf of a party in the proceeding as an independent consultant/expert, I hereby represent that I have complied with the provisions of Paragraph 5 of the Protective Order prior to submitting this Affidavit.

DATE: _____	_____ SIGNATURE
	_____ PRINT NAME
	_____ ADDRESS
	_____ EMPLOYER

Sworn to and subscribed before me this _____ day of _____, 2009.

(Signature of official administering oath)

CERTIFICATE OF SERVICE

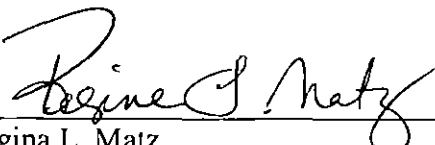
I hereby certify that on this 12th day of August, 2011, I did serve a true and correct copy of the foregoing upon the persons below via first class mail as follows:

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Regina L. Matz

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