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November 10, 2014

VIA OVERNIGHT DELIVERY

Ms. Kristi Izzo
Board of Public Utilities
44 South Clinton Avenue, 9th Floor
Post Office Box 350
Trenton, New Jersey 08625-0350

Re: I/M/O Verified Petition of Cavalier Telephone Mid-Atlantic, LLC,
Intellifiber Networks, Inc., Paetec Communications, Inc., Talk America, Inc.,
and US LEC of Pennsylvania, Inc. for the Mass Migration of Certain Intrastate
Telecommunications Service Customers in the State of New Jersey to Talk
America Services, LLC
Docket No. TO14091079

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CASE MANAGEMENT

Dear Secretary Izzo:

Please accept this letter in lieu of a formal amendment to the above-referenced petition of Cavalier Telephone Mid-Atlantic, LLC, et al. (collectively, "Petitioners").

The original Petition sought authorization to conduct a mass migration of certain residential customers to Talk America Services, LLC ("TAS"). The original Petition contemplated that TAS would operate in New Jersey as a reseller, meaning that certain subsequent transactions affecting TAS would not require Board approval.

Based on feedback from Board Staff and Rate Counsel, Petitioners has agreed to amend the original Petition in order to seek Board approval for the transfer of customers to TAS as a transfer of assets requiring Board approval under N.J.S.A. 48:3-7. TAS has also agreed to petition for Board approval to operate in New Jersey as a facilities-based competitive local exchange and interexchange carrier. That petition (the "TAS Authority Petition") is being filed contemporaneously with this letter amendment.

Assuming that the TAS Authority Petition is approved, TAS will also be experiencing a change of control when its parent, Communications Sales & Leasing, Inc. ("CSL") is spun off from Petitioners' parent, Windstream Holdings, Inc. According, the original Petition is also



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being amended by this letter to seek Board approval of that transaction, pursuant to N.J.S.A.
48:2-51.1.

Transfer of Assets

As explained in the original petition, no network-related or other physical assets of the existing operating companies located in New Jersey are being transferred to TAS. The only New Jersey "assets" being transferred are the existing residential customers.

TAS submits that the transfer of customers, which is part of a larger corporate restructuring, benefits the public interest. The Windstream Companies operate in an industry that has been and continues to be subject to rapid technological advances, evolving consumer preferences, and dynamic change. The public convenience and necessity require that the Petitioners increase their efficiencies and lower their costs by means of efforts like the Transaction so that they can continue to provide the full range of advanced high quality services to residential and business customers, which in turn will benefit competition in the State of New Jersey.

The existing Windstream licensee residential customers will receive the same high quality local exchange and long distance service as they do today, subject to the same rules, regulations, and applicable tariffs. The Transaction will not affect the licensees' service quality obligations or tariffs. Further, any subsequent end user rate changes will continue to be governed by the same rules and procedures as they are today, and the terms and prices for existing wholesale services under applicable tariffs or agreements will remain unchanged as a result of this Transaction. Consequently, for the reasons stated above, the transfer of customers to be undertaken as part of the Transaction is consistent with and benefits the public convenience and necessity by strengthening the competitive position of the Petitioners, and is therefore in the public interest.

Change of Control

At the conclusion of the various transactions, CSL will become a separate publicly traded company. As a result, TAS will undergo a change of control at that time.

TAS submits that the transfer of control, which will occur after it obtains authority to operate in New Jersey, and which is part of a larger corporate restructuring, benefits the public interest. In addition to the reasons set forth above concerning the benefits to competition of the transfer of customers to TAS, the transfer of control will further enhance competition by introducing into the New Jersey market an independently operated company whose focus will be on providing service to residential customers.

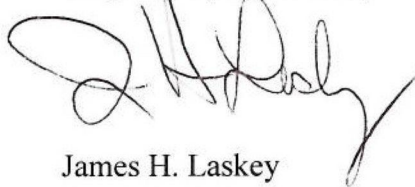
Enclosed please find eleven (11) copies of this filing and a self-addressed, postage-paid envelope. Please date-stamp the extra copy upon receipt and return it in the envelope provided.

NORRIS McLAUGHLIN & MARCUS, P.A.

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Should the Board have any questions, please contact the undersigned counsel at (908) 252-4221.

Respectfully submitted,



James H. Laskey

cc: John DeLuca
Alan Christopher Molner
Rocco Della Serra
Christopher White, Esq.
Cesar Caballero, Esq.

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