McLeodUSA Securities Litigation
c/o Analytics Inc., Claims Administrator
P.O. Box 2006
Chanhassen, MN 55317-2006

Complete and Sign this Form and Return Postmarked No Later Than January 16, 2007.

PROOF OF CLAIM AND RELEASE

WRITE ANY NAME AND ADDRESS CORRECTIONS BELOW *OR IF THERE IS NO PREPRINTED DATA TO THE LEFT, YOU MUST PROVIDE THE NAME AND ADDRESS OF THE BENEFICIAL OWNER(S) HERE:*
Name:
Address:
City:
State/Country and Zip Code:

PLEASE COMPLETE THE FOLLOWING:			
Telephone Number (Day)		Telephone Number (Night)	
Taxpayer ID or Social Security Number			
Check One:			
☐ Individual	☐ Corporation	☐ Joint Owners	☐ IRA
☐ Estate	☐ Other _____ (Specify)		

IF YOU PURCHASED OR OTHERWISE ACQUIRED MCLEODUSA INCORPORATED ("MCLEODUSA") COMMON STOCK DURING THE PERIOD FROM AND INCLUDING JANUARY 3, 2001 THROUGH AND INCLUDING DECEMBER 3, 2001, OR ACQUIRED MCLEODUSA COMMON STOCK PURSUANT TO THE REGISTRATION STATEMENT AND PROSPECTUS ISSUED IN CONNECTION WITH MCLEODUSA'S JUNE 1, 2001 STOCK FOR STOCK ACQUISITION OF INTELISPAN, INC., YOU MAY BE A MEMBER OF THE CLASS HEREIN AND ENTITLED TO A RECOVERY.

Excluded from the Class are Defendants, Forstmann Little & Co. ("Forstmann"), any partners at Forstmann during Class Period, members of Defendants' immediate families, any entity in which any Defendant, McLeodUSA or Forstmann has a controlling interest or is a parent or subsidiary of or is controlled by, McLeodUSA or Forstmann, and the officers, directors, affiliates, legal representatives, heirs, predecessors, successors, or assigns of any of the Defendants, McLeodUSA or Forstmann.

If you are a Class Member, you must complete and submit this form in order to be eligible for any settlement benefits.

You must complete and sign this Proof of Claim and Release form ("Proof of Claim") and mail it by first class mail, postmarked no later than January 16, 2007 to the following address:

McLeodUSA Securities Litigation
c/o Analytics Inc., Claims Administrator
P.O. Box 2006
Chanhassen, MN 55317-2006

YOUR FAILURE TO SUBMIT YOUR PROOF OF CLAIM BY JANUARY 16, 2007 WILL RESULT IN THE REJECTION OF YOUR CLAIM AND PRECLUDE YOUR RECEIVING ANY MONEY IN CONNECTION WITH THE SETTLEMENT OF THIS LITIGATION. DO NOT MAIL OR DELIVER YOUR PROOF OF CLAIM TO THE COURT OR TO ANY OF THE PARTIES OR THEIR COUNSEL AS ANY SUCH PROOF OF CLAIM WILL BE DEEMED NOT TO HAVE BEEN SUBMITTED. SUBMIT YOUR PROOF OF CLAIM ONLY TO THE CLAIMS ADMINISTRATOR.

CLAIMANT'S STATEMENT

1. I affirm that I purchased or otherwise acquired McLeodUSA common stock between January 3, 2001 and December 3, 2001, inclusive, and/or I acquired McLeodUSA common stock pursuant to the Registration Statement and Prospectus issued in connection with McLeodUSA's June 1, 2001 stock for stock acquisition of Intelispan, Inc. (Do not submit this Proof of Claim if you did not purchase or otherwise acquire McLeodUSA common stock during this period or if you did not acquire McLeodUSA common stock pursuant to the Registration and Prospectus issued in connection with McLeodUSA's June 1, 2001 stock for stock purchase of Intelispan, Inc.)

2. By submitting this Proof of Claim, I state that I believe in good faith that I am a Class Member as defined above and in the Notice of Proposed Settlement of Class Action, Motion for Attorneys' Fees and Settlement Fairness Hearing (the "Notice"), or am acting for such person; that I am not a Defendant in the Action or anyone excluded from the Class; that I have read and understand the Notice; that I believe that I am entitled to receive a share of the Net Settlement Fund; that I elect to participate in the proposed Settlement described in the Notice; and that I have not filed a request for exclusion. (If you are acting in a representative capacity on behalf of a Class Member (*e.g.*, as an executor, administrator, trustee or other representative), you must submit evidence of your current authority to act on behalf of that Class Member. Such evidence would include, for example, letters testamentary, letters of administration or a copy of the trust documents.)

3. I have set forth where requested below all relevant information with respect to each purchase and acquisition of McLeodUSA common stock during the Class Period, and each sale, if any, of such common stock. I agree to furnish additional information (including transactions in other McLeodUSA securities) to the Claims Administrator to support this claim if requested to do so.

4. I have enclosed photocopies of the stockbroker's confirmation slips, stockbroker's statements, relevant portions of my tax returns or other documents evidencing each purchase, acquisition, sale or retention of McLeodUSA common stock listed below in support of my claim. (IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER OR TAX ADVISOR BECAUSE THESE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR PROOF OF CLAIM.)

5. I understand that the information contained in this Proof of Claim is subject to such verification as the Claims Administrator may request or as the Court may direct, and I agree to cooperate in any such verification. (The information requested herein is designed to provide the minimum amount of information necessary to process most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your Recognized Claim. In some cases, the Claims Administrator may condition acceptance of the claim based upon the production of additional information, including, where applicable, information concerning transactions in any derivatives of the subject securities such as options.)

6. Upon the occurrence of the Effective Date (as defined in the Notice) my signature hereto will constitute a full and complete release, remise and discharge by me or, if I am submitting this Proof of Claim on behalf of a corporation, a partnership, estate or one or more other persons, by it, him, her or them, and by my, its, his, her or their heirs, executors, administrators, predecessors, successors and assigns of each of the "Released Parties," of all "Settled Claims." The term "Settled Claims" means any and all claims, debts, demands, rights or causes of action or liabilities whatsoever (including, but not limited to, any claims for damages, interest, attorneys' fees, expert or consulting fees, equitable or injunctive relief and any other costs, expenses or liability whatsoever), whether based on federal, state, local, statutory or common law or any other law, rule or regulation, whether fixed or contingent, accrued or un-accrued, liquidated or un-liquidated, at law or in equity, matured or un-matured, whether class or individual in nature, including both known claims and Unknown Claims, (i) that have been asserted in this Action by the Class Members or any of them against any of the Released Parties, or (ii) that could have been asserted in any forum by the Class Members or any of them against any of the Released Parties which arise out of or are based upon the allegations, transactions, facts, matters or occurrences, representations or omissions involved, set forth, or referred to in the Consolidated Amended Class Action Complaint and relate in any way to the purchase or acquisition of the common stock of McLeodUSA during the Class Period. The term "Released Parties" means McLeodUSA and the respective officers, directors, partners, members, subsidiaries, employees, agents, attorneys and representatives, heirs, successors in interest or assigns of McLeodUSA, and the Defendants and the agents, attorneys and representatives, heirs, successors in interest or assigns of the Defendants, and Defendants' Insurance Carriers.

7. NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All claimants MUST submit a manually signed paper Proof of Claim form listing all their transactions whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at 1-888-212-3057 or visit their website at *www.mcleodusasecuritieslitigation.com* to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

Substitute Form W-9

Request for Taxpayer Identification Number:

Enter taxpayer identification number below for the Beneficial Owner(s). For most individuals, this is your Social Security Number. If you fail to provide this information, your claim may be rejected.

Social Security Number (for individuals)	**OR**	Taxpayer Identification Number (for estates, trusts, corporations, etc.)

MCLEODUSA COMMON STOCK

Beginning Holdings

Check Here If Documentation Is Enclosured

At the close of business on January 2, 2001, I owned _____ of McLeodUSA common stock (If none, write "zero" or "0." If other than zero, must be documented).

Purchases/Acquisitions

I made the following purchases/acquisitions of McLeodUSA common stock during the period from and including January 3, 2001 through and including December 3, 2001:

Date(s) of Purchase/Acquisition (List Chronologically) (Month/Day/Year)	Number of Shares of Common Stock Purchased/Acquired	Purchase/Acquisition Price Per Share of Common Stock	Aggregate Cost (Including Commissions, Taxes, and Fees)	Check Here If Documentation Is Enclosed
/ /		$	$	
/ /		$	$	
/ /		$	$	
/ /		$	$	

I acquired McLeodUSA common stock pursuant to the Registration Statement and Prospectus issued in connection with McLeodUSA's June 1, 2001 stock for stock acquisition of Intelispan, Inc. as follows:

Date(s) of Acquisition (List Chronologically) (Month/Day/Year)	Number of Shares of Intelispan, Inc. Common Stock Surrendered	Number of Shares of McLeodUSA Common Stock Acquired	Check Here If Documentation Is Enclosed
/ /			
/ /			

Sales

I made the following sales of McLeodUSA common stock during the period from and including January 3, 2001 through and including December 3, 2001.

Date(s) of Sale (List Chronologically) (Month/Day/Year)	Number of Shares of Common Stock Sold	Sale Price Per Share of Common Stock	Amount Received (Net of Commissions, taxes and fees)	Check Here If Documentation Is Enclosed
/ /		$	$	
/ /		$	$	
/ /		$	$	
/ /		$	$	

Ending Holdings

Check Here If Documentation Is Enclosured

At the close of business on December 3, 2001, I still owned _____ shares of McLeodUSA common stock. (If none, write "zero" or "0." If other than zero, must be documented).

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS PHOTOCOPY THIS PAGE

Reminder Checklist

- ☐ Please sign the release and declaration.
- ☐ Remember to attach only **copies** of your supporting documentation, a complete list of which can be found on the Claims Administrator's website. Do not send originals of stock certificates.
- ☐ Keep a copy of your completed claim form and documentation for your records.
- ☐ If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt Requested, or its equivalent. **You will bear all risks of delay or non-delivery of your claim**.
- ☐ If your address changes in the future, or if these documents were sent to an old or incorrect address, please send us written notification of your new address.

If you have any questions or concerns regarding your claim, please contact the Claims Administrator at:

McLeodUSA Securities Litigation
c/o Analytics Inc.
Claims Administrator
P.O. Box 2006
Chanhassen, MN 55317-2006
Telephone: 888-212-3057 Website: *www.mcleodusasecuritieslitigation.com*

Certification

I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(l)(c) of the Internal Revenue Code because: (a) I am (We are) exempt from backup withholding, or (b) I (We) have not been notified by the I.R.S. that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the I.R.S. has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the I.R.S. that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION I (WE) PROVIDED ON THIS PROOF OF CLAIM FORM IS TRUE, CORRECT AND COMPLETE.

Signature of Claimant
(If this claim is being made on behalf of
Joint Claimants, then each must sign)

_____
(Signature)

_____
(Signature)

Date: _____

THIS PROOF OF CLAIM MUST BE SUBMITTED NO LATER THAN JANUARY 16, 2007, AND MUST BE MAILED TO:

McLeodUSA Securities Litigation
c/o Analytics Inc., Claims Administrator
P.O. Box 2006
Chanhassen, MN 55317-2006

A Proof of Claim received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by January 16, 2007, and if a postmark is indicated on the envelope and it is mailed first class, and addressed in accordance with the above instructions. In all other cases, a Proof of Claim shall be deemed to have been submitted when actually received by the Claims Administrator.

If you wish to be assured that your Proof of Claim is actually received by the Claims Administrator then you should send it by Certified Mail, Return Receipt Requested. No acknowledgment will be made as to the receipt of claim forms. You should be aware that it will take a significant amount of time to process fully all of the Proofs of Claim and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim. Please notify the Claims Administrator of any change of address.