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Davis Wright Tremaine LLP

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ANCHORAGE BELLEVUE BOISE CHARLOTTE HONOLULU LOS ANGELES PORTLAND RICHLAND SAN FRANCISCO SEATTLE WASHINGTON, D.C. SHANGHAI

JULIE R. HAWKINS  
Direct (206) 628-7625  
juliehawkins@dwt.com

2600 CENTURY SQUARE  
1501 FOURTH AVENUE  
SEATTLE, WA 98101-1688

TEL (206) 622-3150  
FAX (206) 628-7699  
www.dwt.com

September 18, 1998

*Via Federal Express*

Public Utilities Commission of Ohio  
Attn: Docketing Division  
180 East Broad Street  
Columbus, Ohio 43215-3794

Re: Application of NEXTLINK Ohio, Inc. and Chadwick Telecommunications Corporation  
for Approval of Merger - 98-1203-CT-AMT

Dear Sir or Madam:

NEXTLINK Ohio, Inc. and Chadwick Telecommunications Corporation present an Original and ten (10) copies of the enclosed Application Amendment for Approval of the Merger of the above Applicants. An extra copy of this filing is enclosed to be date stamped and returned to us in self-addressed postage-paid envelope enclosed. If you have any questions regarding this filing, please contact the undersigned.

Respectfully submitted,

Davis Wright Tremaine LLP

*Julie R. Hawkins*  
Julie R. Hawkins  
Enclosure

- cc: Alaine Miller
- Marianne Hertzog
- Denise Clayton
- Doug Kinkoph
- Nathaniel Goldman (via FedEx)
- Scott Farkas (via FedEx)

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Technician *Anna M. Ni* Date Processed *Sept 22 1998*

**PUBLIC UTILITIES COMMISSION OF OHIO**

**APPLICATION FOR APPROVAL OF )  
THE MERGER OF NEXTLINK OHIO, INC. )  
AND CHADWICK TELECOMMUNICATIONS )  
CORPORATION )**

**AMENDMENT**

**CASE NO. 98-1203-CT-AMT**

**APPLICATION AMENDMENT**

NEXTLINK Communications, Inc. ("NEXTLINK Communications"), NEXTLINK Pennsylvania Merger Co. II, Inc. ("NEXTLINK Merger"), NEXTLINK Ohio, Inc. ("NEXTLINK Ohio") and Chadwick Telecommunications Corporation ("Chadwick") (referred to jointly herein as "Applicants") respectfully amend their previous Application for approval of this merger. The following amendment is made and further supplemental information provided regarding Chadwick as requested by Public Utilities Commission of Ohio ("Commission") staff.

The Applicants request that the Application be heard under the guidelines applicable to the Local Exchange Carrier Registration Form issued by the Commission. While the Application was originally filed as a "CT" case, NEXTLINK Ohio now requests that it be heard as a "TP" case pursuant to Commission staff requests.

Chadwick is a privately held Pennsylvania corporation headquartered at 3 Bethlehem Plaza, Suite 100, Bethlehem, Pennsylvania 18018. Chadwick operated as a reseller of interexchange services in numerous states, including Ohio. Chadwick was certified to offer interexchange services within the State of Ohio on August 8, 1997. The merger of NEXTLINK Merger and Chadwick resulted in NEXTLINK Merger being the surviving entity and transferring all assets related to Chadwick's Ohio operations to NEXTLINK Ohio. Chadwick is merged out

of existence due to this transaction. All previous customers of Chadwick may become customers of NEXTLINK Ohio or transfer to a long distance carrier of their choosing.

NEXTLINK Communications, NEXTLINK Merger, NEXTLINK Ohio and Chadwick respectfully reiterate their request that the Commission grant its consent to this merger.

DATED this 18<sup>th</sup> day of Sept., 1998.

Respectfully submitted,

**NEXTLINK COMMUNICATIONS, INC.  
NEXTLINK PENNSYLVANIA MERGER CO. II, INC.  
NEXTLINK OHIO, INC.  
CHADWICK TELECOMMUNICATIONS  
CORPORATION**

By: 

Daniel M. Waggoner  
Julie R. Hawkins  
DAVIS WRIGHT TREMAINE LLP  
2600 Century Square  
1501 4<sup>th</sup> Avenue  
Seattle, Washington 98101-1688  
(206) 622-3150