

In the Matter of the Transfer of Minority )  
Interest (10%) in Nextlink Utah, LLC From )  
Questar InfoComm, Inc., to Nextlink Com- )  
munications, Inc., Reorganization of Next- )  
link, Utah, LLC. )

DOCKET NO. 98-2208-02

REPORT AND ORDER

ISSUED: June 16, 1998

SYNOPSIS

The present certificate holder having been absorbed into an affiliate in the course of a corporate reorganization, and the reorganization having been found not to affect the viability of the surviving entity or its capacity to provide telecommunications service, the Commission ordered a transfer of the operating authority to the surviving entity.

By the Commission:

PROCEDURAL HISTORY

By letter dated May 19, 1998, Nextlink Utah, LLC, a telephone corporation certificated by the Commission, sought approval for a name change. The matter appears to be primarily ministerial in nature, and no hearing is necessary to disposition of the matter. The Administrative Law Judge, having been fully advised in the matter, now enters the following Report, containing proposed Findings of Fact, Conclusions of Law, and the Order based thereon.

FINDINGS OF FACT

1. Nextlink Utah, LLC, is a telephone corporation certificated by this Commission. It is affiliated with Nextlink Communications, Inc., (Majority owner), Nextlink, Inc., (1% owner), and Questar InfoComm, Inc., (10% owner).
2. Under a pending reorganization plan, Questar InfoComm, Inc., is relinquishing its direct ownership in Nextlink, Utah, LLC, for stock in Nextlink Communications, Inc. A new company, Nextlink Utah, Inc., a Washington corporation, is being organized as a wholly-owned subsidiary of Nextlink Communications, Inc. It is planned to merge Nextlink, Utah, LLC, into the new Nextlink, Utah, Inc., leaving the latter the surviving entity.
3. The net effect of the reorganization will be to convert Nextlink, Utah, LLC from a Washington Limited Liability Company to a Washington Corporation. There will be no adverse impact on the surviving corporation's financial viability or ability to provide telecommunications service in Utah.

CONCLUSIONS OF LAW

The proposed transaction appears to offer no detriment to the public interest and should be approved.

ORDER

NOW, THEREFORE, IT IS HEREBY ORDERED that:

The transfer of Certificate of Convenience and Necessity from Nextlink, Utah, LLC to Nextlink, Utah, Inc., be, and it is, approved; provided, nevertheless, that said transfer shall not be effective until said transferee shall have filed with the Commission proof of incorporation under the laws of the State of Washington, and proof of qualification of said corporation to do business in Utah.

Upon the transfer becoming effective, the Commission's records be amended to reflect Nextlink, Utah, Inc., as the certificate holder.

Any person aggrieved by this Order may petition the Commission for review within 20 days of the date of this Order. Failure so to do will forfeit the right to appeal to the Utah Supreme Court.

DATED at Salt Lake City, Utah, this 16th day of June, 1998.

/s/ A. Robert Thurman

Administrative Law Judge

Approved and Confirmed this 16th day of June, 1998, as the Report and Order of the Public Service Commission of Utah.

/s/ Stephen F. Mecham, Chairman

(SEAL) /s/ Constance B. White, Commissioner

/s/ Clark D. Jones, Commissioner

Attest:

/s/ Julie Orchard

Commission Secretary