

**KELLEY DRYE & WARREN LLP**

A LIMITED LIABILITY PARTNERSHIP

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CHICAGO, IL

STAMFORD, CT

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BRUSSELS, BELGIUM

AFFILIATE OFFICE

MUMBAI, INDIA

DIRECT LINE: (202) 342-8614

EMAIL: dsmith@kelleydrye.com

May 17, 2012

**FILED<sup>3</sup>**

**MAY 18 2012**

**Missouri Public  
Service Commission**

**By Overnight Delivery**

Mr. Steven C. Reed  
Commission Secretary  
Missouri Public Service Commission  
200 Madison Street  
Jefferson City, MO 65102-0360

**Re: LMDS Holdings, Inc. Notice of Name Change**

Dear Mr. Reed:

LMDS Holdings, Inc. ("LMDS") by its counsel, and pursuant to Missouri Code of State Regulations section 240-2.062, 4 CSR 240-2.062, respectfully notifies the Missouri Public Service Commission ("Commission") of LMDS' name change to Nextlink Wireless, LLC ("Nextlink").<sup>1</sup>

In accordance with the rule, LMDS states as follows:

(A) Old Name: LMDS Holdings, Inc.

New Name: Nextlink Wireless, LLC

(B) Nextlink is registered with the Missouri Secretary of State as a foreign limited liability company and a copy of its registration is attached hereto as Exhibit B.

<sup>1</sup> LMDS previously changed its name to Nextlink Wireless, Inc. but effective notice of this change was not properly delivered to the Commission. Subsequently, for internal corporate purposes, Nextlink Wireless, Inc. was converted from a Delaware corporation to a Delaware limited liability company and, as a result, its name has been changed to Nextlink Wireless, LLC. A copy of the Delaware documents evidencing the conversion and resulting name change is attached hereto as Exhibit A.

Mr. Steven C. Reed  
May 17, 2012  
Page 2 of 2

(C) The name change from LMDS to Nextlink does not involve any change whatsoever in the rates, terms or conditions of services provided to customers, or in the facilities used to provide such services. Nextlink provides services to telecommunications carriers and enterprise customers in Missouri. LMDS customers were made aware of the name change to Nextlink Wireless, Inc. pursuant to their contractual arrangements with the Company. In addition, a bill message regarding the subsequent conversion was issued. Consistent with the Missouri Staff Recommendation issued in response to the notice of name change filed by TelCove Operations, LLC, LMDS believes providing further customer notice of the minor name change resulting from the change in Nextlink's legal form would create customer confusion. *See In re: Change of Name of TelCove Operations, Inc. to TelCove Operations, LLC*, Staff Recommendation, at 1 (April 11, 2012). To the extent necessary, Nextlink requests waiver of the customer notification requirement.

(D) Nextlink will be adopting the LMDS tariff currently on file with the Commission. Attached hereto as Exhibit C are an adoption notice and revised tariff title sheet for Nextlink's Local Exchange Services Tariff, Missouri Tariff No. 1

(E) The Company has reviewed its contact information in the Commission's electronic filing and information system (EFIS) and confirms that, with the exception of the new name, the contact information is correct. Based on discussions with EFIS representatives, it is the Company's understanding that its record in EFIS will be updated to reflect the new name once the Commission acknowledges the name change.

Nextlink hereby requests the Commission issue an order recognizing this name change and approving its tariff. Enclosed are an original and eight (8) copies of this notice and a duplicate copy. Please date-stamp the duplicate upon receipt and return it in the enclosed self-address, postage paid envelope. Should you have any questions regarding this filing, please contact the undersigned at (202) 342-8614 or by e-mail at dsmith@kelleydrye.com.

Respectfully submitted,

**Nextlink Wireless, LLC**



Denise N. Smith  
Kelley Drye & Warren LLP  
3050 K Street, N.W., Suite 400  
Washington, D.C. 20007

*Its Counsel*

Encl.

*Exhibit A*  
Delaware Documentation

# Delaware

PAGE 2

*The First State*


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "NEXTLINK WIRELESS, LLC" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2011, AT 6:36 O'CLOCK P.M.



4056099 8100V

110966983

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9001090

DATE: 08-30-11

STATE of DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE of FORMATION

First: The name of the limited liability company is \_\_\_\_\_  
NEXTLINK WIRELESS, LLC

Second: The address of its registered office in the State of Delaware is \_\_\_\_\_  
2711 Centerville Road, Suite 400 in the City of Wilmington  
Zip code 19808. The name of its Registered agent at such address is  
Corporation Service Company

Third: (Use this paragraph only if the company is to have a specific effective date of  
dissolution: "The latest date on which the limited liability company is to dissolve is  
\_\_\_\_\_".)

Fourth: (Insert any other matters the members determine to include herein.)  
\_\_\_\_\_

In Witness Whereof, the undersigned have executed this Certificate of Formation this

30 day of August, 2011.

By: Laura W. Thomas  
Authorized Person (s)

Name: Laura W. Thomas

# Delaware

PAGE 1

*The First State*

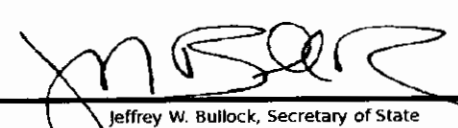
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "NEXTLINK WIRELESS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "NEXTLINK WIRELESS, INC." TO "NEXTLINK WIRELESS, LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2011, AT 6:36 O'CLOCK P.M.



4056099 8100V

110966983

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

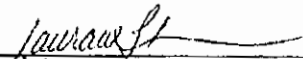
  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9001090

DATE: 08-30-11

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A  
LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Corporation first formed is DELAWARE.
- 2.) The jurisdiction immediately prior to filing this Certificate is DELAWARE.
- 3.) The date the corporation first formed is 11/4/2005.
- 4.) The name of the Corporation immediately prior to filing this Certificate is  
NEXTLINK WIRELESS, INC..
- 5.) The name of the Limited Liability Company as set forth in the Certificate of  
Formation is NEXTLINK WIRELESS, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the  
30 day of AUGUST, A.D. 2011.

By:   
Authorized Person

Name: Laura W. THOMAS  
Print or Type

*Exhibit B*

Missouri Documentation



# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

## CERTIFICATE OF REGISTRATION FOREIGN LIMITED LIABILITY COMPANY

WHEREAS,

*NEXTLINK WIRELESS, LLC*  
*FL1178201*

Using in Missouri the name

*NEXTLINK WIRELESS, LLC*

and existing under the laws of the State of Delaware has filed with this state its Application for Registration and whereas this Application for Registration conforms to the Missouri Limited Company Act.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, by virtue of authority vested in me by law, do hereby certify and declare that on the 18th day of October, 2011, the above Foreign Limited Liability Company is duly authorized to transact business in the State of Missouri and is entitled to any rights granted Limited Liability Companies.

IN TESTIMONY WHEREOF, I hereunto  
set my hand and cause to be affixed the  
GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this  
18th day of October, 2011.

*Robin Carnahan*  
Secretary of State





**State of Missouri**  
Robin Carnahan, Secretary of State

Corporations Division  
PO Box 778 / 600 W. Main St., Rm. 322  
Jefferson City, MO 65102

File Number:  
FL1178201  
Date Filed: 10/18/2011  
Robin Carnahan  
Secretary of State

**Application for Registration of a Foreign  
Limited Liability Company**

*(Submit with filing fee of \$103.00)*

1. The name of the foreign limited liability company is NEXTLINK WIRELESS, LLC
2. The name under which the foreign limited liability company will conduct business in Missouri is (must contain "limited company," "limited liability company", "LC", "LLC", "L.C.", or "L.L.C.") (must be filled out if different from line (1)):  
  
\_\_\_\_\_
3. The foreign limited liability company was formed under the laws of DELAWARE on the  
date of August 30, 2011  
*(month/day/year)* *(state or jurisdiction)*
4. The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is:  
Telecommunications
5. The name and address of the limited liability company's registered agent in Missouri is (this line must be completed and include a street address):  
CSC-Lawyers Incorporating Service Company - 221 Bolivar Street, Jefferson City, MOP 65101  
*Name* *Address (PO Box may only be used in conjunction with a physical street address)* *City/State/Zip*  
*The Secretary of State is appointed agent for service of process if the foreign limited liability company fails to maintain a registered agent. Note: failure to maintain a registered agent constitutes grounds to cancel the registration of the foreign limited liability company.*
6. The address of the registered office in the jurisdiction organized. If none required, then the principal office address of the foreign limited liability company is:  
13865 Sunrise Valley Dr., Herndon, VA 20171  
*Name* *Address (PO Box may only be used in conjunction with a physical street address)* *City/State/Zip*
7. This application must include a current certificate of good standing/existence from the secretary of state or other similar official in the state of domicile. Such document should be dated within 60 calendar days from filing.

*(Please see next page)*

Name and address to return filed document:

Name: Siri Slagle

Address: 13865 Sunrise Valley Dr.

City, State, and Zip Code: Herndon, VA 20171

State of Missouri  
Creation - LLC/LP 3 Page(s)



T1129302024

In Affirmation thereof, the facts stated above are true and correct.

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

 XO Holdings, Inc., represented by Laura Thomas 8/31/2011  
*Authorized Signature* *Printed Name* *Date*

\_\_\_\_\_  
*Authorized Signature* *Printed Name* *Date*

\_\_\_\_\_  
*Authorized Signature* *Printed Name* *Date*

# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

## CERTIFICATE OF WITHDRAWAL

WHEREAS, an Application for Withdrawal of

*NEXTLINK WIRELESS, INC.*

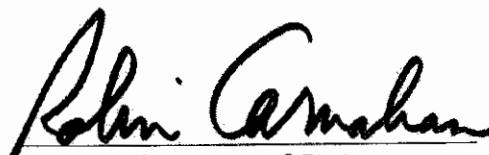
Using in Missouri the name

*NEXTLINK WIRELESS, INC.*  
F00984771

a Delaware corporation has been received, found to conform to law, and filed;

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, issue this Certificate of Withdrawal, certifying that the aforementioned corporation is withdrawn from this state.

IN TESTIMONY WHEREOF, I hereunto  
set my hand and cause to be affixed the  
GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this  
18th day of October, 2011.

  
Secretary of State





# State of Missouri

Robin Carnahan, Secretary of State

Corporations Division  
PO Box 778 / 600 W. Main St., Rm. 322  
Jefferson City, MO 65102

File Number:

F00984771

Date Filed: 10/18/2011

Robin Carnahan

Secretary of State

## Application for Certificate of Withdrawal of Foreign Corporation

(Submit with filing fee of \$25.00 and Certificate of Tax Clearance issued from the Missouri Department of Revenue)

The undersigned corporation, for the purpose of withdrawing from the State of Missouri hereby executes the following document:

1. The name of the Corporation is Nextlink Wireless, Inc Missouri Charter #: F00984771  
and is organized and exists under the laws of DELAWARE
2. A. The corporation is not transacting business and surrenders its authority to transact business in the State of Missouri.  
B. The corporation revokes the authority of its registered agent in Missouri to accept service of process and consents that service of process in any suit, action, or proceeding based upon any cause of action arising in Missouri during the time the corporation was licensed to transact business in Missouri may thereafter be made on the corporation by service on the Secretary of State of Missouri.  
C. The mailing address to which the Secretary of State may mail a copy of any service of process is:  
13865 Sunrise Valley Dr., Herndon, VA 20171  
Address City/State/Zip  
D. The corporation will notify the Secretary of State of Missouri of any future change of mailing address for a period of five years.

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

  
Authorized Signature

Laura W. Thomas  
Printed Name

CFO  
Title

8/30/2011  
Date

Name and address to return filed document:

Name: Siri Slagle/ Legal Department

Address: 13865 Sunrise Valley Dr.

City, State, and Zip Code: Herndon, VA 20171

State of Missouri  
With/Term/Dissolve - General Business 2 Page(s)



T1129302023

TAXATION DIVISION  
P O BOX 3666  
JEFFERSON CITY MO 65105-3666



*Missouri*  
DEPARTMENT OF REVENUE

Telephone: (573) 751-9268  
Fax: (573) 522-1265  
E-mail: taxclearance@dor.mo.gov

## CERTIFICATE OF TAX CLEARANCE

NEXTLINK WIRELESS INC  
13865 SUNRISE VALLEY DR  
HERNDON VA 20171

DATE: OCTOBER 12, 2011

MISSOURI CORPORATION CHARTER NUMBER: F00984771

Thank you for contacting the Missouri Department of Revenue. In response to the corporation's request, a review of the tax records has been completed. All taxes owed, including all liabilities owed as determined by the Division of Employment Security, pursuant to Chapter 288, RSMo, have been paid.

This statement is not to be construed as limiting the authority of the Director of Revenue to pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

This Certificate of Tax Clearance must be presented to the Missouri Secretary of State's Office with any required paperwork and payment. For information concerning the Secretary of State's requirements, you may call their office at (573) 751-4153 or toll free at (866) 223-6535.

If you require additional information or assistance, please contact the Taxation Division at Post Office Box 3666, Jefferson City, Missouri 65105-3666 or by telephone at (573) 751-9268 during the hours of 8:00 a.m. to 5:00 p.m.

THIS CERTIFICATE REMAINS VALID FOR SIXTY (60) DAYS FROM THE ISSUANCE DATE. If you do not complete your transaction in sixty (60) days you must obtain a new Certificate of Tax Clearance. Additionally, a new Form 943, Request for Tax Clearance, may be required.

Sincerely,

A handwritten signature in cursive script that reads "Dwayne Maples".

Dwayne Maples  
Administrator, Business Tax  
Taxation Division

JW:DU1644

CBN001  
201128500301364

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEXTLINK WIRELESS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF AUGUST, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.


AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEXTLINK WIRELESS, LLC" WAS FORMED ON THE FOURTH DAY OF NOVEMBER, A.D. 2005.

4056099 8300

110968855

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9002381

DATE: 08-31-11

*Exhibit C*

Missouri Tariff Adoption Notice and Revised Title Sheet



LOCAL EXCHANGE SERVICES TARIFF

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**TITLE PAGE**

LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES TARIFF

**FOR**

**Nextlink Wireless, LLC**

This tariff contains the descriptions, regulations, and rates applicable to the provision of local exchange telecommunications services provided by Nextlink Wireless, LLC with principal offices at 13865 Sunrise Valley Drive, Herndon, VA 20171 for services furnished within the State of Missouri. This tariff is on file with the Missouri Public Service Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

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Issued: May 18, 2012

Effective: May 28, 2012

Kelly Faul, Regulatory & External Affairs  
13865 Sunrise Valley Drive  
Herndon, VA 20171

LOCAL EXCHANGE SERVICES TARIFF

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**ADOPTION NOTICE**

Nextlink Wireless, LLC hereby adopts, ratifies, and makes its own, in every respect as if the same had been originally filed by it, Missouri Tariff No. 1 filed with the Public Service Commission, State of Missouri, by LMDS Holdings, Inc.

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Issued: May 18, 2012

Effective: May 28, 2012

Kelly Faul, Regulatory & External Affairs  
13865 Sunrise Valley Drive  
Herndon, VA 20171