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Of Counsel
H. LaDon Baltimore

*Also licensed in KY

June 26, 2006

Honorable Ron Jones, Chairman
Tennessee Regulatory Authority
ATTN: Sharla Dillon, Dockets
460 James Robertson Parkway
Nashville, TN 37243-5015

***Filed Electronically with
the Authority this date*** @ 12:41pm

Re: Application of LMDS Holdings, Inc. for Authority to Provide Competitive
Local Exchange and Interexchange Telecommunications Services in the
State of Tennessee; Docket No. 06-00066

Dear Sharla:

Attached for filing are the original and four copies of:

1. Surety bond in the amount of \$20,000.00 for Nextlink Wireless, Inc.,
the new name for LMDS Holdings, Inc. Such bond was requested in the data request
of April 21, 2006 by Darlene Standley.

2. Amended application to reflect the name change from "LMDS Holdings,
Inc." to "Nextlink Wireless, Inc." and the appropriate exhibits.

Thank you for your attention to this matter. If you have questions, please do not
hesitate to contact me.

Sincerely,



H. LaDon Baltimore
Counsel for Nextlink Wireless, Inc.
(f/k/a LMDS Holdings, Inc.)

LDB/dcg
Attachments

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: KO 73 49 94 4

WHEREAS, Nextlink Wireless, Inc. 11111 Sunset Hills Road, Reston, VA 20190 (the "Principal"), has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee; and

WHEREAS, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

WHEREAS, Westchester Fire Insurance Company (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

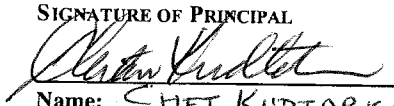
This bond shall become effective on the 12th day of May, 2006, and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

PRINCIPAL

Nextlink Wireless, Inc.
Name of Company authorized by the TRA

Company ID # as assigned by TRA

SIGNATURE OF PRINCIPAL

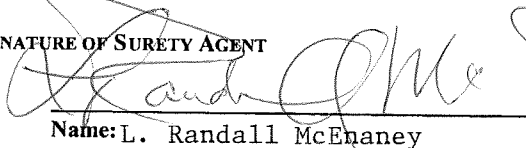

Name: CHET KUDTARKAR
Title: VP FINANCE

SURETY

Westchester Fire Insurance Company
Name of Surety

140 Broadway, New York, NY 10005
Address of Surety

SIGNATURE OF SURETY AGENT


Name: L. Randall McEnaney
Title: Attorney In Fact

Address of Surety Agent:
Frank Crystal & Co., Inc.
32 Old Slip
New York, NY 10005

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

ACKNOWLEDGMENT OF PRINCIPAL

STATE OF ~~TENNESSEE~~ Virginia
COUNTY OF Stafford

Before me, a Notary Public of the State and County aforesaid, personally appeared Chet Kudarkar with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of NO Communications, and he acknowledged to me that he executed the same.

WITNESS my hand and seal this 16th day of May, 2006.

My Commission Expires:

12/29, 2012

[Signature]
Notary Public

ACKNOWLEDGMENT OF SURETY

STATE OF ~~TENNESSEE~~ New York
COUNTY OF New York

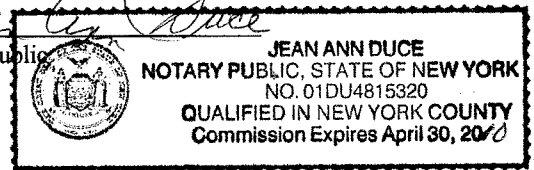
Before me, a Notary Public of the State and County aforesaid, personally appeared L. Randall McEnaney with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of Westchester Fire Insurance Company, the within named Surety, a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so, executed the foregoing bond, by signing the name of the corporation by himself and as such individual.

WITNESS my hand and seal this 12th day of May, 2006.

My Commission Expires:

4/30/2010, 2000

[Signature]
Notary Public



APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory Authority, State of Tennessee, this _____ day of _____, 20____.

Name:
Title:



Know all men by these presents: That **WESTCHESTER FIRE INSURANCE COMPANY**, a corporation of the State of New York, having its principal office in the City of Atlanta, Georgia, pursuant to the following Resolution, adopted by the Board of Directors of the said Company on November 8, 1999, to wit:

"RESOLVED, that the following Rules shall govern the execution for the Company of bonds, undertakings, recognizances, contracts and other writings in the nature thereof:

- (1) That the President, any Senior Vice President, any Vice President, and Assistant Vice President, or any Attorney-in-Fact, may execute for and on behalf of the Company any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof, the same to be attested when necessary by the Corporate Secretary, or any Assistant Corporate Secretary, and the seal of the Company affixed thereto; and that the President, any Senior Vice President, any Vice President or any Assistant Vice President may appoint and authorize any other Officer (elected or appointed) of the Company, as Attorneys-In-Fact to so execute or attest to the execution of all such writings on behalf of the Company and to affix the seal of the Company thereto.
- (2) Any such writing executed in accordance with these Rules shall be as binding upon the Company in any case as though signed by the President and attested to by the Corporate Secretary.
- (3) The signature of the President, or a Senior Vice President, or a Vice President, or an Assistant Vice President and the seal of the Company may be affixed by facsimile on any power of attorney granted pursuant to this Resolution, and the signature of a certifying Officer and the seal of the Company may be affixed by facsimile to any certificate of any such power, and any such power or certificate bearing such facsimile signature and seal shall be valid and binding on the Company.
- (4) Such other Officers of the Company, and Attorneys-In-Fact shall have authority to certify or verify copies of this Resolution, the By-Laws of the Company, and any affidavit or record of the Company necessary to the discharge of their duties.
- (5) The passage of this Resolution does not revoke any earlier authority granted by Resolutions of the Board of Directors."

Does hereby nominate, constitute and appoint **L. RANDALL MCENANEY, ROBERT B. MADOCKS and PHYLLIS CHECHILE** all of the City of New York, State of New York, each individually if there be more than one named, its true and lawful attorney-in-fact, to make, execute, seal and deliver on its behalf, and as its act and deed any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof in penalties not exceeding Five Million Dollars (\$5,000,000) and the execution of such writings in pursuance of these presents shall be as binding upon said Company, as fully and amply as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office.

IN WITNESS WHEREOF, the said Stephen M. Haney, Vice-President, has hereunto subscribed his name and affixed the corporate seal of the said **WESTCHESTER FIRE INSURANCE COMPANY** this 9th day of March 2006.



WESTCHESTER FIRE INSURANCE COMPANY

Stephen M. Haney

Stephen M. Haney, Vice President

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF PHILADELPHIA ss.

On this 9th day of March, A.D. 2006, before me, a Notary Public of the Commonwealth of Pennsylvania in and for the County of Philadelphia came Stephen M. Haney, Vice-President of the **WESTCHESTER FIRE INSURANCE COMPANY** to me personally known to be the individual and officer who executed the preceding instrument, and he acknowledged that he executed the same, and that the seal affixed to the preceding instrument is the corporate seal of said Company; that the said corporate seal and his signature were duly affixed by the authority and direction of the said corporation, and that Resolution, adopted by the Board of Directors of said Company, referred to in the preceding instrument, is now in force.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Philadelphia the day and year first above written.



NOTARIAL SEAL
Kathleen Tirri, Notary Public
Philadelphia, Philadelphia County
My commission expires September 22, 2007

Kathleen Tirri

Notary Public

I, the undersigned Secretary of **WESTCHESTER FIRE INSURANCE COMPANY**, do hereby certify that the original POWER OF ATTORNEY, of which the foregoing is a substantially true and correct copy, is in full force and effect.

In witness whereof, I have hereunto subscribed my name as Secretary, and affixed the corporate seal of the Corporation, this 12th day of May 2006



George D. Mulligan

George D. Mulligan, Secretary

THIS POWER OF ATTORNEY MAY NOT BE USED TO EXECUTE ANY BOND WITH AN INCEPTION DATE AFTER March 9, 2008.

WESTCHESTER FIRE INSURANCE COMPANY**FINANCIAL STATEMENT****DECEMBER 31, 2005****ADMITTED ASSETS**

BONDS	\$1,655,482,596
SHORT - TERM INVESTMENTS	93,489,235
STOCKS	118,946,855
REAL ESTATE	0
CASH ON HAND AND IN BANK	275,775
PREMIUM IN COURSE OF COLLECTION*	123,588,897
INTEREST ACCRUED	17,757,019
OTHER ASSETS	233,090,132
TOTAL ASSETS	\$2,242,630,509

LIABILITIES

RESERVE FOR UNEARNED PREMIUMS	\$427,660,175
RESERVE FOR LOSSES	1,297,014,793
RESERVE FOR TAXES	23,819,231
FUNDS HELD UNDER REINSURANCE TREATIES	0
OTHER LIABILITIES	(45,884,056)
TOTAL LIABILITIES	1,702,610,143

CAPITAL: SPECIAL SURPLUS	213,300,000
CAPITAL: 928,592 SHARES, \$4.85 PAR VALUE	4,503,671
CAPITAL: PAID IN	160,938,389
SURPLUS (UNASSIGNED)	161,278,306
SURPLUS TO POLICYHOLDERS	540,020,366
TOTAL	\$2,242,630,509

(*EXCLUDES PREMIUM MORE THAN 90 DAYS DUE.)

STATE OF PENNSYLVANIA**COUNTY OF PHILADELPHIA**

John P. Taylor, being duly sworn, says that he is Vice President of Westchester Fire Insurance Company and that to the best of his knowledge and belief the foregoing is a true and correct statement of the said Company's financial condition as of the 31 st day of December, 2005.

Sworn before me this 13th day of April, 2006.
Vice President
Notary PublicOctober 21, 2009
My commission expires**COMMONWEALTH OF PENNSYLVANIA**

Notarial Seal

Danielle M. Darden, Notary Public
City Of Philadelphia, Philadelphia County
My Commission Expires Oct. 21, 2009

Member, Pennsylvania Association of Notaries