



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

REPLY PLEASE

JANUARY 24, 1997

A-110500F0247

DAVID B MACGREGOR ESQUIRE
MORGAN LEWIS BOCKIUS
2000 ONE LOGAN SQUARE
PHILADELPHIA PA 19103-6993

Application of Pennsylvania Power and Light Company for approval of the transfer to Nextlink Pennsylvania, L.P. of an interest in certain fiber optic cable

To Whom It May Concern:

This is to advise you that an Opinion and Order has been adopted by the Commission in Public Meeting on January 24, 1997, in the above entitled proceeding.

A copy of this Opinion and Order has been enclosed for your records.

Very truly yours,

John G. Alford, Secretary

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PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA. 17105-3265

Public Meeting held January 24, 1997

Commissioners Present:

John M. Quain, Chairman
Lisa Crutchfield, Vice-Chairman
John Hanger
David W. Rolka
Robert K. Bloom

Application of Pennsylvania Power and
Light Company for approval of the transfer
to Nextlink Pennsylvania, L.P. of an interest
in certain fiber optic cable

Docket No.
A-110500 F0247

OPINION AND ORDER

BY THE COMMISSION:

By this Application filed on December 9, 1996,
Pennsylvania Power and Light Company ("PP&L") seeks Commission
approval of the transfer to Nextlink Pennsylvania, L.P.
("Nextlink") of an interest in certain fiber optic cable.

PP&L will construct a 48-fiber cable from its Harwood
substation to Wilkes-Barre and from Wilkes-Barre to its Scranton
substation. PP&L will grant Nextlink a perpetual Indefeasible
Right of Use ("IRU") in 24 fibers in these cables. Nextlink will
pay the full construction cost of the installation of a 36-fiber
cable along this route. The incremental cost for the difference
between a 36 and 48-fiber cable will be paid for by PP&L.
Nextlink has agreed to pay 2/3rds of the operating and
maintenance expenses for the Harwood to Wilkes-Barre/Scranton
cable.

In addition to the Harwood to Wilkes-Barre/Scranton
cable, PP&L has an existing 36 fiber cable that runs from its
Wescosville substation to its Harwood substation. PP&L will grant
Nextlink a perpetual IRU in 12 fibers of this cable. Furthermore,
PP&L will grant Nextlink an option, exercisable within one year
of the effective date of the Agreement, to lease, for a 10-year
term, an additional 4 dark fibers. The option can be extended for
two additional option periods of one-year each.

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PP&L also agrees to provide Nextlink with space for the placement of a communications hut as may be needed.

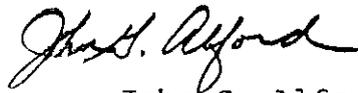
This Application is in the public interest since the proposed transaction will help PP&L complete its fiber optic network, thereby creating a more reliable, efficient and cost effective system for voice and data communication among its major facilities. Approval of this Application will provide PP&L a relatively low-cost source of financing for the construction of a portion of the Company's fiber optic network. The proposed transaction will improve service through better voice and data communications.

Upon review of this Application, the terms and conditions of the Application appear to be just, reasonable and consistent with the public interest; **THEREFORE,**

IT IS ORDERED:

That the Application of Pennsylvania Power and Light Company for approval of the transfer to Nextlink Pennsylvania, L.P. of an interest in certain fiber optic cable is hereby approved.

BY THE COMMISSION

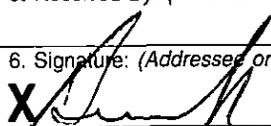


John G. Alford,
Secretary

(SEAL)

ORDER ADOPTED: January 24, 1997

ORDER ENTERED: **JAN 24 1997**

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A-110500F0247 DAVID B MACGREGOR ESQUIRE MORGAN LEWIS BOCKIUS 2000 ONE LOGAN SQUARE PHILADELPHIA PA 19103-6993		4a. Article Number P 962 040 540	
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