

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

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February 24, 2005

DOCKETED
APR 27 2005

VIA UPS

DOCUMENT
FOLDER

RECEIVED

FEB 24 2005

Mr. James J. McNulty
Secretary
Pennsylvania Public Utilities Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor, Room N201
Harrisburg, Pennsylvania 17120

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: Completion of Transaction;
Docket Nos. A-311331, A-310751 F2000, A-310758 F2000

Dear Mr. McNulty:

On July 23, 2004, XO Pennsylvania, Inc. ("XO Pennsylvania"), Allegiance Telecom of Pennsylvania, Inc. ("ALGX Pennsylvania") and XO Communications Services, Inc. ("XOCS"), by their attorneys, filed an Application regarding an internal corporate reorganization whereby XO Pennsylvania and ALGX Pennsylvania would be merged into a single operating subsidiary in Pennsylvania - XOCS. XOCS would provide service to the existing customers of XO Pennsylvania and ALGX Pennsylvania in the State of Pennsylvania. This Application was approved by the Pennsylvania Public Service Commission ("Commission") on October 22, 2004. This letter is to advise the Commission that the transactions that were the subject of the Application have been consummated. XO Pennsylvania and ALGX Pennsylvania no longer exist as corporate entities - XOCS now holds the telecommunications authorization in Pennsylvania and is now serving the former customers of XO Pennsylvania and ALGX Pennsylvania.

As described in the Application, the corporate reorganization has been transparent to customers as they are currently continuing to receive the same services pursuant to the same rates, terms and conditions. To that end, and in accord with the Commission's October 22, 2004 Order, XOCS has filed a revised tariff with the Commission, which

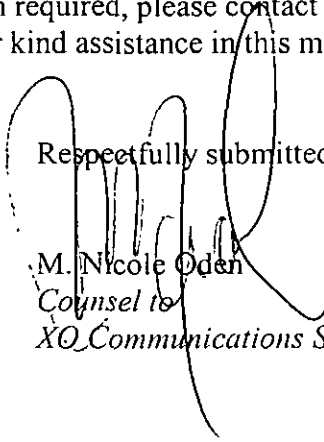
Mr. James J. McNulty
Pennsylvania Public Utilities Commission
February 24, 2005
Page Two

became effective February 21, 2005. Please note that the Commission contact for XO Communications Services, Inc. from this point forward is:

Karen Potkul
XO Communications, Inc,
1601 Trapelo Road, Suite 397
Waltham, MA 02451
Phone: 781-693-3919

Also enclosed is a duplicate, and a self-addressed, postage-paid envelope. Please date-stamp the duplicate and return it in the envelope provided. Should there be any questions regarding this matter, or any further action required, please contact the undersigned at (202) 955-9785. Thank you for your kind assistance in this matter.

Respectfully submitted,


M. Nicole Oden
Counsel to
XO Communications Services, Inc.

213 Market Street, 9th Floor, P.O. Box 865, Harrisburg, PA 17108-0865
Tel: (717) 237-7160 ■ Fax: (717) 237-7161 ■ www.WolfBlock.com

Mark S. Stewart
Direct Dial: (717) 237-7191
Direct Fax: (717) 237-2771
E-mail: mstewart@wolfblock.com

DOCUMENT
FOLDER

December 19, 2005

VIA HAND DELIVERY

James McNulty
Secretary
PA Public Utility Commission
Commonwealth Keystone Bldg.
2nd Fl., 400 North Street
P.O. Box 3265
Harrisburg, PA 17105-3265

A. 311331

RECEIVED
2005 DEC 19 PM 3:40
PA PUC
SECRETARY'S BUREAU

Re: Informational Filing Regarding a Pro Forma Internal
Restructuring Involving XO Communications Services, Inc.

DOCKETED

DEC 21 2005

Dear Secretary McNulty:

XO Communications Services, Inc. ("XOCS"), an authorized telecommunications carrier in the Commonwealth of Pennsylvania, by its attorneys, hereby respectfully notifies the Pennsylvania Public Utility Commission ("Commission") of a pro forma internal corporate restructuring whereby Carl C. Icahn, who currently holds approximately 61% of the equity and voting interests in XOCS's parent, XO Communications, Inc. ("XO"), will obtain 100% ultimate ownership and control of XOCS. More specifically, as described below, XO will merge with and into a newly-formed subsidiary of XO, XO Communications, LLC ("XO LLC"), with XO LLC surviving and becoming the new direct parent company of XOCS. Through his ownership and control of Elk Associates LLC ("Elk"), Carl C. Icahn will hold 100% of the issued and outstanding membership interests of XO LLC after the transaction. Thus, both before and after the restructuring, Mr. Icahn will have ultimate majority ownership and control of XOCS. Because of the pro forma nature of this transaction, XOCS believes that no prior approval is required to consummate the restructuring described herein. XOCS's ultimate ownership will remain the same, its authorization to provide telecommunications services will remain in place, and its customers will not be affected in any way as they will continue to be offered the same services by the same service provider with the same name at the same rates, terms and conditions as at present. Thus, XOCS submits this filing solely for the Commission's information and to keep its records current.

HAR:62793.1/XOC001-227529

I. XO COMMUNICATIONS, INC.

XO Communications, Inc. ("XO"), a Delaware corporation located at 11111 Sunset Hills Road, Reston, Virginia 20190-5339, is a leading national provider of local and long distance telecommunications services to businesses, large enterprises and telecommunications carriers. XO delivers its services over its own network of metropolitan fiber rings and long haul fiber optic facilities and through the use of facilities and services leased or purchased from third party carriers, including incumbent local exchange carriers. In addition, XO's wholly-owned subsidiary, LMDS Holdings, Inc. ("LMDS"), holds wireless licenses in the LMDS and 39 GHz bands as well as related fixed broadband wireless spectrum assets.

XO is authorized by the Federal Communications Commission to provide interstate and international telecommunications services. Through XOCS and other subsidiaries of XO, XO Virginia, LLC, Coast to Coast Telecommunications, Inc. and Telecommunications of Nevada, LLC, XO is authorized to provide intrastate interexchange services virtually nationwide, and to provide competitive local exchange services in 47 states. In Pennsylvania, XOCS has been certificated as a non-facilities based interexchange reseller of toll services at A-310758, a facilities-based competitive local exchange carrier at A-310758 F0002 and a competitive access provider at A-310758 F0003.¹ Thus, XOCS and its corporate parent, XO, have been found by this Commission to possess the requisite financial, managerial and technical qualifications necessary to operate as a provider of intrastate telecommunications services in Pennsylvania.²

As noted above, XOCS currently is ultimately majority owned and controlled by Carl C. Icahn. Specifically, at present, Cardiff Holding LLC ("Cardiff") holds approximately 61% of the

¹ Additionally, on October 27, 2004, in response to a joint application for merger, this Commission concluded "the entry by XO Communication Services, Inc. as an IXC reseller, a facilities-based competitive local exchange carrier, a competitive access provider and a facilities-based interexchange toll services carrier, the proposed consolidation of XO Pennsylvania, Inc. and Allegiance Pennsylvania, Inc. into XO Communications Services, Inc., and the abandonment of service by XO Pennsylvania, Inc. and Allegiance Pennsylvania, Inc. are necessary or proper for the service, accommodation, convenience, or safety of the public, and that the joint application should be approved." Docket Nos. A-311331, A-310751 F2000 and A-310758 F2000.

² XO's most recent Annual Report and Form 10-Q which contains the consolidated financial statements of XO and subsidiaries can be accessed as www.xo.com.

equity and voting interests in XO. Cardiff is indirectly wholly-owned and controlled by Carl C. Icahn, through his ultimate ownership and control of certain companies that hold ownership interests in Cardiff. The Commission approved the transfer of control of XO to Mr. Icahn on December 5, 2005 in Docket Numbers A-310874 F0005 and A-310758 F0007. Pursuant to the Commission's Order, the parties filed notification of the transfer of control of XO to Mr. Icahn on February 6, 2003. Here, the ownership is not changing – after the pro forma restructuring, XOCS will continue to be majority owned and controlled by Mr. Icahn. The Commission has already passed on this ownership structure, so there is no need for the Commission to act again.

II. PRO FORMA RESTRUCTURING

The pro forma restructuring of XOCS will occur in connection with a larger overall transaction whereby XO is spinning off its wireless business from its wireline business. The businesses will be structurally separate, but both will be majority owned and controlled by Carl C. Icahn. On November 4, 2005, XO entered into an Equity Purchase Agreement (“Equity Purchase Agreement”) with XO Holdings, Inc. (“Holdings”), a newly-formed subsidiary of XO, and Elk Associates LLC (“Elk”), pursuant to which XO will sell its national wireline telecommunications business to Elk. To accomplish the sale, XO has created two new wholly-owned subsidiaries – Holdings, a Delaware corporation that is a direct subsidiary of XO, and XO Communications, LLC (“XO LLC”), a Delaware limited liability company that is a direct subsidiary of Holdings. XO will merge with and into XO LLC, with XO LLC being the surviving entity, and XOCS becoming a subsidiary of XO LLC (the “Restructuring Merger”).³

Upon consummation of the Restructuring Merger, each share of common stock of XO that is outstanding immediately prior to the Restructuring Merger will be converted into the right to receive one share of common stock of Holdings, and each share of preferred stock, warrant, and stock option of XO outstanding immediately prior to the Restructuring Merger will be convertible at the option of the holder into shares of Holdings common stock on the same terms and conditions as applicable to such securities prior to the Restructuring Merger. Following these actions, all of the outstanding member interests in XO LLC will be sold to Elk for an aggregate purchase price of \$700 million in cash, subject to certain adjustments. Closing is contingent on receipt of certain necessary regulatory approvals, among other things. Diagrams showing the corporate organizational structure before and after closing are appended hereto as Attachment 1.

³ XO LLC will also distribute 100 percent of the outstanding shares of the common stock of LMDS Holdings to Holdings, at which time LMDS Holdings will become a wholly-owned subsidiary of Holdings (the “LMDS Transfer”).

The "XO Communications" brand name will be transferred to XO LLC at closing and will therefore remain with the wireline business. Holdings will retain the fixed broadband wireless spectrum licenses and other assets through its ownership of LMDS Holdings, and will commence operations under a new name. The proceeds from the sale of the wireline business will be used to repay XO's outstanding long-term debt; to offer to redeem, at the closing of the sale, XO's outstanding preferred stock; and to fund the growth and development of the wireless business. Once the sale is completed, the wireless business will be debt-free and is currently expected to have in excess of \$300 million in cash to fund its operations and for other corporate purposes. The sale of XO LLC is expected to close in late 2005 or early 2006.

The transactions contemplated by the Equity Purchase Agreement, including the Restructuring Merger and the LMDS Transfer, are pro forma in nature because they do not result in a change in the actual controlling party. Elk is an entity that is owned and controlled by XO's controlling shareholder, Mr. Icahn. XOCS notes that the proposed transaction will be effectively transparent to XOCS's customers. XOCS's ultimate ownership will remain the same, its authorization to provide telecommunications services will remain in place, and its customers will not be affected in any way as they will continue to be offered the same services by the same service provider with the same name at the same rates, terms and conditions as at present. Thus, XOCS submits this filing solely for the Commission's information and to keep its records current.

Under Pennsylvania's regulations, as well as a matter of policy, this transaction does not constitute a transfer of control pursuant to 52 Pa. Code §69.901(b)(1), because it will not "result in a new controlling interest becoming the beneficial holder of the largest voting interest in the utility or its parent" or result in the "elimination" or "dissipation" of a controlling interest in the utility or its parent.⁴

III. PUBLIC INTEREST

This restructuring will not adversely affect the public interest. It involves no change in the name or identity of the entity providing service to customers nor does it propose any change to the rates, terms and conditions of such service. The restructuring does not affect management or the technical or financial qualifications of XOCS as all managerial, technical

⁴ Commission jurisdiction over the acquisition or transfer of public utility property is governed by 66 Pa.C.S. §1102(a)(3), relating to the enumeration of acts requiring a certificate. The language of 66 Pa.C.S. §1102(a)(3) has been further defined in 52 Pa Code §69.901 to establish clear standards regarding what transfer of voting interest constitutes a transfer or acquisition of property requiring approval.

James McNulty
December 19, 2005
Page 5

and financial resources previously available to it will continue to be available. The scope of those resources can be seen in the publicly available Securities and Exchange Commission filings of XO, which currently is publicly traded. Thus, this transaction will be entirely transparent to customers. XOCS is now, and will continue to be, majority owned and controlled by Carl C. Icahn; thus, the transaction described herein is pro forma in nature.

XOCS currently competes with numerous other interexchange carriers and enhanced network providers as well as the incumbent local exchange carriers and other competitive local exchange carriers. Because the public interest is best served by assuring the presence of numerous telecommunications competitors, it is important to provide competitors such as XO with the flexibility to arrange their ownership in the manner they deem most appropriate to carry on their business so long as there is no adverse impact on the public. To deny such flexibility would discourage new competitors from entering the state and would encourage existing competitors to seek a more favorable regulatory environment elsewhere, neither of which would enhance the public interest.

As this internal restructuring is pro forma in nature and the majority ownership of XOCS will remain the same, XOCS is submitting this letter for the Commission's information only and request that it be retained in the appropriate file. Enclosed please find this original and ten copies of this letter, and a self-addressed, postage-paid envelope. Please date-stamp one copy upon receipt and return it in the envelope provided. Should the Commission have any questions or believe that any further information is required, please contact me at your convenience.

Sincerely,



Mark S. Stewart

For WOLF, BLOCK, SCHORR and SOLIS-COHEN LLP
Counsel for: XO Communications Services, Inc.

MSS
Enclosures

cc: Karen Potkul, Esq.

PA-3/13/31

Address Notification Card

PLACE
STAMP
HERE

I moved!

IMPORTANT CHANGE OF ADDRESS
INFORMATION ON REVERSE

DOCUMENT
MAILER

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PA public ut. Comm.

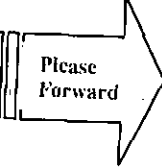
Please send ALL correspondence to:

Send this card to magazines, businesses, friends and family to let them know you've moved.

Please send mail to my new address starting: ___/___/___
Month Day Year

My Name: DOUG KINKOPH
(old contact is Renardo L. Hicks)

Old Address:
2690 Commerce Dr.
STREET OR PO BOX APT/SUITE #
Harrisburg PA 17010
CITY OR POST OFFICE STATE ZIP+4

New Address:  Please Forward
XO Communications
STREET OR PO BOX Attn: Doug Kinkoph
CITY OR POST OFFICE Two Easton Oval, Ste 300
Columbus, OH 43219
ZIP+4



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you call
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u



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ORIGINAL

VIA REGULAR MAIL

XO Communications

February 13, 2006

11111 Sunset Hills Rd
Reston, VA 20190
USA

Mr. Jim McNulty
Commonwealth of Pennsylvania
Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, Pennsylvania 17105

A-311331

Re: *XO Communications Services, Inc. Regulatory Contact Information*

Dear Mr. McNulty:

Per Commission staff, I am sending this letter to advise the Commission that our Lead Regulatory Analyst, Jennifer Martin, is no longer with XO. If she is listed as XO's regulatory contact with the Commission, we wanted to replace her information with Kelly Faul's below. If Jennifer Martin is not listed as the regulatory contact, we would request to please not make any changes to XO's contact information.

Kelly Faul
Regulatory Affairs Director
11111 Sunset Hills Rd.
Reston, VA 20190

Email - kelly.faul@xo.com
Phone - 703-547-2536
Fax - 703 547-2630

DOCUMENT
FOLDER

Should you have any questions, please contact me by telephone at (703)547-2635 or by email at daniel.ostroff@xo.com.

Sincerely,

Daniel G. Ostroff
Regulatory Specialist

Enclosures

RECEIVED
2006 FEB 16 AM 9:07
PA.P.U.C.
SECRETARY'S BUREAU

52

A-311331

XO

XO Communications

1220 Broadcasting Road
Wyomissing, PA 19610
USA

March 31, 2006

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ORIGINAL

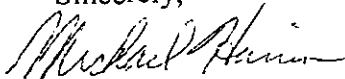
To whom it may concern,

XO Communications is moving its main Pennsylvania office which includes the Outside Plant/Network Deployment Group from 925 Berkshire Blvd, Wyomissing on April 15.

The new address will be 1220 Broadcasting Rd, Wyomissing, Pa 19610. All the contacts, phone numbers, e-mail, etc will stay the same.

If you have any questions, you may contact Mike Harrison at 610-288-5644.

Sincerely,



Michael Harrison
Network Deployment

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2006 MAY 11 AM 9:00
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213 Market Street, 9th Floor, P.O. Box 865, Harrisburg, PA 17108-0865
Tel: (717) 237-7160 ■ Fax: (717) 237-7161 □ www.WolfBlock.com

ORIGINAL

Mark S. Stewart
Direct Dial: (717) 237-7191
Direct Fax: (717) 237-2771
E-mail: mstewart@wolfblock.com

April 13, 2006

VIA HAND DELIVERY

James McNulty, Secretary
PA Public Utility Commission
Commonwealth Keystone Bldg.
2nd Fl., 400 North Street
P.O. Box 3265
Harrisburg, PA 17105-3265

Re: Notice of Non-Consummation of Transaction
Regarding Pro Forma Internal Restructuring Involving
XO Communications Services, Inc.

Dear Secretary McNulty:

A-311331

On December 19, 2005, XO Communications Services, Inc. ("XOCS"), by its attorneys, notified the Commission of a pro forma internal corporate restructuring whereby Carl C. Icahn, who beneficially holds approximately 62% of the equity and voting interests in XOCS's parent, XO Communications, Inc. ("XO"), would obtain 100% ultimate ownership and control of XOCS. More specifically, it was anticipated that (1) XO would create a subsidiary, XO Holdings, Inc., which in turn would have a subsidiary, XO Communications, LLC ("XO LLC"). XO would merge with and into XO LLC with XO LLC surviving and becoming the new direct parent company of XOCS (the "Restructuring Merger"); and then, (2) Elk Associates LLC ("Elk") would acquire all of the outstanding member interests in XO LLC and thus, through his ownership and control of Elk, Carl C. Icahn would hold 100% of the outstanding membership interests of XO LLC. In other words, after the Restructuring Merger, Carl C. Icahn would indirectly hold approximately 62% of the interests in XOCS, and after the sale to Elk, Carl C. Icahn would indirectly hold 100% of the interests in XOCS - remaining the ultimate majority owner of XOCS.

This letter is to advise the Commission that, although the Restructuring Merger (step 1) has been consummated, the sale to Elk (step 2) will not be consummated. As a result, although XOCS has a new direct corporate parent, XO LLC, and new ultimate parent, XO Holdings, Inc., the ultimate ownership of XOCS has not changed. Carl C. Icahn continues to indirectly,

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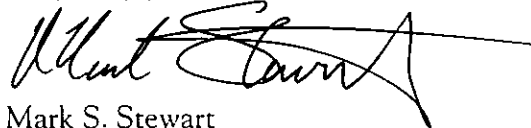
38

James McNulty
April 13, 2006
Page 2

beneficially hold approximately 62% of the equity and voting interests in XOCS. A diagram showing the corporate ownership structure of XOCS is appended hereto.

As described in the notification, XOCS's ultimate ownership remains the same, its authorization to provide telecommunications services remains in place, and its customers will not be affected in any way as they will continue to be offered the same services by the same service provider with the same name at the same rates, terms and conditions as at present. XOCS submits this filing solely for the Commission's information and to keep its records current. Enclosed please find a duplicate of this letter and a self-addressed, postage-paid envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided. Should the Commission have any questions or believe that any further information is required, please contact me or Melissa Conway, Esquire with Kelley, Dye & Warren LLP at (202) 955-9667.

Very truly yours,



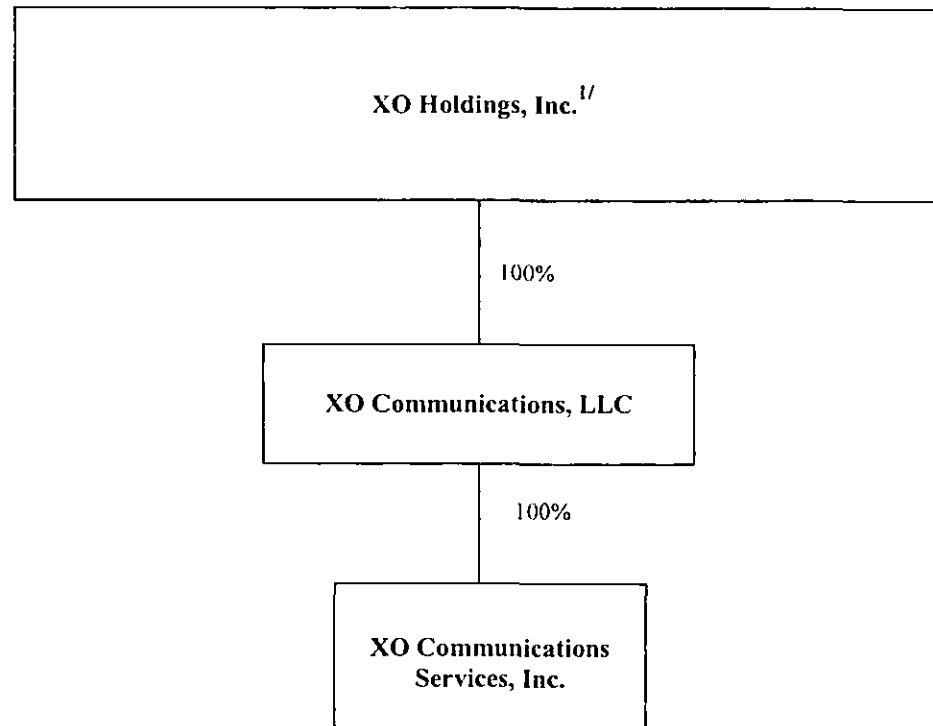
Mark S. Stewart

For WOLF, BLOCK, SCHORR and SOLIS-COHEN LLP

MSS/jls
Enclosure

cc: Karen Potkul, Esquire

CURRENT OWNERSHIP STRUCTURE OF XOCS
(AFTER CONSUMMATION OF RESTRUCTURING MERGER)



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2006 APR 13 PM 1:09
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FA PUC

^{1/} Cardiff Holding LLC ("Cardiff") beneficially holds approximately 62% of the equity and voting interests in XO Holdings, Inc. Cardiff is indirectly, wholly owned and controlled by Carl C. Icahn through his ownership and control of various intermediary companies that hold ownership interests in Cardiff.

ORIGINAL



13865 Sunrise Valley Drive
Herndon, VA 20171

November 26, 2007

Pennsylvania Public Utility Commission
400 North Street
Commonwealth Keystone Building
Harrisburg, Pa 17120-3265

A-311331

1187568

Re: NOTICE: Change of Address/ XO Communications Services, Inc.

Dear James McNulty,

Please be advised that XO Communications Services, Inc. has a new address. This new address is:

13865 Sunrise Valley Drive
Herndon, VA 20171.

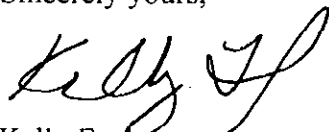
This address replaces the following address:

11111 Sunset Hills Road
Reston, VA 20190.

This change does not affect any contact information for company's other locations. No phone numbers or e-mail addresses are impacted by this change.

If you have any questions or need additional information, please contact Kelly Faul at Kelly.Faul@XO.com or 703-547-2536.

Sincerely yours,


Kelly Faul

DOCUMENT
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SECRETARY'S BUREAU
2007 NOV 30 11 8: 53

BN 19
28

COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION

P.O. BOX 3265
 HARRISBURG PENNSYLVANIA 17105-3265

ASSESSMENT REPORT

STATEMENT OF OPERATING REVENUES FOR GENERAL ASSESSMENT
 FOR THE CALENDAR YEAR 2007

**DOCUMENT
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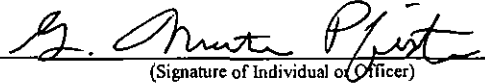
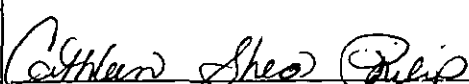
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 ADMINISTRATIVE SERVICES
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 PUBLIC

UTILITY CODE 311331	APPLICATION # A-311331
TYPE OF UTILITY SERVICE TP	
2007 OPERATION PERIOD FROM JAN 2007 TO DEC 2007	

XO COMMUNICATIONS SERVICES, INC
~~111 SUNSET HILLS ROAD~~ 13865 Sunrise Valley Dr.
~~RESTON VA 20190~~ Herndon, VA 20171

THIS REPORT MUST BE FILED NOT LATER THAN MARCH 31, 2008.
 IF NOT FILED, THE COMMISSION WILL ESTIMATE YOUR INTRASTATE OPERATING REVENUES AND WILL BASE YOUR ASSESSMENT ON THE ESTIMATED TOTAL. FAILURE TO FILE BY THE MARCH 31 DEADLINE MAY RESULT IN FINES OF UP TO \$1,000 FOR EACH DAY OF A VIOLATION (66 Pa. C.S. §3301).

OPERATING REVENUES FOR CALENDAR YEAR 2007	AMOUNT (Round to the nearest dollar.)
1. TOTAL GROSS OPERATING REVENUES as shown by books of account and tariffs filed with the Commission.	\$ 65,349,375
2. LESS GROSS OPERATING REVENUES from providing utility service outside of Pennsylvania (Itemize and show computations on side 2)	\$ 30,095,536
3. BALANCE: GROSS INTRASTATE REVENUES on which your assessment will be based (line 1 minus line 2)	\$ 35,253,839

AFFIDAVIT The information reported is complete, true and correct.  3/25/08 (Signature of Individual or Officer) (Date)		NOTARIZATION (Required) Subscribed and sworn to before me this 25 th day of March 2008	
READABLE PRINTED OR TYPED NAME OF SIGNER: G. Martin Pfister XO Communications Services Inc.		 SIGNATURE	
TRADE OR CORPORATE NAME OF UTILITY:		OFFICIAL SEAL (Official Title)	
FEDERAL I.D. 91-2019476	TELEPHONE NO.: 703-547-2000	(Date Commission Expires) September 30, 2011	
NEW ADDRESS (if different from above) 13865 Sunrise Valley Dr., Herndon, VA 20171		(FORM GAO-07 SIDE 1) (OVER)	

Line 2: OPERATING REVENUES

Itemize and show all revenues obtained during 2007 from providing utility service outside the boundaries of the Commonwealth of Pennsylvania.

SERVICE / ACTIVITY	AMOUNT (Round to the nearest dollar amount.)
Non - Utility	\$ 19,722,600
Interstate Revenue	\$ 10,056,157
International Revenue	\$ 316,779
	\$
	\$
	\$
TOTAL (Enter on Line 2 of Side 1)	\$ 30,095,536

**REQUIRED
AUTHORIZATION FOR RELEASE OF STATE TAX RECORDS**

In accordance with Sections 505 and 506 of the Public Utility Code, as a means to verify the accuracy of financial information supplied to the Public Utility Commission, I hereby authorize the Pennsylvania Department of Revenue to release to the Public Utility Commission, any tax records filed or compiled with regard to the below-listed utility and/or individual.

Utility Name

Name (Printed)

Title

Date: _____

X _____
Signature



13865 Sunrise Valley Drive
Herndon, VA 20171

December 27, 2007

To Whom It May Concern:

XO Communications Services, Inc. recently moved to a new address. Our Corporate Headquarters is now located at the following address:

13865 Sunrise Valley Drive
Herndon, VA 20171

Please adjust your records to reflect the change of address.

Sincerely,

A handwritten signature in black ink, appearing to read 'G. Martin Pfister'.

G. Martin Pfister
XO Communications Services, Inc.
Sr. Mgr.- Regulatory Compliance and Property Tax
703.547.2866 (Direct)
703.547.2830 (Fax)
martin.g.pfister@xo.com

NEW YORK, NY
LOS ANGELES, CA
CHICAGO, IL
STAMFORD, CT
PARSIPPANY, NJ

BRUSSELS, BELGIUM

AFFILIATE OFFICES
MUMBAI, INDIA

WASHINGTON HARBOUR, SUITE 400
3050 K STREET, NW
WASHINGTON, D.C. 20007-5108

(202) 342-8400

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(202) 342-8451
www.kelleydrye.com

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SEP 20 2011

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

A-311331

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ORIGINAL

VIA OVERNIGHT DELIVERY

Ms. Rosemary Chiavetta
Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120

Re: *Informational Filing* Regarding the Discontinuance of Postpaid Calling Card Services by XO Communications Services, Inc.

Dear Ms. Chiavetta:

XO Communications Services, Inc. ("XOCS"), by its attorneys, hereby respectfully notifies the Pennsylvania Public Utility Commission ("Commission") of its intention to discontinue its provision of selected domestic telecommunications service to a limited number of enterprise customers. Specifically, XOCS is discontinuing the provision of its postpaid calling card service ("Calling Card") to a limited number of its enterprise customers in Pennsylvania. Importantly, XOCS will continue to provide competitive telecommunications services in its existing markets in Pennsylvania. Accordingly, XOCS is not surrendering its telecommunications certificate.¹

XOCS is organized pursuant to the laws of Delaware and is a direct, wholly-owned subsidiary of XO Communications, LLC ("XO LLC"), a Delaware limited liability

¹ XOCS was authorized to provide local, interexchange and competitive access services in Pennsylvania in dockets A-311331/ A-310751, F2000/A-310758 F 2000 on October 22, 2004.

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company. XO LLC is a leading national provider of local and long distance telecommunications services to businesses, large enterprises and telecommunications carriers through its operating subsidiaries, primarily XOCS. XOCS and its affiliates are authorized to provide competitive telecommunications services in 49 states and the District of Columbia. XOCS and XO LLC are located at 13865 Sunrise Valley Drive, Herndon, Virginia 20171, (703) 547-2000.

XOCS has received notice from its underlying vendor for Calling Card Services that as of October 31, 2011, such vendor will no longer be supporting such services. In addition, XOCS is in the process of streamlining its product offerings. Accordingly, XOCS has decided to discontinue its Calling Card Services to better focus on those services most requested by its customers. The Calling Card service enables enterprise customers to access a variety of services including the ability to make long distance and international telephone calls and to access certain enhanced features, such as message storage and broadcast, by dialing an access number and entering a PIN code, when the customer is away from the office. XOCS's Calling Card service is offered as an adjunct to an enterprise customer's traditional telecommunications services and is not an independent service offering. The proposed discontinuance of XOCS's Calling Card service will not result in harm to the affected customers because the Calling Card service generally is infrequently used and customers will retain all of their traditional telecommunications services provided by XOCS.² Further, the affected customers are sophisticated purchasers of communications services and can easily obtain alternatives to the Calling Card service, including use of cellular telephones or services from other service providers, in all of the areas where XOCS plans to discontinue the service.

As noted, XOCS is not surrendering its telecommunications certificate in Pennsylvania. The Company will continue to provide a competitive range of telecommunications services in Pennsylvania. Moreover, the proposed discontinuance will not reduce, impair or otherwise affect XOCS's other telecommunications service offerings. By discontinuing the provision of a single, infrequently-used service, that is only an adjunct to traditional services, XOCS will be better able to focus on the provision of quality communications services to its customers. Therefore, the proposed discontinuance not only holds no significant adverse effects but will be beneficial to the majority of XOCS customers in Pennsylvania and is therefore in the public interest.

On September 20, 2011, XOCS provided written customer notice in accordance with the requirements of Section 63.71(a) of the FCC's Rules and filed a discontinuance application with the FCC on September 20, 2011. A copy of the customer notice, sent by U.S.

² In addition, because XOCS's Calling Card service is provided on a postpaid basis, there are no issues regarding deposits and refunds to the affected customers.

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mail, postage prepaid, is appended hereto as *Exhibit A*. XOCS plans to discontinue its Calling Card service on October 31, 2011.

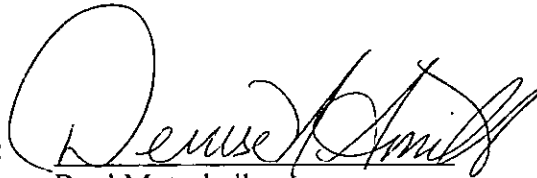
It is our understanding that no formal Commission approval of the service discontinuance described herein is required. *Thus, XOCS requests that this filing not be docketed.* XOCS submits this letter for the Commission's information only and requests that it be retained in the appropriate file. Enclosed please find three (3) copies of this letter, a duplicate and a self-addressed, stamped envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided.

Questions regarding this letter may be addressed to Denise N. Smith at (202) 342-8614 or via e-mail at dsmith@kelleydrye.com.

Respectfully submitted,

XO Communications Services, Inc.

By:



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Its Counsel

RECEIVED

SEP 20 2011

**PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU**

RECEIVED

SEP 20 2011

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Exhibit A

Customer Notice



13665 Sunrise Valley Drive
Herrington, VA 20171

September 20, 2011

Re: IMPORTANT NOTICE REGARDING DISCONTINUANCE OF SERVICE

Dear Sir or Madam:

Effective October 31, 2011, XO Communications Services, LLC and its affiliates, XO Virginia, LLC, and Telecommunication of Nevada, LLC (collectively, "XO"), will no longer be providing to customers Calling Card Services. Calling Card Services enable enterprise customers to access a variety of services, including the ability to make long distance and international telephone calls, and to access certain enhanced features, such as message storage and broadcast, by dialing an access number and entering a PIN code when the customer is away from the office. XO has received notice from its underlying vendor for Calling Card Services that as of October 31st, such vendor will no longer be supporting Calling Card Services. In addition, XO is in the process of streamlining its product offerings. Accordingly, XO has decided to discontinue its Calling Card Services to better focus on those services most requested by our customers. You are receiving this notice because your company appears in XO's records as a "customer-of-record" of Calling Card Services. As a result, we are furnishing you with notice sufficient to allow you to evaluate alternative providers, if you currently are using this service.

The Federal Communications Commission will normally authorize this proposed discontinuance of service unless it is shown that customers would be unable to receive service or a reasonable substitute from another carrier or that the public convenience and necessity is otherwise adversely affected. If you wish to object, you should file your comments as soon as possible, but no later than 15 days after the Commission releases public notice of the proposed discontinuance. Address them to the Federal Communications Commission, Wireline Competition Bureau, Competition Policy Division, 445 12th Street, SW, Washington, DC 20554, and include in your comments a reference to the § 63.71 Application of XO Communications Services, LLC. Comments should include specific information about the impact of this proposed discontinuance upon you or your company, including any inability to acquire reasonable substitute service. If you choose to do so, you may also contact your state's public utility commission. Please reference the following link for the contact information for your state's public utility commission: www.xo.com/callingcard.

If you have any questions, please contact your Customer Service Manager or Customer CARE at 800-424-0583. We thank you for your business and look forward to continuing to serve you in other capacities.

Sincerely,

XO COMMUNICATIONS