

November 9, 2011

Ms. Julie Orchard  
Commission Secretary  
Utah Public Service Commission  
160 East 300 South, 4th Floor  
Salt Lake City, UT 84114

*via overnight delivery  
and email*

Re: Notice of the Corporate Conversion of XO Communications Services, Inc.

Dear Ms. Orchard:

XO Communications Services, Inc. (“XOCS” or the “Company”), by its counsel, hereby respectfully notifies the Utah Public Service Commission (“Commission”) that, effective August 30, 2011, it has been converted from a Delaware corporation to a Delaware limited liability company and, as a result, its name has been changed to XO Communications Services, LLC. The effects of this conversion are *pro forma* in nature and almost entirely transparent to customers. Consequently, the Company does not believe that prior approval of this change is required. To the extent, however, that Commission approval or other action is required for this conversion or the resulting name change, the Company requests that such approval be granted.

***The Company***

XOCS is authorized by the Commission to provide competitive intrastate telecommunications services in Utah.<sup>1</sup> The Company is a direct, wholly-owned subsidiary of XO Communications, LLC (“XO LLC”), which in turn is a direct wholly-owned subsidiary of

---

<sup>1</sup> XOCS was authorized in Docket No. 02-2208-01 (Aug. 31, 2004).

XO Holdings, LLC (“XO Holdings”).<sup>2</sup> XO LLC, a Delaware limited liability company, is a leading national provider of local and long distance telecommunications services to businesses, large enterprises and telecommunications carriers. XO LLC is authorized by the Federal Communications Commission to provide interstate and international telecommunications services. Through its subsidiaries – primarily XOCS<sup>3</sup> – XO LLC is authorized to provide intrastate interexchange services in 49 states and to provide competitive local exchange services in 48 states as well as the District of Columbia.

Through a number of intermediary companies, Carl C. Icahn, a U.S. citizen, holds 100% ownership of XO Holdings, XO LLC and XOCS.<sup>4</sup>

XOCS is located at 13865 Sunrise Valley Drive, Herndon, Virginia 20171, (703) 547-2000. Organizational charts for the Company, confirming that the conversion has had no effect upon its ownership, are provided as *Exhibit A*.<sup>5</sup>

### ***The Transaction***

For internal corporate purposes, XOCS has been converted from a Delaware corporation into a Delaware limited liability company.<sup>6</sup> In conjunction with this conversion, the Company’s name has been changed to XO Communications Services, LLC. Under Delaware

---

<sup>2</sup> XO Holdings, formerly a Delaware corporation, similarly was converted into a Delaware limited liability company on August 31, 2011.

<sup>3</sup> XOCS does not operate in Nevada and Virginia, where XO LLC provides service through two additional subsidiaries: Telecommunications of Nevada, LLC and XO Virginia, LLC respectively.

<sup>4</sup> The Company recently notified the Commission regarding a transaction in which Carl C. Icahn’s ownership of XOCS increased from approximately 92% to 100%.

<sup>5</sup> The Commission may note that in the attached charts the allocation of direct ownership interests in XO Holdings varies slightly from that identified in the Company’s August 10, 2011 notice to the Commission of *pro forma* changes to ownership. At the closing of that transaction, there were minor adjustments to the allocation of the direct ownership interests in XO Holdings; however, the overall ownership structure and the ultimate ownership of the XO companies mirror that described in the filing.

<sup>6</sup> A copy of the documentation from the Delaware Secretary of State evidencing the conversion of XOCS into a limited liability company is attached as *Exhibit B*.

law, this conversion is treated as a continuation of the original corporate entity.<sup>7</sup> The ownership interests in the entity have been converted from corporate stock to membership interests; however, the entities holding the ownership of XOCS have not changed. XO, LLC continues to hold 100% direct ownership of XOCS. Carl C. Icahn continues to hold 100% ultimate ownership of XOCS.

The converted entity has been registered with the Utah Secretary of State as a foreign limited liability company and thus is qualified to do business in the Utah.<sup>8</sup>

### ***Procedural Matters***

*Commission Review.* As described above, the changes resulting from the conversion are *pro forma* in nature. The Company is submitting this letter for the Commission's information and requests that it be retained in the appropriate file so that the Commission's records remain accurate and up to date.

*Customer Notice.* The conversion of the Company into a limited liability company 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. Consequently, the conversion will be essentially transparent to the Company's customers, except for the minor name change from "Inc." to "LLC." This transparency notwithstanding, the Company has sent notice of the conversion and resulting name change to its customers via bill messages.

*Tariff.* Pursuant to discussion with Staff, it is the Company's understanding that no tariff revisions specifically to reflect the name change are required at this time.

---

<sup>7</sup> Under Delaware law, the date of commencement of existence of the LLC is the same date that the corporation was originally formed. All of the assets, rights, liabilities and obligations of the corporation become those of the LLC by operation of law. Although the Company has changed its legal form, it is not transferring any assets to a different legal entity or taking on new debt. *See* Section 214 of the Delaware Limited Liability Company Act, 6 Del. C.C. 18, § 214.

<sup>8</sup> A copy of the limited liability company's registration with the Utah Secretary of State is appended as *Exhibit C*.

***Public Interest Considerations***

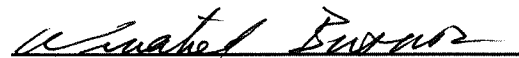
The conversion described above will serve the public interest, as it will enhance the strategic and financial flexibility of the Company. This flexibility will benefit customers of the Company in Utah and elsewhere. At the same time, the conversion and resulting name change hold no adverse consequences for consumers. But for the change from “Inc.” to “LLC” in the Company’s name, the conversion will be entirely transparent to the Company’s customers. There will be no change to the ownership, management or operations of the Company as a result of this change. There will be no change to the services provided to customers nor to the terms and conditions under which these services are delivered. Finally, there will be no change to the Company’s overall operational and financial qualifications to provide competitive telecommunications services as a result of the conversion.

***Conclusion***

As explained above, the Company is submitting this filing for the Commission’s information and to facilitate the necessary changes to its certificate. Should the Commission have any questions or believe that further information is required, please contact Winafred Brantl at (202) 342-8819 or via email at [wbrantl@kelleydrye.com](mailto:wbrantl@kelleydrye.com).

Respectfully submitted,

**XO Communications Services, LLC**



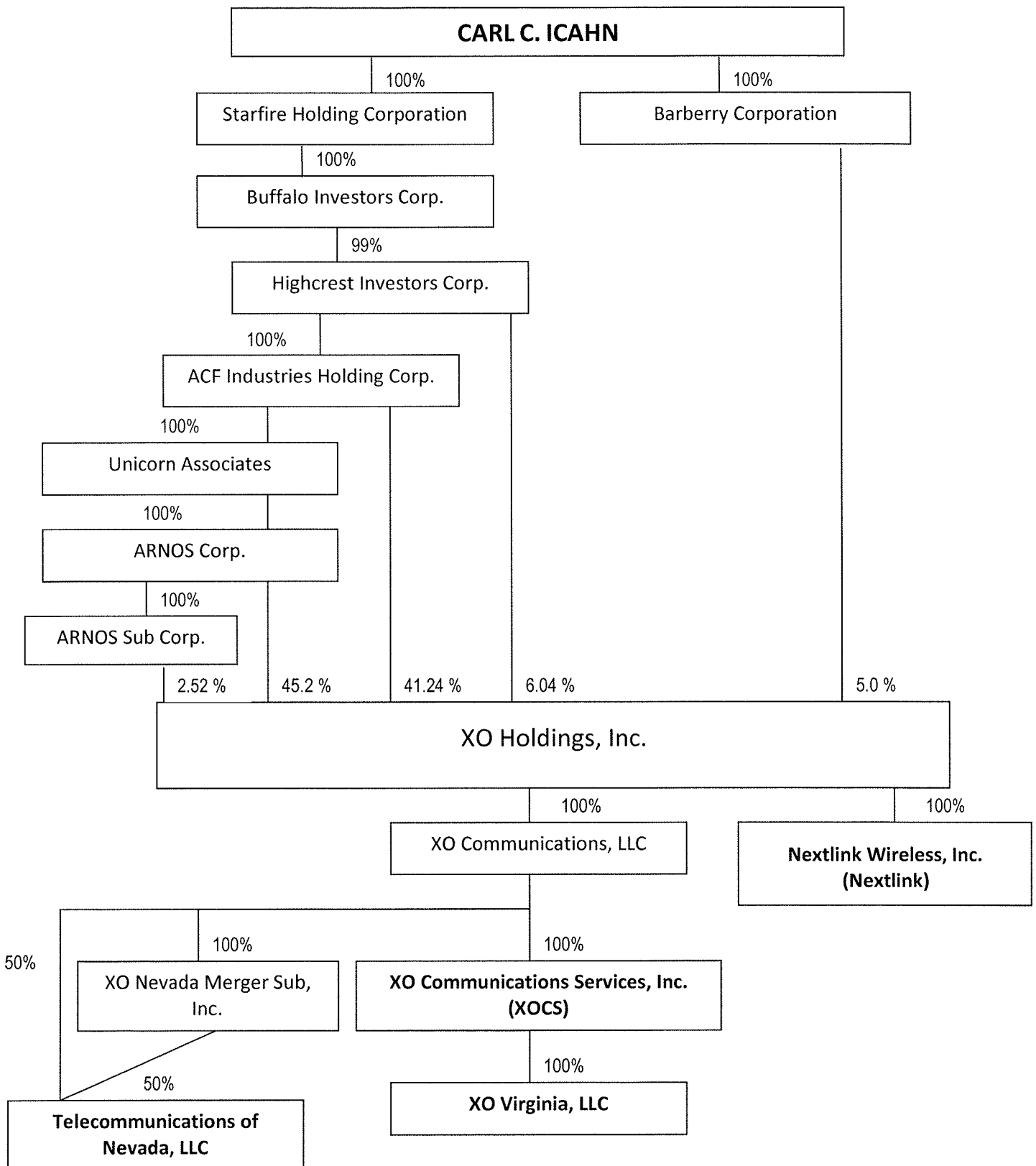
Brad E. Mutschelknaus  
Winafred Brantl  
Kelley Drye & Warren LLP  
3050 K Street, N.W., Suite 400  
Washington, D.C. 20007

Its Counsel

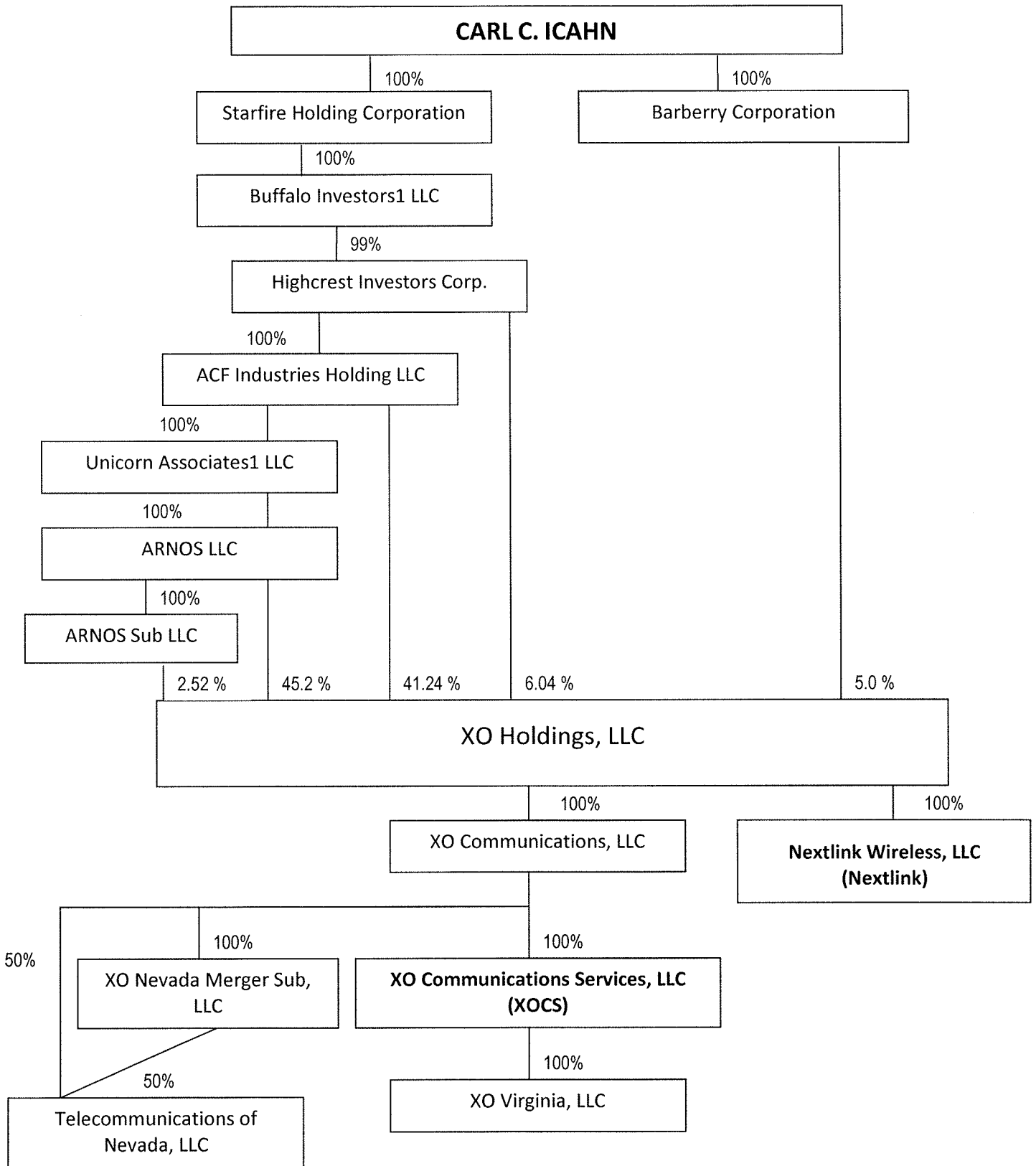
*Exhibit A*

Pre- and Post-Conversion Ownership Charts

**Ownership of XO Subsidiaries  
(Pre Conversion of XOCS and Nextlink)**



**Ownership of XO Subsidiaries<sup>1</sup>**  
**(Post- Conversion of XOCS and Nextlink)**



<sup>1</sup> This chart also reflects the conversion of other XO subsidiaries and interest holders which occurred roughly simultaneous with the XOCS and Nextlink conversions and which are incorporated here in order to provide the Commission with a completely updated ownership chart.

*Exhibit B*  
Delaware Conversion Documentation



# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XO COMMUNICATIONS SERVICES, 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.

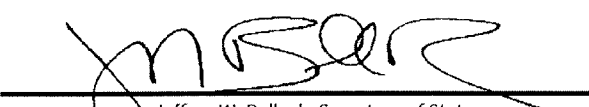
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "XO COMMUNICATIONS SERVICES, LLC" WAS FORMED ON THE FIFTH DAY OF JANUARY, A.D. 2000.

3154937 8300

110968843



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: 9002370

DATE: 08-31-11

# 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 "XO COMMUNICATIONS SERVICES, LLC" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2011, AT 6:35 O'CLOCK P.M.

3154937 8100V

110966974

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: 9001019

DATE: 08-30-11

STATE of DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE of FORMATION

First: The name of the limited liability company is \_\_\_\_\_  
XO COMMUNICATIONS SERVICES, LLC

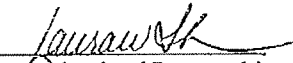
Second: The address of its registered office in the State of Delaware is \_\_\_\_\_  
2711 Centerville Road, Suite 400 \_\_\_\_\_ in the City of Wilmington  
Zip code 19808 . The name of its Registered agent at such address is  
Corporation Service Company

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:   
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 "XO COMMUNICATIONS SERVICES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "XO COMMUNICATIONS SERVICES, INC." TO "XO COMMUNICATIONS SERVICES, LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2011, AT 6:35 O'CLOCK P.M.

3154937 8100V

110966974

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: 9001019

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 1/5/2000.
- 4.) The name of the Corporation immediately prior to filing this Certificate is  
XO COMMUNICATIONS SERVICES, INC.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of  
Formation is XO COMMUNICATIONS SERVICES, 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 C*  
Utah Conversion Documentation



Francine Giani  
Executive Director  
Department of Commerce

Gary Herbert  
Governor  
State of Utah

Kathy Berg  
Director  
Division of Corporations  
& Commercial Code

**STATE OF UTAH**  
**DEPARTMENT OF COMMERCE**  
***DIVISION OF CORPORATIONS & COMMERCIAL CODE***  
**CERTIFICATE OF REGISTRATION**

CORPORATION SERVICE COMPANY  
**XO COMMUNICATIONS SERVICES, LLC**  
2180 SOUTH 1300 EAST SUITE 650  
SALT LAKE CITY UT 84106

Access Code  
Code: 4861814



State of Utah  
Department of Commerce  
Division of Corporations & Commercial Code

**CERTIFICATE OF REGISTRATION**

**LLC - Foreign**

This certifies that **XO COMMUNICATIONS SERVICES, LLC** has been filed and approved on **April 20, 2006** and has been issued the registration number **6161445-0161** in the office of the Division and hereby issues this Certification thereof.

KATHY BERG  
Division Director

\*The Access Code is used for Online Applications used by this Division only.

EXPEDITE

# Delaware

*The First State*

PAGE 1

RECEIVED  
SEP 14 2011  
Utah Div. Of Corp. & Comm. Code

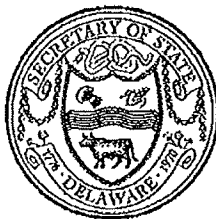
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "XO COMMUNICATIONS SERVICES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "XO COMMUNICATIONS SERVICES, INC." TO "XO COMMUNICATIONS SERVICES, LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2011, AT 6:35 O'CLOCK P.M.

09-14-11P01:15 RCVD


Case: 09/14/2011  
Receipt Number: 3586158  
Amount Paid: \$548.70

3154937 8100V

110966974



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: 9001019

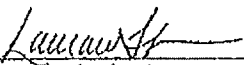
DATE: 08-30-11



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 1/5/2000.
- 4.) The name of the Corporation immediately prior to filing this Certificate is XO COMMUNICATIONS SERVICES, INC.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is XO COMMUNICATIONS SERVICES, 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



State of Utah This form must be type written or computer generated. Department of Commerce Division of Corporations & Commercial Code Application for Authority to Transact Business for a Foreign Limited Liability Company

Utah Div. Of Corp. & Comm. Code

A Certificate of Good Standing/Existence from the state of organization dated no earlier than ninety (90) days prior to filing with the Division is attached.

Non-Refundable Processing Fee: [X] Foreign LLC \$70.00 | | Series LLC \$70.00 | | Tribal LLC \$70.00
1. Exact Name of Foreign Limited Liability Company: XO Communications Services, LLC
2. This limited liability company of the state/country/tribal nation of: Delaware
3. Date of formation/organization in home state: 8/30/2011 4. Duration: perpetual (Expected Duration)
5. Who/What is the name of the Registered Agent (Individual or Business Entity or Commercial Registered Agent)? Corporation Service Company 7156715-0250
The address must be listed if you have a non-commercial registered agent. See instructions for further details.
Address of the Registered Agent: Utah Street Address Required, PO Boxes can be listed after the Street Address
City: State UT Zip:
6. Principal place of business: 13865 Sunrise Valley Dr Street Address City: Herndon State: VA Zip: 20171
7. The nature of the business or purpose(s) to be conducted or promoted in Utah: Telecommunications Services
8. The limited liability company shall use as its name in Utah:
(The limited liability company shall use its name as set forth at the top of this form unless the name is not available for use in Utah.)
9. Clear indication of who is managing the company is required.
10a. Is this foreign limited liability company manager-managed? Yes, No
10b. Is this foreign limited liability company member-managed? X Yes, No
Please list additional managers/members (if any) on an attachment
Under penalties of perjury, I declare as a manager or member with management authority of this limited liability company having authority to sign hereto, that this application for authority to transact business has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.
Authorized Signer Signature: Name & Title: Laura W. Thomas, Sr. Vice President, CFO
11. If a foreign entity is a member or manager, you must list the home state where the entity is registered: Delaware
12. The date the limited liability company intends to first transact business in Utah: unknown
Under GRAMA {63-2-201}, all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.
Optional Inclusion of Ownership Information: This information is not required.
Is this a female owned business? Yes No
Is this a minority owned business? Yes No If yes, please specify: Select/Type the race of the owner here

09-14-11 10:03 RCVD

Mailing/Faxing Information: www.corporations.utah.gov/contactus.html Division's Website: www.corporations.utah.gov

State of Utah Department of Commerce Division of Corporations and Commercial Code I hereby certified that the foregoing has been filed and approved on this 14 day of Sep 20 11 In this office of this Division and hereby issued This Certificate thereof.

Examiner to Date 9-15-11



Kathy Berg Kathy Berg Division Director

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XO COMMUNICATIONS SERVICES, 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.

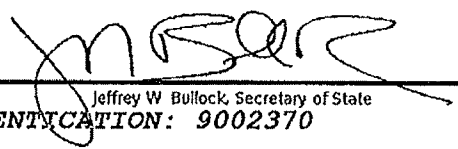
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "XO COMMUNICATIONS SERVICES, LLC" WAS FORMED ON THE FIFTH DAY OF JANUARY, A.D. 2000.

3154937 8300

110968843

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: 9002370

DATE: 08-31-11



State of Utah This form must be type written or computer generated.  
 Department of Commerce  
 Division of Corporations & Commercial Code  
 Application for Authority to Transact Business for a Foreign Limited Liability Company

RECEIVED  
 SEP 14 2011  
 Utah Div. Of Corp. & Comm. Code

A Certificate of Good Standing/Existence from the state of organization dated no earlier than ninety (90) days prior to filing with the Division is attached.

Non-Refundable Processing Fee: <input checked="" type="checkbox"/> Foreign LLC \$70.00   <input type="checkbox"/> Series LLC \$70.00   <input type="checkbox"/> Tribal LLC \$70.00					
1. Exact Name of Foreign Limited Liability Company:		XO Communications Services, LLC			
2. This limited liability company of the state/country/tribal nation of:		Delaware			
3. Date of formation/organization in home state:		8/30/2011		4. Duration: perpetual (Expected Duration)	
5. Who/What is the name of the Registered Agent (Individual or Business Entity or Commercial Registered Agent)? Corporation Service Company 7156715-0250					
The address must be listed if you have a non-commercial registered agent. See instructions for further details. Address of the Registered Agent: _____ City: _____ State UT Zip: _____					
6. Principal place of business:		13865 Sunrise Valley Dr Street Address City: Herndon State: VA Zip: 20171			
7. The nature of the business or purpose(s) to be conducted or promoted in Utah:		Telecommunications Services			
8. The limited liability company shall use as its name in Utah: _____ (The limited liability company shall use its name as set forth at the top of this form unless the name is not available for use in Utah.)					
9. Clear indication of who is managing the company is required.					
10a. Is this foreign limited liability company manager-managed? ___ Yes, ___ No If YES, you must list the name and business or residence street address of each manager.					
10b. Is this foreign limited liability company member-managed? <input checked="" type="checkbox"/> Yes, ___ No If YES, you must list the name and business or residence street address of each member.					
Position	Name	Address	City	State	Zip
MANAGER:					
MANAGER:					
MEMBER:	XO Communications, LLC	13865 Sunrise Valley Dr., Herndon VA 20171			
MEMBER:					
Please list additional managers/members (if any) on an attachment Under penalties of perjury, I declare as a manager or member with management authority of this limited liability company having authority to sign hereto, that this application for authority to transact business has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Authorized Signer Signature: <i>Laura W. Thomas</i> Name & Title: Laura W. Thomas, Sr. Vice President, CFO					
11. If a foreign entity is a member or manager, you must list the home state where the entity is registered:		Delaware			
12. The date the limited liability company intends to first transact business in Utah:		unknown			
Under GRAMA (63-2-201), all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.					
Optional Inclusion of Ownership Information: This information is not required.					
Is this a female owned business? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
Is this a minority owned business? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If yes, please specify: <u>Select/Type the race of the owner here</u>					

09-14-11 P01:04 RCVD

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XO COMMUNICATIONS SERVICES, 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.

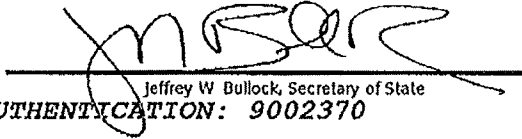
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "XO COMMUNICATIONS SERVICES, LLC" WAS FORMED ON THE FIFTH DAY OF JANUARY, A.D. 2000.

3154937 8300

110968843

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: 9002370

DATE: 08-31-11