



State of Utah  
Department of Commerce  
Division of Public Utilities

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**MEMORANDUM**

**To:** Public Service Commission

**From:** Division of Public Utilities  
Chris Parker, Director  
Bill Duncan, Telecommunications / Water Manager  
Ron Slusher, Utility Technical Consultant

**Date:** September 19, 2011

**Re:** In the Matter of the Pro Forma Change in Ownership Involving XO Communications Services, Inc. Docket No.11-2208-01.

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**RECOMMENDATION (Acknowledge):**

The Division has reviewed the notice/application of XO Communications Services, Inc. and believes the change in ownership is in the public interest and recommends the Commission acknowledge this change.

**EXPLANATION:**

On August 15, 2011, XO Communications Services, Inc. ("XOCS") notified the Commission of a Pro Forma change in ownership of XOCS whereby, XOCS, a subsidiary of XO Holdings, will have all their publicly traded stocks currently issued converted into a right to receive cash or other consideration. After the transaction, XO Holdings and its subsidiaries will become a privately held company.

Following the transaction, XOCS states that they will continue to offer the same services at the same rates, terms, and conditions pursuant to its existing authorization tariffs. XOCS also states that this transaction will be entirely transparent to their customer because there will be no change whatsoever in the ultimate control of XOCS.

The Division has reviewed the notice/application of XO Communications Services, Inc. and believes the change in ownership is in the public interest and recommends the Commission acknowledge this change.

Cc. Denise N. Smith, XO Communications Services, Inc

Brad E. Mutschelknaus, XO Communications Services, Inc  
Joan M Griffin, XO Communications Services, Inc