



State of Utah
Department of Commerce
Division of Public Utilities

FRANCINE GIANI
Executive Director

THAD LEVAR
Deputy Director

CHRIS PARKER
Director, Division of Public Utilities

GARY HERBERT.
Governor
GREG BELL
Lieutenant Governor

MEMORANDUM

To: Public Service Commission

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

Date: January 13, 2012

Re: In the Matter of the Pro Forma Change in Ownership Involving XO Communications Services, LLC. Docket No.11-2208-02.

RECOMMENDATION (Acknowledge):

The Division has reviewed the notification of XO Communications Services, LLC and believes that the Pro-Forma change in ownership is in the public interest and recommends that the Commission acknowledge this notice.

EXPLANATION:

On January 04, 2012, XO Communications Services, LLC ("XOCS") filed with the Commission a notification of a Pro-Forma change in ownership. The Division has reviewed the information and found the following:

XOCS is a Delaware corporation headquartered at 13865 Sunrise Valley Drive, Herndon, Virginia 20171, (703) 547-2000. XOCS is a direct, wholly-owned subsidiary of XO Communications, LLC. XOCS is authorized to provide local and interexchange service in the State of Utah by the Commission on August 31, 2004, Docket Number: 02-2208-01.

XOCS has undergone a transaction that will change how the company is structured, but not by the ultimate owner. The company(s) is and will be 100% controlled by Mr. Carl C. Icahn.

The Applicant submits that the transaction described will serve the public interest, as it will enhance the strategic and financial flexibility of XOCS. XOCS also states that the change in ownership will be transparent to their customers. That there will be no change to the services provided to customers or to the terms and conditions under which these services are delivered.

XOCS further states, that there will be no change to the management of XOCS or to its operational and financial qualifications as a result of this transaction.

The Division has reviewed the notification of XO Communications Services, LLC and believes that the Pro-Forma change in ownership is in the public interest and recommends that the Commission acknowledge this notice.

Cc. Randal W. Sifers, Counsel for XO Communications Services, LLC
Eric Orton, Utility Analyst, Office of Consumer Services