

ITC-214-1997113-00696

**KELLEY DRYE & WARREN LLP**

A LIMITED LIABILITY PARTNERSHIP

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

(202) 955-9600

FACSIMILE

(202) 955-9792

www.kelleydrye.com

DIRECT LINE: (202) 955-9667

EMAIL: mconway@kelleydrye.com

NEW YORK, NY  
TYSONS CORNER, VA  
CHICAGO, IL  
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PARSIPPANY, NJ  
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Federal Communications Commission  
Office of Secretary

June 2, 2005

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Policy Division  
International Bureau

Marlene Dortch  
Federal Communications Commission  
The Portals  
445 12th Street, S.W.  
Washington, D.C. 20554

Re: Notification pursuant to Section 63.21(h) of the Commission's Rules of  
Provision of International Service Through Subsidiaries;

Notification pursuant to Section 63.24(f) of the Commission's Rules of a  
Pro Forma Transaction;

Surrender of Authority;

XO Communications, Inc. - ITC-214-20001117-00674

**Attention: International Bureau**

Dear Ms. Dortch:

XO Communications, Inc. ("XO"), by its attorneys, hereby notifies the Commission of certain changes in the corporate structure of XO and its subsidiaries that provide telecommunications services. As a result of these changes, certain subsidiaries that currently operate under XO's international Section 214 authority are no longer providing service; certain subsidiaries that operate under their own international Section 214 authority are no longer providing service and are surrendering their authority; a new subsidiary is providing service under XO's international Section 214 authority; and there has been an assignment of the majority



Marlene Dortch  
June 2, 2005  
Page 2

of XO's customer base to the new subsidiary. As discussed below and evidenced by the certificate provided in *Attachment B*, all of these changes are *pro forma* in nature and, when considered in conjunction with all prior *pro forma* transactions, do not effect a change in the ultimate control of XO.

First, XO notifies the Commission that the wholly owned subsidiaries listed in *Attachment A* appended hereto will no longer be providing international service pursuant to its international Section 214 license, *ITC-214-20001117-00674*, granted by the Commission on December 15, 2000, as permitted by Section 63.21(h) of the Commission's Rules. By way of background, all of the subsidiaries listed on *Attachment A* that have operated pursuant to XO's international Section 214 authorization were merged into XO Communications Services, Inc. ("XOCS"), a new wholly owned subsidiary of XO, as part of XO's internal corporate reorganization that has been consummated. Another subsidiary of XO, XO Long Distance Services, Inc. ("XOLD"), has its own international Section 214 authorization and was also merged into XOCS as part of the reorganization. Thus, XO notifies the Commission that the *Attachment A* XO subsidiaries are no longer operating under XO's international Section 214 authorization,<sup>1</sup> and that XOLD is relinquishing its international authorization granted in *File No. ITC-214-19990402-00197*.

In addition, the internal corporate reorganization involved merging various former subsidiaries of Allegiance Telecom, Inc., Debtor-In-Possession ("ATI"), into XOCS. XO acquired control of the former ATI subsidiaries in March 2004.<sup>2</sup> The following former ATI subsidiary has an international Section 214 authorization that it hereby relinquishes since this entity has been merged out of existence: Allegiance Telecom International, Inc. (File No. ITC-214-19971112-00696; ITC-ASG-20030520-00340). Another ATI subsidiary, Coast to Coast Telecommunications, Inc. ("C2C") (File No. ITC-95-309; ITC-T/C-20010926-00510), continues to hold its international Section 214 authorization.

Following this merger of subsidiaries, XOCS has begun providing service under XO's Section 214 authorization referenced above. XOCS is a Delaware corporation. By this

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<sup>1</sup> Telecommunication of Nevada, L.L.C. and XO Virginia, L.L.C., subsidiaries of XO previously notified to the Commission as providing service under XO's authority, will continue at this time to provide international service pursuant to XO's international Section 214 authorization.

<sup>2</sup> See Coast to Coast Telecommunications, Inc., Debtor-In-Possession, Transfer of Control from Allegiance Telecom, Inc., Debtor-In-Possession, to XO Communications, Inc., ITC-T/C-20040220-00069, March 19, 2004; Allegiance Telecom International, Inc., Debtor-In-Possession, Transfer of Control from Allegiance Telecom, Inc., Debtor-In-Possession, to XO Communications, Inc., ITC-T/C-20040220-00070, March 19, 2004; Domestic Section 214 Application Filed for Transfer of Control of Allegiance Telecom, Inc., Debtor-In-Possession, to XO Communications, Inc., WC Docket No. 04-45, Public Notice, effective date of grant April 5, 2004.



Marlene Dortch

June 2, 2005

Page 3

letter, XOCS is being added as a subsidiary authorized to operate under XO's international Section 214 authorization. XOCS now provides telecommunications services to the former customers of those XO subsidiaries listed in *Attachment A*.

Finally, XO hereby notifies the Commission, pursuant to Section 63.24(f) of the Commission's Rules, of the international pro forma transfer of customers from the XO subsidiaries listed in *Attachment A* and XOLD to XOCS. XO notified the Commission of the transfer of subscribers from XOLD and the XO operating subsidiaries to XOCS pursuant to 47 C.F.R. Section 64.1120 in CC Docket No. 00-257 on July 27, 2004. Each of these entities is a direct, wholly owned subsidiary of XO, the holder of the international Section 214 authorization referenced above. Thus, because the transfer of customers is among sister companies directly owned by the same parent, XO, the transfer is *pro forma* in nature.

In accordance with Section 63.24(f) of the Commission's Rules, XO provides the following information:

- (i) *The information requested in paragraphs (a) through (d) and (h) of §63.18 for the transferee/assignee:*
  - (a) The address and telephone number of XOCS is:  
  
11111 Sunset Hills Road  
Reston, Virginia 20190-5339  
(703) 547-2000
  - (b) XOCS is organized under the laws of the State of Delaware.
  - (c) Correspondence concerning this notice should be sent to counsel:  
  
Melissa S. Conway  
KELLEY DRYE & WARREN LLP  
1200 19<sup>th</sup> Street, N.W.  
Washington, D.C. 20036  
(202) 955-9667  
[mconway@kelleydrye.com](mailto:mconway@kelleydrye.com)
  - (d) XOCS has not previously received authority under Section 214 to provide any type of international service.
  - (h) XOCS is 100% wholly owned by XO Communications, Inc. ("XO"), a publicly traded Delaware corporation.

Marlene Dortch

June 2, 2005

Page 4

Cardiff Holding LLC ("Cardiff"), a Delaware limited liability company, holds 59 percent of the equity and voting interests in XO. Cardiff is indirectly, wholly owned and controlled by Carl C. Icahn, a U.S. citizen, through his ultimate control and ownership of the companies that hold ownership interests in Cardiff. Cardiff is directly, wholly owned by ACF Industries Holding Corp., a Delaware corporation ("ACF"), and ACF is directly, wholly owned by Highcrest Investors Corp., a Delaware corporation ("Highcrest"). Highcrest is approximately 99 percent owned by Buffalo Investors Corp., a New York corporation ("Buffalo"), which is in turn directly, wholly owned by Starfire Holding Corporation, a Delaware corporation ("Starfire"). Mr. Icahn controls either directly or indirectly 100 percent of Starfire's stock.

Cardiff, Highcrest, ACF, Buffalo, Starfire and Mr. Icahn are all engaged in the business of buying, selling, investing, and holding securities and debt obligations. The address of Cardiff, Highcrest, ACF, Buffalo, Starfire, and Carl C. Icahn is 767 Fifth Avenue, 47<sup>th</sup> Floor, New York, New York 10153.

In addition, the Allegiance Telecom Liquidating Trust (the "ATLT") holds 20 percent of the equity interests in XO. The ATLT is a liquidating trust established pursuant to the Allegiance Telecom Plan of Reorganization that is responsible for resolving claims against the Allegiance Telecom, Inc ("ATT") estate and winding up the business and affairs of Allegiance Telecom in accordance with the order of the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). As a technical matter, there is no trustee for the ATLT, but ATLT is governed by a three-member board of directors that appoints a plan administrator, who is charged with the duties of a traditional trustee. The plan administrator is Eugene I. Davis, a U.S. citizen. The beneficiaries of the trust are holders of unsecured claims against the estate of ATT, assuming that they have not elected the Cash Recovery described in the Allegiance Telecom Plan of Reorganization. The address of the ATLT, including the plan administrator and beneficiaries, is c/o Shared Technologies, Inc., 1405 S. Beltline Road, Coppell, TX 75019.

There are no other entities that directly or indirectly own at least 10% of the equity of XO. There are no interlocking directorates with any foreign carrier.

- (ii) *A certification that the transfer of control or assignment was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party.*

Please see Attachment B.



Marlene Dortch

June 2, 2005

Page 5

Enclosed please find five (5) copies of this letter, a duplicate copy, and an extra copy marked "KDW Stamp-In" to be date-stamped and returned to us in the envelope provided. Should you have any questions with respect to this matter, please do not hesitate to contact the undersigned.

Respectfully submitted,

  
Melissa S. Conway

Enclosures

cc: David Krech, IB  
Teri Natoli, Wireline  
Alaine Miller, XO

**Attachment A**

**The following wholly owned subsidiaries of XO Communications, Inc. will no longer provide service pursuant to XO Communications, Inc.'s international Section 214 authorization:**

Company	Place of Legal Organization
XO Arizona, Inc.	Washington
XO California, Inc.	Washington
XO Colorado, L.L.C.	Washington
XO Connecticut, Inc.	Washington
XO DC, Inc.	Washington
XO Delaware, Inc.	Washington
XO Florida, Inc.	Washington
XO Georgia, Inc.	Washington
XO Idaho, Inc.	Washington
XO Illinois, Inc.	Washington
XO Indiana, Inc.	Washington
XO Kansas, Inc.	Washington
XO Kentucky, Inc.	Washington
XO Louisiana, Inc.	Washington
XO Maryland, L.L.C.	Washington
XO Massachusetts, Inc.	Washington
XO Michigan, Inc.	Washington
XO Minnesota, L.L.C.	Washington
XO Mississippi, Inc.	Washington
XO Missouri, Inc.	Washington
XO New Jersey, Inc.	Washington
XO New Mexico, Inc.	Washington
XO New York, Inc.	Washington
XO North Carolina, Inc.	Washington
XO Ohio, Inc.	Washington
XO Oregon, Inc.	Washington
XO Pennsylvania, Inc.	Washington
XO Tennessee, Inc.	Washington
XO Texas, Inc.	Washington
XO Utah, Inc.	Washington
XO Washington, Inc.	Washington
XO West Virginia, Inc.	Washington
XO Wisconsin, Inc.	Washington

**ATTACHMENT B**

The undersigned hereby certifies, with respect to the foregoing notification of the pro forma transfer of customers to XO Communications Services, Inc., that the transfer was pro forma as described in Section 63.24(a) of the Commission's Rules and that this transfer, together with all previous pro forma transactions, does not result in a change of the carrier's ultimate control.

By: 

Douglas Kinkoph  
Vice President Regulatory and External Affairs  
XO Communications, Inc.  
2 Easton Oval, Suite 300  
Columbus, Ohio 43219  
(614) 416-1468

Date: 6-1-05