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A LIMITED LIABILITY PARTNERSHIP

TYSONS CORNER

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COPY RECEIVED

June 19, 2002

JUN 19 2002

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

BY COURIER

Marlene H. Dortch, Secretary
Office of the Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: XO Communications, Inc.
Notice of Pro Forma Assignment Under Section 63.24
File No. **ITC-214-20001117-00674**

Attn: Claudia Fox
International Bureau

Ms. Dortch:

Please find attached an original and four (4) copies of the Notice of Pro Forma Assignment Under 63.24 for inclusion in the above-referenced file. The original signed certification provided in Attachment 2 as a faxed copy will be forwarded to your attention immediately upon our receipt of it.

Please date stamp the enclosed duplicate copy and return to the courier in the enclosed self-addressed envelope. If you have any questions or need additional information, please contact me on (703) 918-2320.

Respectfully submitted,

Jean M. Griffin

Jean M. Griffin

COUNSEL TO XO COMMUNICATIONS, INC.

KELLEY DRYE & WARREN LLP

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Marlene H. Dortch
Secretary

Federal Communications Commission
The Portals
445-12th Street, S.W.
Washington, D.C. 20036

Re: XO Communications, Inc.
Notice of Pro Forma Assignment Under Section 63.24
File No. ITC-214-20001117-00674

Attn: Claudia Fox
International Bureau

Dear Ms. Dortch:

XO Communications, Inc. ("XO"), by its attorneys and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.24, hereby notifies the Commission that XO's Section 214 authorization as captioned above has been assigned on a *pro forma* basis to itself as Debtor-in-Possession ("XO DIP"), reflecting its filing of a voluntary petition for reorganization in the U.S. Bankruptcy Court for the Southern District of New York. See *In re XO Communications, Inc.*, Case No. _____ (Bankr.S.D.N.Y.), filed June 17, 2002. The Commission has previously recognized that transfers of Section 214 authorizations from a carrier to itself as Debtor-in-Possession are *pro forma* transfers of control. See *Winstar Wireless, Inc.*, Notice of Pro Forma Assignment, File No. ITC-214-

Marlene H. Dortch

June 19, 2002

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19960730-00356, Report No. TEL-00399, rel. May 24, 2001. Amendments to the transfer of control applications pending in IB Docket No. 02-50 will be filed shortly to reflect the *pro forma* transfer to XO DIP.

XO notes that a number of wholly-owned subsidiaries of XO currently provide service under XO's Section 214 authorization pursuant to Section 63.21(i) of the Commission's Rules. A list of these subsidiaries is provided in Attachment 1. The certification required by Section 63.24(b) is provided in Attachment 2. Please contact the undersigned counsel if you have any questions regarding this matter.

Respectfully Submitted,

XO COMMUNICATIONS, INC.

By: _____



Brad Mutschelknauf
Joan M. Griffin
Its Attorneys

Attachment 1

Subsidiaries Through Which XO Communications, Inc. Operates

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

Attachment 2

CERTIFICATE

The undersigned hereby certifies, with respect to the foregoing notification of the *pro forma* assignment of license of XO Communications, Inc.'s Section 214 authority to itself as Debtor-in-Possession, that the assignment was *pro forma* as defined in Section 63.24(a) of the Commission's Rules and that this assignment, together with all previous *pro forma* transactions, does not result in a change of the carrier's ultimate control.

By: 

R. Gerard Salemm
Senior Vice President – External Affairs
XO COMMUNICATIONS, INC.
11111 Sunset Hills Road
Reston, Virginia 20190
(202) 721-0983

Date: 6/19/02