

**KELLEY DRYE & WARREN LLP**

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December 29, 2011

**VIA IBFS**

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

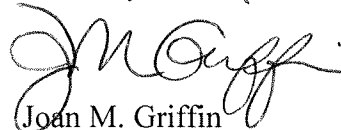
Re: XO Communications, LLC  
ITC-214-20001117-00674  
Section 63.24(f) Notification of Pro Forma Transfer of Control

Dear Ms. Dortch:

On September 16, 2011, counsel to XO Communications, LLC ("XO LLC") filed the attached notification of a *pro forma* change in XO LLC's ownership. The filing was mistakenly made through the pleadings and comments section of IBFS. Confirmation of the filing is also attached. The filing currently appears in the "other filings" section of the file number captioned above.

At the request of Commission staff, we are refileing the notification in IBFS as a transaction notification. We apologize for any inconvenience this may have caused. Please contact the undersigned if there are any questions regarding this matter.

Sincerely,



Joan M. Griffin

**KELLEY DRYE & WARREN LLP**

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September 16, 2011

**VIA IBFS**

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

Re: XO Communications, LLC  
ITC-214-20001117-00674  
Section 63.24(f) Notification of Pro Forma Transfer of Control

Dear Ms. Dortch:

XO Communications, LLC (“XO LLC”), by its counsel and pursuant to Section 63.24(f) of the Commission’s Rules, hereby notifies the Commission of a *pro forma* change in XO LLC’s ownership. XO LLC holds the international Section 214 authorization referenced above.

The *pro forma* transaction involved the merger (“Merger”) of XO Merger Corp. (“Merger Sub”) into XO LLC’s parent company, XO Holdings, Inc. (“XO Holdings”). Merger Sub was a wholly-owned subsidiary of five (5) entities – Arnos Corp., Arnos Sub Corp., ACF Industries Holding Corp., Highest Investors Corp., and Barberry Corporation (together, the “Parent Group”) – that collectively held approximately 92% of the voting interests in XO Holdings before closing. The Parent Group is controlled by Carl C. Icahn. The Merger was consummated on August 18, 2011 and XO Holdings was the surviving entity. At the effective time of the Merger, all common stock in XO Holdings other than the common stock held by the Parent Group was cancelled and automatically converted into a right for the stockholders to receive cash and other consideration. As such, XO Holdings became a wholly-owned subsidiary of the Parent Group as a result of the Merger. Shortly following the Merger, on August 31, 2011, XO Holdings, a Delaware corporation, was converted into a Delaware limited liability

Marlene H. Dortch  
September 16, 2011  
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company ("XO Holdings, LLC").<sup>1</sup> Arnos Corp., Arnos Sub Corp. and ACF Industries Holding Corp. also converted into limited liability companies.

Before the Merger, Mr. Icahn held a controlling, majority indirect ownership interest in XO Holdings through the Parent Group and thus in XO LLC. After the transaction, Mr. Icahn holds a controlling, 100% indirect ownership interest in XO Holdings, LLC through the Parent Group and thus in XO LLC. Thus, the transaction was *pro forma* as a corporate reorganization that involved no substantial change in the beneficial ownership of XO LLC.

Appended hereto as **Exhibit A** is a diagram showing the corporate ownership structure of XO LLC following the *pro forma* transaction (and conversions).

In accordance with Section 63.24(f) of the Commission's Rules, XO LLC provides the following information in paragraphs (a) through (d) and (h) of §63.18 for the transferee:

- (a) The address and telephone number of the transferee is:  
  
XO Communications, LLC ("XO LLC")  
13865 Sunrise Valley Drive  
Herndon, Virginia 20171-4661  
(703) 547-2000
- (b) XO LLC is a limited liability company organized under the laws of the State of Delaware.

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<sup>1</sup> XO LLC previously notified the Commission that it provides international telecommunications services through five wholly-owned subsidiaries: XO Communications Services, Inc. ("XOCS"), a Delaware corporation (*See* Report No. TEL-00942, DA No. 05-2397, rel. Sept. 1, 2005, citing June 2, 2005 letter of XO LLC in File No. ITC-214-20001117-00674); XO Virginia, LLC, a Washington limited liability company and Telecommunications of Nevada, LLC, a Delaware limited liability company (*See* Report No. TEL-00322S, File No. ITC-214-200011177-00674, rel. 12/1/00); XO International, Inc. ("XO Intl."), a Delaware corporation (*See* Report No. TEL-01364, DA No. 09-1254, rel. June 4, 2009, citing May 8, 2009 letter of XO LLC in File No. ITC-214-20001117-00674); and XO NS, Inc., a Nova Scotia corporation (letter of XO LLC in File No. ITC-214-20001117-00674 filed November 5, 2007). Shortly following the Merger, XOCS and XO Intl. were converted into Delaware limited liability companies. Today, XO LLC provides international services through these five entities.

KELLEY DRYE & WARREN LLP

Marlene H. Dortch  
September 16, 2011  
Page Three

- (c) Correspondence concerning this notice should be sent to:

Joan M. Griffin  
KELLEY DRYE & WARREN LLP  
3050 K Street N.W., Suite 400  
Washington, D.C. 20007  
(202) 342-8573  
jgriffin@kelleydrye.com

- (d) XO LLC holds the international Section 214 authorization referenced above.
- (h) XO LLC is directly, wholly-owned by XO Holdings, LLC, a Delaware limited liability company located at 13865 Sunrise Valley Drive, Herndon, Virginia 20171-4661, that functions as a holding company.

The following entities directly hold 10% or more of the voting and equity interests in XO Holdings, LLC:

Arnos LLC (“Arnos”), a Nevada limited liability company, directly holds approximately 45.2% of the equity and voting interests in XO Holdings, LLC. Arnos Sub LLC (“Arnos Sub”), a wholly-owned subsidiary of Arnos and a Delaware limited liability company, directly holds approximately 2.52% of the equity and voting interests in XO Holdings, LLC. ACF Industries Holding LLC (“ACF”), a Delaware limited liability company, directly holds approximately 41.24% of the equity and voting interests in XO Holdings, LLC. Highcrest Investors Corp. (“Highcrest”), a Delaware corporation, directly holds approximately 6.04% of the equity and voting interests in XO Holdings, LLC.

Arnos, Arnos Sub, ACF and Highcrest are indirectly owned and controlled by Carl C. Icahn, a U.S. citizen. Arnos is 100% owned by Unicorn Associates1 LLC (“Unicorn,” formerly known as Unicorn Associates Corporation), a New York limited liability company, which is 100% owned by ACF. ACF is 100% owned by Highcrest. Highcrest is approximately 99% owned by Buffalo Investors1 LLC (“Buffalo,” formerly known as Buffalo Investors Corp.), a New York limited liability company, which is in turn directly and wholly owned by Starfire Holding Corporation (“Starfire”), a Delaware corporation. Mr. Icahn controls either directly or indirectly 100% of Starfire’s stock.

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September 16, 2011  
Page Four

Mr. Icahn also owns and controls an additional entity with direct ownership interest in XO Holdings, LLC: Barberry Corporation ("Barberry"), a Delaware corporation, which holds approximately 5 % of the equity and voting interests in XO Holdings, LLC. Barberry is 100% owned by Mr. Icahn.

In sum, through his direct and indirect ownership of Arnos, Arnos Sub, ACF, Highcrest and Barberry, Mr. Icahn indirectly holds 100% of the voting and equity interests in XO Holdings, LLC, and thus in XO LLC.

Mr. Icahn's principal occupation is acting as President and a director of Starfire, and as the Chairman of the Board and a director of various of Starfire's subsidiaries. Starfire, Buffalo, Highcrest and ACF are primarily engaged in the business of investing in and holding securities of various entities. Barberry, Unicorn, Arnos and Arnos Sub are primarily engaged in the business of holding and investing in securities.

The address of Carl C. Icahn is 767 Fifth Avenue, 47<sup>th</sup> Floor, New York, New York 10153. The principal business address of Starfire, Buffalo, Highcrest, ACF, Unicorn, Arnos, Arnos Sub and Barberry is White Plains Plaza, 445 Hamilton Avenue, Suite 1210, White Plains, New York 10601.

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

A certification that the transfer of control was pro forma and that, together with all previous pro forma transactions, it does not result in a change in the actual controlling party is appended hereto as **Exhibit B**.

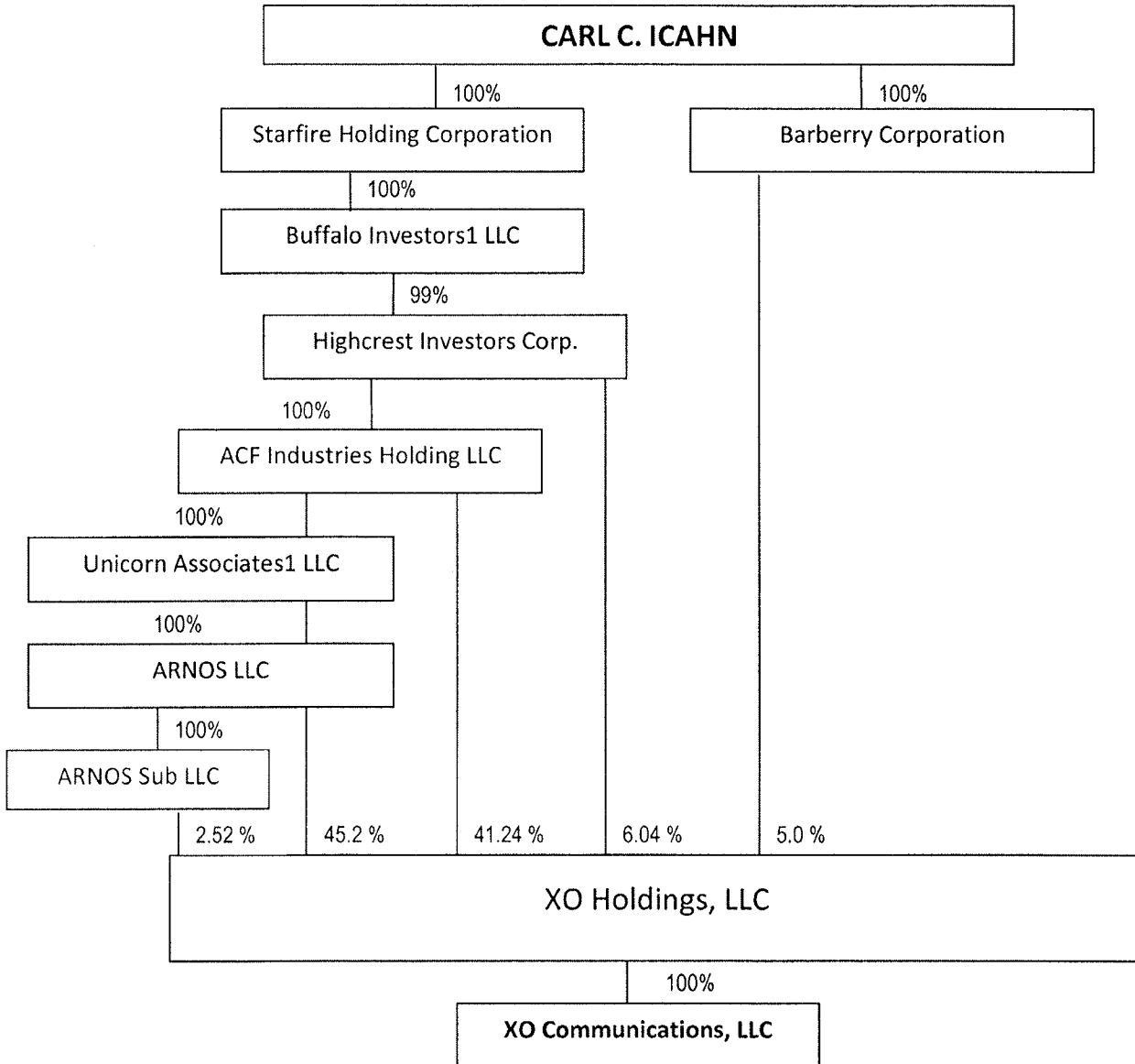
Sincerely,



Winifred Brantl

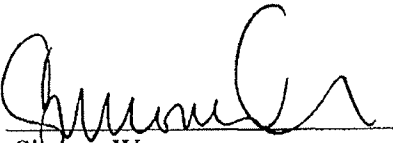
**EXHIBIT A**

**OWNERSHIP of XO Communications, LLC**



**EXHIBIT B**

The undersigned hereby certifies, with respect to the foregoing notification of a pro forma transfer of control of XO Communications, LLC, that the transfer was pro forma as described in Section 63.24 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:   
Simone Wu  
Senior Vice President, General Counsel  
XO Communications, LLC ("XO LLC")  
13865 Sunrise Valley Drive  
Herndon, Virginia, 20171  
(703) 547-2000

Date: Sept 14, 2011



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**If Commission rules require you to serve your pleading on other parties, you must file a copy of the pleading by first class mail or as otherwise specified by the rules. Filing a pleading through the e-filing system does not constitute service.**

**Confirmation**

Thank you for your submission. Please make a note of your confirmation number.

The following information was submitted with this Pleading:

**Type of Pleading**

NOTICE

**Date**

09/16/2011

**Filer Information**

Kelly Faul  
XO Communications, LLC  
XO Communications  
13865 Sunrise Valley Drive  
Herndon VA 20171  
USA  
7035472000  
kelly.faul@xo.com

**Contact Information**

Joan Griffin  
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USA  
2023428573  
jgriffin@kelleydrye.com

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