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June 11, 2012

VIA IBFS

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

Re: Notification pursuant to Section 63.24(f) of the Commission's Rules of
pro forma transfer of control of XO Communications, LLC, File No. ITC-
214-20001117-00674

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.¹ XO LLC holds the international Section 214 authorization referenced above.²

XO LLC is a direct, wholly-owned subsidiary of XO Holdings ("XO Holdings"), a Delaware general partnership. ACF Industries Holdings Sub LLC ("ACF Sub"), a Delaware limited liability company, and Barberry Sub LLC ("Barberry Sub"), a Delaware limited liability

¹ This is the first notification of a *pro forma* change in the ownership of XO LLC that XO LLC is filing with the Commission in 2012.

² XO LLC previously notified the Commission that it provides international telecommunications services through five wholly-owned subsidiaries: XO Communications Services, LLC, a Delaware limited liability company; XO Virginia, LLC, a Washington limited liability company; Telecommunications of Nevada, LLC, a Delaware limited liability company; XO International, LLC, a Delaware limited liability company; and XO NS, Inc., a Nova Scotia corporation. See *September 2011 Pro Forma Notification* at 2, n.1.

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company, are the general partners of XO Holdings and hold 100% of the direct interests in XO Holdings. ACF Sub holds 96.5-99.9% of the direct interests in XO Holdings, while Barberrry Sub holds 0.1-3.5%.³ Various U.S. entities controlled by Carl C. Icahn (the "Parent Group"), including but not limited to Buffalo Investors1 LLC ("Buffalo Investors"), Highcrest Investors LLC ("Highcrest"), and Barberrry Corporation ("Barberrry"), collectively hold 100% of the interests in ACF Sub and Barberrry Sub. Mr. Icahn is a U.S. citizen.

Certain members of the Parent Group have entered into various agreements, the purpose of which is to restructure the ownership interests of the Parent Group. In the course of implementing these agreements and related actions, new members are being added to the Parent Group, certain members of the Parent Group are being eliminated, and indirect interests in XO Holdings are being transferred among Parent Group members (the "Transaction"). Most notably, Arrowhead Holding, Corp. ("Arrowhead") and Little Meadow Corp. ("Little Meadow"), both Delaware corporations that are wholly-owned and controlled by Mr. Icahn, and Icahn Institutional Services LLC ("Icahn Institutional"), a Delaware limited liability company that is indirectly wholly-owned and controlled by Mr. Icahn, are being added to the Parent Group. Buffalo Investors is being eliminated. The Transaction was completed on or about June 1, 2012.

ACF Sub and Barberrry Sub remain the general partners of XO Holdings. ACF Sub continues to hold 96.5-99.9% while Barberrry Sub continues to holds 0.1-3.5% of the direct interests in XO Holdings. ACF Sub, Barberrry Sub, and all members of the Parent Group, including but not limited to Arrowhead, Little Meadow, and Icahn Institutional, are ultimately owned and controlled by Mr. Icahn. As such, the Transaction does not result in a change in the actual control of XO LLC and is wholly *pro forma* in nature. Appended hereto as **Exhibit A** is a diagram showing the corporate ownership structure of XO LLC following the *pro forma* transaction.

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:

³ In its last filing dealing with the corporate structure of XO Holdings, XO LLC stated that ACF Sub and Barberrry Sub hold 98.48% and 1.52% of the direct interests in XO Holdings, respectively. That statement was not entirely accurate. The individual interest of each partner in XO Holdings is based on the amount contributed by each partner to the capital of the partnership and can fluctuate within certain ranges; specifically, ACF Sub can hold 96.5-99.9% of the direct interests in XO Holdings, while Barberrry Sub can hold 0.1-3.5%. XO LLC regrets this error and any inconvenience it may have caused the Commission.

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- (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.
- (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 and wholly owned by XO Holdings, a Delaware general partnership located at 13865 Sunrise Valley Drive, Herndon, Virginia 20171-4661, that functions as a holding company. ACF Industries Holdings Sub LLC (“ACF Sub”), a Delaware limited liability company, and Barberry Sub LLC (“Barberry Sub”), a Delaware limited liability company, are the general partners of XO Holdings.

ACF Sub holds 96.5-99.9% of the direct interests in XO Holdings. ACF Sub is a wholly-owned subsidiary of ACF Industries Holding LLC (“ACF”). ACF is a wholly-owned subsidiary of Highcrest Investors LLC, (“Highcrest”), a Delaware limited liability company. Highcrest is 99.50% owned by Starfire Holding Corporation (“Starfire”), a Delaware corporation, and 0.50% owned by Icahn Institutional Services LLC (“Icahn Institutional”), a Delaware limited liability company. Icahn Institutional is 74% owned by Carl C. Icahn, a U.S. citizen; 13% by Arrowhead Holding, Corp. (“Arrowhead”), a Delaware corporation; and 13% by Little Meadow Corp. (“Little Meadow”), a Delaware corporation. Mr. Icahn controls either directly or indirectly 100% of the stock of Starfire, Arrowhead, Little Meadow, and Icahn Institutional.

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Barberry Sub holds 0.1-3.5% of the direct interests in XO Holdings. Barberry Sub is 92.5% owned by Barberry Corporation ("Barberry"), a Delaware corporation, and 7.5% owned by Icahn Institutional. Mr. Icahn controls either directly or indirectly 100% of Barberry's stock. As noted previously, Mr. Icahn controls 100% of the stock of Icahn Institutional, both directly and through his wholly-owned subsidiaries Arrowhead and Little Meadow.

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, Arrowhead, Little Meadow, Icahn Institutional, Highcrest, ACF, ACF Sub, Barberry, and Barberry Sub are primarily engaged in the business of investing in and holding securities of various entities.

The address of Carl C. Icahn is 767 Fifth Avenue, 47th Floor, New York, New York 10153. The principal business address of Starfire, Icahn Institutional, Arrowhead Holding, Little Meadow, Highcrest, ACF, ACF Sub, Barberry, and Barberry Sub 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 are 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**.

Please contact the undersigned counsel if you have any questions regarding this matter.

Sincerely,



Joan M. Griffin
Its Attorney

**OWNERSHIP STRUCTURE
on or about June 1, 2012**

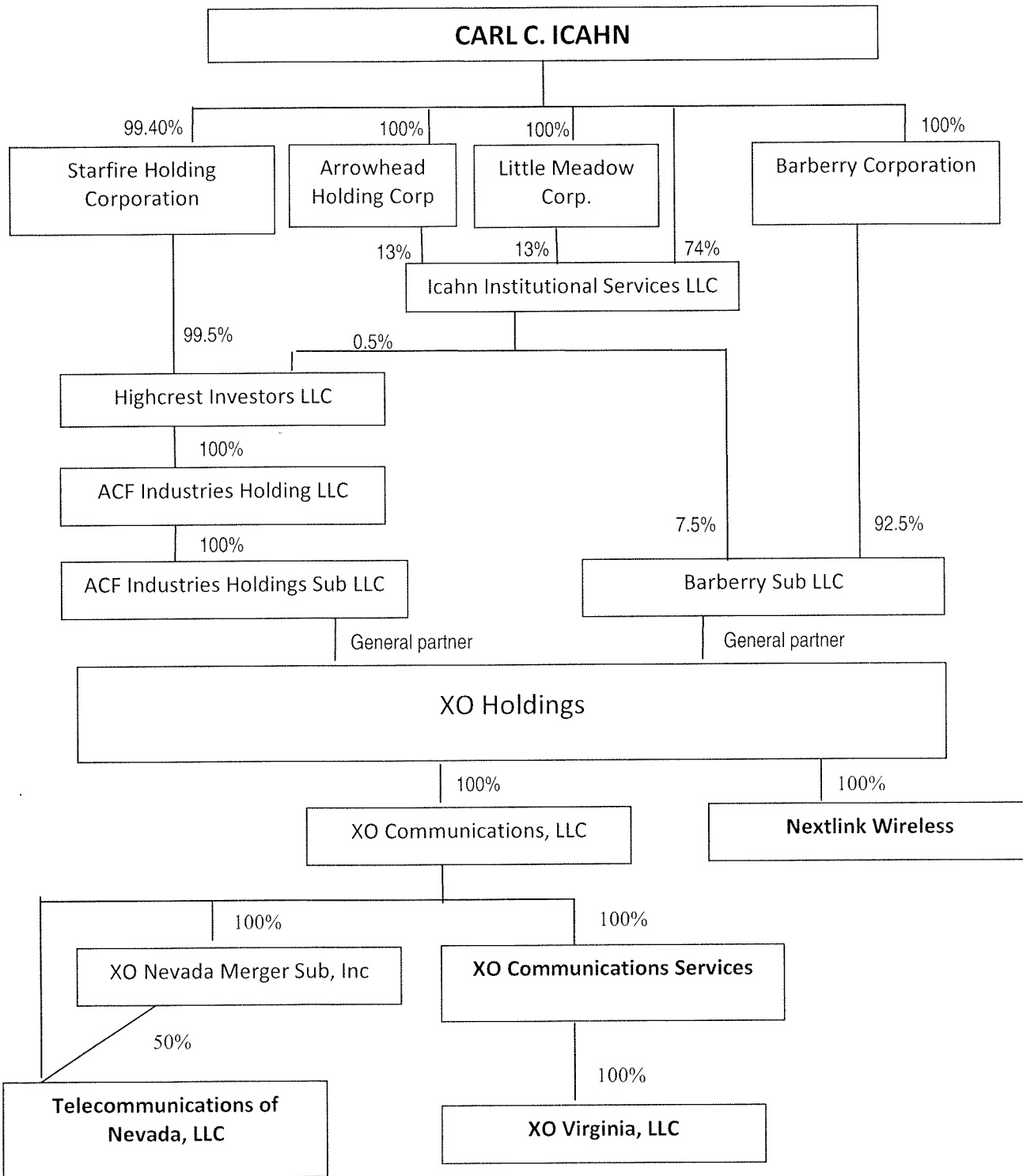
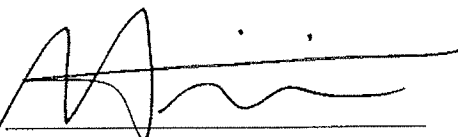


EXHIBIT B

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: 

Navid Haghighi
Executive Vice President, General Counsel and
Secretary
XO Communications, LLC ("XO LLC")
13865 Sunrise Valley Drive
Herndon, Virginia, 20171
(703) 547-2000

Date: 6/12/2012