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A LIMITED LIABILITY PARTNERSHIP

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November 18, 2011

Via Electronic Filing

Mr. David Danner
Executive Director/Secretary
Washington Utilities & Transportation Commission
1300 South Evergreen Park Drive, SW
P.O. Box 47250
Olympia, WA 98504

Re: Notice of the Corporate Conversions of XO Communications Services, Inc.
and Nextlink Wireless, Inc.

Dear Mr. Danner:

XO Communications Services, Inc. ("XOCS") and Nextlink Wireless, Inc. ("Nextlink" and, together with XOCS, the "Companies"), by their counsel, hereby respectfully notify the Washington Utilities & Transportation Commission ("Commission") that, effective August 30, 2011, they have been converted from Delaware corporations to Delaware limited liability companies and, as a result, their names have been changed, respectively, to XO Communications Services, LLC and Nextlink Wireless, LLC. The effects of these conversions are *pro forma* in nature and almost entirely transparent to customers. Consequently, the Companies do not believe that prior approval of these changes is required. To the extent, however, that Commission approval is required for these conversions or resulting name changes, the Companies hereby request that such approval be granted.

Mr. David Danner
November 18, 2011
Page 2 of 5

The Companies

XOCS. XOCS is authorized by the Commission to provide competitive intrastate telecommunications services in Washington.¹ The Company is a direct, wholly-owned subsidiary of XO Communications, LLC (“XO LLC”), which in turn is a direct wholly-owned subsidiary of XO Holdings, LLC (“XO Holdings”).² XO LLC, a Delaware limited liability company, is a leading national provider of local and long distance telecommunications services to businesses, large enterprises and telecommunications carriers. XO LLC is authorized by the Federal Communications Commission to provide interstate and international telecommunications services. Through its subsidiaries – primarily XOCS³ – XO LLC is authorized to provide intrastate interexchange services in 49 states and to provide competitive local exchange services in 48 states as well as the District of Columbia.

Nextlink. Nextlink is a direct, wholly-owned subsidiary of XO Holdings. In Washington, Nextlink has been authorized as a competitive carrier to provide local exchange and interexchange telecommunications services.⁴ Nextlink offers broadband wireless access services, managed network services, and wireless access solutions for mobile and wireline voice, data, and video applications to wireless and wireline communications carriers, businesses, and government agencies in the U.S. Nextlink is authorized to provide intrastate services in 26 states as well as the District of Columbia.

¹ XOCS was authorized to provide local and interexchange services in docket UT-041511 on December 31, 2004.

² XO Holdings, formerly a Delaware corporation, similarly was converted into a Delaware limited liability company on August 31, 2011.

³ XOCS does not operate in Nevada and Virginia, where XO LLC provides service through two additional subsidiaries: XO Telecommunications of Nevada, LLC and XO Virginia, LLC respectively.

⁴ Nextlink was authorized to provide the services in docket UT-051924 on January 8, 2006.

Mr. David Danner
November 18, 2011
Page 3 of 5

Through a number of intermediary companies, Carl C. Icahn, a U.S. citizen, holds 100% ownership of XO Holdings, XO LLC and the Companies.⁵

XOCS and Nextlink are located at 13865 Sunrise Valley Drive, Herndon, Virginia 20171, (703) 547-2000. Organizational charts for the Companies, confirming that the conversions have had no effect upon their respective ownership, are provided as *Exhibit A*.⁶

The Transaction

For internal corporate purposes, the Companies have been converted from Delaware corporations into Delaware limited liability companies.⁷ In conjunction with these conversions, XOCS and Nextlink's names have been changed, respectively, to XO Communications Services, LLC and Nextlink Wireless, LLC. Under Delaware law, this conversion is treated as a continuation of the original corporate entity.⁸ The ownership interests in each entity have been converted from corporate stock to membership interests; however, the entities holding the ownership of XOCS and Nextlink have not changed. XO, LLC continues to hold 100% ownership of XOCS and XO Holdings continues to hold 100% ownership of Nextlink. Carl C. Icahn continues to hold ultimate 100% ownership of both XOCS and Nextlink.

⁵ The Companies recently notified the Commission regarding a transaction in which Carl C. Icahn's ownership of the companies increased from approximately 92% to 100%.

⁶ The Commission may note that in the attached charts the allocation of direct ownership interests in XO Holdings varies slightly from that identified in the Companies' August 10, 2011 notice to the Commission of *pro forma* changes to ownership. At the closing of that transaction, there were minor adjustments to the allocation of the direct ownership interests in XO Holdings; however, the overall ownership structure and the ultimate ownership of the XO companies mirror that described in the filing.

⁷ Copies of the documentation from the Delaware Secretary of State evidencing the conversions of XOCS and Nextlink into limited liability companies are attached as *Exhibit B*.

⁸ Under Delaware law, the date of commencement of existence of the LLCs is the same date that the corporations were originally formed. All of the assets, rights, liabilities and obligations of the corporations become those of the LLCs by operation of law. Although the Companies have changed their legal forms, neither is transferring any assets to a different legal entity or taking on new debt. *See* Section 214 of the Delaware Limited Liability Company Act, 6 Del. C.C. 18, § 214.

Mr. David Danner
November 18, 2011
Page 4 of 5

The converted entities have been registered with the State of Washington Secretary of State as foreign limited liability companies and thus are qualified to do business in the State of Washington.⁹

Procedural Matters

Commission Review. As described above, the changes resulting from the conversions are *pro forma* in nature. The Companies are submitting this letter for the Commission's information and request that it be retained in the appropriate file so that the Commission's records remain accurate and up to date. To the extent, however, that Commission approval is required for the Companies' name changes, the Companies request that such approval be granted.

Customer Notice. The conversion of the Companies into limited liability companies does not involve any change whatsoever in the rates, terms or conditions of services provided to customers, or in the facilities used to provide such services. Consequently, the conversions will be essentially transparent to the Companies' customers, except for the minor name change from "Inc." to "LLC." This transparency notwithstanding, the Companies have sent notice of the conversions and resulting name changes to their customers via bill messages.

Public Interest Considerations

The conversions described above will serve the public interest, as they will enhance the strategic and financial flexibility of the Companies. This flexibility will benefit customers of the Companies in Washington and elsewhere. At the same time, the conversions and resulting name changes hold no adverse consequences for consumers. But for the change from "Inc." to "LLC" in the Companies' names, the conversions will be entirely transparent to the Companies' customers. There will be no change to the ownership, management or operations of the Companies as a result of this change. There will be no change to the services

⁹ Copies of the limited liability companies' registrations with the State of Washington Secretary of State are appended as *Exhibit C*.

Mr. David Danner
November 18, 2011
Page 5 of 5

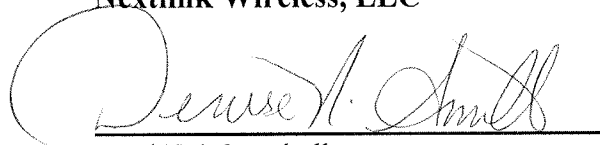
provided to customers nor to the terms and conditions under which these services are delivered. Finally, there will be no change to the Companies' overall operational and financial qualifications to provide competitive telecommunications services as a result of the conversions.

Conclusion

As explained above, the Companies are submitting this filing for the Commission's information and to facilitate the necessary changes to their certificates and tariffs. Should the Commission have any questions or believe that further information is required, please contact Denise Smith at (202) 342-8614 or via email at dsmith@kelleydrye.com.

Respectfully submitted,

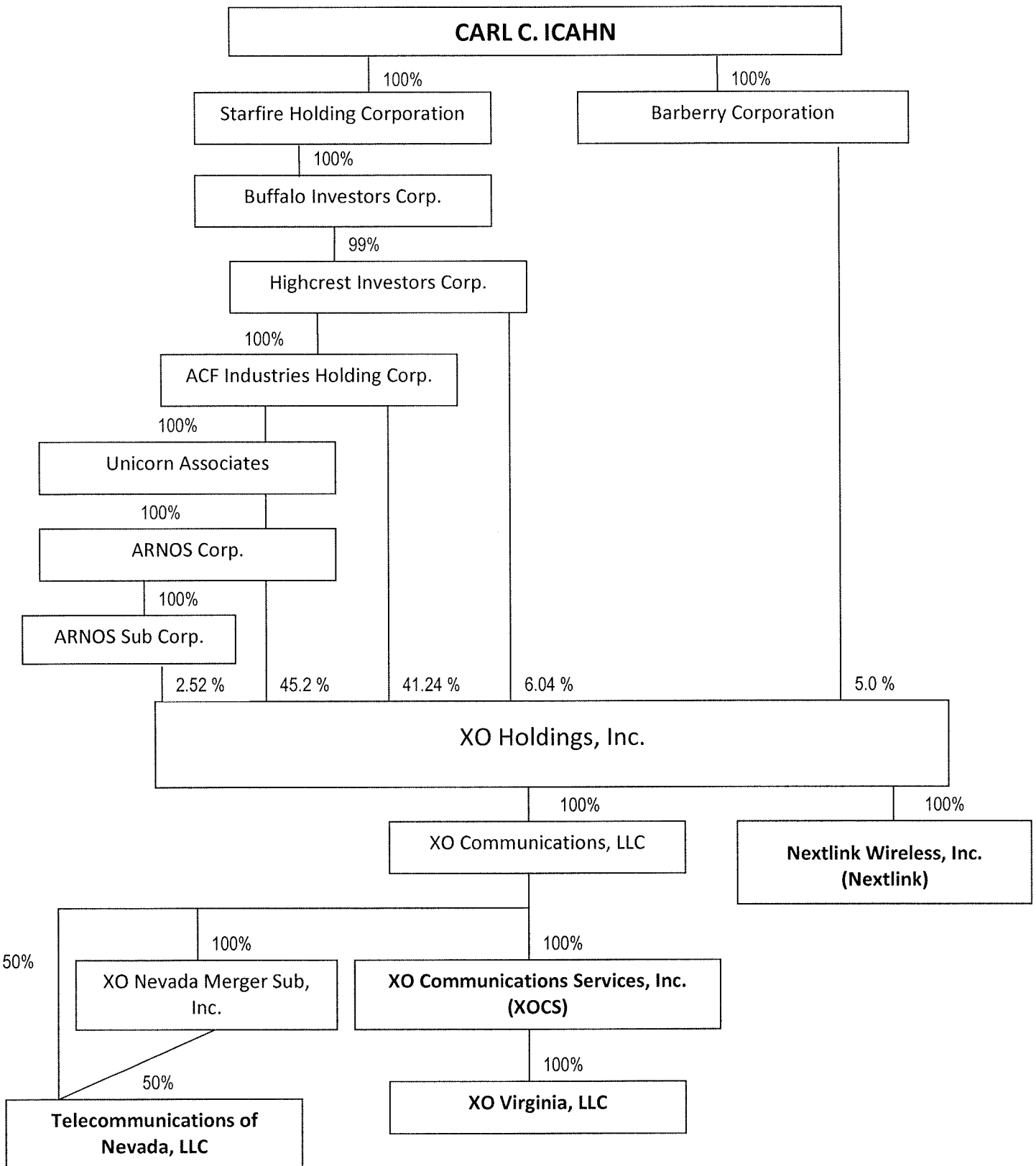
XO Communications Services, LLC
Nextlink Wireless, LLC

A handwritten signature in cursive script, appearing to read "Denise N. Smith", is written over a horizontal line. The signature is positioned to the right of the company names and above the typed name.

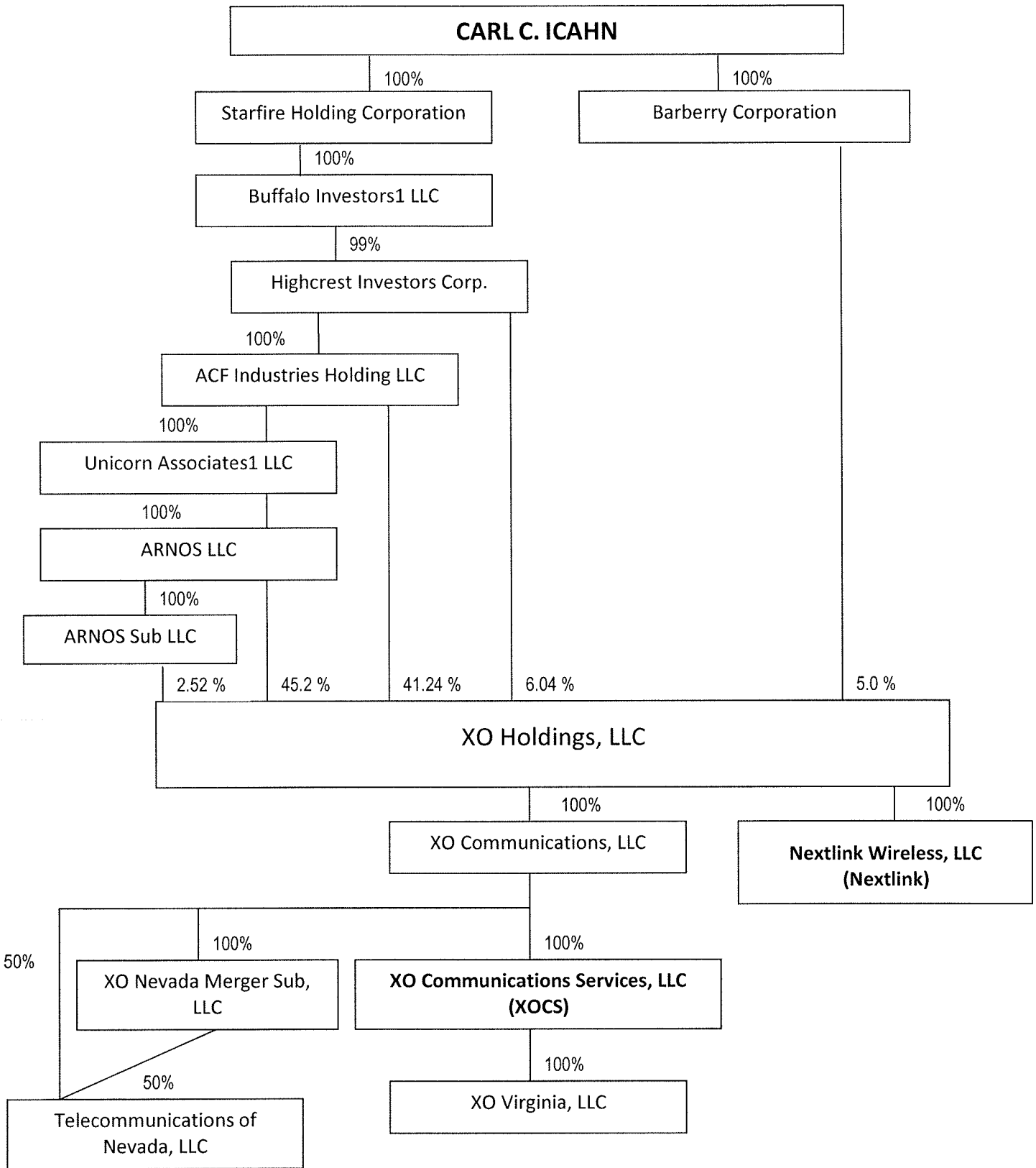
Brad E. Mutschelknaus
Denise N. Smith
Kelley Drye & Warren LLP
3050 K Street, N.W., Suite 400
Washington, D.C. 20007
Their Counsel

Exhibit A
Pre- and Post-Conversion Ownership Charts
For XOCS & Nextlink

**Ownership of XO Subsidiaries
(Pre Conversion of XOCS and Nextlink)**



Ownership of XO Subsidiaries¹
(Post- Conversion of XOCS and Nextlink)



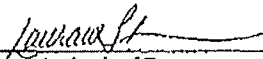
¹ This chart also reflects the conversion of other XO subsidiaries and interest holders which occurred roughly simultaneous with the XOCS and Nextlink conversions and which are incorporated here in order to provide the Commission with a completely updated ownership chart.

Exhibit B
Delaware Conversion Documentation

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1) The jurisdiction where the Corporation first formed is DELAWARE.
- 2) The jurisdiction immediately prior to filing this Certificate is DELAWARE.
- 3) The date the corporation first formed is 11/4/2005.
- 4) The name of the Corporation immediately prior to filing this Certificate is NEXTLINK WIRELESS, INC.
- 5) The name of the Limited Liability Company as set forth in the Certificate of Formation is NEXTLINK WIRELESS, LLC

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
30 day of AUGUST, A.D. 2011.

By: 
Authorized Person

Name: Laura W. THOMAS
Print or Type

Delaware

PAGE 1

The First State

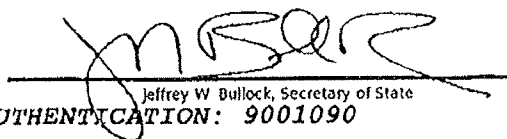
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "NEXTLINK WIRELESS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "NEXTLINK WIRELESS, INC." TO "NEXTLINK WIRELESS, LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2011, AT 6:36 O'CLOCK P.M.

4056099 8100V

110966983

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9001090

DATE: 08-30-11

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Corporation first formed is DELAWARE.
- 2.) The jurisdiction immediately prior to filing this Certificate is DELAWARE.
- 3.) The date the corporation first formed is 1/5/2000.
- 4.) The name of the Corporation immediately prior to filing this Certificate is
XO COMMUNICATIONS SERVICES, INC.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of
Formation is XO COMMUNICATIONS SERVICES, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
30 day of AUGUST, A.D. 2011.

By: 
Authorized Person

Name: Laura W. THOMAS
Print or Type

Delaware

PAGE 1

The First State

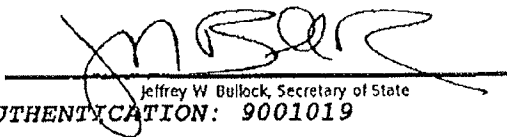
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "XO COMMUNICATIONS SERVICES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "XO COMMUNICATIONS SERVICES, INC." TO "XO COMMUNICATIONS SERVICES, LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2011, AT 6:35 O'CLOCK P.M.

3154937 8100V

110966974

You may verify this certificate online
at corp.delaware.gov/authver.shtml

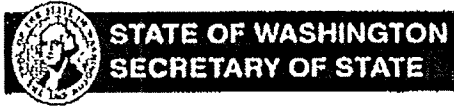



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9001019

DATE: 08-30-11

Exhibit C

Washington Conversion Documentation



Limited Liability Company
See attached detailed instructions

- Filing Fee \$30.00
- Filing Fee with Expedited Service \$80.00

This Box For Office Use Only

194
 10/19/11 2045938-
 001
 \$440.00 K #597113
 wd.2190166

FILED
 SECRETARY OF STATE
 SAM REED

 OCTOBER 19, 2011

 STATE OF WASHINGTON

UBI Number 602287394

AMENDED CERTIFICATE OF FORMATION/REGISTRATION
Chapter 25 15 RCW

SECTION 1

NAME OF LIMITED LIABILITY COMPANY* (as currently recorded with the Office of the Secretary of State)
 XO Communications Services, Inc

SECTION 2

AMENDMENTS TO CERTIFICATE* (if necessary, attach additional information)
 XO Communications Services, Inc, a Delaware corporation, converted to a Delaware Limited Liability Company

The name of the company is now XO Communications Services, LLC

See attached the Delaware certificate of conversion.

SECTION 3

EFFECTIVE DATE OF AMENDMENTS TO CERTIFICATE: (please check one of the following)

Upon filing by the Secretary of State

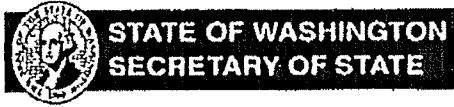
Specific Date: _____ (Specified effective date must be within 90 days AFTER the Amended Certificate has been filed by the Office of the Secretary of State)

SECTION 4

MEMBER OR MANAGER SIGNATURE (see instructions page)

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

| | | | |
|-----------|-----------------------------------|----------|--------------|
| X | Laura W Thomas, authorized person | 9/8/2011 | 202 499 0945 |
| Signature | Printed Name/Title | Date | Phone |



Limited Liability Company
See attached detailed instructions

- Filing Fee \$30.00
- Filing Fee with Expedited Service \$80.00

2024

10/19/11 2045938-002
\$440.00 K #597113
ud:2190166

FILED
SECRETARY OF STATE
SAM REED

OCTOBER 19, 2011

STATE OF WASHINGTON

This Box For Office Use Only

UBI Number 602562769

AMENDED CERTIFICATE OF FORMATION/REGISTRATION
Chapter 25.15 RCW

SECTION 1

NAME OF LIMITED LIABILITY COMPANY: *(as currently recorded with the Office of the Secretary of State)*
Nextlink Wireless, Inc

SECTION 2

AMENDMENTS TO CERTIFICATE *(if necessary, attach additional information)*
Nextlink Wireless, Inc, a Delaware corporation, converted to a Delaware Limited Liability Company

The name of the company is now Nextlink Wireless, LLC

See attached the Delaware certificate of conversion

SECTION 3

EFFECTIVE DATE OF AMENDMENTS TO CERTIFICATE: *(please check one of the following)*

Upon filing by the Secretary of State

Specific Date _____ *(Specified effective date must be within 90 days AFTER the Amended Certificate has been filed by the Office of the Secretary of State)*

SECTION 4

MEMBER OR MANAGER SIGNATURE *(see instructions page)*

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

| | | | |
|-----------|-----------------------------------|----------|--------------|
| X | Laura W Thomas, authorized person | 9/8/2011 | 202 499 0945 |
| Signature | Printed Name/Title | Date | Phone |