

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

TYSONS CORNER

8000 TOWERS CRESCENT DRIVE

SUITE 1200

VIENNA, VIRGINIA 22182

(703) 918-2300

FACSIMILE

(703) 918-2450

www.kelleydrye.com

DIRECT LINE: (703) 918-2320

EMAIL: jgriffin@kelleydrye.com

NEW YORK, NY
WASHINGTON, DC
LOS ANGELES, CA
CHICAGO, IL
STAMFORD, CT
PARSIPPANY, NJ

BRUSSELS, BELGIUM
HONG KONG

AFFILIATE OFFICES
BANGKOK, THAILAND
JAKARTA, INDONESIA
MANILA, THE PHILIPPINES
MUMBAI, INDIA
TOKYO, JAPAN

RECEIVED

JUN 19 2002

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

June 19, 2002

BY HAND DELIVERY

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

Re: XO Communications, Inc. and Certain Subsidiary Companies Holding
Blanket Domestic Authorizations Under Section 214 of the
Communications Act of 1934, as Amended
IB Docket No. 02-50
Notice of *pro forma* transfer of control to a debtor-in-possession under
Section 63.03(d)(2) of the Commission's Rules

Attn: Bill Dever and Elizabeth Yockus
Wireline Competition Bureau

Dear Ms. Dortch:

XO Communications, Inc. ("XO"), by its attorneys and on behalf of itself and certain wholly-owned subsidiary companies listed in Attachment A, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.03(d)(2) of the Commission's Rules, 47 C.F.R. §§ 63.03(d)(2), hereby notifies the Commission that (a) XO's blanket domestic Section 214 authorization 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, and (b) control of the subsidiary companies (which also hold blanket domestic Section 214 authorizations) has been transferred on a *pro forma* basis from XO to XO DIP. See *In re XO Communications, Inc.*, Case No. _____ (Bankr.S.D.N.Y.), filed June 17, 2002. Amendments to the transfer of control

No. of Copies rec'd 0+4
List ABCDE

applications pending in IB Docket No. 02-50 will be filed shortly to reflect the *pro forma* transfer to XO DIP.

In accordance with Section 63.03(d)(2) of the Commission's Rules, XO provides the following information:

- (1) The applicants are XO Communications, Inc. and the subsidiary companies listed in Attachment A. The address of each company is:

1111 Sunset Hills Road
Reston, VA 20190-5339
(703) 547-2000
(703) 547-2881 (fax)

- (2) Each applicant is organized under the laws of the State of Washington, with the exception of Telecommunications of Nevada, L.L.C., which is a Delaware company.

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


Cathleen A. Massey
Vice President – External Affairs/Asst. General Counsel
XO Communications, Inc.
1730 Rhode Island Ave. NW, Suite 1000
Washington, DC 20036
Telephone: (202) 721-0983
Fax: (202) 721-0995
cathy.massey@xo.com

- (4) XO is currently controlled by entrepreneur Craig O. McCaw through his ownership interest in Eagle River Investments LLC; through other direct and indirect holdings of XO securities; and pursuant to various voting arrangements, the primary one being with shareholder Wendy P. McCaw, his former spouse. A chart showing the stockholders holding 10 percent or more of any class of XO's stock as of February 21, 2002 is attached as Attachment B. As discussed in the applications for transfer of control filed by XO on February 21, 2002 in the above-captioned docket, XO has asked for Commission approval to transfer control of XO from Mr. McCaw and the existing shareholders of XO to the new shareholders of XO, which will include, as 10 percent or greater shareholders, Forstmann Little & Co. Equity Partnership-VII, L.P. ("Forstmann Little Equity VII"), Forstmann Little & Co. Subordinated Debt and Equity Management Buyout Partnership-VIII, L.P. ("Forstmann Little MBO VIII") (Forstmann Little Equity VII and Forstmann Little MBO VIII, collectively "Forstmann Little"), and an indirect wholly-owned subsidiary of Teléfonos de México, S.A. de C.V. ("Telmex").

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

Respectfully submitted,

**XO COMMUNICATIONS, INC. AND CERTAIN
SUBSIDIARY COMPANIES**

By: 

Brad E. Mutschelknaus
Joan M. Griffin
Its Attorneys

Attachment A

Subsidiary Companies of XO Communications That Also Hold Blanket Section 214 Authority

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 Long Distance Services, 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 B
XO Ownership Structure as of February 21, 2002

<u>Name and Address of Holder</u>	<u>Class of Security</u>	<u>Number of Shares Held⁽¹⁾</u>	<u>Percentage of Class*</u>
Craig A. McCaw ⁽²⁾ c/o Eagle River Investments, LLC 2300 Carillon Point Kirkland, WA 98033	Class A	14,725,040	4.70%
	Class B**	65,432,562	62.07%
Wendy McCaw 1332 Anacapa, Suite 200 Santa Barbara, CA 93101	Class B	38,890,596	36.89%
Forstmann Little & Co. Subordinated Debt and Equity Management Buyout Partnership-VII, L.P. 767 Fifth Avenue New York, NY 10153	Series C Preferred***	584,375	100%
	Series G Preferred	268,750	100%
Forstmann Little & Co. Equity Partnership- VI, L.P. 767 Fifth Avenue New York, NY 10153	Class A	50,000,000	14.80%
	Series D Preferred	265,075	99.79%
	Series H Preferred	130,052	99.85%

* Percentages calculated based upon the number of shares issued and outstanding as of January 11, 2002.

** Class B Common Stock has 10 votes per share; Class A Common stock has 1 vote per share.

*** The Forstmann Little C, D, G and H Preferred are convertible into 73,489,412 shares of Class A Common Stock. Forstmann Little's total voting interest is 8.48%.

(1) The information in this table has been derived from reports filed with the Securities and Exchange Commission by the holder of such securities.

(2) Based upon the aggregate of the holdings of Eagle River Investments LLC, an entity with Craig O. McCaw, Eagle River Inc., a corporation within Mr. McCaw, and Mr. McCaw individually.