

Eric Fryson

120149-TP

From: Brantl, Winafred R. [WBrantl@KelleyDrye.com]

Sent: Tuesday, May 08, 2012 9:59 AM

To: Filings@psc.state.fl.us

Attachments: XOCS NWI Florida Name Change Filing.pdf

Enclosed on behalf of XO Communications Services (XOCS) and Nextlink Wireless, please find the Companies' notice that they have converted from Delaware corporations to Delaware limited liability companies, resulting in a change to their names. Please let me know if you have any questions regarding this notice.

Thanks,

Winafred Brantl

Counsel for XOCS and Nextlink Wireless

Winafred Brantl | Kelley Drye & Warren LLP
Washington Harbour, Suite 400
3050 K Street, NW, Washington, DC 20007-5108
202.342.8819 | wbrantl@kelleydrye.com
202.342.8451 (fax)
www.kelleydrye.com

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02937 MAY-8 2012
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5/8/2012

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

WASHINGTON HARBOUR, SUITE 400

3050 K STREET, NW

WASHINGTON, D.C. 20007-5108

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FACSIMILE

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BRUSSELS, BELGIUM

AFFILIATE OFFICE

MUMBAI, INDIA

May 7, 2012

***Filed electronically
(filings@psc.state.fl.us)***

Ms. Ann Cole
Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399

120149-TP

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

Dear Ms. Cole:

XO Communications Services, Inc. ("XOCS") and Nextlink Wireless, Inc. ("Nextlink" and, together with XOCS, the "Companies"), by their counsel, respectfully notify the Florida Public Service Commission ("Commission") that in the second half of 2011, they were 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. To the extent, however, that Commission approval is required for these conversions or resulting name changes, the Companies request that such approval be granted.

The Companies

XOCS. XOCS is authorized by the Commission to provide competitive intrastate telecommunications services in Florida.¹ XOCS is a direct, wholly-owned subsidiary of XO Communications, LLC (“XO LLC”) which, in turn, is a direct wholly-owned subsidiary of XO Holdings, a Delaware general partnership. 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 XOCS² – 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 Florida, Nextlink has been authorized as a competitive carrier to provide local exchange and interexchange telecommunications services.³ 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.

Through a number of intermediary companies, Carl C. Icahn, a U.S. citizen, holds 100% ownership of XO Holdings, XO LLC and the Companies. XOCS and Nextlink are located at 13865 Sunrise Valley Drive, Herndon, Virginia 20171, (703) 547-2000.

¹ XOCS operates in Florida pursuant to CLEC certificate 5648.

² XOCS does not operate in Nevada and Virginia, where XO LLC provides service through two additional subsidiaries: Telecommunications of Nevada, LLC and XO Virginia, LLC respectively.

³ Nextlink was authorized in Docket Nos. 05908-TI (March 24, 2006) and 050907-TX (Jan. 19, 2006).

The Transaction

For internal corporate purposes, the Companies have been converted from Delaware corporations into Delaware limited liability companies.⁴ In conjunction with these conversions, the Companies' names have been changed to XO Communications Services, LLC and Nextlink Wireless, LLC. Under Delaware law, these conversions are treated as a continuation of the original corporate entities.⁵ The ownership interests in the entities 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% direct ownership of XOCS and XO Holdings continues to hold 100% ownership of Nextlink. Carl C. Icahn continues to hold 100% ultimate ownership of both XOCS and Nextlink. Similarly, there has been no change whatsoever to the assets and obligations which XOCS and Nextlink each hold as a result of these changes. Finally, XOCS and Nextlink, as limited liability companies, will continue to be subject to the Commission's rules and orders exactly as they were prior to the conversions and changes of operating name.

The converted entities are registered with the Florida Department of State as foreign limited liability companies and thus are qualified to do business in the State of Florida.⁶

⁴ Documentation from the Delaware Secretary of State evidencing the conversions of XOCS and Nextlink into Delaware limited liability companies is attached as *Exhibit A*.

⁵ 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 form, they are not transferring any assets to different legal entities or taking on new debt. *See* Section 214 of the Delaware Limited Liability Company Act, 6 Del. C.C. 18, § 214.

⁶ Copies of the limited liability companies' registrations with the Department of State are appended as *Exhibit C*.

Procedural Matters

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.

Tariff. Pursuant to discussion with Staff, the Companies are filing revised tariff pages separately to effectuate their name change.

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 Florida 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 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

The Companies are submitting this filing for the Commission's information and to facilitate the necessary changes to their certificates. Should the Commission have any

questions or believe that further information is required, please contact Winafred Brantl at (202) 342-8819 or via email at wbrantl@kelleydrye.com.

Respectfully submitted,

XO Communications Services, LLC
Nextlink Wireless, LLC



Winafred Brantl
Kelley Drye & Warren LLP
3050 K Street, N.W., Suite 400
Washington, D.C. 20007

Their Counsel

Exhibit A

Delaware Conversion Documentation

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

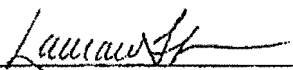

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9001019

DATE: 08-30-11

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 2

The First State

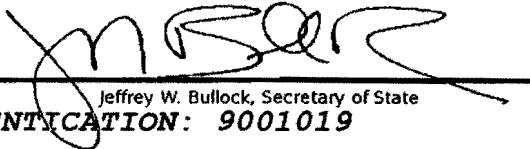
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "XO COMMUNICATIONS SERVICES, LLC" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2011, AT 6:35 O'CLOCK P.M.

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

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

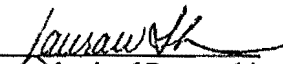
First: The name of the limited liability company is _____
XO COMMUNICATIONS SERVICES, LLC

Second: The address of its registered office in the State of Delaware is _____
2711 Centerville Road, Suite 400 _____ in the City of Wilmington
Zip code 19808 . The name of its Registered agent at such address is
Corporation Service Company

Third: (Use this paragraph only if the company is to have a specific effective date of
dissolution: "The latest date on which the limited liability company is to dissolve is
_____".)

Fourth: (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation this
30 day of August, 2011.

By: 
Authorized Person (s)

Name: Laura W. Thomas

Delaware

PAGE 1

The First State

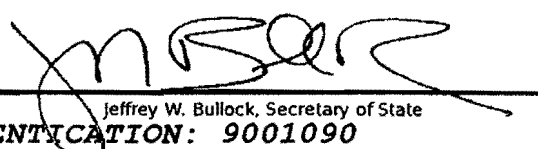
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "NEXTLINK WIRELESS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "NEXTLINK 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 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 2

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 CERTIFICATE OF FORMATION OF "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
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

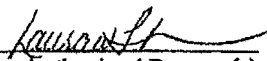
First: The name of the limited liability company is _____
NEXTLINK WIRELESS, LLC

Second: The address of its registered office in the State of Delaware is _____
2711 Centerville Road, Suite 400 in the City of Wilmington
Zip code 19808 . The name of its Registered agent at such address is
Corporation Service Company

Third: (Use this paragraph only if the company is to have a specific effective date of
dissolution: "The latest date on which the limited liability company is to dissolve is
_____".)

Fourth: (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation this
30 day of August , 2011 .

By: 
Authorized Person (s)

Name: Laura W. Thomas

Exhibit B

Florida Conversion Documentation

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. XO Communications Services, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____

(FEI number, if applicable)

4. 08/30/2011

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. 08/31/2011

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 13865 Sunrise Valley Dr., Herndon, VA 20171

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

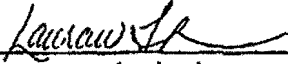
9. The name and usual business addresses of the managing members or managers are as follows:

XO Communications, J.LC - 13865 Sunrise Valley Dr., Herndon, VA 20171

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Telecommunications Services


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

XO Communications, LLC, represented by Laura W. Thomas

Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 31 2011 4:57 PM

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XO COMMUNICATIONS SERVICES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF AUGUST, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "XO COMMUNICATIONS SERVICES, LLC" WAS FORMED ON THE FIFTH DAY OF JANUARY, A.D. 2000.

3154937 8300

110968843

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9002370

DATE: 08-31-11



October 5, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

NEXTLINK WIRELESS, LLC
13865 SUNRISE VALLEY DR.
HERNDON, VA 20171

Qualification documents for NEXTLINK WIRELESS, LLC were filed on October 3, 2011, and assigned document number M11000005002. Please refer to this number whenever corresponding with this office.

Your limited liability company is authorized to transact business in Florida as of the file date.

This document was electronically received and filed under FAX audit number H11000239994.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to www.irs.gov.

Please notify this office if the limited liability company address changes.

Should you have any questions regarding this matter, please contact this office at the address given below.

Karen A Saly
Regulatory Specialist II
Regulatory/Qualification Section
Division of Corporations

Letter Number: 211A00022960

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Nextlink Wireless, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 08/30/2011 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 08/31/2011
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 13865 Sunrise Valley Dr., Herndon, VA 20171
(Street Address of Principal Office)

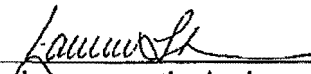
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

XO Holdings, LLC - 13865 Sunrise Valley Dr., Herndon, VA 20171

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____
Telecommunications Services


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)
XO Holdings, LLC, represented by Laura W. Thomas
Typed or printed name of signee

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEXTLINK WIRELESS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF AUGUST, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

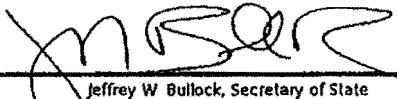
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEXTLINK WIRELESS, LLC" WAS FORMED ON THE FOURTH DAY OF NOVEMBER, A.D. 2005.

4056099 8300

110968855

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9002381

DATE: 08-31-11