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COMMISSION
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October 17, 2012

Courtesy Copy of Section 63.71 Application and Amendment

Attached, please find a courtesy copy of a Section 63.71 discontinuance application and amendment letter filed with the Federal Communications Commission ("FCC") on behalf of XO Communications, LLC and its operating subsidiaries, XO Communications Services, LLC, XO Virginia, LLC and XO Telecommunications of Nevada, LLC (collectively, "XO").

XO proposes to discontinue selected interstate dial-up services which may have been offered to consumers in your state. The discontinuance only affects interstate services; however, FCC Rules require that a copy of the application be served on the governor and utility commission of every state where the services proposed for discontinuance may have been offered.

If you have any questions regarding this filing, please contact Denise Smith, Kelley Drye & Warren LLP, by telephone at (202) 342-8614 or via email at dsmith@kelleydrye.com.

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DIRECT LINE: (202) 342-8614

EMAIL: dsmith@kelleydrye.com

October 17, 2012

BY HAND DELIVERY

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

Re: Amendment to XO Communications, LLC Section 63.71 Application

Dear Ms. Dortch:

On October 9, 2012, XO Communications, LLC, ("XO Communications"), by its attorneys and pursuant to section 63.71 of the Federal Communications Commission ("Commission") rules, 47 C.F.R. § 63.71(a), filed a Section 63.71 Application for the discontinuance of selected interstate domestic dial-up services. This letter is submitted to amend XO Communications' initial filing by specifying the geographic areas affected by the discontinuance. XO Communications also clarifies that the services being discontinued are interstate services.

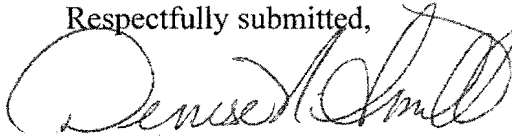
The Section 63.71 Application stated XO Communications would be discontinuing selected Dial Up service throughout its nationwide service territory. By this amendment, XO Communications clarifies that the affected service territory includes the following states: Arizona, California, Colorado, Delaware, District of Columbia, Florida, Georgia, Idaho, Illinois, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Nevada, New Jersey, New York, North Carolina, Ohio, Oregon, Pennsylvania, Tennessee, Texas, Utah, Virginia, and Washington. As indicated on the attached Certificate of Service, copies of the 63.71 Application and this Amendment Letter were sent to the Governors and state public utility commissions for the foregoing states.

KELLEY DRYE & WARREN LLP

Ms. Marlene H. Dortch
October 17, 2012
Page Two

Also enclosed is a duplicate of this filing. Kindly date-stamp the duplicate and return it to the courier. Please direct any questions regarding this filing to the undersigned at (202) 342-8614.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Denise N. Smith".

Denise N. Smith

Counsel to XO Communications, LLC

Enclosures

cc: Rodney McDonald (Competition Policy Division)
Kimberly Jackson (Competition Policy Division)

XO Communications, LLC Section 63.71 Application

KELLEY DRYE & WARREN LLP

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DIRECT LINE: (202) 342-8614

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October 9, 2012

BY HAND DELIVERY

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

DATE STAMP & RETURN
FILED/ACCEPTED

OCT - 9 2012
Federal Communications Commission
Office of the Secretary

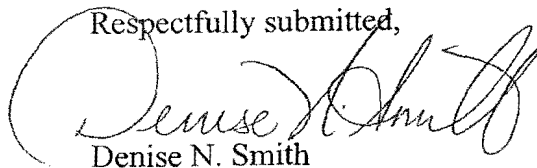
Re: XO Communications, LLC Section 63.71 Application

Dear Ms. Dortch:

On behalf of XO Communications, LLC, ("XO Communications") and pursuant to section 63.71 of the Federal Communications Commission rules, 47 C.F.R. § 63.71(a), enclosed please find an original and four copies of XO Communications' Section 63.71 Application for the discontinuance of selected domestic dial-up services.

Also enclosed is a duplicate of this filing. Kindly date-stamp the duplicate and return it to the courier.

Respectfully submitted,



Denise N. Smith

Counsel to XO Communications, LLC

Enclosures

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
Section 63.71 Application of)
XO Communications, LLC)

SECTION 63.71 APPLICATION

XO Communications, LLC (“XO” or “Applicant”) hereby seeks authorization, pursuant to Section 214(a) of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Section 63.71 of the Commission’s rules, 47 C.F.R. § 63.71, to discontinue its provision of selected dial-up services (“Dial-Up Services”) to a limited number of customers. The services to be discontinued currently are provided by XO’s operating subsidiary, XO Communications Services, LLC (“XOCS”). XO is a leading provider of local and long distance telecommunications services, interexchange access services, VoIP services, Internet access services and other information/enhanced services. XO is authorized by the Commission to provide both interstate and international telecommunications services. XOCS also is authorized to provide intrastate telecommunications services in 49 states and the District of Columbia.¹

The Applicant provides the following information pursuant to Section 63.71 of the Commission’s Rules:

¹ XOCS does not operate in Nevada and Virginia, where XO provides service through two additional subsidiaries: XO Telecommunications of Nevada, LLC and XO Virginia, LLC respectively.

1. Name and Address of Carrier: XO is located at 13865 Sunrise Valley Drive, Herndon, Virginia 20171-4661.

2. Date of Planned Service Discontinuance, Reduction or Impairment: The Applicant plans to discontinue the provision of its Dial-Up Services effective November 26, 2012. Applicant understands that this application will be automatically granted on the 31st day after public notice of filing unless the Commission notifies the Applicant to the contrary.

3. Points of Geographic Areas of Service Affected: XO proposes to discontinue the provision of its Dial-Up Services throughout its nationwide service territory.

4. Brief Description of Type of Service Affected: The XO Dial-Up Service offerings affected by this discontinuance are its Wholesale Dial, Enterprise Dial, and Managed Modem Port Services. These services provide subscribers with dial-up service, enabling subscribers to access other ISPs. For these service offerings, XO provides subscribers with only transmission service.

XO is in the process of streamlining its product offerings. Accordingly, XO has decided to discontinue its Dial-Up Services to better focus on those services most requested by its customers. The proposed discontinuance of XO's Dial-Up Services will not harm the affected customers because there are other alternative dial-up service providers and technologically advanced services that perform essentially the same or better functions. In addition, the affected customers should easily be able to obtain alternative means to access ISPs from ISPs themselves as well as from other telecommunications carriers.

5. Brief Description of the Dates and Methods of Notice to All Affected Customers:

In accordance with Section 63.71(a), on October 8, 2012, XO provided written notice, by first class mail to its affected subscribers.² A copy of the Notice is attached hereto as Attachment A.

6. Whether the Carrier is Considered Dominant or Non-Dominant with Respect to the Service to Be Discontinued, Reduced or Impaired: Applicant is considered non-dominant with respect to the affected services.

In accordance with Section 63.71 of the Commission's Rules, a copy of this Application is being mailed to the Special Assistant for Telecommunications for the Secretary of Defense, concurrent with the filing of this Application.

Additional questions regarding this application may be addressed to the undersigned.

Respectfully submitted,

XO Communications, LLC

By: 

Brad E. Mutschelknaus
Denise N. Smith
Kelley Drye & Warren LLP
3050 K Street, NW
Suite 400
Washington, DC 20007
Tel: (202) 342-8400
E-Mail: dsmith@kelleydrye.com

Its Attorneys

Dated: October 9, 2012

² The customer notice identifies all of XO's operating subsidiaries, including XO Virginia, LLC, and XO Telecommunication of Nevada, LLC. The services being discontinued are provided only by XO Communications Services, LLC.

XO Communications, LLC

Section 63.71 Application

Attachment A

October 8, 2012

IMPORTANT SERVICE-RELATED NOTICE
FOR XO CUSTOMERS WITH
WHOLESALE DIAL
ENTERPRISE DIAL
MANAGED MODEM PORT SERVICE

IMPORTANT NOTICE REGARDING DISCONTINUANCE OF SERVICE

Dear Sir or Madam:

Effective November 26, 2012, XO Communications Services, LLC and its affiliates, XO Virginia, LLC, and Telecommunication of Nevada, LLC (collectively, "XO"), will no longer be providing to customers its Wholesale Dial, Enterprise Dial, or Managed Modem Port Services ("Dial Services"). This discontinuance impacts all markets where these services are currently provided.

XO has decided to discontinue its Dial Services to better focus on those services most requested by our customers. We are furnishing you with notice sufficient to allow you to evaluate alternative providers if you currently are using any of these Dial Services.

The Federal Communications Commission will normally authorize this proposed discontinuance of service unless it is shown that customers would be unable to receive service or a reasonable substitute from another carrier or that the public convenience and necessity is otherwise adversely affected. If you wish to object, you should file your comments as soon as possible, but no later than 15 days after the Commission releases public notice of the proposed discontinuance. Address them to the Federal Communications Commission, Wireline Competition Bureau, Competition Policy Division, 445 12th Street, SW, Washington, DC 20554, and include in your comments a reference to the § 63.71 Application of XO Communications Services, LLC. Comments should include specific information about the impact of this proposed discontinuance upon you or your company, including any inability to acquire reasonable substitute service.

If you have questions concerning this notice, please feel free to contact your assigned Carrier/Client Services Manager (CSM) or call the designated toll-free number shown on your monthly XO invoice. We thank you for your business and look forward to continuing to serve you in other capacities.

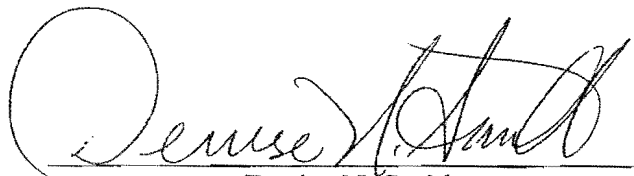
Sincerely,

XO COMMUNICATIONS

CERTIFICATE OF SERVICE

I hereby certify that the foregoing Section 63.71 Application was served this 9th day of October, 2012, by mailing true and correct copies thereof, postage prepaid, to the following persons at the addresses listed below.

Secretary of Defense
Attn: Special Assistant for Telecommunications
Pentagon
Washington, D.C. 20301



Denise N. Smith

CERTIFICATE OF SERVICE

I hereby certify that the foregoing XO Communications, LLC Section 63.71 Application and Amendment to Section 63.71 Application was served this 17th day of October, 2012, by mailing true and correct copies thereof, postage prepaid, to the following persons at the addressed listed below.

Secretary of Defense
Attn: Special Assistant for
Telecommunications
Pentagon
Washington, D.C. 20301

Denver, CO 80202
William O'Brien, Executive Director
Delaware Public Service Commission
861 Silver Lake Boulevard
Cannon Building, Suite 100
Dover, DE 19904

Arizona
Office of Governor Jan Brewer
State Capitol
1700 West Washington
Phoenix, AZ 85007

Delaware
Office of Governor Jack Markell
150 William Penn Street
2nd Floor
Dover, DE 19901

Mr. Ernest G. Johnson
Executive Director
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007

Delaware
Office of Governor Jack Markell
820 N. French Street
12th Floor
Wilmington, DE 19801

California
Office of Governor Edmund Brown
State Capitol
Sacramento, CA 95814

District of Columbia
Office of Mayor Vincent Gray
1350 Pennsylvania Avenue, NW, Suite 316
Washington, DC 20004

Mr. John M. Leutz
Director, Telecommunications Division
California Public Utilities Commission
505 Van Ness Avenue
San Francisco, CA 94102

Mr. Jesse P. Clay, Jr.
Acting Commission Secretary
District of Columbia Public Service
Commission
1333 H Street, NW
2nd Floor West Tower
Washington, DC 20005

Colorado
Office of Governor John Hickenlooper
136 State Capitol
Denver, CO 80203-1792

Florida
Office of Governor Rick Scott
PL 05 The Capitol
400 South Monroe Street
Tallahassee, FL 32399-0001

Mr. Doug Dean, Director
Colorado Public Utilities Commission
1560 Broadway, Suite 250

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

Georgia
Office of Governor Nathan Deal
203 State Capitol
Atlanta, GA 30334

Mr. Reece McAlister
Executive Secretary
Georgia Public Service Commission
244 Washington Street
Atlanta, GA 30334

Idaho
Office of Governor C.L. "Butch" Otter
700 West Jefferson
Second Floor
Boise, ID 83702

Ms. Jean Jewell
Commission Secretary
Idaho Public Utilities Commission
472 West Washington Street
Boise, ID 83702

Illinois
Office of Governor Pat Quinn
State Capitol
207 Statehouse
Springfield, IL 62706

Ms. Elizabeth A. Rolando
Chief Clerk
Illinois Commerce Commission
527 E. Capitol Avenue, 8th Floor
Springfield, IL 62701

Maryland
Office of Governor Martin O'Malley
State House
100 State Circle
Annapolis, MD 21401

Ms. Terry J. Romine
Executive Secretary
Maryland Public Service Commission
William Donald Schaeffer Tower
6 St. Paul Street
Baltimore, MD 21202

Massachusetts
Office of Governor Deval Patrick
State House
Office of the Governor, Room 360
Boston, MA 02133

Catrice Williams
Secretary
Massachusetts Department of
Telecommunications and Cable
1000 Washington Street, Suite 820
Boston, MA 02118

Michigan
Office of Governor Rick Snyder
P.O. Box 30013
Lansing, MI 48909

Mary Jo Kunkle
Executive Secretary
Michigan Public Service Commission
6545 Mercantile Way, Suite 7
Lansing, MI 48911

Minnesota
Office of Governor Mark Dayton
130 State Capitol
75 Rev. Dr. Martin Luther King, Jr.
Boulevard
St. Paul, MN 55155

Burl Haar
Executive Secretary
Minnesota Public Service Commission
121 7th Place East, Suite 350
St. Paul, MN 55101

Missouri
Office of Governor Jeremiah W. (Jay)
Nixon
Capitol Building
Room 218, P.O. Box 720
Jefferson City, MO 65102

Steven C. Reed
Secretary
Missouri Public Service Commission
200 Madison Street
Jefferson City, MO 65102-0306

Nevada
Office of Governor Brian Sandoval
Capitol Building
Carson City, NV 89701

Ms. Donna Skau
Commission Secretary
Nevada Public Utilities Commission
1150 East William Street
Carson City, Nevada 89701

New Jersey
Office of Governor Chris Christie
The State House
P.O. Box 001
Trenton, NJ 08625

Ms. Kristi Izzo
Secretary
New Jersey Board of Public Utilities
Two Gateway Center
Suite 801
Newark, New Jersey 07102

New York
Office of Governor Andrew Cuomo
State Capitol
Albany, NY 12224

Ms. Jaclyn Brilling, Secretary
New York Public Service Commission
Three Empire State Plaza
Albany, New York 12223-1350

Ms. Renne Vance
Chief Clerk
North Carolina Utilities Commission
4325 Mail Service Center
Raleigh, NC 27699-4325

North Carolina
Office of Governor Bev Perdue
20301 Mail Service Center
Raleigh, NC 27699-0301

Ohio
Office of Governor John Kasich
30th Floor
77 South High Street
Columbus, OH 43215

Ms. Renee Jenkins
Secretary
Public Utilities Commission of Ohio
180 E. Broad St.
Columbus, OH 43215

Oregon
Office of Governor John Kitzhaber
State Capitol, Room 160
900 Court St. N.
Salem, OR 97301

Ms. Becky Beier
Executive Secretary
Oregon Public Utilities Commission
P.O. Box 2148
Salem, OR 97308-2148

Pennsylvania
Office of Governor Tom Corbett
Room 225
Main Capitol Building
Harrisburg, PA 17120

Ms. Rosemary Chiavetta
Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
P.O. Box 3265
Harrisburg, PA 17105-3265

Tennessee
Office of Governor Bill Haslam
Tennessee State Capitol
Nashville, TN 37243-0001

Ms. Sharla Dillon
Dockets & Records
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

Texas
Office of Governor Rick Perry
P.O. Box 12428
Austin, TX 78711

James Galloway
Central Records Clerk
Texas Public Utilities Commission
PO Box 13326
Austin, TX 78701

Utah
Office of Governor Gary R. Herbert
Utah State Capitol
Suite 200
Salt Lake City, UT 84114


Ms. Julie Orchard
Commission Secretary
Utah Public Service Commission
160 East 300 South, 4th Floor
Salt Lake City, UT 84114

Virginia
Office of Governor Bob McDonnell
State Capitol
Third Floor
Richmond, VA 23219

Mr. Joel Peck
Clerk of the Commission
Virginia Corporation Commission
P.O. Box 2118
Richmond, Virginia 23218

Washington
Office of Governor Chris Gregoire
Office of the Governor
P.O. Box 40002
Olympia, WA 98504-0002

Mr. Dave Danner
Executive Director/Secretary
Washington Utilities & Transportation
Commission
1300 South Evergreen Park Drive, SW
P.O. Box 47250
Olympia, WA 98504-7250



Denise N. Smith