

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Application for approval of transfer of control of XO Communications, Inc., sole shareholder of XO Long Distance Services, Inc., (holder of IXC Certificate No. 7290) and XO Florida, Inc. (holder of IXC Certificate No. 3505 and ALEC Certificate No. 5648), pursuant to corporate restructuring involving the issuance and sale of new common stock from Craig O. McCaw and existing shareholders of XO to shareholders of restructured and recapitalized XO Communications, Inc.

DOCKET NO. 020251-TP  
ORDER NO. PSC-02-1690-FOF-TP  
ISSUED: December 4, 2002

The following Commissioners participated in the disposition of this matter:

LILA A. JABER, Chairman  
J. TERRY DEASON  
BRAULIO L. BAEZ  
MICHAEL A. PALECKI  
RUDOLPH "RUDY" BRADLEY

ORDER VACATING APPROVAL OF TRANSACTION

BY THE COMMISSION:

This docket was initiated pursuant to a request filed on March 19, 2002. By Order No. PSC-02-0946-PAA-TP, issued on July 15, 2002, and consummated by Order No. PSC-02-1072-CO-TP issued on August 8, 2002, we approved the transaction.

By letter dated October 31, 2002, XO Communications, Inc. (XO), Forstmann Little & Co. (Forstmann Little) and Telephonos de

DOCUMENT NUMBER-DATE

13216 DEC-4 02

FPSC-COMMISSION CLERK

ORDER NO. PSC-02-1690-FOF-TP  
DOCKET NO. 020251-TP  
PAGE 2

Mexico, S.A. de C.V. (Telmex) requested that Order No. PSC-02-0946-PAA-TP and Consummating Order No. PSC-02-1072-CO-TP be vacated because the restructuring plan approved therein did not go forward. Said companies have reached an agreement pursuant to which the Purchase Agreement will be terminated and any potential claims relating to the Purchase Agreement or its termination will be settled. We are informed that the termination of the Purchase Agreement is subject to bankruptcy court approval.

As stated in the October 31, 2002, request, XO's bankruptcy filing contained an alternate reorganization plan. In light of the pending termination of the Purchase Agreement, it plans to proceed with this alternate plan, known as the "Stand-Alone Plan." We note that we have considered this plan in Docket No. 021117-TP.

We are vested with jurisdiction in this matter pursuant to Sections 364.33 and 364.337, Florida Statutes.

Upon consideration, since the requested transaction did not take place, we hereby vacate Order No. PSC-02-0946-PAA-TP, issued July 15, 2002, and Order No. PSC-02-1072-CO-TP, issued August 8, 2002. This docket shall be closed upon the issuance of this Order.

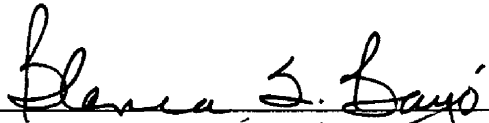
It is therefore

ORDERED by the Florida Public Service Commission that Order No. PSC-02-0946-PAA-TP and Order No. PSC-02-1072-CO-TP are hereby vacated. It is further

ORDERED that this Docket shall be closed.

ORDER NO. PSC-02-1690-FOF-TP  
DOCKET NO. 020251-TP  
PAGE 3

By ORDER of the Florida Public Service Commission this 4th Day  
of December, 2002.

  
\_\_\_\_\_  
BLANCA S. BAYÓ, Director  
Division of the Commission Clerk  
and Administrative Services

( S E A L )

BK

NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.569(1), Florida Statutes, to notify parties of any administrative hearing or judicial review of Commission orders that is available under Sections 120.57 or 120.68, Florida Statutes, as well as the procedures and time limits that apply. This notice should not be construed to mean all requests for an administrative hearing or judicial review will be granted or result in the relief sought.

Any party adversely affected by the Commission's final action in this matter may request: 1) reconsideration of the decision by filing a motion for reconsideration with the Director, Division of the Commission Clerk and Administrative Services, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, within fifteen (15) days of the issuance of this order in the form prescribed by Rule 25-22.060, Florida Administrative Code; or 2) judicial review by the Florida Supreme Court in the case of an electric, gas or

ORDER NO. PSC-02-1690-FOF-TP

DOCKET NO. 020251-TP

PAGE 4

telephone utility or the First District Court of Appeal in the case of a water and/or wastewater utility by filing a notice of appeal with the Director, Division of the Commission Clerk and Administrative Services and filing a copy of the notice of appeal and the filing fee with the appropriate court. This filing must be completed within thirty (30) days after the issuance of this order, pursuant to Rule 9.110, Florida Rules of Appellate Procedure. The notice of appeal must be in the form specified in Rule 9.900(a), Florida Rules of Appellate Procedure.