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July 3, 2002

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**JUL - 3 2002**

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

**VIA COURIER**

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445-12th Street, S.W.  
Washington, D.C. 20554

- Re: (1) XO Communications, Inc.  
Application for Consent to Transfer Control of a Company Holding an  
International Authorization Pursuant to Section 214  
File No. ITC-T/C-20020221-00095
- (2) XO Long Distance Services, Inc.  
Application for Consent to Transfer Control of a Company Holding an  
International Authorization Pursuant to Section 214  
File No. ITC-T/C-20020221-00096
- (3) XO Communications, Inc.  
Petition for Declaratory Ruling Allowing Indirect Foreign Ownership  
File Nos. ISP-PDR-20020221-00007
- (4) XO Communications, Inc. and Certain Subsidiary Companies:  
Application for Approval to Transfer Control of Companies Holding  
Blanket Domestic Authorizations Under Section 214  
IB Docket No. 02-50

Dear Ms. Dortch:

On February 21, 2002, XO Communications, Inc. ("XO") and certain subsidiary  
companies filed applications and petitions, as captioned above, with respect to the proposed

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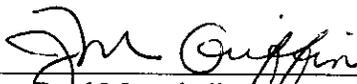
Marlene H. Dortch  
July 3, 2002  
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transfer of control of XO from Craig O. McCaw and the existing shareholders of XO to the new shareholders of XO, which will include, as 10 percent or greater shareholders, Forstmann Little & Co. Equity Partnership-VII, L.P., Forstmann Little & Co. Subordinated Debt and Equity Management Buyout Partnership-VIII, L.P., and an indirect wholly-owned subsidiary of Teléfonos de México, S.A. de C.V. By this letter, XO and the subsidiary companies (as appropriate) amend these applications and petitions to reflect the fact that XO, Debtor-in-Possession ("XO DIP") has replaced XO as a result of XO's filing of a voluntary petition for reorganization in the U.S. Bankruptcy Court for the Southern District of New York. *See In re XO Communications, Inc.*, Case No. 02-12947 (Bankr.S.D.N.Y.), filed June 17, 2002. On June 19, 2002, XO made all required filings to reflect the *pro forma* assignment of XO's licenses and *pro forma* transfer of control of the XO subsidiaries.

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

Respectfully submitted,

**XO COMMUNICATIONS, INC.**

By:   
Brad Mutschelknaus  
Joan M. Griffin  
Its Attorneys

cc: George Li  
Claudia Fox  
Susan O'Connell  
Imani Ellis-Cheek  
Elizabeth Yockus  
Bill Dever

## CERTIFICATE OF SERVICE

I, Charles "Chip" M. Hines III, hereby certify that a true and correct copy of the foregoing letter from XO Communications, Inc. in the Matter of IB Docket No. 02-50 and in the Matter of File Nos. ITC-T/C-20020221-00095, ITC-T/C-20020221-00096 and ISP-PDR-20020221-00007 was served on this the 3<sup>rd</sup> day of July, 2002, on the individuals in the following list:

Delivered via U.S. Mail:

Scott Burnside  
Senior Vice President, Regulatory  
And Government Affairs  
RCN Corporation  
100 Lake Street  
Dallas, Pennsylvania 18612

A handwritten signature in black ink, appearing to read "Charles M. Hines III". The signature is written in a cursive, somewhat stylized font.

Charles "Chip" M. Hines III