July 14, 2016

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

Re: XO Holdings Initial Response to Information and Document Request dated June 22, 2016; WC Docket No. 16-70

Dear Ms. Dortch:

The enclosed letter and index respond, in part, to the Information and Document Request issued by the Federal Communications Commission ("FCC" or "Commission") on June 22, 2016 to XO Holdings ("XO") and Verizon Communications Inc. in connection with the Commission’s investigation of the proposed acquisition of XO Communications, LLC by Verizon Communications Inc.

In accordance with the Protective Order (DA 15-567) in this proceeding, this filing consists of a redacted copy of XO’s submission to the Commission.

Copies of the Highly Confidential version of the filing, including accompanying documents, are being submitted to the Secretary’s Office and Commission staff via hand delivery under separate cover.
Should you have any questions, please contact the undersigned.

Sincerely,

Thomas W. Cohen
Edward A. Yorkgitis, Jr.
Kelley Drye & Warren LLP
3050 K Street, NW, Suite 400
Washington, DC 20007
Tel. (202) 342-8540
Fax. (202) 342-8451

Enclosures
cc: Michael Ray and Zachary Ross (via e-mail)
July 14, 2016

CONFIDENTIAL AND HIGHLY CONFIDENTIAL INFORMATION – SUBJECT TO PROTECTIVE ORDER IN WC DOCKET NO. 16-70 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION

VIA HAND DELIVERY

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

Re: XO Holdings Second Response to Information and Document Request dated June 22, 2016; WC Docket No. 16-70

Dear Ms. Dortch:

This letter, the enclosed documents labeled XO-FCC00000812 through XO-FCC00001047, and the enclosed index respond, in part, to the Information and Document Request issued by the Federal Communications Commission (“FCC” or “Commission”) on June 22, 2016 to XO Holdings (“XO”) and Verizon Communications Inc. in connection with the Commission’s investigation of the proposed acquisition of XO Communications, LLC by Verizon Communications Inc. (hereafter, the “Request”). This Response supplements XO’s Initial Response which was served on July 7, 2016.

Specifically, this Response, made solely on behalf of XO, includes responses to Requests 2, 7, 8, 9 and 12. The Response is XO’s submission of documents and information in response to the Request, and additional documents and information will be provided on a rolling basis. XO will submit signed certificates of compliance upon completion of its response.
SPECIFIC RESPONSES TO REQUESTS

GENERAL

REQUEST NO. 2:

For each Relevant Service listed in response to information request 1 above, for each year from 2014 to the present, and for each service area, state:

a. Each Applicant’s sales to all customers in the aggregate, separately for (i) enterprise customers and (ii) carrier customers;

b. The name, address, telephone number, and contact Person for each Applicant’s 20 largest customers by total revenues; and

c. The name and address of each of the Applicants’ competitors.

XO RESPONSE: XO has attached information responsive to this request, as it relates to XO, as highly confidential Exhibit A to this response. Exhibit A was prepared by James Anderson.

REQUEST NO. 7:

Submit all documents relating to competition in the provision of each Specified Service, including, but not limited to, market studies, forecasts and surveys, and all other documents relating to:

a. The sales, market share, or competitive position of the Applicant or any of its competitors;

b. The relative strength or weakness of companies providing each Specified Service;

c. Supply and demand conditions;

d. Sales negotiations and attempts by the Applicant to respond to competition;

e. The Applicant’s analysis of, or response to, actual or potential competition or entry in each Relevant Service; and
f. Any actual or potential effect on the supply, demand, cost, or price of any Specified Service as a result of competition from any other possible substitute service.

**XO RESPONSE:** Following its further investigation, XO supplements its response to 7(e) as follows by providing internal documents evaluating competitors’ offerings and reports prepared by business consultants. These documents are labeled XO-FCC0000813 through XO-FCC0000853.

**REQUEST NO. 8:**

Submit all documents created or received by the company that relate to each Applicant’s transaction prices, price lists, pricing plans, pricing policies, pricing forecasts, pricing strategies, pricing analyses, and pricing decisions relating to any Specified Service.

**XO RESPONSE:** XO herein is submitting responsive information in the narrative below and in the attached documents about its pricing practices relating to Specified Services. For purposes of this response, XO uses the terms “Transport” and “Transit” Services for its Specified Services.

[BEGIN CONFIDENTIAL]
XO is producing concurrently a spreadsheet labeled XO-FCC00000857 and documents labeled XO-FCC00000812 and XO-FCC00000854 through XO-FCC00000856 that contain additional information responsive to this request as it relates to XO. The documents labeled XO-FCC0000498 through XO-FCC0000499 included with XO’s July 7, 2016 response also contain information that is responsive to this request as it relates to XO.

REQUEST NO. 9:

To the extent not otherwise being provided, provide all documents created by or for the Applicants (either internally or by outside advisors) for the purpose of analyzing the effects of this Transaction with respect to: competition, diversity, consumer welfare, technology, cost savings, efficiencies, synergies, benefits, and profitability.
XO RESPONSE: XO is producing a schedule of the documents it provided to the DOJ in connection with its HSR filing. These documents were produced in response to Request 3 in XO’s Initial Submission. XO has also produced documents to the DOJ in connection with the DOJ’s voluntary request, and copies of those documents are being produced as XO-FCC00000858 through XO-FCC00001046.

REQUEST NO. 12:

For each Applicant’s 25 largest Transit Service customers by traffic volume, provide in an Excel spreadsheet, for each quarter since January 1, 2014:

a. The Interconnection Partner;

b. Usage, measured using the industry standard 95th percentile method, or the amount of capacity if sold on a capacity (port) basis;

c. The price charged for the Internet Transit Service; and

d. The Quarterly revenues earned for each Transit Service separately charged to the Transit Service customers.

For each Transit Service customer that is invoiced for a combination of services, report in separate columns the revenues earned for each service (e.g., Transit Service, Paid Peering) and provide an explanation for how the total invoiced amount is allocated across the services.

XO RESPONSE: XO is producing concurrently a spreadsheet labeled XO-FCC00001047 that contains information responsive to this request as it relates to XO.
Please do not hesitate to contact me if you have any questions regarding XO’s Second Response.

Sincerely,

Thomas W. Cohen

Enclosures
cc: Michael Ray and Zachary Ross (via e-mail)
Sales of all customers in the aggregate by Business Unit Calendar Year 2014 to May 2016.
Products sold by Business Unit Calendar Year 2014 to May 2016.
Products Utilized by Top 20 Customers Calendar Year 2014 to May 2016.
## CONFIDENTIAL INDEX FOR XO'S JULY 14, 2016 PRODUCTION

<table>
<thead>
<tr>
<th>Begin Bates</th>
<th>End Bates</th>
<th>Request/s</th>
<th>Ori File Name</th>
<th>Custodian</th>
</tr>
</thead>
<tbody>
<tr>
<td>XO-FCC00000812</td>
<td>XO-FCC00000812</td>
<td>5, 8</td>
<td>IP_VPN_Pricing Tool v3.xlsx</td>
<td>Steve Marinetto</td>
</tr>
<tr>
<td>XO-FCC00000813</td>
<td>XO-FCC00000813</td>
<td>7</td>
<td>1390_Battlecard_competitive_analysis_Managed Router v2.xlsx</td>
<td>General Custodians</td>
</tr>
<tr>
<td>XO-FCC00000835</td>
<td>XO-FCC00000842</td>
<td>7</td>
<td>U.S. Ethernet Provider Leaderboard (VSG) - XO Now Ranked #8 (Down From #7 in Mid-15 But Up From #9 in Mid-14).msg</td>
<td>General Custodians</td>
</tr>
<tr>
<td>XO-FCC00000854</td>
<td>XO-FCC00000856</td>
<td>8</td>
<td>1423_4G Wireless Backup Cost structure.docx</td>
<td>Steve Marinetto</td>
</tr>
<tr>
<td>XO-FCC00000857</td>
<td>XO-FCC00000857</td>
<td>8</td>
<td>FCC - Question #8-Pricing XO Response July 13, 2016.xlsx</td>
<td>James Anderson</td>
</tr>
<tr>
<td>XO-FCC00000858</td>
<td>XO-FCC00000859</td>
<td>9</td>
<td>CONFIDENTIAL XO Response to Request #8.msg</td>
<td>General Custodians</td>
</tr>
<tr>
<td>XO-FCC00000861</td>
<td>XO-FCC00000861</td>
<td>9</td>
<td>CONFIDENTIAL - Wire Center Business Profile Report for HQ Sites XO 07-06-2015.xlsx</td>
<td>General Custodians</td>
</tr>
<tr>
<td>Begin Bates</td>
<td>End Bates</td>
<td>Request/s</td>
<td>Ori File Name</td>
<td>Custodian</td>
</tr>
<tr>
<td>----------------</td>
<td>---------------</td>
<td>-----------</td>
<td>-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------</td>
<td>--------------------------------</td>
</tr>
<tr>
<td>XO-FCC00001020</td>
<td>XO-FCC00001020</td>
<td>9</td>
<td>CONFIDENTIAL – XO Response to Voluntary Request - Mobile Wireless Backhaul Customer List.pdf</td>
<td>General Custodians</td>
</tr>
<tr>
<td>XO-FCC00001021</td>
<td>XO-FCC00001026</td>
<td>9</td>
<td>CONFIDENTIAL – XO Response to Voluntary Request - Retail Enterprise Customer List.pdf</td>
<td>General Custodians</td>
</tr>
</tbody>
</table>