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REDACTED - FOR PUBLIC INSPECTION

July 25, 2016

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

VIA ECFS

Re: XO Holdings Third 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.

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Marlene H. Dortch
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Should you have any questions, please contact the undersigned.

Sincerely,



Thomas W. Cohen
Edward A. Yorkgitis, Jr.
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Enclosures
cc: Michael Ray and Zachary Ross (via e-mail)

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July 25, 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 Third 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-FCC00001048 through XO-FCC00001450, 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”).

Specifically, this Response, made solely on behalf of XO, includes responses to Requests 26, 27, 28, 29, and 30. In addition, pursuant to a verbal request from Commission staff on July 7, 2016, XO includes with this response an organizational chart labeled XO-FCC00001048 through XO-FCC00001449.

The Response is XO’s third 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.

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SPECIFIC RESPONSES TO REQUESTS

BDS DATA COLLECTION

REQUEST NO. 26:

Separately for each Applicant, answer the following questions in the Data Collection (inclusive, where applicable, of all lettered sub-questions that fall within the numbered question specified), in each case where applicable substituting “as of May 31, 2016” for “during 2013” and, where no date is specified, providing information as of May 31, 2016:

- *II.A.3*
- *II.A.4, except that (a) notwithstanding the text of II.A.4(c), the geocode for the Location (i.e., latitude and longitude) must be provided in each case; and (b) Applicants need not respond to question II.A.4(d).*

XO RESPONSE: XO is producing concurrently a spreadsheet labeled XO-FCC00001450 that contains information responsive to this request as it relates to XO.

[BEGIN CONFIDENTIAL] [REDACTED]
 [REDACTED]
 [REDACTED]
 [REDACTED]
 [REDACTED]
 [REDACTED]
 [REDACTED]
 [REDACTED] **[END CONFIDENTIAL]**

REQUEST NO. 27:

Provide the information requested below for each Location to which Verizon had a Connection as of May 31, 2016, where all of the following are true: (a) Verizon was a Competitive Provider; and (b) the Location in question was within 1,000 meters or fewer of another Location to which XO had a Connection as of May 31, 2016:

- a. As to Verizon:*

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- i. *A unique ID for the Location;*
 - ii. *The actual situs address for the Location (i.e., land where the building or cell site is located);*
 - iii. *The geocode for the Location (i.e., latitude and longitude); and*
 - iv. *The total sold bandwidth of the Connection provided by you to the Location in Mbps.*
- b. *As to each Location to which XO had a Connection that was within 1,000 meters or fewer of the Location identified in response to sub-question a above:*
- i. *A unique ID for the Location;*
 - ii. *The actual situs address for the Location (i.e., land where the building or cell site is located);*
 - iii. *The geocode for the Location (i.e., latitude and longitude) if kept in the normal course of business, otherwise providing this information is optional; and*
 - iv. *The total sold bandwidth of the Connection provided by you to the Location in Mbps.*

For purposes of this question 27, each reference to a Connection encompasses only a Connection where all of the following are true: (a) any of the Connection to the Location was provided using fiber; and (b) the Provider (i) owned the Connection or (ii) leased the Connection from another entity under an IRU agreement. The phrase “within 1,000 meters or fewer” encompasses a Connection to the same Location.

XO RESPONSE: XO is producing concurrently a spreadsheet labeled XO-FCC00001450 that contains information responsive to this request as it relates to XO.

REQUEST NO. 28:

Provide the information requested below for each Location to which XO had a Connection as of May 31, 2016, where all of the following are true: (a) any of the Connection to the Location was provided using fiber; (b) XO either (i) owned the

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Connection or (ii) leased the Connection from another entity under an IRU agreement; and (c) the Location is within Verizon's ILEC footprint.

- a. A unique ID for the Location;*
- b. The actual situs address for the Location (i.e., land where the building or cell site is located);*
- c. The geocode for the Location (i.e., latitude and longitude); and*
- d. The total sold bandwidth of the Connection provided by you to the Location in Mbps.*

XO RESPONSE: XO is producing concurrently a spreadsheet labeled XO-FCC00001450 that contains information responsive to this request as it relates to XO.

REQUEST NO. 29:

For each Location identified in response to either (or more than one of or all of) questions 27.a, 27.b, or 28 above, provide the following information as of May 31, 2016:

- a. The number of distinct Providers (excluding Verizon, XO, or any Affiliates of either) that had a Connection, within 1,000 meters or fewer of such Location;*
- b. The name of each such Provider;*
- c. The distance of such Provider's Connection from the nearest XO or Verizon Connection; and*
- d. The unique ID of such nearest XO or Verizon Connection, if provided in response to one or more of questions 27-28 above.*

For purposes of this question, each reference to a Connection encompasses only a Connection where all of the following are true: (a) any of the Connection to the Location was provided using fiber; and (b) the Provider (i) owned the Connection or (ii) leased the Connection from another entity under an IRU agreement.

XO RESPONSE: XO does not have internal systems or capabilities that would allow it to respond to this request. **[BEGIN CONFIDENTIAL]** [REDACTED]

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[REDACTED]
[REDACTED]
[REDACTED] [END CONFIDENTIAL]

As such, XO will not be providing a separate response to this request.

REQUEST NO. 30:

If an Applicant's method of answering any of the requests in this sub-section B differs from its method of answering analogous questions in response to the Data Collection, describe those differences in methodology and the reasons for such differences.

XO RESPONSE: XO has endeavored in its response to these requests to utilize the same or substantially similar method(s) of answering analogous questions in response to the Data Collection.

* * *

Please do not hesitate to contact me if you have any questions regarding XO's Response.

Sincerely,



Thomas W. Cohen

Enclosures
cc: Michael Ray and Zachary Ross (via e-mail)

CONFIDENTIAL INDEX FOR XO'S JULY 25, 2016 PRODUCTION

Begin Bates	End Bates	Request/s	Ori File Name	Custodian
XO-FCC00001048	XO-FCC00001449	n/a	XO Org Chart 07072016_with_hyperlinks.pptx	Lisa Youngers
XO-FCC00001450	XO-FCC00001450	26, 27, 28	FCC.PART.B.answers.xlsx	Patrick Thompson