

**KELLEY DRYE & WARREN LLP**

A LIMITED LIABILITY PARTNERSHIP

**WASHINGTON HARBOUR, SUITE 400**

**3050 K STREET, NW**

**WASHINGTON, D.C. 20007-5108**

(202) 342-8400

FACSIMILE

(202) 342-8451

www.kelleydrye.com

NEW YORK, NY

TYSONS CORNER, VA

CHICAGO, IL

STAMFORD, CT

PARSIPPANY, NJ

BRUSSELS, BELGIUM

AFFILIATE OFFICES

JAKARTA, INDONESIA

MUMBAI, INDIA

DIRECT LINE: (202) 342-8518

EMAIL: tcohen@kelleydrye.com

**REDACTED - FOR PUBLIC INSPECTION**

July 28, 2016

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

**VIA ECFS**

Re: XO Holdings Fourth 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.

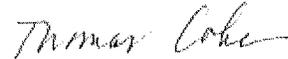
Copies of the Highly Confidential version of the filing, including accompanying documents, are being submitted to the Secretary's Office and Commission staff via hand delivery under separate cover.

**REDACTED FOR PUBLIC INSPECTION**

Marlene H. Dortch  
July 28, 2016  
Page Two

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)

**KELLEY DRYE & WARREN LLP**

A LIMITED LIABILITY PARTNERSHIP

**WASHINGTON HARBOUR, SUITE 400**

**3050 K STREET, NW**

**WASHINGTON, D.C. 20007-5108**

(202) 342-8400

NEW YORK, NY

CHICAGO, IL

STAMFORD, CT

PARSIPPANY, NJ

BRUSSELS, BELGIUM

AFFILIATE OFFICES

MUMBAI, INDIA

FACSIMILE

(202) 342-8451

www.kelleydrye.com

THOMAS W. COHEN

DIRECT LINE: (202) 342-8518

EMAIL: [tcohen@kelleydrye.com](mailto:tcohen@kelleydrye.com)

July 28, 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 12<sup>th</sup> Street S.W.  
Washington, D.C. 20554

Re: XO Holdings Fourth 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-FCC00001451 through XO-FCC00001661, 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 1 and 19. The Response supplements XO’s previous submissions 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.

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

**KELLEY DRYE & WARREN LLP**

Marlene H. Dortch  
Page Two

**SPECIFIC RESPONSES TO REQUESTS**

**GENERAL**

**REQUEST NO. 1:**

*List each Relevant Service provided by each Applicant, and for each:*

- a. Provide a description of the service;*
- b. State the division, Subsidiary, or Affiliate of the company that provides the service; and*
- c. Describe how each Applicant defines the area in which it provides the service (e.g., metropolitan statistical area, county).*

**XO RESPONSE:** XO previously responded to this request on July 7, 2016. Pursuant to a follow up request from Commission staff, XO supplements its response as follows:

XO provides service in 85 geographic markets (primarily, but not exclusively, related to Metropolitan Statistical Areas) in the U.S. A list of these geographic markets is attached as Highly Confidential **Exhibit A**. As explained below, XO breaks down its sales operation by **[BEGIN HIGHLY CONFIDENTIAL]** [REDACTED]  
[REDACTED]  
[REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

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

**KELLEY DRYE & WARREN LLP**

Marlene H. Dortch  
Page Three

[REDACTED]

[REDACTED]

[REDACTED]

**[END HIGHLY CONFIDENTIAL]**

A chart illustrating these customer segments is attached as Highly Confidential **Exhibit B**.

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

**REQUEST NO. 19:**

*Describe Verizon's post-closing plans concerning XO's services provided via Ethernet over Copper ("EoC"). In addition:*

- a. Provide all documents in Verizon's or XO's possession that discuss XO's EoC-based service, including strategic plans, deployment plans, pricing, and competitive environment.*
- b. Does Verizon plan to continue providing EoC-based service to existing purchasers everywhere it is currently available from XO?*
- c. Will Verizon honor existing XO contracts or purchase arrangements for EoC service?*

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

**KELLEY DRYE & WARREN LLP**

Marlene H. Dortch  
Page Four

- d. Submit all documents discussing any planned, potential, or actual XO migration of its non-facilities-based connections to its own facilities (whether over XO's facilities or an infeasible right of use).*
- e. Describe the extent to which EoC is a competitive alternative to BDS provided over fiber and any other business broadband services provided by Verizon over fiber.*

**XO RESPONSE:** XO is producing concurrently documents labeled XO-FCC00001451 through XO-FCC00001661 that contain information responsive to this request as it relates to XO.

Ethernet service is the leading product sold by XO. XO has launched its next generation Ethernet platform and new products over XO's fiber facilities, which support the 100+ Mbps speeds that customers are demanding. Ethernet over Copper (EoC) continues to be part of XO's product portfolio, [BEGIN HIGHLY CONFIDENTIAL] [REDACTED]  
[REDACTED] [END HIGHLY CONFIDENTIAL]  
CONFIDENTIAL]

EoC is a lower speed dedicated service provided to commercial customers with service level agreements. [BEGIN HIGHLY CONFIDENTIAL] [REDACTED]  
[REDACTED]  
[REDACTED] [END HIGHLY CONFIDENTIAL]

EoC is provided using copper loops (pairs), and EoDS1 is provided using copper-based T1 circuits, both of which can be purchased from incumbent local exchange carriers. Each type of facility is joined in bundles to produce higher speed capability using IP technology. [BEGIN HIGHLY CONFIDENTIAL] [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

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

**KELLEY DRYE & WARREN LLP**

Marlene H. Dortch  
Page Five

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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

**KELLEY DRYE & WARREN LLP**

Marlene H. Dortch  
Page Six

**[REDACTED]** [END HIGHLY  
CONFIDENTIAL]

\* \* \*

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)

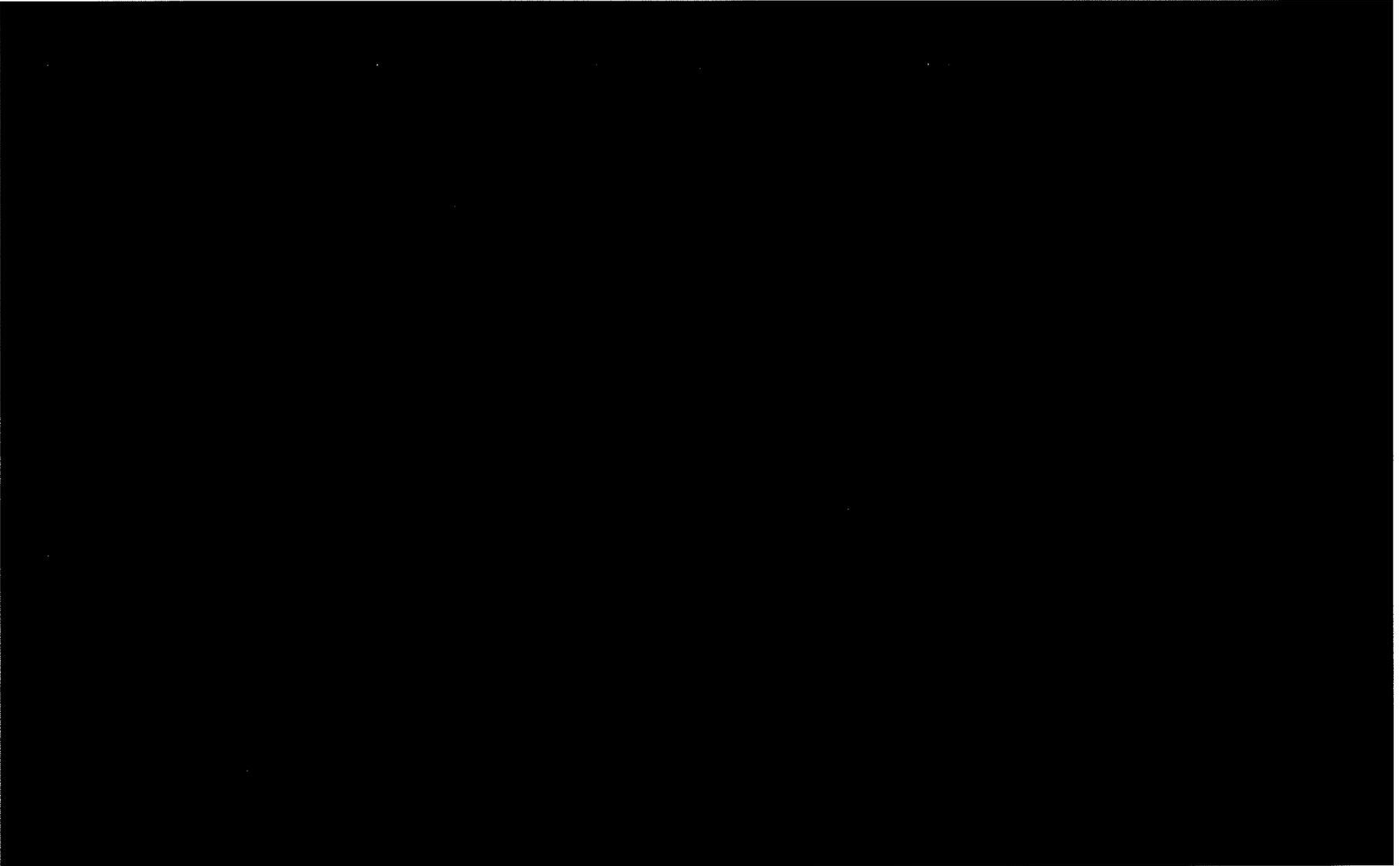
**XO Markets**

Market	State	Mid Market / Enterprise Sales Team	Mid Market / Enterprise Sales Region
Austin, TX	TX	Dallas	
Dallas, TX	TX	Dallas	
Ft. Worth, TX	TX	Dallas	
San Antonio, TX	TX	Dallas	
Boulder, CO	CO	Denver	
Colorado Springs, CO	CO	Denver	
Denver, CO	CO	Denver	
Houston, TX	TX	Houston	
Provo, UT	UT	Salt Lake City	
Salt Lake City, UT	UT	Salt Lake City	
Sandy, UT	UT	Salt Lake City	
Chicago, IL	IL	Chicago	
South Bend, IN	IN	Chicago	
Grand Prarie, MI	MI	Detroit	
Detroit, MI	MI	Detroit	
Minneapolis - St. Paul, MN	MN	Minneapolis	
Memphis, TN	TN	Nashville	
Nashville, TN	TN	Nashville	
St. Louis, MO	MO	St. Louis	
Boston, MA	MA	Boston	
Akron, OH	OH	Cleveland	
Canton, OH	OH	Cleveland	
Cleveland, OH	OH	Cleveland	
Youngstown, OH	OH	Cleveland	
Pittsburgh, PA	PA	Cleveland	
Cincinnati, OH	OH	Columbus	
Columbus, OH	OH	Columbus	
Bridgeport, CT	CT	New York City	
Hartford, CT	CT	New York City	
Atlantic City, NJ	NJ	New York City	
Jersey City, NJ	NJ	New York City	
Middlesex, NJ	NJ	New York City	
Newark, NJ	NJ	New York City	
Buffalo, NY	NY	New York City	
New York, NY	NY	New York City	
Rochester, NY	NY	New York City	
Syracuse, NY	NY	New York City	
White Plains, NY	NY	New York City	
Wilmington, DE	DE	Philadelphia	
Allentown, PA	PA	Philadelphia	
Harrisburg, PA	PA	Philadelphia	
Lancaster, PA	PA	Philadelphia	
Philadelphia, PA	PA	Philadelphia	
Reading, PA	PA	Philadelphia	

**XO Markets**

Scranton, PA	PA	Philadelphia
Atlanta, GA	GA	Atlanta
Washington, DC	DC	DC/MD/VA
Baltimore, MD	MD	DC/MD/VA
Charlotte, NC	NC	DC/MD/VA
Raleigh, NC	NC	DC/MD/VA
Herndon, VA	VA	DC/MD/VA
Richmond, VA	VA	DC/MD/VA
Ft. Lauderdale, FL	FL	Miami
Miami, FL	FL	Miami
Orlando, FL	FL	Tampa
Sarasota, FL	FL	Tampa
St. Petersburg, FL	FL	Tampa
Tallahassee, FL	FL	Tampa
Tampa, FL	FL	Tampa
Winter Park, FL	FL	Tampa
Jacksonville, FL	FL	Tampa / Miami
Las Vegas, NV	NV	Las Vegas
Irvine, CA	CA	Los Angeles
Long Beach, CA	CA	Los Angeles
Los Angeles, CA	CA	Los Angeles
Orange County, CA	CA	Los Angeles
Phoenix, AZ	AZ	Phoenix
Tucson, AZ	AZ	Phoenix
Yuma, AZ	AZ	Phoenix
Coeur D'Alene, ID	ID	Portalnd
Clarkston, ID	ID	Portland
Lewiston, ID	ID	Portland
Portland, OR	OR	Portland
Sacramento, CA	CA	Sacramento
San Diego, CA	CA	San Diego
San Francisco, CA	CA	San Francisco
San Jose, CA	CA	San Francisco
Stockton, CA	CA	San Francisco
Fresno, CA	CA	San Francisco
Oakland, CA	CA	San Francisco
Fremont, CA	CA	San Francisco/Fremon
Seattle, WA	WA	Seattle
Spokane, WA	WA	Seattle
Tacoma, WA	WA	Seattle
Vancouver, WA	WA	Seattle

## Segmentation Definitions and Channel Alignment



**CONFIDENTIAL INDEX FOR XO'S JULY 28, 2016 PRODUCTION**

<b>Begin Bates</b>	<b>End Bates</b>	<b>Request/s</b>	<b>Ori File Name</b>	<b>Custodian</b>
XO-FCC00001451	XO-FCC00001460	19	Q12014 Lifecycle Report	Sam Koetter
XO-FCC00001461	XO-FCC00001469	19	XO Ethernet Service Description	Sam Koetter
XO-FCC00001470	XO-FCC00001471	19	2015 Revenue increase - Ethernet	Sam Koetter
XO-FCC00001472	XO-FCC00001481	19	XO Ethernet Product Launch-PCD	Sam Koetter
XO-FCC00001482	XO-FCC00001489	19	VLAN Treatment Scenarios	Sam Koetter
XO-FCC00001490	XO-FCC00001490	19	Alt Ethernet Vendor-Pricing-Coverage-SLAs	Sam Koetter
XO-FCC00001491	XO-FCC00001491	19	Ethernet-Hub	Sam Koetter
XO-FCC00001492	XO-FCC00001504	19	Wholesale product roadmap-sjk	Sam Koetter
XO-FCC00001505	XO-FCC00001510	19	Mini Lifecycle Report 3.27.14	Sam Koetter
XO-FCC00001511	XO-FCC00001522	19	Ethernet Suite Enhancements - June 2015 OSS PCD	Sam Koetter
XO-FCC00001523	XO-FCC00001540	19	XO Ethernet Hub	Sam Koetter
XO-FCC00001541	XO-FCC00001554	19	XO Ethernet Product Launch-June 2016 OSS PCD	Sam Koetter
XO-FCC00001555	XO-FCC00001555	19	Ethernet Service Extensions	Sam Koetter
XO-FCC00001556	XO-FCC00001561	19	Ethernet Service Extensions	Sam Koetter
XO-FCC00001562	XO-FCC00001572	19	Ethernet Suite Enhancements - March 2014 OSS PCD 1.5	Sam Koetter
XO-FCC00001573	XO-FCC00001573	19	XO Ethernet RFI w XO Hub responses	Sam Koetter
XO-FCC00001574	XO-FCC00001583	19	Ethernet Product FAQ	Sam Koetter
XO-FCC00001584	XO-FCC00001598	19	XGEN Overview	Sam Koetter
XO-FCC00001599	XO-FCC00001609	19	Ethernet Suite Enhancements - June 2014 OSS PCD 1.0	Sam Koetter
XO-FCC00001610	XO-FCC00001610	19	Ethernet ports in service	Sam Koetter
XO-FCC00001611	XO-FCC00001621	19	Ethernet Suite Enhancements - March 2015 OSS PCD 0.5	Sam Koetter
XO-FCC00001622	XO-FCC00001622	19	Ethernet Pricing - Hub, On-Net, EoC (10)	Sam Koetter
XO-FCC00001623	XO-FCC00001633	19	XO Access Optimization - Ethernet vs. TDM	Sam Koetter
XO-FCC00001634	XO-FCC00001637	19	Ethernet Delivery Variations.ppt	Sam Koetter
XO-FCC00001638	XO-FCC00001640	19	Ethernet SWOT and Competition.pptx	Sam Koetter

XO-FCC00001641	XO-FCC00001650	19	XO Access Optimization - Ethernet vs. TDM.pptx	Sam Koetter
XO-FCC00001651	XO-FCC00001660	19	XO Ethernet Product Launch-PCD.docx	Sam Koetter
XO-FCC00001661	XO-FCC00001661	19	XO EoC Install Units -18 Mos Trending Data Jan 2015 to Jun 2016 7-27-201....xlsx	General Custodians