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**REDACTED - FOR PUBLIC INSPECTION**

August 2, 2016

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

**VIA ECFS**

Re: XO Holdings Fifth 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.

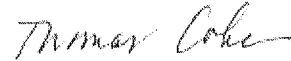
Copies of the Highly Confidential version of the filing, including accompanying documents, are being submitted to the Secretary's Office and Commission staff via hand delivery under separate cover.

**REDACTED FOR PUBLIC INSPECTION**

Marlene H. Dortch  
August 2, 2016  
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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)

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August 2, 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 Fifth 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-FCC00001662 through XO-FCC00002311, 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 2 and 13. The Response supplements XO’s previous submissions of documents and information in response to the Request. 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 –  
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Marlene H. Dortch  
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**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 previously responded to this request on July 14, 2016. Pursuant to a follow up request from Commission staff, XO supplements its response as follows:

As described in XO's supplemental response to Request 1 on July 28, 2016, **[BEGIN HIGHLY CONFIDENTIAL]** [REDACTED]

[REDACTED]

[REDACTED]

**[END HIGHLY CONFIDENTIAL]**

**CONFIDENTIAL AND HIGHLY CONFIDENTIAL INFORMATION –  
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**REQUEST NO. 13:**

*Describe, and provide and identify supporting documents showing each Applicant's position, rank, and competitive strategy in the Internet Backbone Services market and how each Applicant compares to other Internet Backbone Services providers, including a description of which entities each Applicant is most competitive with and the most significant market risks facing each Applicant.*

**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 with additional documents labeled XO-FCC00001662 through XO-FCC00002311 that contain 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 Response.

Sincerely,



Thomas W. Cohen

Enclosures

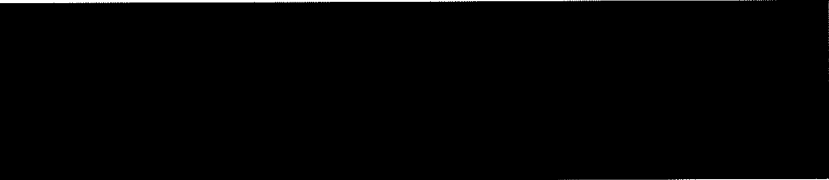
cc: Michael Ray and Zachary Ross (via e-mail)

XO Competitor Information

Market - ENTERPRISE	State	Team	Mid Market / Enterprise Sales Region	Competitor #1	Competitor #2	Competitor #3	Competitor #4	Competitor #5	Competitor #6
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 Prairie, 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							
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	Portland							
Clarkston, ID	ID	Portland							
Lewiston, ID	ID	Portland							
Portland, OR	OR	Portland							
Sacramento, CA	CA	Sacramento							
San Diego, CA	CA	San Diego							

XO Competitor Information

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/Fremont
Seattle, WA	WA	Seattle
Spokane, WA	WA	Seattle
Tacoma, WA	WA	Seattle
Vancouver, WA	WA	Seattle



**CONFIDENTIAL INDEX FOR XO'S AUGUST 2, 2016 PRODUCTION**

Begin Bates	End Bates	Request/s	Ori File Name	Custodian
XO-FCC00001662	XO-FCC00001663	13	Dyn Baker's Dozen 2015 - Top Global IP Networks Ranked (XO #13).msg	Sean Kennedy
XO-FCC00001664	XO-FCC00001668	13	Dyn Bakers Dozen-2015.pdf	Sean Kennedy
XO-FCC00001669	XO-FCC00001672	13	XO IP Backbone Network (AS 2828) Now Ranked 9th Largest (Greatest Reach) Globally_009.msg	Sean Kennedy
XO-FCC00001673	XO-FCC00001674	13	RE Cogent Admits To Continued Congestion Problems With Half of its Largest ISP Carriers .msg	Sean Kennedy
XO-FCC00001675	XO-FCC00001677	13	RE Dyn Baker's Dozen 2015 - Top Global IP Networks Ranked (XO #13).msg	Sean Kennedy
XO-FCC00001678	XO-FCC00001684	13	Re More 100GE Interest.msg	Sean Kennedy
XO-FCC00001685	XO-FCC00001687	13	RE Verizon Data Requests - Sub-Function Lead on Technology Architecture 2.msg	Sean Kennedy
XO-FCC00001688	XO-FCC00001697	13	Peering info for Ramani.pptx	Sean Kennedy
XO-FCC00001698	XO-FCC00001698	13	Peering Connections Overview.xlsx	Sean Kennedy
XO-FCC00001699	XO-FCC00001699	13	XO International Peering and DIA locations.xlsx	Sean Kennedy
XO-FCC00001700	XO-FCC00001703	13	RE Verizon Data Requests - Sub-Function Lead on Technology Architecture 3.msg	Sean Kennedy
XO-FCC00001704	XO-FCC00001714	13	Peering info for Ramani 5-26-16.pptx	Sean Kennedy
XO-FCC00001715	XO-FCC00001715	13	Peering Total Capacity Traffic Aprl 2016.xlsx	Sean Kennedy
XO-FCC00001716	XO-FCC00001723	13	RE Verizon Data Requests - Sub-Function Lead on Technology Architecture.msg	Sean Kennedy
XO-FCC00001724	XO-FCC00001725	13	XO Peering Data 1-2016.pptx	Sean Kennedy
XO-FCC00001726	XO-FCC00001757	13	2015 Plan Part 2 Aug 8 (2).pptx	Eric Points
XO-FCC00001758	XO-FCC00001790	13	Critical_Capabilities_for_Wireline_Telecom_Services - Gartner - Feb-16.pdf	Eric Points
XO-FCC00001791	XO-FCC00001811	13	DIA and Security Briefing.ppt	Eric Points



XO-FCC00001812	XO-FCC00001853	13	Draft 2015 Plan July 9 2014 D4E.pptx	Eric Points
XO-FCC00001854	XO-FCC00001911	13	Long Range Planning_Marketing and Product 060215 EP v4.pptx	Eric Points
XO-FCC00001912	XO-FCC00001962	13	LRP Product SWOT and Roadmap Considerations DRAFT v2.pptx	Eric Points
XO-FCC00001963	XO-FCC00002022	13	LRP_Marketing and Product Input Final 2015.pptx	Eric Points
XO-FCC00002023	XO-FCC00002031	13	peering update nov 2014.pptx	Eric Points
XO-FCC00002032	XO-FCC00002063	13	Product and Technology Plan 1 0 July 16 2014.pptx	Eric Points
XO-FCC00002064	XO-FCC00002067	13	State of the Union Peering - April 2014.pptx	Eric Points
XO-FCC00002068	XO-FCC00002073	13	RE 2nd largest internet carrier_000.msg	Patrick Walsh
XO-FCC00002074	XO-FCC00002076	13	IP Backbone 3rd-Party Analyses - RenesysDyn IP Transit Intelligence & CAIDA - Analyze 54K AS Networks & XO (Routing, Peering, Customer + Geographical Rankings) - Jun-14_000.msg	Patrick Walsh
XO-FCC00002077	XO-FCC00002081	13	IP Backbone Analysis - Largest Networks & XO - Jun-23-14.docx	Patrick Walsh
XO-FCC00002082	XO-FCC00002089	13	RE XO 2nd largest internet carrier_001.msg	Patrick Walsh
XO-FCC00002090	XO-FCC00002094	13	RenesysDyn IP Transit Intelligence - Analyzes 50K+ IP Backbone Networks (Routing, Peering & Customer Analysis + GeographicalRankings) Updated Daily_002.msg	Patrick Walsh
XO-FCC00002095	XO-FCC00002101	13	Sprint+AOL+XO IP Analysis-Jun- 21-14.docx	Patrick Walsh
XO-FCC00002102	XO-FCC00002106	13	IP Backbone Analysis - Largest Networks - Jun-23-14.docx	Patrick Walsh
XO-FCC00002107	XO-FCC00002108	13	FW Videotron IP Network (AS 5769) Analysis - RENESYS SAMPLE ANALYSIS_004.msg	Patrick Walsh
XO-FCC00002109	XO-FCC00002112	13	RE do we have updated info for this its from 2012 (XO IP Network Ranking)_003.msg	Patrick Walsh
XO-FCC00002113	XO-FCC00002117	13	XO IP Analysis-Jun-23-14.docx	Patrick Walsh
XO-FCC00002118	XO-FCC00002125	13	RE Current CaidaRenesys rankings_004.msg	Patrick Walsh

XO-FCC00002126	XO-FCC00002131	13	FW Renesys - A Baker's Dozen, 2013 Edition (Larest IP Backbone Providers)_005.msg	Patrick Walsh
XO-FCC00002132	XO-FCC00002134	13	Updated Competitive Intelligence Presentation & CAIDA's Ranking of XO's IP Network as Top 10 Globally_012.msg	Patrick Walsh
XO-FCC00002135	XO-FCC00002148	13	Competitive Intelligence Update-May-15.pptx	Patrick Walsh
XO-FCC00002149	XO-FCC00002158	13	RE Positive XO Reviews_013.msg	Patrick Walsh
XO-FCC00002159	XO-FCC00002161	13	RE Talking Points from Feb 2015 Gartner Report & Additional Positive Market Research Concerning XO_000.msg	Patrick Walsh
XO-FCC00002162	XO-FCC00002181	13	2015-Infonetics-NA-SIP-Trunking-Leadership-Scorecard.pdf	Patrick Walsh
XO-FCC00002182	XO-FCC00002185	13	XO IP Backbone Network (AS 2828) Now Ranked 9th Largest (Greatest Reach) Globally_001.msg	Patrick Walsh
XO-FCC00002186	XO-FCC00002187	13	Positive Recent Market Research Reports & Analyses Covering XO_001.msg	Patrick Walsh
XO-FCC00002188	XO-FCC00002189	13	Critical Capabilities for US Wireline Telecom Services (XO Extract)- Gartner Group - Feb-25-2015.pdf	Patrick Walsh
XO-FCC00002190	XO-FCC00002200	13	XO US WAN Services - Jul-20-15 - Current Analysis.pdf	Patrick Walsh
XO-FCC00002201	XO-FCC00002202	13	RE Talking Points from Feb 2015 Gartner Report & Additional Positive Market Research Concerning XO_014.msg	Patrick Walsh
XO-FCC00002203	XO-FCC00002205	13	Dyn Baker's Dozen 2015 - Top Global IP Networks Ranked (XO #13) Update_015.msg	Patrick Walsh
XO-FCC00002206	XO-FCC00002210	13	Dyn Bakers Dozen-2015.pdf	Patrick Walsh
XO-FCC00002211	XO-FCC00002214	13	XO IP Backbone Network (AS 2828) Now Ranked 9th Largest (Greatest Reach) Globally_009.msg	Patrick Walsh

XO-FCC00002215	XO-FCC00002217	13	RE Need some help with XO's prominence in the marketplace_016.msg	Patrick Walsh
XO-FCC00002218	XO-FCC00002221	13	XO IP Backbone Network (AS 2828) Now Ranked 9th Largest (Greatest Reach) Globally_017.msg	Patrick Walsh
XO-FCC00002222	XO-FCC00002225	13	RE do we have updated info for this its from 2012 (XO IP Network Ranking)_018.msg	Patrick Walsh
XO-FCC00002226	XO-FCC00002230	13	XO IP Analysis-Jun-23-14.docx	Patrick Walsh
XO-FCC00002231	XO-FCC00002239	13	XO IP Backbone Market Position - You Requested_000.msg	Patrick Walsh
XO-FCC00002240	XO-FCC00002240	13	XO Market Position - 2015.xlsx	Patrick Walsh
XO-FCC00002241	XO-FCC00002241	13	List of XO Awards - April 2015.xlsx	Patrick Walsh
XO-FCC00002242	XO-FCC00002244	13	Updated Competitive Intelligence Presentation & CAIDA's Ranking of XO's IP Network as Top 10 Globally_003.msg	Patrick Walsh
XO-FCC00002245	XO-FCC00002258	13	Competitive Intelligence Update-May-15.pptx	Patrick Walsh
XO-FCC00002259	XO-FCC00002261	13	RE DOJ Request - XO Market SharePosition & Market SizesForecasts_007.msg	Patrick Walsh
XO-FCC00002262	XO-FCC00002265	13	XO IP Backbone Network (AS 2828) Now Ranked 9th Largest (Greatest Reach) Globally_001.msg	Patrick Walsh
XO-FCC00002266	XO-FCC00002276	13	Critical Capabilities for U.S. Wireline Telecom Service Providers Report - 2016 Update & 2015 Comparison - Gartner Group_005.msg	Patrick Walsh
XO-FCC00002277	XO-FCC00002309	13	Critical_Capabilities_for_Wireline_Telecom_Services - Gartner - Feb-16.pdf	Patrick Walsh
XO-FCC00002310	XO-FCC00002311	13	Critical Capabilities for US Wireline Services (XO Extract)- Gartner Group - Feb-16.pdf	Patrick Walsh