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REDACTED - FOR PUBLIC INSPECTION

August 5, 2016

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

VIA ECFS

Re: XO Holdings Sixth 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
August 5, 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
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Enclosures
cc: Michael Ray and Zachary Ross (via e-mail)

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August 5, 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 Sixth 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-FCC00002312 through XO-FCC00007086, 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 4, 6 and 10. In addition, pursuant to a verbal request from Commission staff, XO includes with this response copies of previous XO submissions in the Commission’s Special Access and Tariff Investigation proceedings labeled XO-FCC00007087 through XO-FCC00007381. 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. 4:

Submit all documents relating to allegations by any Person that any Applicant that provides any Relevant Service is not behaving in a competitive manner, including, but not limited to, customer and competitor complaints, threatened, pending, or completed lawsuits, and federal and state investigations.

XO RESPONSE: XO is producing concurrently documents labeled XO-FCC00002312 through XO-FCC00005440 that contain information responsive to this request as it relates to XO.

REQUEST NO. 6:

Submit all documents discussing each Applicant's plans relating to any Specified Service, including, but not limited to, business plans; short-term and long-range strategies and objectives; budgets and financial projections; expansion or retrenchment plans; research and development efforts; plans to reduce costs, improve services, introduce new services, or otherwise become more competitive; and presentations to management committees, executive committees, and boards of directors. For regularly prepared budgets and financial projections, each Applicant need only submit one copy of final year-end documents and cumulative year-to-date documents for the current year.

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-FCC00005441 through XO-FCC00007084 that contain information responsive to this request as it relates to XO.

REQUEST NO. 10:

For each Applicant, provide a list of all Internet Interconnection Agreements, formal or informal, the Applicant has entered into with any Person located at an Internet exchange point (including CDNs, Edge Providers, Internet Access Service providers and Internet Backbone Services providers) that are currently in effect or entered into since Jan. 1, 2014. For each Person on the list, identify and describe in an Excel spreadsheet the following information: the effective dates of

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the agreement; Capacity; whether the Interconnection Agreement is Peering, Transit Service, or other (explain other); whether the traffic must be localized; the traffic ratio requirement, if any; the minimum required points of interconnection, if any; the financial terms associated with each Interconnection Agreement; and, for the most recent month for which such data is available, utilization, measured using the industry standard 95th percentile method, or the total capacity sold, if sold on a capacity basis.

XO RESPONSE: XO is producing concurrently spreadsheets labeled XO-FCC00007085 and XO-FCC00007086 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)

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Begin Bates	End Bates	Request/s	Ori File Name	Custodian
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XO-FCC00002314	XO-FCC00002315	4	FW Case 14-C-0370	Rex Knowles
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XO-FCC00005777	XO-FCC00005778	6	RE 2016 Savings	Dana Culver
XO-FCC00005779	XO-FCC00005779	6	2016 Savings Plan _Sep15.xlsx	Dana Culver
XO-FCC00005780	XO-FCC00005780	6	2016 Savings	Dana Culver
XO-FCC00005781	XO-FCC00005781	6	2016 Savings Plan _Sep15.xlsx	Dana Culver
XO-FCC00005782	XO-FCC00005782	6	2016 Savings	Dana Culver
XO-FCC00005783	XO-FCC00005783	6	2016 Savings Plan _Sep15.xlsx	Dana Culver
XO-FCC00005784	XO-FCC00005784	6	2016 COS Plan - Additional Savings	Dana Culver
XO-FCC00005785	XO-FCC00005785	6	2016 COS Plan - Additional Savings.xlsx	Dana Culver
XO-FCC00005786	XO-FCC00005786	6	RE 2016 Savings - Operational Levers	Dana Culver
XO-FCC00005787	XO-FCC00005787	6	2016 Savings - Operational Levers.xlsx	Dana Culver
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XO-FCC00005794	XO-FCC00005794	6	OnNet Budget - Type II Savings	Dana Culver
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XO-FCC00005799	XO-FCC00005799	6	LRP Package Backup.9.11.15 - TwoFifty - COS.xlsx	Dana Culver
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XO-FCC00005807	XO-FCC00005807	6	2016 Revenue Forecast - FP&A View.msg	Jake Heinz
XO-FCC00005808	XO-FCC00005808	6	Revenue Scenarios - March 2016 - v15.xlsx	Jake Heinz
XO-FCC00005809	XO-FCC00005809	6	3-Year Outlook Revenue Assumptions.msg	Jake Heinz
XO-FCC00005810	XO-FCC00005812	6	2015 3-Year Outlook - Revenue Draft.pdf	Jake Heinz
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