

November 2, 2016

VIA ECFS

NOTICE OF EX PARTE

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW, Room TW-A325
Washington, DC 20554

Re: *XO Holdings and Verizon Communications Inc. Consolidated Applications for Consent to Transfer Control of Domestic and International Authorizations Pursuant to Section 214 of the Communications Act of 1934, as Amended, WC Docket No. 16-70*

Dear Ms. Dortch:

On October 31, 2016, Angie Kronenberg of INCOMPAS, along with Thomas Jones and the undersigned of Willkie Farr & Gallagher LLP, met with Claude Aiken, Legal Advisor to Commissioner Clyburn. On November 1, 2016, Mr. Jones and the undersigned, on behalf of INCOMPAS, met with Madeleine Findley, Virginia Metallo, Terri Natoli, Michael Ray, Zachary Ross, and Christopher Sova of the Wireline Competition Bureau and Joel Rabinovitz of the Office of General Counsel.

During both meetings, we reiterated the harms to competition and consumer welfare posed by Verizon's proposed acquisition of XO, as set forth in INCOMPAS's Petition to Deny,¹ and we explained that the public interest requires that the Commission deny the transaction as proposed. Additionally, during the November 1 meeting and after Ms. Kronenberg left the October 31 meeting, Mr. Jones and I discussed the Applicants' documents and data described in the October 18, 2016 ex parte submitted on behalf of INCOMPAS and EarthLink, Inc.,² which confirm that substantial harm will result from the transaction if it is approved.

¹ Petition to Deny of INCOMPAS, WC Docket No. 16-70 (filed May 3, 2016).

² See Letter from Thomas Jones, Counsel for INCOMPAS and EarthLink, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 16-70 (filed Oct. 18, 2016).

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Please do not hesitate to contact me if you have any questions regarding this submission.

Respectfully submitted,

/s/ Mia Guizzetti Hayes

Mia Guizzetti Hayes

Counsel for INCOMPAS

cc: Claude Aiken
Madeleine Findley
Virginia Metallo
Terri Natoli
Joel Rabinovitz
Michael Ray
Zachary Ross
Christopher Sova