

November 9, 2016

VIA ELECTRONIC FILING

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

**Re: Applications of XO Holdings LLC and Verizon Communications Inc. for
Transfer of Control of Licenses and Authorizations, WC Docket No. 16-70**

Dear Ms. Dortch:

On November 7, William Johnson and Katharine Saunders of Verizon, and outside counsel Bryan Tramont and Adam Krinsky, together with Lisa Youngers of XO Communications LLC, and outside counsel Edward Yorkgitis, met with Stephanie Weiner and Lisa Hone of Chairman Wheeler's office, along with Terri Natoli of the Wireline Competition Bureau, and with Johanna Thomas of Commissioner Rosenworcel's office.

Verizon and XO ("Applicants") discussed the benefits of their proposed transaction and the lack of harms, in response to recent meetings of INCOMPAS/EarthLink and BT North America. In particular, the Applicants explained that the transaction will grow Verizon's fiber networks and will help the company to better serve enterprise and wholesale customers and to densify its 4G and upcoming 5G wireless networks more quickly and efficiently than otherwise. The Applicants also reiterated that no competitive harms arise from the transaction. They noted the minimal fiber building overlap and that, where overlap exists, record evidence shows there are alternate fiber provider in or nearby these buildings. Verizon also noted that it has previously agreed to assume all existing XO contracts and has no plans to discontinue XO's Ethernet over Copper ("EoC") service. XO explained that EoC is a declining market, that it has no unique advantages in providing EoC, and that others provide it today and entry remains relatively easy. The Applicants highlighted these points relying on their October 7 and November 4 filings submitted in this docket.

Please contact the undersigned should you have further questions.

Respectfully submitted,

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cc: Stephanie Weiner
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