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October 21, 2009

Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

Re: GN Docket Nos. 09-29, 09-47, 09-51; RM-11358
Ex Parte Notice

Dear Ms. Dortch:

On Tuesday, October 20, 2009, Heather Burnett Gold, Senior Vice President of External Affairs at XO Communications, LLC ("XO"), Lisa Youngers, Vice President, Federal Affairs at XO, Randy Nicklas, Chief Technology Officer at XO, Mark Koppersmith, Vice President, Access Services at XO, and Bryan Burns, Vice President, Network Planning at XO, met with Robert Curtis, Thomas Koutsky, Kevin King, Steven Rosenberg, Mukul Chawla, Phoebe Yang, and Nicholas Alexander from the Federal Communications Commission.

At this meeting, XO's representatives described XO's network architecture and how the company provides broadband and other services to its customers. As XO's representatives explained, advances in the use of copper have enabled the deployment of "Ethernet Over Copper" ("EoC") technology, which supports data speeds up to 45 Mbps today and possibly greater than 100 Mbps in the future. XO faces a number of critical obstacles, however, as it works to fully utilize existing copper plant and develop its competitive broadband business. First, XO and other competitive broadband providers remain unable to obtain efficient access to the special access offerings of the Bell Operating Companies ("BOCs") and other incumbent local exchange carriers ("LECs") at reasonable prices. In addition, XO described the challenges of collocation at incumbent LEC remote terminals, including space and power constraints and other factors. With respect to the national broadband plan, XO's representatives urged that the Commission in that plan identify copper as a critical nationwide delivery mechanism for broadband. In conjunction with its plan, the Commission should also complete its pending rulemaking on incumbent LEC copper retirement and overhaul this retirement process with new rules and procedures.[1] The Commission should ensure that there is greater transparency

[1] *See, e.g.*, Petition for Rulemaking to Amend Certain Part 51 Rules Applicable to Incumbent LEC Retirement of Copper Loops and Copper Subloops, XO Communications, LLC; Covad

regarding incumbent LEC copper retirement plans, including consultation with the Commission and all affected parties.

At the meeting, we provided Commission staff with a slide presentation describing XO's network and addressing these broadband issues. These materials are attached as part of this written *ex parte* notice. Pursuant to section 1.1206(b)(2) of the Commission's rules, 47 C.F.R. § 1.1206(b)(2), this *ex parte* notification and the attached materials are being filed electronically for inclusion in the public record of the above-referenced proceedings.

Sincerely,

/s/ Regina M. Keeney
Regina M. Keeney

cc: Robert Curtis
Thomas Koutsky
Kevin King
Steven Rosenberg
Mukul Chawla
Phoebe Yang
Nicholas Alexander

Communications Group, Inc.; NuVox Communications; and Eschelon Telecom, Inc., RM-11358 (Jan. 18, 2007).

XO Communications

Issues in Providing Broadband to Customers

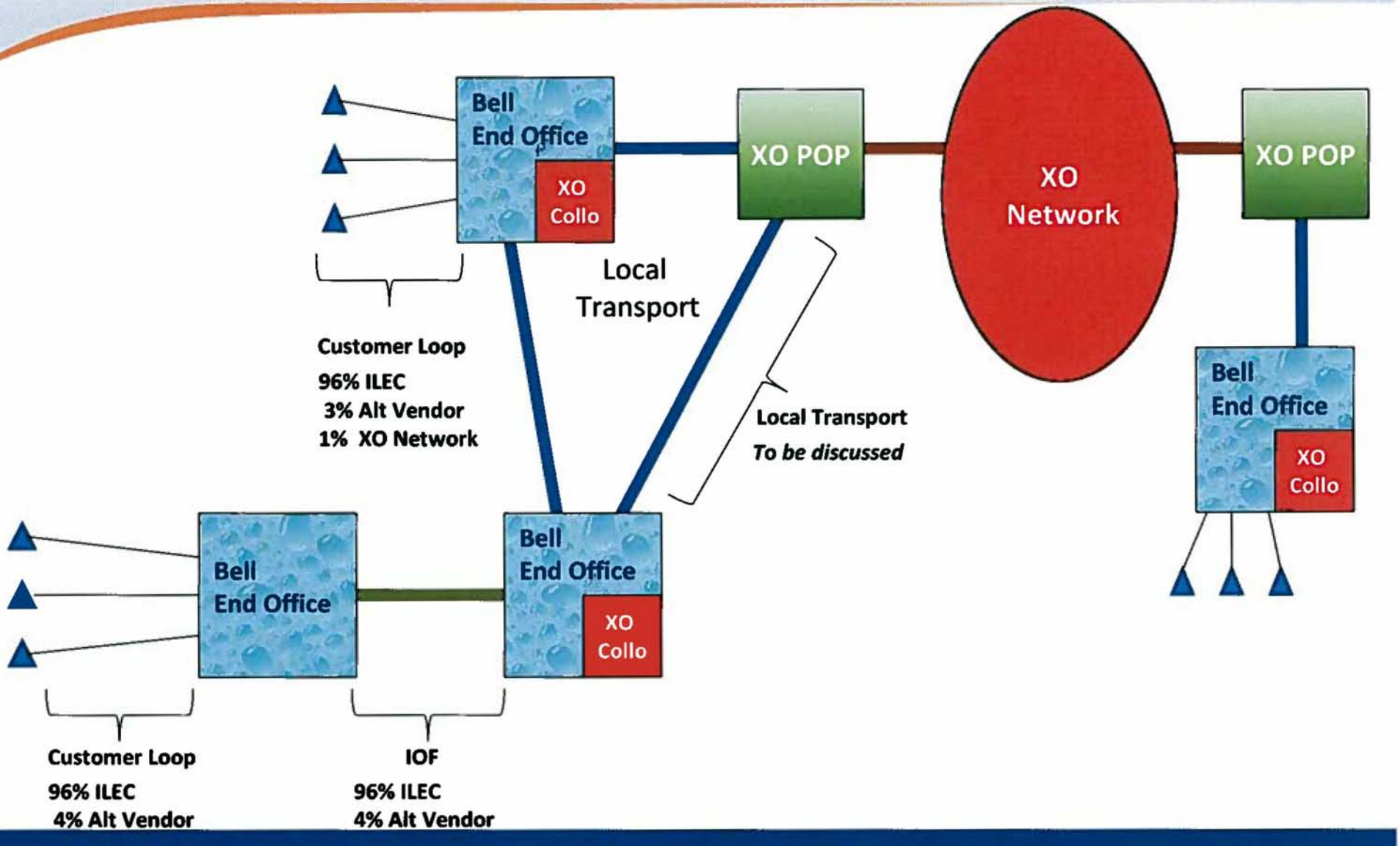
October 20, 2009

Agenda

XO Communications

- Options for serving customers off-net
- Special Access pricing options under current tariffs
- Issues with copper
  - Difficulty of remote terminal collocation
  - Copper as broadband delivery mechanism

How XO Provisions Its Services



Options for serving customers off-net

XO Communications

- XO frequently bids to provide services to multi-location customers where each location may need T1 equivalent or above unified voice/data capabilities
- Where XO does not have its own facilities, it must use either alternative vendors or the ILEC
- Even in large MSAs, once away from CBD, prices for these off-net facilities can be excessive and are only feasible when averaged across on-net locations
- As an example XO just won a major contract to provide its signature product -- IP Flex

Pricing Examples

XO Communications

Green and Yellow Zone Examples

City/State	Least Cost Solution Design Type		Least Cost Solution Monthly Cost		Highest Cost Solution Monthly Cost		Number of Potential Design Solutions
Washington DC	UNE		$79.58		$183.88		5
Monterey, CA	SPA		$302.67		$302.67		1
Chico, CA	SPA		$626.18		$1,295.99		7
Pasadena, CA	UNE-Commingled		$96.52		$222.68		8
* Costs assumes XO Tariff Term Plans, ICA or Contract rates, Includes Non-Recurring costs amortized over 24 month average Customer life (excludes internal installation and CPE)							

Red Zone Examples

City/State	Least Cost Solution Design Type		Least Cost Solution Monthly Cost		Highest Cost Solution Monthly Cost		Number of Potential Design Solutions
Boise, ID	SPA		$149.56		$149.56		1
Kansas City, KS	SPA		$194.60		$194.60		1
* Costs assumes XO Tariff Term Plans, ICA or Contract rates, Includes Non-Recurring costs amortized over 24 month average Customer life (excludes internal installation and CPE)							

Special Access Pricing Under Current Tariffs

XO Communications

				Month to Month , Zone 1						
Ckt Type	STATE	Parent Co	LEC	CHAN TERM	FIXED MILEAGE	VAR MILEAGE	Term Plan	Channel Term Discount %	Fixed Mileage Discount %	Variable Mileage Discount %
DS1	CA	AT&T	PacBell	$ 145.25	$ 49.00	$ 10.15	60 Mo TPP	17%	18%	9%
DS1	FL	EMBARQ	Embarq	$ 316.00	$ 120.00	$ 20.00	Plan D (5Years)	42%	33%	37%
DS1	GA	AT&T	BellSouth	$ 180.00	$ 85.00	$ 19.60	49 Mo DCP	32%	12%	48%
DS1	IL	AT&T	Ameritech	$ 275.00	$ 219.00	$ 31.10	60 Mo DCP	62%	79%	64%
DS1	NY	VERIZON	Verizon	$ 283.55	$ 55.00	$ 27.37	84 Mo CDP	51%	49%	58%
DS1	TX	AT&T	SBC	$ 205.00	$ 68.00	$ 15.70	60 Mo OPP	46%	50%	44%
DS1	VA	VERIZON	Verizon	$ 231.49	$ 44.66	$ 19.17	84 Mo CDP	40%	29%	49%
DS1	WA	QWEST	Qwest	$ 185.00	$ 92.00	$ 16.00	60 Month RCP	30%	13%	38%
Ckt Type	STATE	Parent Co	LEC	CHAN TERM	FIXED MILEAGE	VAR MILEAGE	Term Plan	Channel Term Discount %	Fixed Mileage Discount %	Variable Mileage Discount %
DS3	CA	AT&T	PacBell	$ 2,200.00	$ 447.00	$ 24.20	60 Mo RSP	64%	3%	7%
DS3	FL	EMBARQ	Embarq	$ 1,583.00	$ 995.00	$ 147.00	Plan D (5Years)	45%	42%	59%
DS3	GA	AT&T	BellSouth	$ 1,840.00	$ 1,270.00	$ 95.00	61-96 Mo TPP	47%	58%	66%
DS3	IL	AT&T	Ameritech	$ 3,500.00	$ 1,260.00	$ 213.00	60 Mo OPP	74%	65%	85%
DS3	NY	VERIZON	Verizon	$ 2,668.05	$ 825.00	$ 155.03	84 Mo CDP	45%	40%	40%
DS3	TX	AT&T	SBC	$ 2,000.00	$ 775.00	$ 110.00	60 Mo OPP	58%	47%	63%
DS3	VA	VERIZON	Verizon	$ 2,541.00	$ 701.25	$ 131.78	84 Mo CDP	35%	35%	35%
DS3	WA	QWEST	Qwest	$ 2,200.00	$ 650.00	$ 85.00	60 Month RCP	32%	31%	20%

[1] Orlando MSA\LOCAL CHANNEL CALCUALTED AS ZERO TO 3 MILES FROM LOCAL SERVING OFFICE

Difficulty of Remote Terminal Collocation

XO Communications

- EoC uses electronics that require end-to-end, uninterrupted copper path
- Issues with placing CLEC electronics in ILEC RTs
  - Space
  - Power
  - Technician Access
  - Reduced catchment area/costly electronics
  - Access to high bandwidth and cost effective backhaul

XO Communications

- National Broadband Plan
  - Include copper as critical nationwide delivery mechanism for broadband
  - Order finishing of rulemaking to overhaul copper retirement process and adopt rules by date certain
    - Change Notices, Objection Process, Assumptions
  - Need greater transparency of retirement plans of ILECs in consultation with FCC and all impacted parties