

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

WASHINGTON HARBOUR, SUITE 400

3050 K STREET, NW

WASHINGTON, D.C. 20007-5108

(202) 342-8400

FACSIMILE

(202) 342-8451

www.kelleydrye.com

DIRECT LINE: (202) 342-8614

EMAIL: dsmith@kelleydrye.com

NEW YORK, NY
LOS ANGELES, CA
CHICAGO, IL
STAMFORD, CT
PARSIPPANY, NJ
—
BRUSSELS, BELGIUM

—
AFFILIATE OFFICE
MUMBAI, INDIA

May 16, 2012

FILED³

MAY 17 2012

**Missouri Public
Service Commission**

By Overnight Delivery

Mr. Steven C. Reed
Commission Secretary
Missouri Public Service Commission
200 Madison Street
Jefferson City, MO 65102-0360

Re: Notice of the Corporate Conversion of XO Communications Services, Inc.

Dear Mr. Reed:

XO Communications Services, Inc. ("XOCS") by its counsel, and pursuant to Missouri Code of State Regulations section 240-2-.062, 4 CSR 240-2.062, respectfully notifies the Missouri Public Service Commission ("Commission") of XOCS' conversion and resulting name change. For internal corporate purposes, in the second half of 2011, XOCS was converted from a Delaware corporation to a Delaware limited liability company and, as a result, its name has been changed to XO Communications Services, LLC. The effect of this conversion is pro forma in nature and almost entirely transparent to customers.

The ownership interests in XOCS have been converted from corporate stock to membership interests; however, the entities holding the ownership of XOCS have not changed. Similarly, there has been no change whatsoever to the assets and obligations which XOCS holds as a result of these changes. Finally, XOCS, as a limited liability company, will continue to be subject to the Commission's rules and orders exactly as it was prior to the conversion and change of operating name.

In accordance with the rule, XOCS states as follows:

(A) Old Name: XO Communications Services, Inc.

Mr. Steven C. Reed
May 16, 2012
Page 2 of 3

New Name: XO Communications Services, LLC

A copy of the Delaware conversion document evidencing this name change is attached hereto as Exhibit A.

(B) XOCS is registered with the Missouri Secretary of State as a foreign limited liability company and a copy of its registration is attached hereto as Exhibit B.

(C) The conversion of XOCS into a limited liability company does not involve any change whatsoever in the rates, terms or conditions of services provided to customers, or in the facilities used to provide such services. Consequently, the conversion was essentially transparent to XOCS' customers, except for the minor name change from "Inc." to "LLC." Consistent with the Missouri Staff Recommendation issued in response to the notice of name change filed by TelCove Operations, LLC, XOCS believes customer notice regarding the change in the Company's legal form would create customer confusion. *See In re: Change of Name of TelCove Operations, Inc. to TelCove Operations, LLC*, Staff Recommendation, at 1 (April 11, 2012). To the extent necessary, XOCS requests waiver of this customer notification requirement.

(D) XOCS will be adopting its tariffs currently on file with the Commission. Attached hereto as Exhibit C are adoption notices and revised tariff title sheets for the following tariffs:

XOCS' Local Exchange Services Tariff, Missouri Tariff No. 7

XOCS' Interexchange Services Tariff, Missouri Tariff No. 8

XOCS' Access Services Tariff, Missouri Tariff No. 9

XOCS' Access Services Tariff, Missouri Tariff No. 10

(E) XOCS has reviewed its contacts in the Commission's electronic filing and information system (EFIS) and confirms that, with the exception of the new name, the contact information is correct. Based on discussions with EFIS representatives, it is XOCS' understanding that its record in EFIS will be updated to reflect the new name once the Commission acknowledges the name change.

KELLEY DRYE & WARREN LLP

Mr. Steven C. Reed
May 16, 2012
Page 3 of 3

XOCS hereby requests the Commission issue an order recognizing this name change and approving its tariffs. Enclosed are an original and eight (8) copies of this notice and a duplicate copy. Please date-stamp the duplicate upon receipt and return it in the enclosed self-address, postage paid envelope. Should you have any questions regarding this filing, please contact the undersigned at (202) 342-8614 or by e-mail at dsmith@kelleydrye.com.

Respectfully submitted,

XO Communications Services, LLC

A handwritten signature in cursive script, appearing to read "Denise N. Smith", is written over a horizontal line.

Denise N. Smith
Kelley Drye & Warren LLP
3050 K Street, N.W., Suite 400
Washington, D.C. 20007

Its Counsel

Encl.

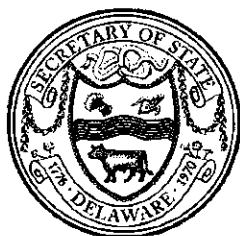
Exhibit A
Delaware Conversion Documentation

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "XO COMMUNICATIONS SERVICES, LLC" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2011, AT 6:35 O'CLOCK P.M.



3154937 8100V

110966974

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9001019

DATE: 08-30-11

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

First: The name of the limited liability company is _____
XO COMMUNICATIONS SERVICES, LLC

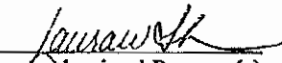
Second: The address of its registered office in the State of Delaware is _____
2711 Centerville Road, Suite 400 in the City of Wilmington
Zip code 19808 . The name of its Registered agent at such address is
Corporation Service Company

Third: (Use this paragraph only if the company is to have a specific effective date of dissolution: "The latest date on which the limited liability company is to dissolve is _____.")

Fourth: (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation this

30 day of August , 2011 .

By: 
Authorized Person (s)

Name: Laura W. Thomas

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "XO COMMUNICATIONS SERVICES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "XO COMMUNICATIONS SERVICES, INC." TO "XO COMMUNICATIONS SERVICES, LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2011, AT 6:35 O'CLOCK P.M.

3154937 8100V

110966974



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9001019

DATE: 08-30-11

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Corporation first formed is DELAWARE.
- 2.) The jurisdiction immediately prior to filing this Certificate is DELAWARE.
- 3.) The date the corporation first formed is 1/5/2000.
- 4.) The name of the Corporation immediately prior to filing this Certificate is
XO COMMUNICATIONS SERVICES, INC.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of
Formation is XO COMMUNICATIONS SERVICES, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
30 day of AUGUST, A.D. 2011.

By: 
Authorized Person

Name: Laura W. THOMAS
Print or Type

Exhibit B
Missouri Conversion Documentation

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF REGISTRATION FOREIGN LIMITED LIABILITY COMPANY

WHEREAS,

XO COMMUNICATIONS SERVICES, LLC
FL1178205

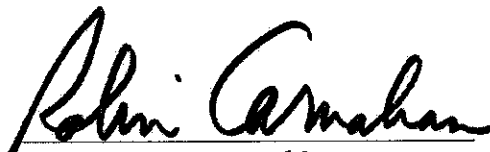
Using in Missouri the name

XO COMMUNICATIONS SERVICES, LLC

and existing under the laws of the State of Delaware has filed with this state its Application for Registration and whereas this Application for Registration conforms to the Missouri Limited Company Act.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, by virtue of authority vested in me by law, do hereby certify and declare that on the 18th day of October, 2011, the above Foreign Limited Liability Company is duly authorized to transact business in the State of Missouri and is entitled to any rights granted Limited Liability Companies.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 18th day of October, 2011.


Secretary of State





State of Missouri

Robin Carnahan, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

File Number:
FL1178205
Date Filed: 10/18/2011
Robin Carnahan
Secretary of State

Application for Registration of a Foreign Limited Liability Company

(Submit with filing fee of \$105.00)

1. The name of the foreign limited liability company is XO COMMUNICATIONS SERVICES, LLC

2. The name under which the foreign limited liability company will conduct business in Missouri is (must contain "limited company", "limited liability company", "LC", "LLC", "L.C.", or "L.L.C.") (must be filled out if different from line (1)):

3. The foreign limited liability company was formed under the laws of DELAWARE on the date of August 30, 2011
(state or jurisdiction)
(month/day/year)

4. The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is:
Telecommunications

5. The name and address of the limited liability company's registered agent in Missouri is (this line must be completed and include a street address):

CSC-Lawyers Incorporating Service Company - 221 Bolivar Street, Jefferson City, MOP 65101
Name *Address (PO Box may only be used in conjunction with a physical street address)* *City/State/Zip*

The Secretary of State is appointed agent for service of process if the foreign limited liability company fails to maintain a registered agent. Note: failure to maintain a registered agent constitutes grounds to cancel the registration of the foreign limited liability company.

6. The address of the registered office in the jurisdiction organized. If none required, then the principal office address of the foreign limited liability company is:

13865 Sunrise Valley Dr., Herndon, VA 20171
Name *Address (PO Box may only be used in conjunction with a physical street address)* *City/State/Zip*

7. This application must include a current certificate of good standing/existence from the secretary of state or other similar official in the state of domicile. Such document should be dated within 60 calendar days from filing.

(Please see next page)

Name and address to return filed document:

Name: Siri Stagle

Address: 13865 Sunrise Valley Dr.

City, State, and Zip Code: Herndon, VA 20171

State of Missouri
Creation - LLC/LP 3 Page(s)



T1129302026

In Affirmation thereof, the facts stated above are true and correct.
(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Laura Thomas _____ XO Communications LLC, represented by Laura Thomas 8/31/2014
Authorized Signature *Printed Name* *Date*

Authorized Signature *Printed Name* *Date*

Authorized Signature *Printed Name* *Date*

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XO COMMUNICATIONS SERVICES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF AUGUST, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

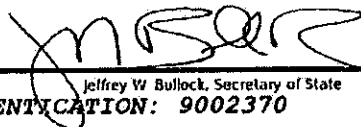
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "XO COMMUNICATIONS SERVICES, LLC" WAS FORMED ON THE FIFTH DAY OF JANUARY, A.D. 2000.

3154937 8300

110968843

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9002370

DATE: 08-31-11

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF WITHDRAWAL

WHEREAS, an Application for Withdrawal of

XO COMMUNICATIONS SERVICES, INC.

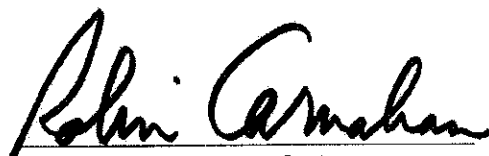
Using in Missouri the name

XO COMMUNICATIONS SERVICES, INC.
F00520169

a Delaware corporation has been received, found to conform to law, and filed;

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, issue this Certificate of Withdrawal, certifying that the aforementioned corporation is withdrawn from this state.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
18th day of October, 2011.


Secretary of State





State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

File Number:
F00520169
Date Filed: 10/18/2011
Robin Carnahan
Secretary of State

**Application for Certificate of
Withdrawal of Foreign Corporation**

(Submit with filing fee of \$25.00 and Certificate of Tax Clearance issued from the Missouri Department of Revenue)

The undersigned corporation, for the purpose of withdrawing from the State of Missouri hereby executes the following document:

1. The name of the Corporation is XO Communications Services, Inc Missouri Charter #: F00520169

and is organized and exists under the laws of DELAWARE

2. A. The corporation is not transacting business and surrenders its authority to transact business in the State of Missouri.

B. The corporation revokes the authority of its registered agent in Missouri to accept service of process and consents that service of process in any suit, action, or proceeding based upon any cause of action arising in Missouri during the time the corporation was licensed to transact business in Missouri may thereafter be made on the corporation by service on the Secretary of State of Missouri.

C. The mailing address to which the Secretary of State may mail a copy of any service of process is:

13865 Sunrise Valley Dr. , Herndon, VA 20171

Address

City/State/Zip

D. The corporation will notify the Secretary of State of Missouri of any future change of mailing address for a period of five years.

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Authorized Signature

Laura W. Thomas

Printed Name

CFO

Title

8/30/2011

Date

Name and address to return filed document:

Name: Siri Slagle/ Legal Department

Address: 13865 Sunrise Valley Dr.

City, State, and Zip Code: Herndon, VA 20171

State of Missouri
With/Term/Dissolve - General Business 2 Page(s)



T1129302025

TAXATION DIVISION
P O BOX 3666
JEFFERSON CITY MO 65105-3666



Missouri
DEPARTMENT OF REVENUE

Telephone: (573) 751-9268
Fax: (573)-532-1265
E-mail: taxclearance@dor.mo.gov

CERTIFICATE OF TAX CLEARANCE

XO COMMUNICATIONS SERVICES INC
13865 SUNRISE VALLEY DRIVE
HERNDON VA 20171

DATE: OCTOBER 5, 2011

MISSOURI CORPORATION CHARTER NUMBER: F00520169

Thank you for contacting the Missouri Department of Revenue. In response to the corporation's request, a review of the tax records has been completed. All taxes owed, including all liabilities owed as determined by the Division of Employment Security, pursuant to Chapter 288, RSMo, have been paid.

This statement is not to be construed as limiting the authority of the Director of Revenue to pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

This Certificate of Tax Clearance must be presented to the Missouri Secretary of State's Office with any required paperwork and payment. For information concerning the Secretary of State's requirements, you may call their office at (573) 751-4153 or toll free at (866) 223-6535.

If you require additional information or assistance, please contact the Taxation Division at Post Office Box 3666, Jefferson City, Missouri 65105-3666 or by telephone at (573) 751-9268 during the hours of 8:00 a.m. to 5:00 p.m.

THIS CERTIFICATE REMAINS VALID FOR SIXTY (60) DAYS FROM THE ISSUANCE DATE. If you do not complete your transaction in sixty (60) days you must obtain a new Certificate of Tax Clearance. Additionally, a new Form 943, Request for Tax Clearance, may be required.

Sincerely,

A handwritten signature in cursive script that reads "Dwayne Maples".

Dwayne Maples
Administrator, Business Tax
Taxation Division

JW:DU1644

CBN001
201127800300114

Exhibit C

XOCS Missouri Tariff Adoption Notices and Revised Title Sheets