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May 10, 2018

VIA ELECTRONIC FILING

Filing Center
Public Utility Commission of Oregon
201 High Street SE, Suite 100
P.O. Box 1088
Salem, Oregon 97308-1088

RE: Docket No. CP 1251 - Notice Regarding an Internal Restructuring Involving XO Communications Services

Attention Filing Center:

On April 26, 2018, we provided the attached letter regarding an internal corporate restructuring involving XO Communications Services (XO) by hard copy and e-mail to Bryan Conway.

As described in the letter, XO is submitting this letter for the Commission's information only. Please let me know if you have any questions.

Sincerely,

A handwritten signature in blue ink that reads "Alisha Till".

Alisha Till
Legal Assistant

Attachment



McDOWELL RACKNER GIBSON PC
419 SW 11th Ave, Suite 400 | Portland, OR 97205

JOCELYN PEASE
Direct (503) 290-3620
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April 26, 2018

VIA ELECTRONIC AND U.S. MAIL

Attention: Bryan Conway
Public Utility Commission of Oregon
201 High Street SE, Suite 100
P.O. Box 1088
Salem, Oregon 97308-1088

**RE: Notice Regarding an Internal Restructuring Involving XO Communications Services,
Docket No. CP 1251**

Dear Bryan Conway:

XO Communications Services, LLC ("XO"), an authorized telecommunications carrier in Oregon, hereby respectfully notifies the Public Utility Commission of Oregon ("Commission") of an internal corporate restructuring that will merge the unregulated parent of XO, XO Communications, LLC ("XOC"), into MCI Communications Services, Inc. d/b/a Verizon Business Services ("MCI") and will transfer of ownership of XO to MCI. XOC and MCI are both owned by Verizon Communications Inc. ("VCI"). XO will continue to exist as a legal entity and a certified telephone corporation after the transaction. Moreover, XO will continue to be—as it is now—an indirect, wholly-owned subsidiary of VCI. Therefore, the transaction is simply an internal corporate reshuffling within the Verizon group of companies, and will not result in any meaningful change in the management or control of XO.

Due to the nature of this transaction, XO believes that no prior approval from the Commission is required to complete the restructuring described herein. XO's ultimate ownership will remain the same, its authorization to provide telecommunications service will remain with the same operating company, and its customers will not be affected in any way as they continue to be offered the same services by the same provider with the same name at the same rates, terms, and conditions as are presently offered. Accordingly, XO submits this notice for informational purposes only.

The corporate restructuring is being carried out for purposes of administrative simplicity, particularly in connection with the preparation of tax returns. Because it will help reduce the costs of a regulated company, the proposed transaction meets the public interest. XO and MCI anticipate closing the transaction on or after June 30, 2018, and respectfully request acknowledgement of this notice before that date.

Participants in the Transaction - XO and MCI

XO is a Delaware limited liability company that has been certified in 49 states and the District of Columbia as a telecommunications service provider. In Oregon, XO was granted a certificate of authority to provide telecommunications services as a competitive provider in Order No. 04-556.

MCI is a Delaware corporation that, like XO, is indirectly owned and controlled by VCI. It operates in 49 states as a regulated interexchange telecommunications service provider. In Oregon, MCI was granted a certificate of authority to provide telecommunications services as a competitive provider in Order No. 00-054.

XOC is a Delaware limited liability company and the immediate parent of XO. XOC does not have a certificate of public convenience and is not regulated by this Commission.

Description of the Transaction

Currently, XO is wholly owned by XOC. All of the entities in the proposed transaction will continue to be ultimately wholly owned and controlled by VCI. XOC will contribute its ownership interest to MCI International Inc., a Delaware corporation and wholly-owned indirect subsidiary of VCI, and from there it will be transferred to MCI.¹ XOC will then be merged into MCI, leaving XO as a wholly-owned subsidiary of MCI.

Throughout the course of this transaction, and at its end, XO will remain an indirect, wholly-owned subsidiary of VCI. As a result, there will be no meaningful change in its management or control. Corporate organization charts showing the ownership of the participating entities both before and after the transaction are provided as Exhibit A to this notice.

The Transaction is in the Public Interest

The proposed transaction is in the public interest. It is simply an affiliate merger that will result in administrative efficiencies and cost savings. The transaction will not affect any of the financial, managerial, or technical resources of either applicant. Nor will the transaction affect the services available to customers or the rates, terms, and conditions that apply to such services.

Conclusion

As this internal restructuring will not change the ultimate ownership of XO, does not require a change or transfer to XO's certificate, and will not impact XO's customers, XO is submitting this letter for the Commission's information only and requests that it be retained in the appropriate file. Enclosed please find a duplicate of this letter, one (1) copy and a self-addressed, postage-

¹ Specifically, the ownership interest in XOC will be handed off by MCI International Inc. to (in order) MCI International Services Inc., MCI International Telecommunications Corporation, Terremark Worldwide, Inc., MCI Broadband Solutions, Inc., and, finally, MCI. Each of these entities is a Delaware corporation, and a wholly-owned subsidiary of the entity preceding it in the chain.

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paid envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided. Should the Commission have any questions or believe that any further information is required, please contact Jocelyn Pease at 503-290-3620 or jocelyn@mrg-law.com.

Respectfully submitted,

A handwritten signature in blue ink that reads "Jocelyn Pease". The signature is written in a cursive style with a long horizontal flourish extending to the right.

Jocelyn Pease

Attorney for XO Communications Services, LLC

Attachment

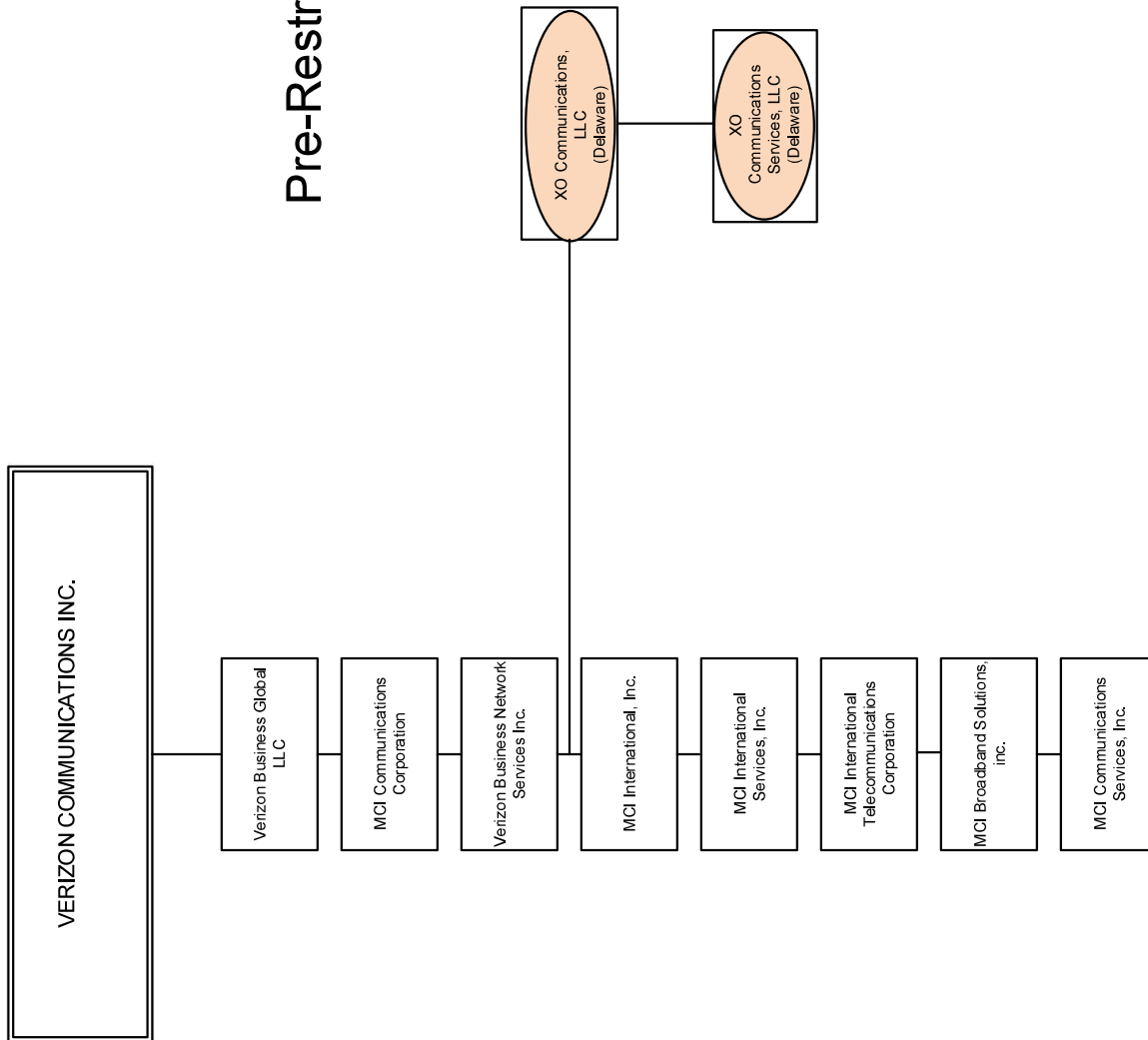
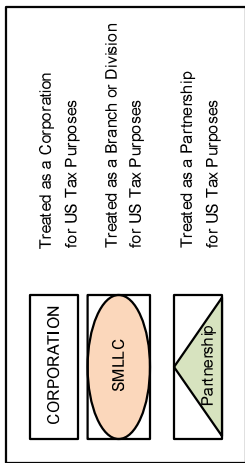
Exhibit A

Corporate Organization Chart

Notice regarding an Internal Restructuring Involving
XO Communications Services
Docket No. CP 1251

April 26, 2018

Pre-Restructuring



Post-Restructuring

