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A LIMITED LIABILITY PARTNERSHIP

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MUMBAI, INDIA

FILED ELECTRONICALLY IN DOCKET OFFICE ON 11/14/11
DOCKET NO. 11-00197

November 10, 2011

Chairman, Tennessee Regulatory Authority
ATTN: Ms. Sharla Dillon, Dockets & Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

*via overnight delivery
and email*

Re: Petition of XO Communications Services, Inc. and Nextlink Wireless, Inc.
for Approvals as Required in Connection with Changes to Their Corporate
Forms and Names

Dear Ms. Dillon,

Enclosed on behalf of XO Communications Services, Inc. and Nextlink Wireless, Inc., please find an original, four (4) copies and a duplicate of the above-referenced petition for filing with the Authority. A check in the amount of \$50.00 to cover the filing fees is enclosed as well. A copy of this filing is being concurrently filed electronically pursuant to Tennessee Regulatory Authority Rules § 1220-1-1-.03(7).

Please date-stamp the duplicate copy of this filing upon receipt and return it in the self-addressed, postage-paid envelope provided. If there are any questions concerning this filing, please contact me at (202) 342-8819 or via email at wbrantl@kelleydrye.com. Thank you in advance for your assistance with this matter.

Respectfully submitted,



Winafred Brantl

*Counsel for XO Communications Services, Inc.
and Nextlink Wireless, Inc.*

enclosures

**Before the
Tennessee Regulatory Authority**

Petition of XO Communications Services, Inc.)	
and Nextlink Wireless, Inc. for Approvals)	Docket No. _____
as Required in Connection with Changes to)	
Their Corporate Forms and Names)	

Petition

XO Communications Services, Inc. (“XOCS”) and Nextlink Wireless, Inc. (“Nextlink” and, together with XOCS, the “Petitioners” or “Companies”), by their counsel and pursuant to §1220-4-1-.08 of the Rules (“TRA Rules”) of the Tennessee Regulatory Authority (“TRA”), hereby respectfully request that the TRA approve, insofar as necessary, the conversion of the Companies from Delaware corporations to Delaware limited liability companies and the resulting change in the Companies’ names, respectively, to XO Communications Services, LLC and Nextlink Wireless, LLC. As discussed below, the effects of these conversions are *pro forma* in nature and almost entirely transparent to customers. To the extent, however, that TRA approval is required for these conversions or the resulting name changes, the Companies request that such approval be granted. Further, as discussed below, the Companies request that, insofar as necessary, the TRA grant a waiver of TRA Rule 1220-4-1-.08 (2)(c).

The Companies

XOCS. XOCS is authorized by the TRA to provide competitive intrastate telecommunications services in Tennessee.¹ The Company is a direct, wholly-owned subsidiary of XO Communications, LLC (“XO LLC”), which in turn is a direct wholly-owned subsidiary of

¹ See Docket No. 04-00212 (Oct. 7, 2004).

XO Holdings, LLC (“XO Holdings”).² XO LLC, a Delaware limited liability company, is a leading national provider of local and long distance telecommunications services to businesses, large enterprises and telecommunications carriers. XO LLC is authorized by the Federal Communications Commission to provide interstate and international telecommunications services. Through its subsidiaries – primarily XOCS³ – XO LLC is authorized to provide intrastate interexchange services in 49 states and to provide competitive local exchange services in 48 states as well as the District of Columbia.

Nextlink. Nextlink is a direct, wholly-owned subsidiary of XO Holdings. In Tennessee, Nextlink has been authorized as a competitive carrier to provide local exchange and interexchange telecommunications services.⁴ Nextlink offers broadband wireless access services, managed network services, and wireless access solutions for mobile and wireline voice, data, and video applications to wireless and wireline communications carriers, businesses, and government agencies in the U.S. Nextlink is authorized to provide intrastate services in 26 states as well as the District of Columbia.

Through a number of intermediary companies, Carl C. Icahn, a U.S. citizen, holds 100% ownership of XO Holdings, XO LLC and the Companies.⁵

² XO Holdings, formerly a Delaware corporation, similarly was converted into a Delaware limited liability company on August 31, 2011.

³ XOCS does not operate in Nevada and Virginia, where XO LLC provides service through two additional subsidiaries: Telecommunications of Nevada, LLC and XO Virginia, LLC respectively.

⁴ See Docket No.06-00066 (Oct. 6, 2006).

⁵ The Companies recently notified the TRA regarding a transaction in which Carl C. Icahn’s ownership of the Companies increased from approximately 92% to 100%.

XOCS and Nextlink are located at 13865 Sunrise Valley Drive, Herndon, Virginia 20171, (703) 547-2000. Organizational charts for the Companies, confirming that the conversions have had no effect upon their respective ownership, are provided as *Exhibit A*.⁶

The Transaction

For internal corporate purposes, the Companies have been converted from Delaware corporations into Delaware limited liability companies.⁷ In conjunction with these conversions, XOCS and Nextlink's names have been changed, respectively, to XO Communications Services, LLC and Nextlink Wireless, LLC. Under Delaware law, this conversion is treated as a continuation of the original corporate entity.⁸ The ownership interests in each entity have been converted from corporate stock to membership interests; however, the entities holding the ownership of XOCS and Nextlink have not changed. XO, LLC continues to hold 100% ownership of XOCS and XO Holdings continues to hold 100% ownership of Nextlink. Carl C. Icahn continues to hold ultimate 100% ownership of both XOCS and Nextlink.

⁶ The TRA may note that in the attached charts the allocation of direct ownership interests in XO Holdings varies slightly from that identified in the Companies' August 10, 2011 notice to the TRA of *pro forma* changes to ownership. At the closing of that transaction, there were minor adjustments to the allocation of the direct ownership interests in XO Holdings; however, the overall ownership structure and the ultimate ownership of the XO companies mirror that described in the filing.

⁷ Copies of the documentation from the Delaware Secretary of State evidencing the conversions of XOCS and Nextlink into limited liability companies are attached as *Exhibit B*.

⁸ Under Delaware law, the date of commencement of existence of the LLCs is the same date that the corporations were originally formed. All of the assets, rights, liabilities and obligations of the corporations become those of the LLCs by operation of law. Although the Companies have changed their legal forms, neither is transferring any assets to a different legal entity or taking on new debt. *See* Section 214 of the Delaware Limited Liability Company Act, 6 Del. C.C. 18, § 214.

The converted entities have been registered with the Tennessee Secretary of State as foreign limited liability companies and thus are qualified to do business in the State of Tennessee.⁹

Procedural Matters

Customer Notice. The conversion of the Companies into limited liability companies 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 conversions will be essentially transparent to the Companies' customers, except for the minor name change from "Inc." to "LLC." This transparency notwithstanding, the Companies have notified their customers of the name changes via bill messages.¹⁰

Pursuant to TRA Rule 1220-4-1-.08(3), the Companies respectfully request that the TRA waive any further application of TRA Rule 1220-4-1-.08 (2)(c) to these name changes. The changes to the Companies' names will be minimal and realistically hold no potential for customer confusion. Each entity's name remains exactly as before, except that the corporate form identifier ("Inc.") will change to "LLC." Moreover, grant of a waiver with respect to this requirement would be consistent with past TRA practice.¹¹

⁹ Copies of the limited liability companies' registrations with the Tennessee Secretary of State are appended as *Exhibit C*.

¹⁰ The text of the message reads: "XO Communications Services, Inc.," XO International, Inc.," "XO Interactive, Inc.," and "Nextlink Wireless, Inc." have undergone *pro forma* changes in beneficial ownership that are not substantial. In addition, these four companies, respectively, have become "XO Communications Services, LLC," XO International, LLC," "XO Interactive, LLC," and "Nextlink Wireless, LLC." These changes will not affect your XO services or your contract rights and obligations."

¹¹ See, e.g., *Petition of McLeodUSA Telecommunications Services, Inc. and US LEC of Tennessee Inc. for Change in Corporate Form, Name Change and Pro Forma Reorganization*, Docket No. 09-00194, ORDER APPROVING PRO FORMA REORGANIZATION AND NAME CHANGE (Dec. 15, 2010) (in which the TRA granted a waiver of the customer

Surety Bond. Nextlink maintains a bond pursuant to TRA regulations and will submit confirmation that the name on the bond has been revised accordingly.

Tariff. It is the Companies' understanding that in the process of granting this petition, the TRA will issue directions regarding the submission of revised tariffs to reflect the Companies' name changes.

Public Interest Considerations

The conversions described above will serve the public interest, as they will enhance the strategic and financial flexibility of the Companies. This flexibility will benefit customers of the Companies in Tennessee and elsewhere. At the same time, the conversions and resulting name changes hold no adverse consequences for consumers. But for the change from "Inc." to "LLC" in the Companies' names, the conversions will be entirely transparent to the Companies' customers. There will be no change to the ownership, management or operations of the Companies as a result of this change. There will be no change to the services provided to customers nor to the terms and conditions under which these services are delivered. Finally, there will be no change to the Companies' overall operational and financial qualifications to provide competitive telecommunications services as a result of the conversions.

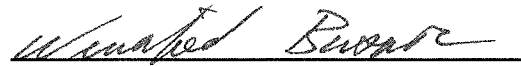
notification requirement of TRA Rule 1220-4-1.08(2)(c) "because the Company is simply changing its name to reflect its new corporate structure").

Summary

Wherefore, XOCS and Nextlink respectfully request that the TRA issue such approval as it deems necessary for the Companies' changes of corporate form and operating name.

Respectfully submitted,

XO Communications Services, LLC
Nextlink Wireless, LLC

A handwritten signature in cursive script, appearing to read "Winafred Brantl", is written over a horizontal line.

Brad E. Mutschelknaus
Winafred Brantl
Kelley Drye & Warren LLP
3050 K Street, N.W., Suite 400
Washington, D.C. 20007
(202) 342-8819
(202) 342-8451 (fax)
wbrantl@kelleydrye.com

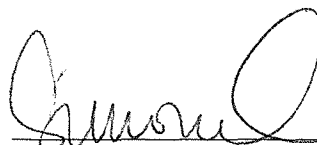
~ Their Counsel

Dated: November 10, 2011

Verification

COMMONWEALTH OF VIRGINIA §
 §
COUNTY OF _____ §

I, Simone Wu, Hereby Verify Under Penalty of Perjury that I am EVP, General Counsel, Legal and Administration, of XO Communications Services, LLC ("XOCS") and Nextlink Wireless, LLC ("Nextlink") (together the "Companies"); that I am authorized to make this verification on behalf of the Companies; that I have read the Companies' November, 2011 petition to the Tennessee Regulatory Authority regarding their changes in corporate form and resulting name changes and know the contents thereof; and that the same are true of my own knowledge, except to those matters stated upon information and belief, and as to those matters I believe them to be true.



Simone Wu
EVP, General Counsel, Legal and
Administration,
XO Communications Services, LLC

Subscribed and sworn to before me this 9 day of November, 2011.

My commission expires: 12/31/2015

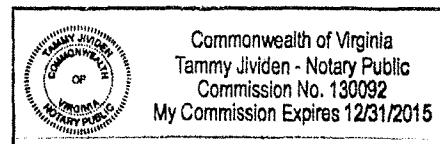
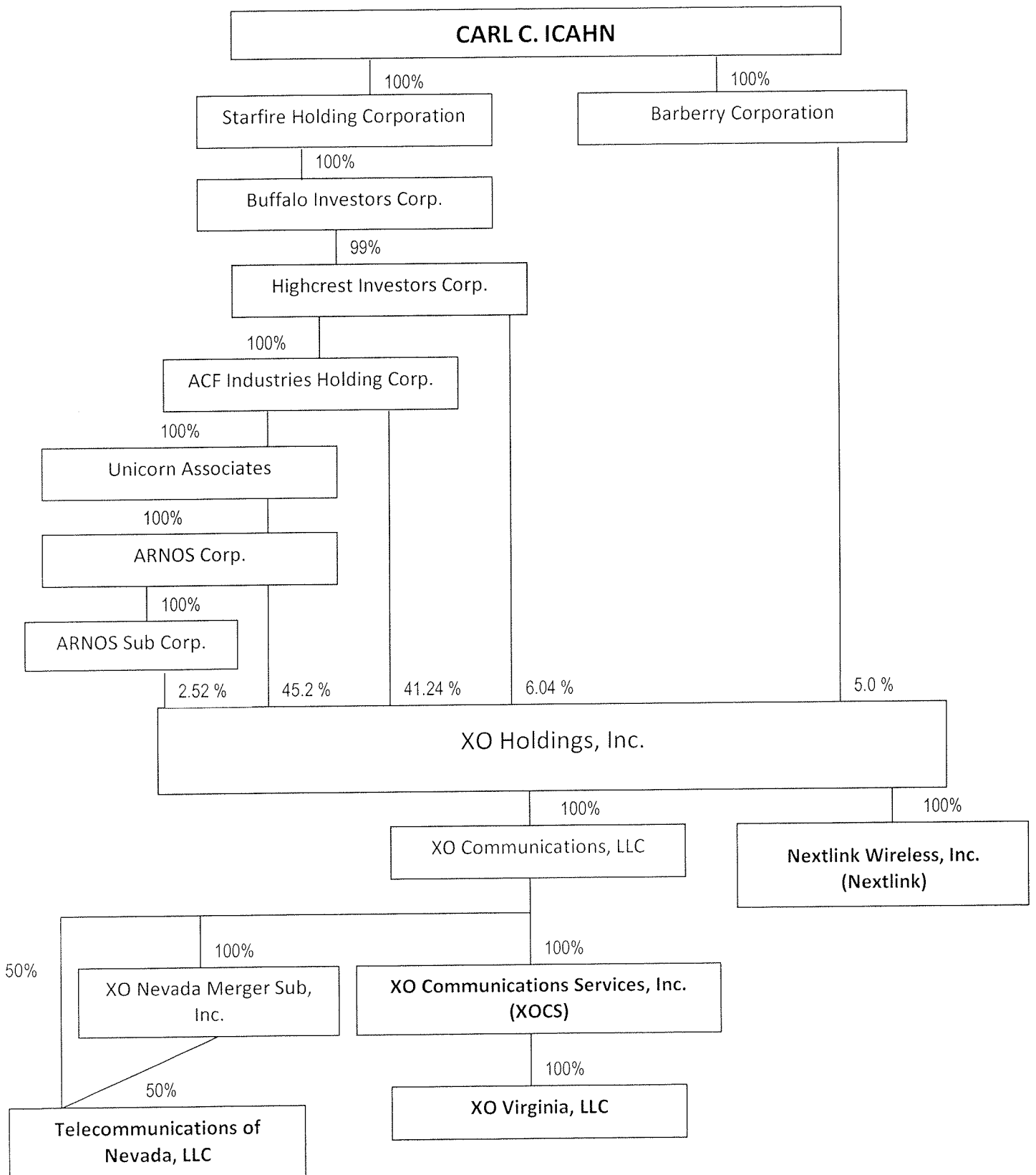


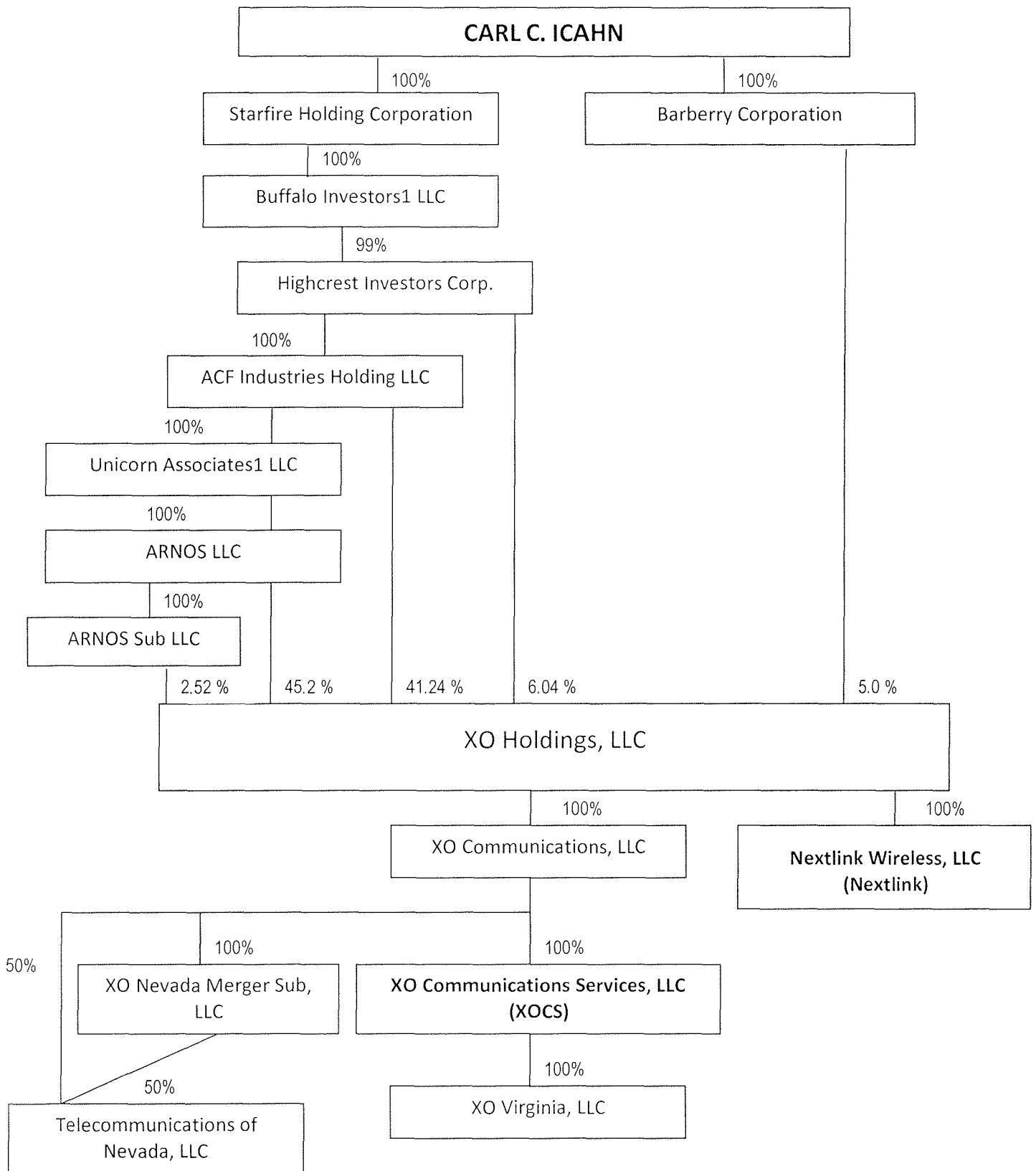
Exhibit A

Pre- and Post-Conversion Ownership Charts

Ownership of XO Subsidiaries (Pre Conversion of XOCS and Nextlink)



Ownership of XO Subsidiaries¹ (Post- Conversion of XOCS and Nextlink)



¹ This chart also reflects the conversion of other XO subsidiaries and interest holders which occurred roughly simultaneous with the XOCS and Nextlink conversions and which are incorporated here in order to provide the Commission with a completely updated ownership chart.

Exhibit B

Delaware Conversion Documentation

Delaware

PAGE 1

The First State

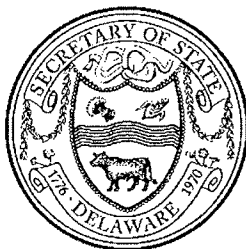
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XO COMMUNICATIONS SERVICES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF AUGUST,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

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

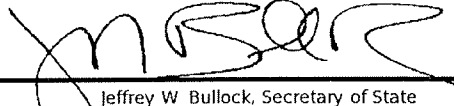
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "XO COMMUNICATIONS SERVICES, LLC" WAS FORMED ON THE FIFTH DAY OF JANUARY, A.D. 2000.

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

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: Laura W. Thomas
Authorized Person (s)

Name: Laura W. Thomas

Delaware

PAGE 1

The First State

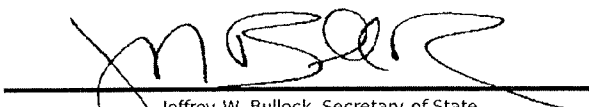
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "XO COMMUNICATIONS SERVICES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME 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

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEXTLINK WIRELESS, 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.

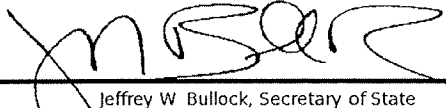
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEXTLINK WIRELESS, LLC" WAS FORMED ON THE FOURTH DAY OF NOVEMBER, A.D. 2005.

4056099 8300

110968855



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9002381

DATE: 08-31-11

Delaware

PAGE 2

The First State

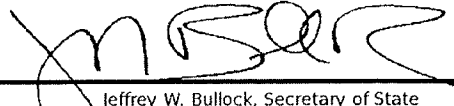
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "NEXTLINK WIRELESS, LLC" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2011, AT 6:36 O'CLOCK P.M.

4056099 8100V

110966983

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9001090

DATE: 08-30-11

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

First: The name of the limited liability company is _____
NEXTLINK WIRELESS, 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 "NEXTLINK WIRELESS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "NEXTLINK WIRELESS, INC." TO "NEXTLINK WIRELESS, LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2011, AT 6:36 O'CLOCK P.M.

4056099 8100V

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



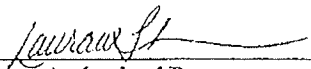

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9001090

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 11/4/2005.
- 4.) The name of the Corporation immediately prior to filing this Certificate is
NEXTLINK WIRELESS, INC.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of
Formation is NEXTLINK WIRELESS, 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 C

Tennessee Conversion Documentation



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

XO Communications Services, LLC
13865 SUNRISE VALLEY DRIVE
HERNDON, VA 20171

September 13, 2011

Control # 446004

Effective Date: 09/13/2011

Document Receipt

Receipt #: 539887

Filing Fee: \$400.00

Payment-Account - XO COMMUNICATIONS, LLC, TROY, MI

\$400.00

ACKNOWLEDGMENT OF CONVERSION

XO COMMUNICATIONS SERVICES, INC. converted from a **Delaware Corporation**
For-Profit to
XO Communications Services, LLC
a Delaware Limited Liability Company

This will acknowledge the filing of the attached Articles of Conversion with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

Tre Hargett
Secretary of State

Processed By: Carol Dickerson

FILED

PAGE 1
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TRE HARGETT
SECRETARY OF STATE

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9001019

DATE: 08-30-11

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STATE OF TENNESSEE

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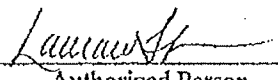
TRE HARGETT
SECRETARY OF STATE

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:35 PM 08/30/2011
FILED 06:35 PM 08/30/2011
SRV 110966974 - 3154937 FILE

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

State of Tennessee



Department of State
Corporate Filings
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(Limited Liability Company)

RECEIVED
STATE OF TENNESSEE
For Office Use Only

2011 SEP 13 PM 1:33

TRE HARGETT
SECRETARY OF STATE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of §48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: XO Communications Services, LLC

If different, the name under which the certificate of authority is to be obtained is: _____

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-249-106(d).

2. The state or country under whose law it is formed is: Delaware

and its date of its formation is: 08/30/2011 (must be month, day and year)

3. The complete street address (including zip code) of its principal executive office is:

13865 Sunrise Valley Dr. Herndon, VA, 20171

Street

City/State

Zip Code

4. The complete street address (including the county and the zip code) of its registered office in Tennessee:

2908 Poston Avenue, Nashville, TN 37203 (Davidson County)

Street

City/State

County

Zip Code

The name of its registered agent at that office is: Corporation Service Company

5. If the provisions of TCA §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

6. The number of members at the date of filing if more than six (6): 1

7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____. NOTE: Additional filing fees may apply. See section 48-249-913(d).

NOTE: This application must be accompanied by a certificate of existence or a document of similar import (for example, a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

9/8/2011

Signature Date

authorized person of member

Signer's Capacity

XO Communications Services, LLC

Name of Limited Liability Company

[Signature]
Signature

Laura W. Thomas

Name (typed or printed)

Delaware

The First State

RECEIVED
STATE OF TENNESSEE

PAGE 1
2011 SEP 13 PM 1:34

TRE HARGETT
SECRETARY OF 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

0038.2757



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

Nextlink Wireless, LLC
13865 SUNRISE VALLEY DRIVE
HERNDON, VA 20171

September 13, 2011

Control # 513365

Effective Date: 09/13/2011

Document Receipt

Receipt # : 539882	Filing Fee:	\$400.00
Payment-Check/MO - XO COMMUNICATIONS, LLC, TROY, MI		\$800.00
Deposit-Account - XO COMMUNICATIONS, LLC, TROY, MI		\$400.00

ACKNOWLEDGMENT OF CONVERSION

NEXTLINK WIRELESS, INC. converted from a **Delaware Corporation For-Profit** to
Nextlink Wireless, LLC
a **Delaware Limited Liability Company**

This will acknowledge the filing of the attached Articles of Conversion with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

Tre Hargett
Secretary of State

Processed By: Carol Dickerson

FILED

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DATE: 08-30-11

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STATE OF TENNESSEE

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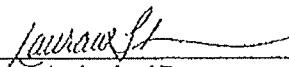
TRE HARGETT
SECRETARY OF STATE

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:36 PM 08/30/2011
FILED 06:36 PM 08/30/2011
SRV 110966983 - 4056099 FILE

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 11/4/2005.
- 4.) The name of the Corporation immediately prior to filing this Certificate is
NEXTLINK WIRELESS, INC..
- 5.) The name of the Limited Liability Company as set forth in the Certificate of
Formation is NEXTLINK WIRELESS, 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

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FILED

State of Tennessee



Department of State
Corporate Filings
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(Limited Liability Company)

RECEIVED
STATE OF TENNESSEE
For Office Use Only

2011 SEP 13 PM 1:33

TRE HARGETT
SECRETARY OF STATE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of §48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: Nextlink Wireless, LLC

If different, the name under which the certificate of authority is to be obtained is: _____

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-249-106(d).

2. The state or country under whose law it is formed is: Delaware

and its date of its formation is: 08/30/2011 (must be month, day and year)

3. The complete street address (including zip code) of its principal executive office is:

13865 Sunrise Valley Dr. Herndon, VA, 20171

Street

City/State

Zip Code

4. The complete street address (including the county and the zip code) of its registered office in Tennessee:

2908 Poston Avenue, Nashville, TN 37203 (Davidson County)

Street

City/State

County

Zip Code

The name of its registered agent at that office is: Corporation Service Company

5. If the provisions of TCA §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

6. The number of members at the date of filing if more than six (6): 1

7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____. **NOTE:** Additional filing fees may apply. See section 48-249-913(d).

NOTE: This application must be accompanied by a certificate of existence or a document of similar import (for example, a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

9/8/2011

Signature Date

authorized person of managing member

Signer's Capacity

Nextlink Wireless, LLC

Name of Limited Liability Company

[Signature]
Signature

Laura W. Thomas

Name (typed or printed)

0100002702

Delaware

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STATE OF TENNESSEE

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TRE HARGETT
SECRETARY OF STATE

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEXTLINK WIRELESS, 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 "NEXTLINK WIRELESS, LLC" WAS FORMED ON THE FOURTH DAY OF NOVEMBER, A.D. 2005.

4056099 8300

110968855

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9002381

DATE: 08-31-11

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