

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

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December 14, 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: Docket No. 11-00197: 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,

On behalf of XO Communications Services, Inc. and Nextlink Wireless, Inc., in response to recent Staff correspondence regarding the above-referenced Petition, please find a General Surety Rider reflecting a change of Principal name from Nextlink Wireless, Inc. to Nextlink Wireless, LLC. In addition, the Companies clarify that notice regarding their respective name changes was issued to customers via an invoice message which read as follows:

"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.

As discussed in the Petition, the Companies believe that additional notice of their essentially minimal name changes is unnecessary and have requested that the Authority waive any further application of TRA Rule 1220-4-1-.08 (2)(c), consistent with its recent practice as cited within the filing.

Ms. Sharla Dillon,
December 14, 2011
Page Two

Enclosed are an original, four (4) copies and a duplicate of this filing. An electronic version is being concurrently filed pursuant to Tennessee Regulatory Authority Rules § 1220-1-1-.03(7). Please date-stamp the duplicate copy upon receipt and return it in the self-addressed, postage-paid envelope provided. If there are any questions concerning the Companies' name changes, 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,

A handwritten signature in cursive script, appearing to read "Winafred Brantl".

Winafred Brantl

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

enclosures

GENERAL SURETY RIDER

To be attached and form a part of

Type of Bond: All Contractors License - Compliance (Roofer, Electrician, Plumber)

Bond No. : K07349944

Dated effective: 5/12/2006
(MONTH, DAY, YEAR)

executed by: Nextlink Wireless, Inc., as Principal,
(PRINCIPAL)

and by: Westchester Fire Insurance Company, as Surety,
(SURETY)

and in favor of: Tennessee Regulatory Authority.
(OBLIGEE)

In consideration of the mutual agreements herein contained the Principal and the Surety hereby consent to changing


| INFORMATION | FROM | TO |
|----------------|--|---|
| Address | 11111 Sunset Hills Road, Reston, VA 20190 | 13865 Sunrise Valley Drive Herndon, VA 20171 |
| Principal Name | Nextlink Wireless, Inc. | Nextlink Wireless, LLC |

Nothing herein contained shall vary, alter or extend any provision or condition of this bond except as herein expressly stated.

This rider is effective 11/30/2011
(MONTH, DAY, YEAR)

Signed and Sealed 11/30/2011
(MONTH, DAY, YEAR)

BY:  Nextlink Wireless, LLC
PRINCIPAL
Treasurer
TITLE

BY:  Westchester Fire Insurance Company
SURETY
Vicki Rasmussen, ATTORNEY-IN-FACT

Power of Attorney

WESTCHESTER FIRE INSURANCE COMPANY

Know all men by these presents: That WESTCHESTER FIRE INSURANCE COMPANY, a corporation of the Commonwealth of Pennsylvania pursuant to the following Resolution, adopted by the Board of Directors of the said Company on December 11, 2006, to wit:

"RESOLVED, that the following authorizations relate to the execution, for and on behalf of the Company, of bonds, undertakings, recognizances, contracts and other written commitments of the Company entered into the ordinary course of business (each a "Written Commitment"):

- (1) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise.
- (2) Each duly appointed attorney-in-fact of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise, to the extent that such action is authorized by the grant of powers provided for in such persons written appointment as such attorney-in-fact.
- (3) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to appoint in writing any person the attorney-in-fact of the Company with full power and authority to execute, for and on behalf of the Company, under the seal of the Company or otherwise, such Written Commitments of the Company as may be specified in such written appointment, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (4) Each of the Chairman, the President and Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to delegate in writing any other officer of the Company the authority to execute, for and on behalf of the Company, under the Company's seal or otherwise, such Written Commitments of the Company as are specified in such written delegation, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (5) The signature of any officer or other person executing any Written Commitment or appointment or delegation pursuant to this Resolution, and the seal of the Company, may be affixed by facsimile on such Written Commitment or written appointment or delegation.

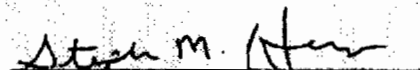
FURTHER RESOLVED, that the foregoing Resolution shall not be deemed to be an exclusive statement of the powers and authority of officers, employees and other persons to act for and on behalf of the Company, and such Resolution shall not limit or otherwise affect the exercise of any such power or authority otherwise validly granted or vested.

Does hereby nominate, constitute and appoint Charles N Parsons, Christopher F Mulvaney, Jane L Cole, Mark Niemeyer, Thomas C Curtiss, Jr., Vicki Rasmussen, Vincent J Mancini, Wendy Lee Wadkins, Wendysue Ash, all of the City of RADNOR, Pennsylvania, each individually if there be more than one named, its true and lawful attorney-in-fact, to make, execute, seal and deliver on its behalf, and as its act and deed any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof in penalties not exceeding Ten million dollars & zero cents (\$10,000,000.00) and the execution of such writings in pursuance of these presents shall be as binding upon said Company, as fully and amply as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office,

IN WITNESS WHEREOF, the said Stephen M. Haney, Vice-President, has hereunto subscribed his name and affixed the Corporate seal of the said WESTCHESTER FIRE INSURANCE COMPANY this 16 day of February 2011.

WESTCHESTER FIRE INSURANCE COMPANY

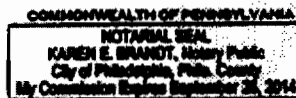



Stephen M. Haney, Vice President

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF PHILADELPHIA ss.

On this 16 day of February, AD. 2011 before me, a Notary Public of the Commonwealth of Pennsylvania in and for the County of Philadelphia came Stephen M. Haney, Vice-President of the WESTCHESTER FIRE INSURANCE COMPANY to me personally known to be the individual and officer who executed the preceding instrument, and he acknowledged that he executed the same, and that the seal affixed to the preceding instrument is the corporate seal of said Company; that the said corporate seal and his signature were duly affixed by the authority and direction of the said corporation, and that Resolution, adopted by the Board of Directors of said Company, referred to in the preceding instrument, is now in force.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Philadelphia the day and year first above written.




Notary Public

I, the undersigned Assistant Secretary of the WESTCHESTER FIRE INSURANCE COMPANY, do hereby certify that the original POWER OF ATTORNEY, of which the foregoing is a substantially true and correct copy, is in full force and effect.

In witness whereof, I have hereunto subscribed my name as Assistant Secretary, and affixed the corporate seal of the Corporation, this 30 day of November, 2011.




William L. Kelly, Assistant Secretary

THIS POWER OF ATTORNEY MAY NOT BE USED TO EXECUTE ANY BOND WITH AN INCEPTION DATE AFTER February 16, 2013