

EXHIBIT A

ARTICLES OF INCORPORATION

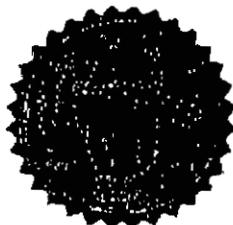
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "XO DOMESTIC HOLDINGS, INC.", CHANGING ITS NAME FROM "XO DOMESTIC HOLDINGS, INC." TO "XO COMMUNICATIONS SERVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2004, AT 2:31 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3202073

DATE: 06-29-04

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State of Delaware
Secretary of State
Division of Corporations
Delivered 03:14 PM 06/28/2004
FILED 02:31 PM 06/28/2004
SRV 040475355 - 3154937 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

XO Domestic Holdings, Inc.

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of XO Domestic Holdings, Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the name of the company is hereby changed from "XO Domestic Holdings, Inc." to "XO Communications Services, Inc.", effective as of the earliest date permissible under the General Corporation Law of the State of Delaware;

RESOLVED, that, it being advisable and in the best interests of the sole stockholder, that the Article First of the Company's Certificate of Incorporation be amended to read as follows:

"The name of the corporation is XO Communications Services, Inc."

RESOLVED, that each officer shall have the authority to execute and deliver on behalf of the Company, the Certificate of Amendment, and any such agreements, contracts, certificates, bonds, mortgages, deeds, documents and instruments as are or become necessary in accordance with the foregoing resolution, and the signature of such officer on such document shall be sufficient to bind the Company.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

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XO COMMUNICATIONS

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XO COMMUNICATIONS

IN WITNESS WHEREOF, said XO Domestic Holdings, Inc., has caused this certificate to be signed by

William Garrahan an Authorized Officer,

this 28th day of June, 2004

By: [Signature]
Authorized Officer

Title: Acting CEO

Name: William Garrahan
Print or Type

Standard Questions for Applicants Seeking Local Exchange Service Authority

1. Is your company seeking any waivers or variances of certain Commission rules and regulations in this proceeding that pertain to local exchange service? Please provide evidence as to why your company is seeking any waiver or variance.

XO respectfully requests a waiver of 83 Ill. Admin. Code Part 710, which requires that telecommunications carriers keep books pursuant to Uniform System of Accounts ("USOA") principles. XO currently maintains its books and records in accordance with Generally Accepted Accounting Principles ("GAAP"). No other jurisdiction currently requires that XO keep its books pursuant to USOA principles. Therefore, without a waiver, XO would be required to maintain two sets of books. This is an extremely onerous requirement, particularly because GAAP accurately reflects XO's operations. Because the use of USOA principles would be unduly burdensome, and would provide little additional information to the Commission, a waiver of the USOA requirement is hereby requested.

XO requests that the Commission waive application of 83 Ill. Admin. Code Part 735, "Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories for Local Exchange Telecommunications Carriers in the State of Illinois." These rules were adopted primarily to protect consumers from costly and unwarranted billing practices engaged in by monopoly telecommunications carriers. Realistically, as a non-dominant provider of services, in a telecommunications market wherein both regulators and consumers have begun to scrutinize providers closely, XO would be unable to impose such unfair practices on unwitting customers. Therefore, XO respectfully requests that the Commission waive application of these requirements.

XO respectfully requests a variance for 83 Ill. Admin. Code Section 735.180, for the provision of directories. XO will enter into a contractual agreement with incumbent providers to fulfill all directory requirements.

2. Will your company comply with 83 Illinois Administrative Code Part 772, Pay-Per-Call Services, including Part 772.55(a)(1), Billing and Part 772.100(d) Notices? **Yes.**
3. Will your company comply with 83 Illinois Administrative Code Part 705, Preservation of Records of Telephone Utilities? **Yes.**
4. Will your company abide by 83 Illinois Administrative Code Part 735, "Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories for Telephone Utilities in the State of Illinois"?

As stated in response to Question 1 above, XO respectfully requests that the Commission waive application of 83 Ill. Admin. Code Part 735, "Procedures Governing Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories."

5. Will your company abide by 83 Illinois Administrative Code Part 732, "Customer Credits"? **Yes.**
6. Who will provide customer repair service for your company?

XO will provide its own customer repair services, and will supplement its resources, as necessary, with independent contractors.

7. How many people does the company employ?

XO, through its affiliate, XO Services, Inc., will employ 168 people within the State of Illinois.

8. Will your company meet the requirements as they pertain to the Telephone Assistance Programs imposed by Sections 13.301 and 13.301.1 of the Illinois Public Utilities Act and 83 Illinois Administrative Code Part 757? **Yes.**
9. Will your company solicit, collect, and remit the voluntary contributions from its telephone subscribers to support the Telephone Assistance Programs? **Yes.**
10. Does your company plan on filing to become an Eligible Telecommunications Carrier? **No.**
11. Does the company realize that it will not be able to receive any of the federal reimbursements for the Lifeline and Link Up Programs if it is not an eligible carrier? **Yes.**
12. Will your company offer all of the waivers associated with the Universal Telephone Service Assistance Programs (UTSAP)? **Yes.**
13. Will your company abide by the regulations as prescribed in 83 Illinois Administrative Code Part 755, "Telecommunications Access for Persons with Disabilities," 83 Illinois Administrative Code Part 756 "Telecommunications Relay Service," and Sections 13-703 of the Illinois Public Utilities Act? **Yes.**
14. Will the company's billing system be able to distinguish between resale and facilities based service for the collection of the ITAC line charge? **Yes.**
15. Has your company signed and return the Universal Telephone Assistance Corporation ("UTAC") and the Illinois Telecommunications Access Corporation ("ITAC") to Commission staff?

Concurrent with this Applications, XO will complete and file with Commission Staff the Universal Telephone Assistance Corporation ("UTAC") and the Illinois Telecommunications Access Corporation ("ITAC").

16. How does your company plan to solicit customers once it begins to provide local service?

At such time as XO begins to provide local telecommunications services within the State of Illinois, XO intends to solicit its customers directly.

17. Has your company provided service under any other name? **No.**
18. Have any complaints or judgments been levied against the company? (Instate, out-of-state, or FCC)? **No.**

9-1-1 Questions for Applicants Seeking Local Exchange Service Authority

1. Will your company ensure that 911 traffic is handled in accordance with the 83 Illinois Administrative Code Part 725 and the Emergency Telephone System Act? **Yes.**
2. Will your company contact and establish a working relationship with the 911 systems when you begin to provide local telephone service? **Yes.**
3. Will your company coordinate with the incumbent LEC(s) and local 911 systems to provide transparent service for your local exchange customers? **Yes.**
4. Who will be responsible for building and maintaining the 911 database for your local exchange customers?

XO intends to access the 911 and E911 databases of the incumbent LEC(s). XO diligently will maintain current customer information necessary to build and maintain the incumbent LEC's 911 database, and will provide such information to the incumbent LEC. However, the incumbent LEC will be responsible for building and maintaining the 911 database employed by XO.

5. How often will your company update the 911 database with customer information?

XO intends to access the 911 and E911 databases of the incumbent LEC(s). Accordingly, the incumbent LEC will be responsible for updating the 911 database with customer information.

6. Will your company's billing system have the ability to distinguish between facilities based and resale for the collection of the 911 surcharge? **Yes.**
7. Does your company have procedures for the transitioning of the 911 surcharge collection and disbursement to the local 911 system? **Yes.**
8. Will your company's proposal require any network changes to any of the 911 systems? **No.**
9. Will your company be able to meet the requirements specified under Part 725.500(o) and 725.620(b) for the installation of call boxes? **Yes.**
10. Does your company plan to file for a waiver of Part 725.500(o) and 725.620(b) in the future? **No.**

Financial Questions for Applicants Seeking Local Exchange Service Authority

1. (Answer if requesting waiver of Part 710) What circumstances warrant a departure from the prescribed Uniform System of Accounts ("USOA")?

XO respectfully requests a waiver of 83 Ill. Admin. Code Part 710, which requires that telecommunications carriers keep books pursuant to Uniform System of Accounts ("USOA") principles. XO currently maintains its books and records in accordance with Generally Accepted Accounting Principles ("GAAP"). No other jurisdiction currently requires that XO keep its books pursuant to USOA principles. Therefore, without a waiver, XO would be required to maintain two sets of books. This is an extremely onerous requirement, particularly because GAAP accurately reflects XO's operations. Because the use of USOA principles would be unduly burdensome, and would provide little additional information to the Commission, a waiver of the USOA requirement is hereby requested.

2. Will records be maintained in accordance with Generally Accepted Accounting Principles ("GAAP")? **Yes.**
3. Will applicants accounting system provide an equivalent portrayal of operating results and financial condition as the USOA? **Yes.**
4. Will applicants accounting procedures maintain or improve uniformity in substantive results as among similar telecommunications companies? **Yes.**
5. Will applicant maintain its records in sufficient detail to facilitate the calculation of all applicable taxes? **Yes.**
6. Does the accounting system currently in use by applicant provide sufficiently detailed data for the preparation of Illinois Gross Receipts Tax returns? What specific accounts or sub-accounts provide this data? **Yes.**
7. If a waiver of Part 710 is granted, will applicant provide annual audited statements for all periods subsequent to granting of the waiver? **Yes.**
8. Does applicant agree that the requested waiver of Part 710 will not excuse it from compliance with future Commission rules or amendments to Part 710 otherwise applicable to the Company? **Yes.**
9. Please attached a copy of applicant's chart of accounts.

A copy of XO's Chart of Accounts is attached hereto as *Exhibit F*.