

1776 K STREET NW  
WASHINGTON, DC 20006  
PHONE 202.719.7000  
FAX 202.719.7049

7925 JONES BRANCH DRIVE  
MCLEAN, VA 22102  
PHONE 703.905.2800  
FAX 703.905.2820

www.wileyrein.com

March 12, 2015

Colleen King  
202.719.7307  
cking@wileyrein.com

Ms. Marlene Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

**Re: CC Docket No. 00-257; In the Matter of 2000 Biennial Review – Review of Policies and Rules Concerning Unauthorized Changes of Consumers Long Distance Carriers.**  
**Notification of X5 OpCo LLC pursuant to 47 C.F.R. § 64.1120(e)**

Dear Ms. Dortch:

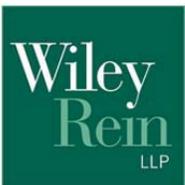
On behalf of X5 OpCo LLC and pursuant to Section 64.1120(e) of the Commission's rules, 47 C.F.R. § 64.1120(e), this letter notifies the Commission of X5 OpCo LLC's intent to acquire the customer base of X5 Solutions, Inc. and X5 PDX, LLC. A Joint Application for Commission approval of the transaction was filed on December 29, 2014 (WC Docket 14-268).

**Names of the Parties to the Transaction:** The parties to the transaction are: X5 Solutions, Inc. and X5 PDX, LLC, assignors, and X5 OpCo LLC, assignee.

**Types of Telecommunications Services Provided to Affected Customers:** The customers being transferred from X5 Solutions, Inc. and X5 PDX, LLC to X5 OpCo LLC are primarily commercial end user subscribers, wholesale telecommunications customers and interconnecting carriers. These customers receive local exchange and domestic interexchange telecommunications services.

**Date of the Transfer:** The planned transfer of X5 Solutions, Inc. and X5 PDX, LLC customers to X5 OpCo LLC will take place on or after March 16, 2015, or as soon as possible following receipt of regulatory approvals and satisfaction of other closing conditions.

**Certification of Compliance:** Attached hereto as Attachment A is a certification from X5 OpCo LLC required under Section 64.1120(e)(1) of the Commission's rules.



Marlene H. Dortch  
March 12, 2015  
Page 2

**Copy of Notice Sent to Affected Subscribers:** Attached hereto as Attachment B is a copy of the form of customer notice that was mailed to affected customers on February 13, 2015.

Should there be any questions regarding this notification, please do not hesitate to contact me.

Respectfully Submitted,

*/s/ Colleen King*

Colleen King  
*Counsel for X5 OpCo LLC*

# **ATTACHMENT A**

## CERTIFICATION

On behalf of X5 OpCo LLC, and in accordance with Section 64.1120 of the Commission's rules, 47 C.F.R. § 64.1120, I hereby certify under penalty of perjury that I have read the foregoing notification and the statements contained therein are true, complete and correct to the best of my knowledge. I further certify that, with respect to the transfer of the customers of X5 Solutions, Inc. and X5 PDX, LLC to X5 OpCo LLC, X5 OpCo LLC has complied with the Commission's requirements to provide advance customer notice in accordance with Section 64.1120(e)(3), with the obligations specified in that notice, and with other statutory and Commission requirements that apply to this streamlined process.



---

Walter P. Maner  
Chairman  
X5 OpCo LLC

# **ATTACHMENT B**

[DATE]

[ADDRESS]

Dear Valued Customer:

X5 OpCo LLC recently announced an agreement with X5 Solutions, Inc. and X5 PDX, LLC to acquire certain assets of X5 Solutions, Inc. and X5 PDX, LLC's business, subject to regulatory approval, including your account. Once that happens, your service will be provided by X5 OpCo LLC but under your current contract with X5 Solutions, Inc. or X5 PDX, LLC.

Please rest assured that the transaction will not affect the service you currently receive. You will continue to receive services with the same rates, features, terms and conditions as you currently enjoy. Any changes to your service following the transaction will be made in compliance with your contract, service terms and applicable federal and state regulatory requirements. X5 OpCo LLC will automatically become your telecommunications provider upon final close on or after March 16, 2015.

This change will be completely seamless for you and you do not need to do anything in order for it to occur. X5 OpCo LLC will take care of all of the details and will be responsible for any change fees associated with transferring your account. However, it is important that you be aware of the following information. You are responsible for continued payment of your monthly recurring and usage charges throughout this period. Unless you have made arrangements on your own to switch your provider prior to the date that your services are transferred to X5 OpCo LLC, your account will automatically be transferred and your service contract assigned to X5 OpCo LLC. All preferred carrier freezes will be lifted for purposes of completing the transfer of your services to X5 OpCo LLC. X5 OpCo LLC will reinstate any preferred carrier freeze you may have with X5 Solutions, Inc. or X5 PDX, LLC if you currently receive local telephone service from X5 Solutions, Inc. or X5 PDX, LLC. In the event that you currently receive local service from a provider other than X5 Solutions, Inc. or X5 PDX, LLC, you will need to contact your existing or new local service provider to reinstate your preferred carrier freeze. In addition, any deposit or prepayment you have paid, if any, will be transferred with your account to X5 OpCo LLC.

Subject to the terms of your current contract, you have the option to select another provider. We value your business and we hope that X5 OpCo LLC may continue to serve you. If you should choose another provider you will need to contact that carrier directly to arrange for the change prior to the transfer of your services to X5 OpCo LLC. We note that it can take several weeks for a new carrier to make the switch and you may also incur service initiation fees from that provider such as service order, installation and other similar charges associated with establishing a new service account.

Our mission is to provide superior products and services to our customers. We want to thank you for your continued support. If you have any questions regarding your current services or about the transaction, please call the customer service department at 888-588-1501.

X5 OpCo LLC looks forward to serving you.