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November 17, 2015

Colleen King  
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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:

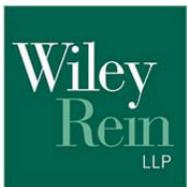
On behalf of X5 OpCo LLC (“X5 OpCo”) and pursuant to Section 64.1120(e) of the Commission’s rules, 47 C.F.R. § 64.1120(e), this letter notifies the Federal Communications Commission (“Commission”) of X5 OpCo’s intent to acquire the customer base of Novatel Ltd., Inc. (“Novatel”). A Joint Application for Commission approval of the transaction was filed on October 16, 2015 (WC Docket No. 15-249).

**Names of the Parties to the Transaction:** The parties to the transaction are: Novatel, assignor, and X5 OpCo, assignee.

**Types of Telecommunications Services Provided to Affected Customers:** The customers being transferred from Novatel to X5 OpCo are primarily commercial end user subscribers, wholesale telecommunications customers and interconnecting carriers. These customers receive intrastate, interstate, and international non-facilities-based switched and dedicated interexchange telecommunications services.

**Date of the Transfer:** The planned transfer of Novatel customers to X5 OpCo will take place on or after December 17, 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 required under Section 64.1120(e)(1) of the Commission’s rules.



Marlene H. Dortch  
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**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 November 17, 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 Novatel Ltd., Inc. 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.



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Greg Forrest  
Chief Executive Officer  
X5 OpCo LLC

# **ATTACHMENT B**

**X5 OpCo LLC**  
1008 Western Avenue, Suite 400  
Seattle, WA 98104

**NovaTel Ltd., Inc.**  
1008 Western Avenue, Suite 400  
Seattle, WA 98104

## **Notice of Carrier Change**

November 17, 2015

Dear Valued NovaTel Ltd., Inc. Customer:

X5 OpCo LLC recently announced an agreement with NovaTel Ltd, Inc. to acquire certain assets of NovaTel Ltd, Inc., subject to regulatory approval, including your account and services. Once the regulatory approval finalizes your services will be provided by X5 OpCo LLC but under your current contract terms with NovaTel Ltd, Inc.

**Please rest assured that the transaction will not affect the services you currently receive from NovaTel Ltd, Inc.** You will continue to receive your services with the same rates, features, terms, and conditions as you currently enjoy, while also gaining access to a full range of additional X5 OpCo LLC telecommunications services.

X5 OpCo LLC will automatically become your telecommunications provider upon final close and regulatory approval on or after December 17<sup>th</sup> 2015. This change will be completely seamless for you and you do not need to do anything in order for this to occur. X5 OpCo LLC will take care of all 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 transfer to X5 OpCo LLC, your account will be automatically transferred and your services contract assigned to X5 OpCo LLC.

As stated above, X5 OpCo LLC will continue providing the same or expanded services you currently receive from NovaTel Ltd., Inc. These services may include, but are not limited to: point-to-point data circuits, DS-1 and DS-3 circuits, MPLS, Ethernet bandwidth, domestic voice origination and termination services, international voice origination and termination services, data center, IAS and cloud services. 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.

In the event there are any changes to your services following the transaction they will be made in compliance with your contract, service terms and applicable federal and state regulatory requirements.

Our mission is to continue to provide superior products and services to our customers. We want to thank you for your continued support. Welcome to X5! We look forward to meeting all your long distance communication needs. If you have any questions or concerns regarding your service or this transaction you can contact X5 OpCo LLC customer service at 888-588-1501.

Sincerely,  
The Management Team  
X5 OpCo LLC