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December 29, 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 and X5 RTC LLC pursuant to 47 C.F.R. § 64.1120(e)

Dear Ms. Dortch:

On behalf of X5 OpCo LLC (“X5 OpCo”) and X5 RTC LLC (“X5 RTC”) 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 and X5 RTC’s intent to acquire the customer base of CornerStone Telephone Company, LLC (“CornerStone Telephone”) and its wholly owned subsidiaries, Public Interest Network Services, Inc. (“Public Interest Network”) and Richmond Telephone Company (“Richmond Telephone”), together with Richmond Connections, Inc. d/b/a Richmond Networx (“Richmond Networx”), a wholly owned subsidiary of Richmond Telephone (collectively, “CornerStone”). An application for Commission approval of the transaction was filed on November 30, 2015 (WC Docket No. 15-318).

Names of the Parties to the Transaction: The parties to the transaction are: Cornerstone Telephone, Public Interest Network, Richmond Telephone, and Richmond Networx, assignors, and X5 OpCo and X5 RTC, assignees.

Types of Telecommunications Services Provided to Affected Customers: Cornerstone Telephone, Public Interest Network, and Richmond Networx provide broadband services, traditional voice, as well as VOIP services, including SIP trunking and hosted PBX services on both a retail and wholesale basis. Where both voice and broadband services are available, they are typically bundled. CornerStone Telephone, Richmond Networx, and Public Interest Network provide services primarily to non-residential customers.

Marlene H. Dortch
December 29, 2015
Page 2

Richmond Telephone is an incumbent local service provider in Richmond, Massachusetts. Richmond serves 813 voice customers, the majority of which (685) are residential subscribers via traditional POTs service. Richmond Telephone's broadband network is currently copper/xDSL-based and the company serves 154 broadband subscribers, of which the majority (139) are residential subscribers.

Date of the Transfer: The planned transfer of CornerStone customers to X5 OpCo and X5 RTC will take place on or after January 29, 2016, 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 and X5 RTC required under Section 64.1120(e)(1) of the Commission's rules.

Copy of Notice Sent to Affected Subscribers: Attached hereto as Attachment B are copies of the forms of customer notice that were mailed to affected customers on December 29, 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 and X5 RTC LLC

ATTACHMENT A

CERTIFICATION

On behalf of X5 OpCo LLC and X5 RTC 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 CornerStone Telephone Company, LLC and its wholly owned subsidiaries, Public Interest Network Services, Inc. and Richmond Telephone Company, together with Richmond Connections, Inc. d/b/a Richmond Networx, a wholly owned subsidiary of Richmond Telephone Company to X5 OpCo LLC and X5 RTC LLC, X5 OpCo LLC and X5 RTC LLC have 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.



Greg Forrest
Chief Executive Officer
X5 OpCo LLC and X5 RTC LLC

ATTACHMENT B

X5 OpCo LLC
1008 Western Avenue, Suite 400
Seattle, WA 98104
CornerStone Telephone Company, LLC
2 Third Street, Suite 303
Troy, NY 12180

Notice of Carrier Change

December 28, 2015

Dear Valued CornerStone Telephone Company Customer:

X5 OpCo LLC recently announced an agreement with CornerStone Telephone Company, LLC to acquire certain assets of CornerStone Telephone Company, LLC, subject to regulatory approval, including your account and services. Once the regulatory approvals are granted, your services will be provided by X5 OpCo LLC but under your current contract terms with CornerStone Telephone Company, LLC.

Please rest assured that the transaction will not affect the services you currently receive from CornerStone Telephone Company, LLC. 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 January 29, 2016 unless you have made other arrangements. 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.

All preferred carrier freezes will be lifted for purposes of completing the transfer of your services to X5 OpCo LLC. At your request, X5 OpCo LLC will reinstate any preferred carrier freezes you may have had with CornerStone Telephone Company, LLC if you currently receive these telephone services from CornerStone Telephone Company, LLC. In the event you currently receive local services from an alternative provider other than CornerStone Telephone Company, LLC, you will need to contact your existing or new local service provider to reinstate your preferred carrier freeze. In addition, any deposits or prepayments you may have paid with CornerStone Telephone Company, LLC 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 that change prior to the transfer of your service X5 OpCo LLC. Please note 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, installations, and other similar charges associated with establishing a new service account.

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.

X5 OpCo LLC will become responsible for all service and repair issues as of the date that our transaction closes, and CornerStone will continue to respond prior to that date to any issues or concerns related to the service provided prior to that date.

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 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

X5 OpCo LLC
1008 Western Avenue, Suite 400
Seattle, WA 98104
Public Interest Network Services, Inc.
2 Third Street, Suite 303
Troy, NY 12180

Notice of Carrier Change

December 28, 2015

Dear Valued Public Interest Net: orXServices Customer:

g 5 wqOo f f O recently announced an agreement with Public Interest Net: orXServices, Inc. to acquire certain assets of Public Interest Net: orX Services, Inc., subject to regulatory approval, including your account and services. Once the regulatory approvals are granted, your services will be provided by g 5 wqOo f f O but under your current contract terms with Public Interest Net: orXServices, Inc.

Please rest assured that the transaction will not affect the services you currently receive from Public Interest Network Services, 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 g 5 wqOo f f O telecommunications services.

g 5 wqOo f f O will automatically become your telecommunications provider upon final close and regulatory approval on or after January 29, 2016 unless you have made other arrangements. This change will be completely seamless for you and you do not need to do anything in order for this to occur. g 5 wqOo f f O 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 g 5 wqOo f f O, your account will be automatically transferred and your services contract assigned to g 5 wqOo f f O.

All preferred carrier services will be lifted for purposes of completing the transfer of your services to g 5 wqOo f f O. At your request, g 5 wqOo f f O will reinstate any preferred carrier services you may have had with Public Interest Net: orXServices, Inc. If you currently receive these telephone services from Public Interest Net: orXServices, Inc. in the event you currently receive local services from an alternative provider other than Public Interest Net: orXServices, Inc., you will need to contact your existing or new local service provider to reinstate your preferred carrier service. In addition, any deposits or prepayments you may have paid with Public Interest Net: orXServices, Inc. will be transferred with your account to g 5 wqOo f f O. Subject to the terms of your current contract, you have the option to select another provider. We value your business and we hope that g 5 wqOo f f O may continue to serve you. If you should choose another provider you will need to contact that carrier directly to arrange for that change prior to the transfer of your service to g 5 wqOo f f O. Please note 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, installations, and other similar charges associated with establishing a new service account.

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.

g 5 wqOo f f O will become responsible for all service and repair issues as of the date that our transaction closes, and Public Interest Net: orXServices, Inc. will continue to respond prior to that date to any issues or concerns related to the service provided prior to that date.

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 g 5! We look forward to meeting all your communication needs. If you have any questions or concerns regarding your service or this transaction you can contact g 5 wqOo f f O customer service at 888-588-1501.

Sincerely,

The Management Team
g 5 wqOo f f O

X5 RTC LLC
1008 Western Avenue, Suite 400
Seattle, WA 98104
Richmond Telephone Company
2 Third Street, Suite 303
Troy, NY 12180
Notice of Carrier Change

December 28, 2015

Dear Valued Richmond Telephone Company Customer:

X5 RTC LLC recently announced an agreement with Richmond Telephone Company to acquire certain assets of Richmond Telephone Company, subject to regulatory approval, including your account and services. Once the regulatory approvals are granted, your services will be provided by X5 RTC LLC but under your current contract terms with Richmond Telephone Company.

Please rest assured that the transaction will not affect the services you currently receive from Richmond Telephone Company. 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 RTC LLC telecommunications services.

X5 RTC LLC will automatically become your local telecommunications provider upon final close and regulatory approval on or after January 29, 2016 unless you have made other arrangements. This change will be completely seamless for you and you do not need to do anything in order for this to occur. X5 RTC 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 RTC LLC, your account will be automatically transferred and your services contract assigned to X5 RTC LLC.

All preferred carrier freezes will be lifted for purposes of completing the transfer of your services to X5 RTC LLC. At your request, X5 RTC LLC will reinstate any preferred carrier freezes you may have had with Richmond Telephone Company. In addition, any deposits or prepayments you may have paid with Richmond Telephone Company will be transferred with your account to X5 RTC LLC. Subject to the terms of your current contract, you have the option to select another provider, if one is available. We value your business and we hope that X5 RTC LLC may continue to serve you. If you should choose another provider you will need to contact that carrier directly to arrange for that change prior to the transfer of your service X5 RTC LLC. Please note 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, installations, and other similar charges associated with establishing a new service account.

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.

X5 OpCo LLC will become responsible for all service and repair issues as of the date that our transaction closes, and Richmond Telephone Company will continue to respond prior to that date to any issues or concerns related to the service provided prior to that date.

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 local communication needs. If you have any questions or concerns regarding your service or this transaction you can contact X5 RTC LLC customer service at 888-588-1501.

Sincerely,

The Management Team
X5 RTC LLC

X5 OpCo LLC
1008 Western Avenue, Suite 400
Seattle, WA 98104
Richmond Connections, Inc.
2 Third Street, Suite 303
Troy, NY 12180

Notice of Carrier Change

December 28, 2015

Dear Valued Richmond Networkx. Customer:

X5 OpCo LLC recently announced an agreement with Richmond Connections, Inc. dba Richmond Networkx. to acquire certain assets of Richmond Networkx, subject to regulatory approval, including your account and services. Once the regulatory approvals are granted, your services will be provided by X5 OpCo LLC but under your current contract terms with Richmond Networkx.

Please rest assured that the transaction will not affect the services you currently receive from Richmond Networkx. 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 January 29, 2016 unless you have made other arrangements. 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.

All preferred carrier freezes will be lifted for purposes of completing the transfer of your services to X5 OpCo LLC. At your request, X5 OpCo LLC will reinstate any preferred carrier freezes you may have had with Richmond Networkx. if you currently receive these telephone services from Richmond Networkx. In the event you currently receive local services from an alternative provider other than Richmond Networkx, you will need to contact your existing or new local service provider to reinstate your preferred carrier freeze. In addition, any deposits or prepayments you may have paid with Richmond Networkx 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 that change prior to the transfer of your service X5 OpCo LLC. Please note 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, installations, and other similar charges associated with establishing a new service account.

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.

X5 OpCo LLC will become responsible for all service and repair issues as of the date that our transaction closes, and Richmond Networkx will continue to respond prior to that date to any issues or concerns related to the service provided prior to that date.

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 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