



ANDREW O. ISAR

4423 POINT FOSDICK DRIVE, NW
SUITE 306
GIG HARBOR, WA 98335
TELEPHONE: 253.851.6700
FACSIMILE: 866.474.3630
WWW.MILLERISAR.COM

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Via Priority Delivery

October 21, 2015

Ms. Carlotta Stauffer
Director, Office of the Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399

RE: Service Initiation and Acquisition Notice

Dear Ms. Stauffer:

X5 OpCo LLC ("X5"), hereby submits this courtesy notification to the Florida Public Service Commission ("Commission") of X5's acquisition of certain Florida assets, including subscribers, of Novatel Ltd., Inc. ("Novatel"), a non-facilities-based interexchange service provider in Florida and elsewhere, through a mutually negotiated Asset Purchase Agreement ("Transaction"). X5 further notifies the Commission it will initiate the provision of deregulated¹ interexchange telecommunications services in Florida on or about December 15, 2015, following the transfer of Novatel's Florida assets.

Description of the Parties. X5 OpCo LLC. X5 is a limited liability company formed under the laws of the State of Delaware in 2014. X5 is a wholly owned subsidiary of X5 Holdings LLC ("X5 Holdings") which, in turn, is majority owned and controlled by NewSpring Holdings LLC ("NewSpring"). NewSpring is a limited liability company organized under the laws of the State of Delaware. NewSpring is a private equity fund that seeks to partner with successful business owners and management teams to grow profitable businesses. X5 OpCo maintains authority to provide domestic interstate interexchange and international telecommunications services as well as authority to provide intrastate interexchange services in Washington, Oregon, and Utah.

¹ Following enactment of FL Chapter 2011-36, Florida Regulatory Reform Act (originally HB 1231)(2011) amending Section 364.011, Florida Statutes.

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Novatel Ltd., Inc. Novatel is a corporation organized under the laws of the State of Texas in 2007 when converted from a limited partnership originally formed in 2000. Novatel is a provider of regulated time division multiplex interexchange voice, network services including unregulated Ethernet, unregulated MPLS/VPN, and regulated dedicated, non-switched, private line services, as well as a provider of other unregulated services. Novatel provides intrastate, interstate, and international non-facilities-based switched and dedicated interexchange telecommunications services. Novatel does not provide interconnected VoIP services.

Description of the Transaction. On October 13, 2015, Novatel and X5 entered into an Asset Purchase Agreement (“Agreement”) whereby Novatel agreed to sell, and X5 agreed to acquire, certain Novatel assets including interexchange subscribers located in Florida and other jurisdictions served by the Novatel. Under the terms of the Agreement, X5 is to provide transferred Novatel interexchange subscribers the same services at the same rates, terms and conditions provided by Novatel. The Transaction becomes effective on or about December 15, 2015, or following regulatory approvals where required.

Novatel has made an affirmative business decision to cease the provision of telecommunications services following the consummation of the Agreement and requisite regulatory approvals

Customer Notification. In accordance with the terms of their service contracts and the rules and procedures of the Federal Communications Commission (“FCC”) and applicable state(s) subscribers have been properly notified of the Transaction and the change in their telecommunications provider from Novatel to X5. Novatel and X5 are providing customers with more than 30 days advanced notice of the transfer pursuant to Section 64.1120(e) of the FCC’s rules, 47 C.F.R. §64.1120(e). Notification of the transaction has also been provided to the FCC pursuant to 47 C.F.R. §64.1120(e).

X5 Interexchange Telecommunications Service Initiation. X5 will initiate the provision of deregulated interexchange telecommunications services in Florida following consummation of the Transaction and transfer of subscribers and other assets from Novatel to X5. Transaction consummation and transfer of Florida assets is anticipated to occur on or about November 1, 2015. Upon X5 initiation of interexchange services, subscriber inquiries and complaints should be addressed to

Customer Service
X5 OpCo LLC
1008 Western Ave.
Suite 400
Seattle, WA 98104

Email: support@X5Solutions.com
Phone: 206.973.5800
Toll Free: 888.588.1501

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Please acknowledge receipt of this filing by file stamping and returning the additional copy of this letter in the self-addressed, stamped envelope provided for this purpose.

Thank you for your attention to this matter. Questions may be directed to the undersigned.

Respectfully submitted,

MILLER ISAR, INC.

A handwritten signature in black ink, appearing to read "Andrew O. Isar", written over a horizontal line.

Andrew O. Isar

Regulatory Consultants to
X5 OpCo LLC