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Via Priority Delivery

December 30, 2015

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

RE: X5 OpCo LLC Courtesy Asset Acquisition Notice

Dear Ms. Stauffer:

X5 OpCo LLC ("X5 OpCo"), hereby submits this courtesy notification to the Florida Public Service Commission ("Commission") of its acquisition of certain assets of CornerStone Telephone Company, LLC and its subsidiary, Public Interest Network Services, Inc. (collectively "CornerStone"), which includes Florida iVoIP subscriber accounts.

**Description of the Companies. X5 OpCo LLC.** X5 OpCo is a limited liability company formed under the laws of the State of Delaware in 2014. X5 OpCo is a wholly owned subsidiary of X5 Holdings LLC ("X5 Holdings") which is controlled by NewSpring Holdings Management Company LLC ("NewSpring"). NewSpring is a limited liability company organized under the laws of the State of Delaware. NewSpring is affiliated with NewSpring Holdings LLC, 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 as well as Iowa, Michigan, North Dakota, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Texas, and Virginia.

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**CornerStone Telephone Company LLC.** CornerStone Telephone Company, LLC is a New York limited liability company. CornerStone wholly owns Richmond Telephone Company, LLC, a Massachusetts corporation, and Public Interest Network Services, Inc. ("PINS"), a New York corporation. Richmond Telephone Company, LLC wholly owns Richmond Connections, Inc. dba Richmond Networx, a Massachusetts corporation. Neither Richmond Telephone Company, LLC nor Richmond Connections, Inc. dba Richmond Networx operate in Florida and are not parties to this Notice.

CornerStone provides broadband services, traditional time division multiplex voice, as well as interconnected Voice over Internet Protocol services, including session initiated protocol ("SIP") trunking and hosted private branch exchange services on both a retail and wholesale basis. Where both voice and broadband services are available, these services are typically bundled. CornerStone provide services primarily to non-residential customers. CornerStone provides only iVoIP services in Florida exclusively through PINS.

**Description of the Transaction.** On November 30, 2015, CornerStone and X5 OpCo entered into an Asset Purchase Agreement ("Agreement") whereby CornerStone agreed to sell, and X5 OpCo agreed to acquire, substantially all CornerStone assets including Florida iVoIP subscriber accounts. Under the terms of the Agreement, X5 OpCo is to provide transferred CornerStone subscribers the same services at the same rates, terms and conditions provided by CornerStone. The transaction becomes effective on or about January 29, 2016, or following regulatory approvals where required.

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

It is the Companies' understanding that in light of the transaction entailing iVoIP subscriber accounts in Florida, no Commission action is required. X5 OpCo LLC acknowledges its responsibility to comply with State regulatory program and or tax requirements applicable to iVoIP service providers.

**Customer Notification.** In accordance with the terms of their service contracts and the Federal Communications Commission's ("FCC") rules, subscribers have been properly notified of the Transaction and the change in their telecommunications or iVoIP provider from CornerStone to X5 OpCo. CornerStone and X5 OpCo have provided 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).



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**X5 Interexchange Telecommunications Service Initiation.** X5 OpCo will initiate the provision of iVoIP services in Florida following consummation of the Agreement and transfer of subscribers and other assets from CornerStone to X5 OpCo. X5 OpCo will also provide unregulated interexchange telecommunications services in Florida upon consummation of a separate NovaTel Ltd., Inc. asset acquisition transaction.<sup>1</sup> Agreement consummation and transfer of Florida assets is anticipated to occur on or about January 29, 2016.

Upon X5 OpCo initiation of interexchange services, subscriber inquiries and complaints should be addressed to:

Barbara Meyer  
X5 OpCo LLC  
1008 Western Ave.  
Suite 400  
Seattle, WA 98104  
Email: regulatory@X5Solutions.com  
Phone: 206.973.5800  
Toll Free: 888.588.1501

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.



Andrew O. Isar

Regulatory Consultants to  
X5 OpCo LLC and  
*for* CornerStone Telephone Company, LLC

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<sup>1</sup> See, X5 OpCo LLC Service Initiation and Acquisition Notice, October 21, 2015.