



WT-152079-0

Judith A. Riley, J.D.

12316 Hidden Forest Blvd.
Oklahoma City, Ok 73142

November 17, 2015

Via UPS Overnight Delivery

WA Utilities & Transportation Commission
ATTN: Executive Director
1300 S. Evergreen Park Drive S.W.
Richard Hemstad Building
Olympia, WA 98504

RECEIVED
REGULATORY MANAGEMENT
2015 NOV 18 AM 11:36
STATE OF WASH.
UTIL. AND TRANSP.
COMMISSION

RE: Notification Regarding the Acquisition by X5 OpCo LLC of Certain NovaTel Ltd., Inc. Assets

Dear Commission:

On November 3, 2015, X5 OpCo LLC (“X5 OpCo”) and NovaTel Ltd., Inc. (“NovaTel”) jointly notified the Commission that X5 OpCo is acquiring certain assets, including subscribers, of NovaTel, through a mutually negotiated Asset Purchase Agreement. That notification included a draft *Notice of Carrier Change* customer notice. The Companies hereby notify the Commission that on November 17, 2015, a final *Notice of Carrier Change* was provided to all NovaTel subscribers of record, giving NovaTel subscribers 30 days’ notice of the proposed transfer of subscriber accounts from NovaTel to X5 OpCo, pursuant to Section 64.1120(e) of the Federal Communications Commission’s rules, 47 C.F.R. §64.1120(e). A copy of the final *Notice of Carrier Change* is attached.

Please contact me with any questions you may have either by phone at 405-755-8177 ext. 100 or by email at jriley@telecompliance.net.

Sincerely,

Judith A. Riley
Regulatory Consultant to
NovaTel Ltd., Inc. and
for X5 OpCo LLC

Attachment

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 17th, 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