

BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

In the Matter of Petition of X5 OpCo LLC for Competitive Classification under WAC 480-121-061	Docket No. _____
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X5 OpCo LLC (“X5 OpCo” or “Applicant”), respectfully files this petition requesting that the Washington Utilities and Transportation Commission (“Commission”) classify X5 OpCo as a competitive telecommunications carrier. The Applicant respectfully requests that the effective date of the competitive classification be thirty days after the filing date, or January 29, 2014.

In support of this filing, the Applicant provides the following information:

I. DESCRIPTION OF THE APPLICANT

X5 OpCo is a limited liability company formed under the laws of the State of Delaware in 2014. X5 OpCo has been formed specifically to effect the proposed Transfer described in the attached Notification of Transfer of Customers and Assets between X5 Solutions, Inc. (“X5”) and X5 OpCo, pursuant to which X5 will transfer substantially all of its assets and customer base to X5 OpCo. X5 OpCo is a wholly owned subsidiary of X5 Holdings LLC (“X5 Holdings”) which, in turn, is owned 97.6% 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. Neither X5 OpCo, X5 Holdings, or NewSpring currently provide telecommunications services. After consummation of the Transfer referenced above, X5 OpCo

will manage Transferors' operations and business as currently organized, which includes local exchange and domestic interexchange telecommunications services primarily provided to commercial and governmental institution subscribers, wholesale telecommunications network facilities and services provided to carriers, and switched exchange access services. Concurrently with this Petition Applicant is registering as a telecommunications company under RCW 80.36.350.

II. CONTACTS

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With a copy to:

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III. REGULATORY REQUIREMENTS FOR WHICH WAIVER IS SOUGHT

Applicant respectfully requests that the Commission waive all of the requirements listed under WAC 480-121-063, namely:

- (a) RCW 80.04.300 (Budgets to be filed by companies—Supplementary budgets);
- (b) RCW 80.04.310 (Commission's control over expenditures);
- (c) RCW 80.04.320 (Budget rules);
- (d) RCW 80.04.330 (Effect of unauthorized expenditure—Emergencies);
- (e) RCW 80.04.360 (Earnings in excess of reasonable rate—Consideration in fixing rates);
- (f) RCW 80.04.460 (Investigation of accidents);

- (g) RCW 80.04.520 (Approval of lease of utility facilities);
- (h) RCW 80.36.100 (Tariff schedules to be filed and open to public);
- (i) RCW 80.36.110 (Tariff changes—Statutory notice—Exception);
- (j) Chapter 80.08 RCW (Securities) (except RCW 80.08.140, State not obligated);
- (k) Chapter 80.12 RCW (Transfers of property);
- (l) Chapter 80.16 RCW (Affiliated interests);
- (m) WAC 480-80-101 Tariff requirements through WAC 480-80-143 Special contracts for gas, electric, and water companies;
- (n) Chapter 480-140 WAC (Commission general—Budgets);
- (o) Chapter 480-143 WAC (Commission general—Transfers of property);
- (p) WAC 480-120-102 (Service offered);
- (q) WAC 480-120-339 (Streamlined filing requirements for Class B telecommunications company rate increases);
- (r) WAC 480-120-399 (Access charge and universal service reporting);
- (s) WAC 480-120-344 (Expenditures for political or legislative activities);
- (t) WAC 480-120-352 (Washington Exchange Carrier Association (WECA));
- (u) WAC 480-120-369 (Transferring cash or assuming obligation);
- (v) WAC 480-120-375 (Affiliated interests—Contracts or arrangements);
- (w) WAC 480-120-389 (Securities report); and
- (x) WAC 480-120-395 (Affiliated interest and subsidiary transactions report).

IV. CONCLUSION

X5 OpCo respectfully requests that the Commission expeditiously grant this Petition and classify X5 OpCo as a competitive telecommunications provider in order to effectuate the proposed Transfer described above as quickly and efficiently as possible.


Respectfully Submitted,

/s/ Thomas J. Navin

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VERIFICATION

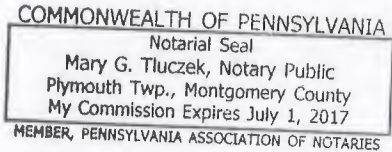
I, Walter P. Maner, am the Chairman of X5 OpCo LLC. The factual statements and representations made in the foregoing by and concerning X5 OpCo LLC and the transactions described therein are true and correct to the best of my knowledge and belief.

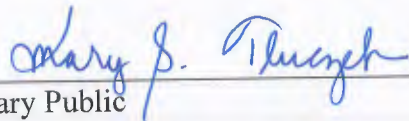


Walter P. Maner
Chairman
X5 OpCo LLC

County of Montgomery
State of PA

Subscribed and sworn to before me by Walter P. Maner this 23rd day of December, 2014.




Notary Public

My Commission Expires: 7-1-17