



PUBLIC NOTICE

Federal Communications Commission
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Released: February 13, 2015

DOMESTIC SECTION 214 APPLICATION FILED FOR THE ACQUISITION OF CERTAIN ASSETS OF X5 SOLUTIONS, INC. AND X5 PDX, LLC BY X5 OPCO LLC

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 14-268

Comments Due: February 27, 2015

Reply Comments Due: March 6, 2015

On December 29, 2014, X5 Solutions, Inc. (X5), X5 PDX, LLC (X5 PDX) and X5 OpCo LLC (X5 OpCo) (collectively, Applicants) filed an application pursuant to section 63.03 of the Commission's rules to transfer certain assets from X5 and X5 PDX to X5 OpCo.¹

X5 and X5 PDX, privately-held Washington corporations, provide local exchange and domestic interexchange telecommunications services in Washington, Oregon and Utah. X5 is wholly owned by Richard F. and Nancy Reynolds, husband and wife. Applicants state that the following individuals own a 10 percent or greater interest in X5 PDX: Richard F. Reynolds (59.09 percent); Kenneth R. Poorman (18.18 percent); and Frank Williamson (14.20 percent). Applicants state that X5 OpCo, a Delaware limited liability company, and its affiliates do not currently provide domestic telecommunications. X5 OpCo is a wholly owned subsidiary of X5 Holdings LLC (X5 Holdings), a Delaware corporation. Applicants state that X5 OpCo is ultimately controlled by NewSpring Holdings Management Company LLC (NSHMC), a Delaware limited liability company. NSHMC is managed by Walter P. Maner and James Aston, both U.S. citizens.

Pursuant to the terms of the proposed transaction, X5 and X5 PDX will sell the entirety of their interest in operational assets, customer and supplier contracts to X5 OpCo. X5 OpCO will provide domestic telecommunications services to commercial subscribers, wholesale carrier customers, and interconnecting carriers, and otherwise operate under X5 and X5 PDX's current name, organization, and service rates, terms, conditions and authority. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(1)(ii) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.²

¹ 47 C.F.R. § 63.03; *see* 47 U.S.C. § 214. Applicants filed a supplement to their application on February 11, 2015.

² 47 C.F.R. § 63.03(b)(1)(ii).

Domestic Section 214 Application Filed for the Acquisition of Certain Assets of X5 Solutions, Inc. and X5 PDX, LLC by X5 OpCo LLC, WC Docket No. 14-268 (filed December 29, 2014).

GENERAL INFORMATION

The transfer of assets identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before February 27, 2015**, and reply comments **on or before March 6, 2015**. Pursuant to section 63.52 of the Commission's rules, 47 C.F.R. § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents in this proceeding using the Commission's Electronic Comment Filing System (ECFS): <http://apps.fcc.gov/ecfs/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;
- 2) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@fcc.gov;
- 3) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (tty).

The proceeding in this Notice shall be treated as a "permit-but-disclose" proceeding in accordance with the Commission's ex parte rules. Persons making ex parte presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral ex parte presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the ex parte presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter's written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during ex parte meetings are deemed to be written ex parte presentations and must be filed consistent with rule 1.1206(b), 47 C.F.R. § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission's ex parte rules.

For further information, please contact Tracey Wilson at (202) 418-1394 or Dennis Johnson at (202) 418-0809.

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