



# PUBLIC NOTICE

Federal Communications Commission  
445 12<sup>th</sup> St., S.W.  
Washington, D.C. 20554

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DA 15-1474  
December 21, 2015

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE  
ACQUISITION OF CERTAIN ASSETS OF  
CORNERSTONE TELEPHONE COMPANY, LLC BY X5 OPCO LLC AND X5 RTC LLC**

**STREAMLINED PLEADING CYCLE ESTABLISHED**

**WC Docket No. 15-318**

**Comments Due: January 4, 2016**  
**Reply Comments Due: January 11, 2016**

CornerStone Telephone Company, LLC (CornerStone Telephone), Public Interest Network Services, Inc. (Public Interest Network) and Richmond Telephone Company (Richmond Telephone), together with Richmond Connections, Inc. d/b/a Richmond Networx (Richmond Networx) and X5 OpCo LLC (X5 OpCo) and X5 RTC LLC (X5 RTC) (together, Applicants) filed an application pursuant to section 214 of the Communications Act of 1934, as amended (Act), and section 63.03 of the Commission's rules, seeking approval to transfer certain assets from CornerStone Telephone, Public Interest Network, Richmond Networx and Richmond Telephone to X5 OpCo and X5 RTC.<sup>1</sup>

CornerStone Telephone, a New York limited liability company, wholly owns Richmond Telephone, a Massachusetts corporation, and Public Interest Network, a New York corporation. Richmond Telephone wholly owns Richmond Networx, a Massachusetts corporation. CornerStone Telephone and its subsidiaries provide telecommunications service in New York and Massachusetts and also have operating authority in Connecticut, Pennsylvania and West Virginia.

X5 OpCo, a Delaware limited liability company, provides local exchange and domestic interexchange telecommunications services in Washington, Oregon, and Utah. XT RTC, a Delaware limited liability company, and X5 OpCo both are wholly owned subsidiaries of X5 Holdings LLC (X5 Holdings), which is controlled by NewSpring Holdings Management Company LLC (NewSpring), a

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<sup>1</sup> 47 U.S.C. § 214, 47 C.F.R. § 63.03. Applicants also filed applications for the transfer of authorizations associated with international services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications. Applicants filed a supplement to their Application on December 15, 2015. On December 17, 2015, the Wireline Bureau granted a domestic 214 application for the transfer of assets of Novatel Ltd., Inc. to X5 OpCo LLC. *See Domestic Section 214 Application Filed for the Acquisition of Certain Assets of Novatel Ltd., Inc.*, WC Docket 15-249, Public Notice, DA 15-1317 (WCB 2015).

Delaware limited liability company. NewSpring is managed by Walter P. Maner and James Aston, both U.S. citizens.<sup>2</sup>

Pursuant to the terms of the proposed acquisition, except with respect to Richmond Telephone, CornerStone will sell the entirety of its interest in operational assets, customer and supplier contracts, and all of CornerStone's personnel will be transferred to X5 OpCo. The operational assets, customer and supplier contracts, personnel and owned real property of Richmond Telephone will be transferred to X5 RTC. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(ii) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.<sup>3</sup>

Domestic Section 214 Application Filed for the Acquisition of Certain Assets of  
Cornerstone Telephone Company, LLC by X5 OpCo LLC and X5 RTC LLC, WC Docket No.  
15-318 (filed Nov. 30, 2015).

### **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 January 4, 2016**, and reply comments **on or before January 11, 2016**. 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) Myrva Freeman, Competition Policy Division, Wireline Competition Bureau, [myrva.freeman@fcc.gov](mailto:myrva.freeman@fcc.gov);
- 2) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, [dennis.johnson@fcc.gov](mailto:dennis.johnson@fcc.gov);
- 3) David Krech, International Bureau, [david.krech@fcc.gov](mailto:david.krech@fcc.gov),
- 4) Sumita Mukhoty, International Bureau, [Sumita.mukhoty@fcc.gov](mailto:Sumita.mukhoty@fcc.gov)
- 5) Jim Bird, Office of General Counsel, [jim.bird@fcc.gov](mailto:jim.bird@fcc.gov).

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<sup>2</sup> A detailed description of X5 OpCo's ownership is provided in the application.

<sup>3</sup> 47 C.F.R. § 63.03(b)(2)(ii).

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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 Myrva Freeman at (202) 418-1506 or Dennis Johnson at (202) 418-0809.

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