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January 15, 2016

VIA HAND DELIVERY

Secretary Rosemary Chiavetta
Pennsylvania Public Utility Commission
Commonwealth Keystone Building, Second Floor - Room N201
Harrisburg, PA 17120

RE: *X5 OpCo LLC's Application for Approval to Offer, Render, Furnish or Supply Telecommunications Services to the Public as a Competitive Local Exchange Carrier in the Commonwealth of Pennsylvania*
Docket No. A-2015-2521376

Dear Secretary Chiavetta:

Enclosed for filing is a Supplement to the *Application for Approval to Offer, Render, Furnish or Supply Telecommunications Services to the Public in the Commonwealth of Pennsylvania as Competitive Local Exchange Carrier* ("Application") filed by X5 OpCo LLC's ("X5 OpCo") on December 30, 2015. This supplement includes the following documents:

- A proposed Competitive Local Exchange Tariff;
- An updated executed Affidavit, confirming that contact has been made to the appropriate 911 Coordinators in order to arrange for provisioning of emergency 911 service;
- A list of the 911 coordinators contacted; and
- A Confidential cash flow statement. Pursuant to 52 Pa. Code §§5.362 and 5.423, X5 OpCo respectfully requests that the Commission treat all financial data submitted as part of this Application as confidential and proprietary information, not to be released to the public. Accordingly, X5 OpCo's cash flow is being filed under seal.

Copies of the non-confidential portions of this Supplement have been served on the required parties in accordance with the attached Certificate of Service.

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• Wilkes-Barre • Princeton • Charleston • New York • Wilmington

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Secretary Rosemary Chiavetta
January 15, 2016
Page 2

Upon filing, please return a time-stamped copy of the Supplement to the courier. Thank you, and please do not hesitate to contact me if you have any questions.

Best regards,

STEVENS & LEE


Michael A. Grum

Enclosures

cc: Certificate of Service
Bryan Mahla, Bureau of Technical Utility Services

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AFFIDAVIT

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State of Texas

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ss.

PA PUC
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County of Dallas

Gregory Forrest, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

Affiant is the President and Chief Executive Officer of X5 OpCo LLC.

That Affiant is authorized to and does make this affidavit for said corporation;

That X5 OpCo LLC, the Applicant herein, acknowledges that it may have an obligation to serve or to continue to serve the public by virtue of the Applicant commencing the rendering of service pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, Title 66 of the Pennsylvania Consolidated Statutes; with the Federal Telecommunications Act of 1996, signed February 6, 1996, or with other applicable statutes or regulations;

That X5 OpCo LLC, the Applicant herein, asserts that it possesses the requisite technical, managerial, and financial fitness to render public utility service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

That X5 OpCo, the Applicant herein, asserts that Affiant has contacted the appropriate 911 Coordinator(s) via certified letter, from the list provided from the PUC website (<http://www.puc.state.pa.us>), and that arrangements are under way for the provisioning of emergency 911 service in each of the Counties/Cities where service is to be provided. The applicant certifies Affiant has attached a copy of the 911 Coordinator list indicating each 911 Coordinator contacted.

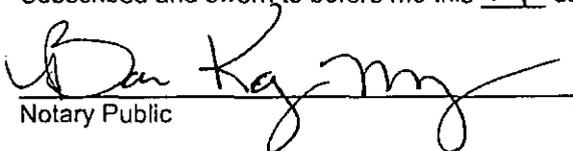
That the facts above set forth are true and correct to the best of my knowledge, information and belief, and that I expect said entity to be able to prove the same at any hearing thereof.

X5 OpCo LLC

By: 

Gregory Forrest
President and Chief Executive Officer
2828 N. Harwood Street
Suite 1700
Dallas, TX 75201

Subscribed and sworn to before me this 14 day of January, 2016.


Notary Public

My Commission Expires 5/19/16
SEAL
BARBARA KAY MEYER
STATE OF WASHINGTON
NOTARY PUBLIC
MY COMMISSION EXPIRES
05-19-16

List of 911 Coordinators Contacted (see Attached PEMA List for Coordinator information)

Adams
Allegheny
Armstrong
Beaver
Bedford
Berks
Blair
Bradford
Bucks
Butler
Cambria
Cameron
Carbon
Center
Chester
Clarion
Clearfield
Clinton
Columbia
Crawford
Cumberland
Dauphin
Delaware
Elk
Erie
Fayette
Forest
Franklin
Fulton
Greene
Huntingdon
Indiana
Jefferson
Juniata
Lackawanna
Lancaster
Lawrence
Lebanon
Lehigh
Luzerne
Lycoming
McKean
Mercer
Mifflin
Monroe
Montgomery
Montour
Northampton
Northumberland

Perry
Philadelphia
Pike
Potter
Schuylkill
Snyder
Somerset
Susquehanna
Sullivan
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Washington
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Wyoming
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City of Allentown
City of Bethlehem
City of Pittsburgh



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CERTIFICATE OF SERVICE

Pursuant to 52 Pa. Code §5.14, I hereby certify that a copy of the foregoing Supplement to the Application of X5 OpCo LLC. was served on the Parties below by mailing a copy of the Application in the United States Mail, postage-prepaid this 15th day of January, 2016.

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