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January 29, 2016

VIA ELECTRONIC FILING

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:

- Revised pages 6 and 7, to confirm that X5 OpCo is only seeking Certification in the territories of Verizon Pennsylvania, LLC and Verizon North, LLC.

Copies of this Supplement have been served on the required parties in accordance with the attached Certificate of Service. X5 OpCo will be separately serving a letter on the United Telephone Company of Pennsylvania d/b/a CenturyLink to confirm that X5 OpCo is not seeking certification in United Telephone Company territory. X5 OpCo will file a copy of that letter with the Secretary and will also serve all of parties who were originally served with X5 OpCo's Application. Thank you, and please do not hesitate to contact me if you have any questions.

Best regards,

STEVENS & LEE

Michael A. Gruin

Enclosures

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

Philadelphia • Reading • Valley Forge • Allentown • Harrisburg • Lancaster • Scranton
• Wilkes-Barre • Princeton • Charleston • New York • Wilmington

A PROFESSIONAL CORPORATION

10. **PROPOSED SERVICES:** Describe in detail the services which the Applicant proposes to offer. If proposing to provide more than one category in Item #9, clearly and separately delineate the services within each proposed operation. If proposing to operate as a facilities-based Competitive Local Exchange Carrier, provide a brief description of the Company's facilities.

Applicant has been granted authority to provide interexchange telecommunications services, initially consisting of outbound "1+" InterLATA and IntraLATA toll and toll free services, dedicated private line, data, operator assisted calling exclusively to subscribers of record, and directory assistance (Utility Code 3118196). Applicant now proposes to provide competitive local exchange and switched exchange access services, to commercial subscribers in the same certificated service territories as CornerStone Telephone Company, LLC, utilizing the facilities of Cornerstone Telephone Company, LLC whose assets are being acquired (See, *Joint Application for Approval of a General Rule Transaction*, filed contemporaneously with the Instant Application.)

11. **SERVICE AREA:** Describe the geographic service area in which the Applicant proposes to offer services. Clearly and separately delineate the service territory for each category listed in Item #9. For Competitive Local Exchange Carrier operations, you must name and serve the Incumbent Local Exchange Carriers in whose territory you request authority.

Verizon Pennsylvania, LLC and Verizon North, LLC

12. **MARKET:** Describe the customer base to which the Applicant proposes to market its services. Clearly and separately delineate a market for each category listed in Item #9.

Applicant proposes to serve commercial subscribers.

13. **PROPOSED TARIFF(S):** Each category of proposed operations must have a separate and distinct proposed tariff setting forth the rates, rules and regulations of the Applicant. Every proposed tariff shall state on its cover page the nature of the proposed operations described therein, i.e., IXC Reseller, CLEC, CAP, or IXC Facilities-based. A copy of all proposed tariffs must be appended to each original and duplicate original and copy of Form 377.

Applicant has filed a proposed Local Exchange tariff reflecting its proposed service offerings as a Supplement to its Application

14. **FINANCIAL: *Attach the following to the Application:***

A general description of the Applicant's capitalization and, if applicable, its corporate stock structure;

Current balance sheet, Income Statement, and Cash Flow Statement of Applicant or Affiliated Company, if relying on affiliate for financial security;

14. FINANCIAL: *Attach the following to the Application:* Continued

A tentative operating balance sheet and a projected income statement for the first year of operation within the Commonwealth of Pennsylvania; provide the name, title, address, telephone number and fax number of the Applicant's custodian for its accounting records and supporting documentation; and indicate where the Applicant's accounting records and supporting documentation are, or will be, maintained.

If available, include bond rating, letters of credit, credit reports, insurance coverage and reports, and major contracts.

Applicant's financial information is attached hereto as confidential Exhibit C.

15. START DATE: The Applicant proposes to begin offering services on or about the date which Applicant's application is approved by the Commission.

16. FURTHER DEVELOPMENTS: Attach to the Application a statement of further developments, planned or contemplated, to which the present Application is preliminary or with which it forms a part, together with a reference to any related proceeding before the Commission.

Applicant is in the process of acquiring the assets of CornerStone Telephone Company, LLC, a competitive local exchange carrier operating in Pennsylvania. An Application requesting approval for the asset transfer is being filed contemporaneously with the instant Application.

17. NOTICE: Pursuant to 52 Pa. Code §5.14, you are required to serve a copy of the signed and verified Application, with attachments, on the below-listed parties, and file proof of such service with this Commission:

Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923

Office of Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

Office of Attorney General
Office of Consumer Protection
Strawberry Square
Harrisburg, PA 17120

Verizon Pennsylvania, LLC
303 Walnut Street, 12th Fl.
Harrisburg, PA 17101

Verizon North, LLC
303 Walnut, 12th Fl.
Harrisburg, PA 17101

Pursuant to 52 Pa. Code §5.14, redacted copies of this Application have been served on the parties listed above.

18. FEDERAL TELECOMMUNICATIONS ACT OF 1996: State whether the Applicant claims a particular status pursuant to the Federal Telecommunications Act of 1996. Provide supporting facts. **The Applicant is not claiming any particular status pursuant to the Telecommunications Act of 1996.**

CERTIFICATE OF SERVICE

Pursuant to 52 Pa. Code §5.14, a copy of the foregoing supplement to Application of X5 OpCo LLC for *Approval to Offer, Render, Furnish, or Supply Telecommunications Services to the Public in the Commonwealth of Pennsylvania* ("Application") was served on the Parties below by mailing a copy in the United States Mail, postage-prepaid this 29th day of January, 2016

Office of Consumer Advocate
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5th Floor, Forum Place
Harrisburg, PA 17101-1923

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300 North Second Street
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Office of the Attorney General
Office of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120

Verizon North, LLC
303 Walnut St., 12th Fl.
Harrisburg, PA 17101

Verizon Pennsylvania, LLC
303 Walnut Street, 12th Fl.
Harrisburg, PA 17101

By: _____



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