

Exhibit 3
Washington Application for Transfer of Control and
Certificate of Registration as a Competitive Telecommunications Company

X5 Solutions, Inc. and X5 OpCo LLC
Joint Application for Transfer
Public Service Commission of Utah



UTILITIES AND TRANSPORTATION COMMISSION

REGISTRATION AND COMPETITIVE CLASSIFICATION OF TELECOMMUNICATION COMPANIES

All telecommunications companies must register with the Utilities and Transportation Commission (UTC) prior to beginning operations in the state of Washington. Refer to RCW 80.36, WAC 480-121, 480-80, and 480-120.

1300 South Evergreen Park Drive SW
PO Box 47250
Olympia, WA 98504-7250

Telephone 360-664-1160 / Fax 360-586-1150
TTY 360-586-8203 or 1-800-416-5289
Website: www.utc.wa.gov

The UTC has a policy of providing equal access to its services. To request this document in alternate formats, please call 360-664-1133.

- Complete the application form.
Submit these forms via the Records Center Web portal or e-mail to records@utc.wa.gov as an electronic attachment. UTC encourages electronic submission of filings.
UTC will issue a registration certificate with an effective date 30 days from the date the completed application is received and approved.

Include the following:

- Current Balance Sheet
Latest Annual Report, if any

Competitive Classification

- Applicant is subject to effective competition and requests waiver of regulatory requirements outlined in WAC 480-121-063 (1). SEE ATTACHED PETITION FOR COMPETITIVE CLASSIFICATION

Telecommunications Company Information

Company Name: X5 OpCo LLC d/b/a:
Company Mailing Address: X5 OpCo LLC c/o NewSpring Holdings LLC 555 E. Lancaster Ave, Suite 444
City/State/Zip: Radnor, PA 19087
Web Site Address:

Unified Business Identification Number (UBI): 603462666
(If you do not know your UBI number or need to request one contact the Business Licensing Services at 360-664-1400 or 1-800-451-7985)

Questions regarding this application should be directed to:

Name: Walter P. Maner, Chairman, X5 OpCo LLC c/o NewSpring Holdings LLC
Phone Number: 610.567.2380 Fax Number: E-mail: smaner@newspringcapital.com
Mailing Address: 555 E. Lancaster Ave, Suite 444
City/State/Zip: Radnor, PA 19087

WITH A COPY TO:
Thomas J. Navin, Esq.
Wiley Rein LLP
1776 K Street, NW
Washington, DC 20006
Telephone: 202.719.7487
Email: tnavin@wileyrein.com

Registered Agent (A Washington Agent is required if the company is located outside Washington State):

Name: Corporation Service Company
Mailing Address: 300 Deschutes Way SW, Suite 304
City/State/Zip: Tumwater, WA 98501
Phone Number: 866-403-5272

Name, address and title of each officer or director (attach additional pages if needed)

<u>Name</u>	<u>Address</u>	<u>Title</u>
Walter P. Maner	555 E. Lancaster Ave, Suite 444 Radnor, PA 19087	Chairman
Richard M Hirsh	555 E. Lancaster Ave, Suite 444 Radnor, PA 19087	Chief Financial Officer
Greg Forrest	555 E. Lancaster Ave, Suite 444 Radnor, PA 19087	Chief Executive Officer

Regulatory Contact:

Name: Walter P. Maner, Chairman, X5 OpCo LLC c/o NewSpring Holdings LLC
Mailing Address: 555 E. Lancaster Ave, Suite 444 Radnor, PA 19087
Phone Number: 610.567.2380
E-mail: smaner@newspringcapital.com

Fax Number:

WITH A COPY TO:
Thomas J. Navin, Esq.
Wiley Rein LLP
1776 K Street, NW
Washington, DC 20006
Telephone: 202.719.7487
Email: tnavin@wileyrein.com

Consumer Questions and/or Complaint Contact:

Name: Barbara Meyer
Title: Controller
Phone Number: 206.973.5800
E-mail: bmeyer@x5solutions.com

Fax Number:

Emergency Contact:

Name: Barbara Meyer
Title: Controller
Phone Number: 206.973.5800
E-mail: bmeyer@x5solutions.com

Fax Number:

Telecommunication services that will be provided (check all that apply):

- | | |
|---|--|
| <input checked="" type="checkbox"/> Local Exchange Service (Resale) | <input type="checkbox"/> Data Services |
| <input type="checkbox"/> Calling Cards | <input type="checkbox"/> Prepaid Calling Cards |
| <input type="checkbox"/> Alternate Operator Services | <input type="checkbox"/> Directory Assistance |
| <input type="checkbox"/> Long Distance Interlata | <input type="checkbox"/> WATS (800/888) |
| <input type="checkbox"/> Long Distance Intralata | |
| <input checked="" type="checkbox"/> Other, please specify <u>Non-switched private line service.</u> | |

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

Walter P. Maner
Chairman
X5 OpCo LLC
c/o NewSpring Holdings LLC
555 E. Lancaster Ave, Suite 444
Radnor, PA 19087
Telephone: 610.567.2380
Email: smaner@newspringcapital.com

With a copy to:

Thomas J. Navin, Esq.
Wiley Rein LLP
1776 K Street, NW
Washington, DC 20006
Telephone: 202.719.7487
Email: tnavin@wileyrein.com

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

Thomas J. Navin
Counsel for X5 OpCo LLC
Wiley Rein LLP
1776 K Street, NW
Washington, DC 20006
Telephone: 202.719.7487
Email: tnavin@wileyrein.com

VERIFICATION

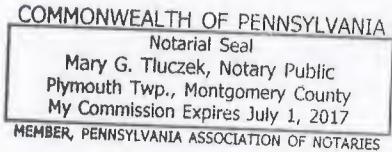
I, Walter P. Maner, am the Chairman of X5 OpCo LLC. The factual statements and representations made in the foregoing by and concerning X5 OpCo LLC and the transactions described therein are true and correct to the best of my knowledge and belief.

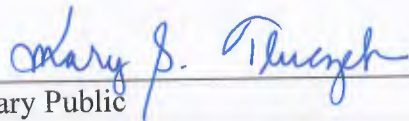


Walter P. Maner
Chairman
X5 OpCo LLC

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

WASHINGTON
UTC
UTILITIES AND TRANSPORTATION
COMMISSION

COPY REGISTRATION **COPY**
OF
X5 OpCo LLC

AS A COMPETITIVE
TELECOMMUNICATIONS COMPANY

Docket Number UT-150004

February 1, 2015
Effective Date

SEE V 1-5
STEVEN V. KING
Executive Director and Secretary

CERTIFICATE IS NOT TRANSFERABLE