

BEFORE THE STATE CORPORATION COMMISSION  
OF THE STATE OF KANSAS

In the Matter of the Application of )  
Magna5 LLC )  
for a Certificate of Convenience and )  
Authority to Provide Resold Local )  
Exchange Within the State of Kansas. )

Docket No.  
18-XOCT-271-COC

**APPLICATION FOR CERTIFICATE OF AUTHORITY )**  
**To Serve as a Telecommunications Services )**

**Provider in Kansas**

K. S. A. 66-2005(w) sets out the requirements for certification as follows:  
An applicant "... must receive a certificate of convenience based upon a demonstration of technical, managerial and financial viability. Any telecommunications carrier or other entity seeking such certificate shall file a statement, which shall be subject to the commission's approval, specifying with particularity the areas in which it will offer service, the manner in which it will provide service in such areas and whether it will serve both business and residential customers in such areas."

Comes now Paul Gardner representing  
Magna5 LLC, a for profit Delaware Limited Liability  
Company representing its intention to engage in the business of a Competitive  
Local Service Provider in the State of Kansas under the business name of  
Magna5 LLC in the  
territory described specifically below, and making claim that public convenience will be thereby  
promoted. Applicant, for purposes of verification and in evidence of fitness to operate, offers the  
following information in support of this application:

1. Full, correct name (including d/b/a) of company, firm, association or corporation making this filing: **Magna5 LLC**
2. Federal Identification Number: **47-2623227**
3. Type of Certification requested by applicant:  
(Please provide a separate application for each type of certification. The requisite \$250.00 filing fee per service must accompany each application.)
  - ☒ Competitive Local Exchange Service
  - ☐ Interexchange (long distance or toll) Service
  - ☐ Operator Services and Interexchange (toll) Service
  - ☒ Resale
  - ☐ Facilities-based
  - ☐ Combined Resale and Facilities-based

4. Address (if the mailing address is a P.O. Box number, also provide the actual street address) and telephone number(s) for the principal office of the company and its local office (if any), including 800 customer service number: **5445 Legacy Dr., Suite 180, Plano, TX 75024 214-932-9293, 866-240-1912, no local office.**
5. If individually owned, name of individual doing business under above name: **N/A**
6. Requested serving territory (statewide for toll service; local service may be limited to specific exchange areas due to rural exemption guidelines; and operator services may be limited to specific institutions): **Applicant is seeking to provide local services in the exchanges of all non-rural areas of ILECs.**
7. Name, title, address telephone number and email address of person preparing this application. **Matt Dean, Regulatory Agent, 12316 Hidden Forest Blvd., Oklahoma City, OK 73142 405-755-8177 x103; mdean@telecompliance.net**
8. Name, title, address, telephone number and email address of Commission/Industry Relations contact **Joe O'Hara, CFO, 5445 Legacy Dr., Suite 180, Plano, TX 75024, 214-932-9293 regulatory@magna5global.com**
9. Organizational Information **Applicant is a for profit Delaware Limited Liability Company**
10. In the table below, give name and address of each officer (when an individual holds more than one office, list name for each office held):

**OFFICERS**

Line No.	Title (a)	Name (b)	Address (c)
1	CEO	Greg Forrest	5445 Legacy Dr., Suite 180
			Plano, TX 75024
2	CFO	Joseph O'Hara	5445 Legacy Dr., Suite 180
			Plano, TX 75024
3	CIO	Dan Horton	5445 Legacy Dr., Suite 180
			Plano, TX 75024
(etc.)			

11. If incorporated, list information concerning company directors: **N/A**

**LIST OF DIRECTORS**

Line No.	Name of Director	Address	Term Began	Term Expires	Shares of Common Stock
(a)	(b)	(c)	(d)	(e)	(f)
1					

2					
3					
etc.					

10. Description of Applicant's operations (provide as Exhibits): **See Exhibit A**

- A. Applicant's short run and long run growth plans for providing intrastate telecommunication service in Kansas (i.e. What services will be provided and how quickly? Will service be offered statewide to residential, business or residential and business? Are specific local exchanges, localities or the service area(s) of specific companies included in these plans? If local service, how many exchanges will be served and which of those will be served first? What are the general characteristics of those exchanges?).
- B. Estimated number of company service personnel assigned to telephone service who will be located in Kansas during the time periods mentioned above? **Zero. We will not have any employees in Kansas.**
- C. What telecommunications equipment will be deployed in the state and where will it be deployed over the period of time mentioned above?  
**None. We will not have any facilities in Kansas.**
- D. Has any state or federal entity denied certification to your company or taken any enforcement action against your company's service operations (such as a fine or a Cease and Desist action)? If so, please explain. **No.**
- E. Provide a list of enforcement proceedings or criminal charges involving applicant or its principals in connection with the provision of telecommunications services within the last five (5) years anywhere in the United States including, but not limited to:
  - injunctions
  - cease and desist orders
  - civil lawsuits
  - consent decrees
  - assurances of voluntary compliance
  - civil investigative demands (CID's)
  - subpoenas

Identify the office or administrative agency that instituted each action, the date it was instituted, and the outcome thereof. Provide a copy of the final order or judgment. (This does not include actions for the collection of debts or domestic matters.) If no actions apply please indicate none. **None.**

11. Applicant's Managerial Qualifications (provide as Exhibits): **See Exhibit B**

- A. Description of applicant's actual experience in the telecommunications business, specifically that represented in this application.
- B. Managerial qualification of your company's key personnel (copies of resumes are appropriate).
12. Is your company currently providing telecommunications service in any other state? If so, in an Exhibit, please name the state(s), provide a description of your company's operations therein and list the approximate number of customers in each state. See Exhibit C
13. Financial Information: N/A
- A. Stock

**CAPITAL STOCK**

Line No.	Class of Stock Common Or Preferred etc.	No. of Shares Authorized by charter	No. of Shares Act-wally Sold	No. of Shares Can-celled	No. of Shares Held for Resale	No. of Shares Out-standin g	Par Value per Share	Total Amnt. Out-stand-ing per Fin. Stmt.	Divi-dends Declar ed During Year
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(J)
1									
2									
3									
4									
etc.									

- B. List information concerning the stockholders holding the highest number of shares of stock. If no one stockholder holds more than 5% of the total shares outstanding, so indicate by placing an "X" in this blank , and omit the information called for in the schedule below.

N/A

**LIST OF PRINCIPAL STOCKHOLDERS**

Line No.	Name of Stockholder	Address	No. of Shares	No. of Votes	Total Par or Stated Value
(a)	(b)	(c)	(d)	(e)	(f)
1					
2					
3					
4					
etc.					

- C. Sole proprietorships and/or partnerships or any other business organization including, but not limited to limited liability companies, limited partnerships, and LLPs must add an Exhibit to show the organizational structure and share interests in assets, liabilities and profits. See Exhibit D

14. Applicant's Financial Qualifications (provide as Exhibits): See Exhibit E

- A. Comparative Income Statements for the immediately preceding three (3) year period (audited positive statements preferred).
- B. Balance Sheets for the immediately preceding three (3) year period (audited positive statements preferred).
- C. A forward-looking management narrative discussing any significant activity that may impact either the Income Statement or Balance Sheet provided.

15. As an attachment, please provide state of incorporation and proof of incorporation in that state. See Exhibit F

16. As an attachment, please provide proof of registration with the Kansas Secretary of State (must maintain registry and remain in good standing). See Exhibit G

17. Name and telephone number of the contact person for customer service.  
Sally Comstock, 866-240-1912

18. Competitive Local Exchange (CLEC) applicants need to provide an interconnection or resale agreement with the incumbent local exchange carrier(s) for the service territory designated above, if consummated. Please indicate the docket number(s) and Commission approval date(s) for each. (Local operations may not begin until such agreements have been approved by the KCC.) See Exhibit H.
19. CLEC Applicants must provide a copy of the Company's proposed Intrastate Access tariff. (Operations may not begin until a tariff has been filed with and approved by the KCC.) **The company is not filing an access tariff because it will not be assessing any switched access charges.**
20. Complete, sign and attach the KCC Telecommunications Carrier Code of Conduct form as part of this application. See Exhibit I.

**Notice: Kansas Supreme Court Rule 116 requires attorneys who are not admitted to practice in Kansas to associate with an attorney "who is a resident of Kansas, regularly engaged in the practice of law in Kansas, and who is in good standing under all of the applicable rules of the Supreme Court of Kansas." The Kansas attorney must "sign all pleadings, documents, and briefs, and shall be present throughout all court or administrative appearances." Attorneys licensed in Kansas, but not residents of Kansas may appear without local counsel. Any party may appear personally on his or her own behalf.**

#### OATH

State of Missouri / Jackson County, ss.

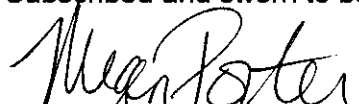
Paul Gardner, being duly sworn, deposes and says that s/he is the Attorney of Magna5 LLC

and that the facts set forth in the foregoing application have been prepared under his/her direction, from the original books, papers and records of said company, that he/she examined same, and declares same to be true and correct to the best of his/her knowledge and belief.

Further, that applicant has full knowledge of the Kansas Corporation Commission's jurisdiction affecting local service providers and will comply with the applicable requirements of this Commission.

  
Paul Gardner, 22851  
Attorney for Magna5 LLC

Subscribed and sworn to before me on this 20th Day of December, 2017.

  
\_\_\_\_\_  
Notary Public

(Revised 01/20/2012)

MEGAN PORTER  
NOTARY SEAL-NOTARY PUBLIC  
STATE OF MISSOURI  
JACKSON COUNTY  
MY COMMISSION EXPIRES 11/7/2020  
COMMISSION # 12412385

# Magna5 LLC

## LIST OF APPLICATION EXHIBITS

EXHIBIT A	Description of Services
EXHIBIT B	Resumes of Key Personnel
EXHIBIT C	Current Jurisdictional Listing
EXHIBIT D	Organizational Chart
EXHIBIT E	Financial Qualifications
EXHIBIT E-1	Financial Qualifications – Public Copy
EXHIBIT E-2	Financial Qualifications - <b>CONFIDENTIAL</b>
EXHIBIT F	Delaware Articles of Organization
EXHIBIT G	Kansas Secretary of State Registration
EXHIBIT H	Agreement with ILEC
EXHIBIT I	Kansas Code of Conduct

# **EXHIBIT A**

## Description of Services

Magna5 LLC presently has Interexchange telecommunications authority with the Kansas Corporation Commission. Applicant now seeks to expand that authority to include reselling local exchange telecommunications services to business-class customers. These services would primarily include basic local service, local calling features, Integrated Services Digital Network ("ISDN") and Primary Rate Interface ("PRI").



# **EXHIBIT B**

Resumes of Key Personnel

Greg Forrest  
Chief Executive Officer

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Greg brings global perspective, entrepreneurial drive and proven successes to his role as CEO of Magna5. With a track record of building businesses through enterprise transformations and market consolidation strategies, Greg has extensive experience in leading and operating technology-enabled services businesses; all resulting in significant revenue growth, operating leverage and improved operational efficiencies. His past successes in creating shareholder value through financial performance, in both public and private companies, drove him to lead the initiative to lead the acquisition of three companies and bring them together as Magna5.

An enthusiastic, engaging leader driven to bring together teams of people within varied companies to drive greater successes, Greg is a talented c-level executive skilled in fostering business environments that encourage employees to exceed goals, all while keeping the service levels customer based and responsive to the changing needs of the marketplace. He has extensive expertise in Business Transformations, M&A, Integration, Compliance/Governance and Organizational Change Management.

He previously served as CEO/President of publicly-traded XETA Technologies (NASDAQ: XETA) with annual revenues of \$100M+ and headcount of 450 employees. He implemented growth strategies resulting in a 2X increase in revenue run rate, improved operating leverage while completing a business transformation and ultimately engineered the successful merger agreement with PAETEC Holding Corp. (now Windstream), acquired at \$5.50 per share, a 67% premium over average market closing price for previous six months. Greg also launched a US Geo for a Global Technology Service Provider located in Mumbai, India. The two-year outcome of this initiative resulted in a profitable \$50M U.S. operating entity where growth was achieved through acquisition and organic methods.

In 2011, Greg was recognized for his significant accomplishments by being named a Finalist of the Ernst and Young Entrepreneur of the Year Award. Greg is a graduate of the University of Washington.

Joe O'Hara  
Chief Financial Officer

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Chief Financial Officer Joe O'Hara brings a wealth of financial acumen specific to the telecommunications industry to Magna5. In his role, he oversees corporate finance and accounting functions for the company, including financial reporting, planning and analysis.

Before joining Magna5 in January 2017, Joe was the CFO of ANPI, LLC where he led various initiatives of corporate development activity, including the launch of a start-up subsidiary and other business expansion initiatives. During his time at ANPI, Joe was in a variety of finance roles, including Director of Finance and Accounting.

While responsible over the finance function, he worked to secure equity capital for the organization through multiple private placement offerings and by establishing commercial debt facilities, providing capital for the organization to successfully pursue its growth initiatives.

Throughout his time at ANPI, Joe worked closely with the Chief Executive Officer and the Board of Directors regarding the strategic focus of mergers and acquisitions activity and led critical activities surrounding due diligence, structuring, negotiations and final documentation.

Joe is a licensed Certified Public Accountant in Texas and Illinois, and is accredited in business valuation. He also holds a Masters of Business Administration degree with a concentration in finance from the University of Illinois at Urbana-Champaign.

Dan Horton  
Chief Information Officer

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Dan brings 25 years of telecommunications and operations experience to Magna5 and is dedicated to providing strong leadership skills in technology management and product development.

Dan served as the Chief Technology Officer at X5 Solutions, one of the companies brought together to make up Magna5, overseeing the day-to-day operations and operational strategy at one of the largest telecommunications providers in the Pacific Northwest.

Before his tenure at X5 Solutions, he was co-founder and Chief Technology Officer of Who's Calling, where he focused on growing the company from a start-up to \$75 million in annual sales. Throughout his career in the telecommunications industry, Dan held many executive positions, exhibiting his abilities to respond to the changing needs a company, no matter the title he held; from COO to CIO, CTO and VP of Engineering in CLECs, ISPs and IXC's, Dan's varied experience in dealing with all aspects of operational management, engineering and development, product management, network management and vendor management is extensive. He has unique experience bridging technology, business strategy, product development and operations together while transforming these elements from concepts to business success.

# **EXHIBIT C**

Current Jurisdictional Listing

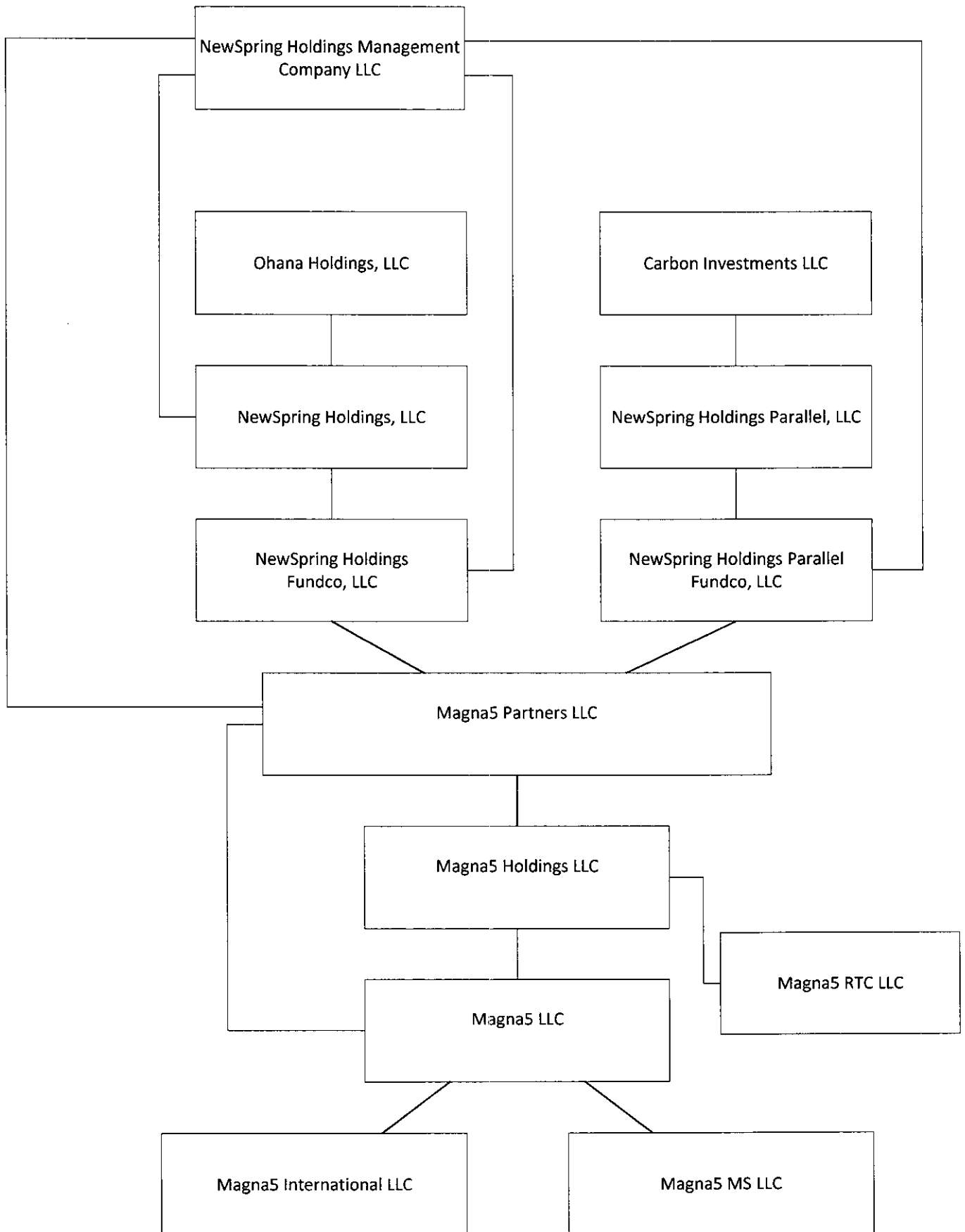
**Operating as a Telecom  
Company (or as a VoIP**

<b><u>State</u></b>	<b><u>provider</u></b>	<b><u>Type of PUC Authority</u></b>	<b><u>Notes</u></b>
AL	Yes	Interexchange	Also provides VoIP which state does not regulate
AR	Yes	N/A	VoIP only -Does not regulate VoIP
AZ	Yes	Interexchange	
CA	Yes	IXC & VoIP	CLEC Application in progress
CO	Yes	N/A	Local, LD & VoIP - PUC no longer regulates these services
CT	Yes	VoIP	
DC	Yes	N/A	IXC & VoIP only -Does not regulate IXC or VoIP; CLEC App in Progress
DE	Yes	N/A	VoIP only -Does not regulate VoIP
FL	Yes	N/A	IXC & VoIP only -Does not regulate IXC or VoIP; CLEC App in Progress
IA	Yes	Interexchange	
ID	Yes	N/A	VoIP only -Does not regulate VoIP; CLEC App in progress
IL	Yes	IXC & VoIP	
IN	Yes	IXC & VoIP	
KS	Yes	Interexchange	Also provides VoIP which state does not regulate; CLEC Ap in progress
KY	Yes	Local & LD & VoIP	
LA	Yes	N/A	VoIP only -Does not regulate VoIP
MA	Yes	Local & LD	Also provides VoIP which state does not regulate
MD	Yes	N/A	IXC & VoIP only -Does not regulate IXC or VoIP
ME	Yes	N/A	IXC & VoIP only -Does not regulate IXC or VoIP
MI	Yes	IXC & VoIP	
MN	Yes	Private Line & LD	
MO	Yes	Local & LD & VoIP	
MS	Yes	N/A	VoIP only -Does not regulate VoIP
MT	Yes	Local & LD	
NC	Yes	Interexchange	Also provides VoIP which state does not regulate
ND	Yes	IXC & VoIP	
NE	Yes	VoIP	
NH	Yes	Local & LD	Also provides VoIP which state does not regulate
NJ	Yes	Access, Local & LD	Also provides VoIP which state does not regulate
NM	Yes	N/A	VoIP only -Does not regulate VoIP
NY	Yes	Local & LD	Also provides VoIP which state does not regulate
OH	Yes	Interexchange	Also provides VoIP which state does not regulate
OK	Yes	Interexchange	Also provides VoIP which state does not regulate
OR	Yes	Local & LD	Also provides VoIP which state does not regulate
PA	Yes	Access, Local & LD	Also provides VoIP which state does not regulate
SC	Yes	VoIP	
SD	Yes	Interexchange	
TN	Yes	N/A	VoIP only -Does not regulate VoIP
TX	Yes	Interexchange	Also provides VoIP which state does not regulate; CLEC Ap in progress
UT	Yes	CLEC	IXC & VoIP only -Does not regulate IXC or VoIP
VA	Yes	N/A	IXC & VoIP only -Does not regulate IXC or VoIP
VT	Yes	N/A	VoIP only -Does not regulate VoIP; CLEC App in progress
WA	Yes	CLEC	Also provides VoIP which state does not regulate
WI	Yes	Interexchange	
WV	Yes	N/A	VoIP only -Does not regulate VoIP; CLEC App in progress

# **EXHIBIT D**

Organizational Chart

## Magna5 Structure and Ownership





# **EXHIBIT E**

## **Exhibit E-1**

Financial Qualifications – Public Copy

**Magna5 LLC and Subsidiaries**  
**Consolidated Balance Sheet**  
**As of December 31, 2016 and 2015**  
**(in thousands)**

	Unaudited 2016	Audited 2015
<b>Current Assets</b>		
Cash	\$ 7,345	\$ 7,345
Restricted cash	1,000	1,000
Accounts receivable, net of allowance	1,000	1,000
Prepaid and other current assets	1,000	1,000
<b>Total current assets</b>	<b>10,345</b>	<b>10,345</b>
<b>Property and equipment, net</b>	<b>1,000</b>	<b>1,000</b>
<b>Other Assets</b>		
Intangible assets, net	1,000	1,000
Goodwill	1,000	1,000
Other non-current assets	1,000	1,000
<b>Total other assets</b>	<b>3,000</b>	<b>3,000</b>
<b>Total assets</b>	<b>\$ 14,345</b>	<b>\$ 14,345</b>
<b>Current Liabilities</b>		
Accounts payable	\$ 1,000	\$ 1,000
Current portion of long term debt	1,000	1,000
Other accrued liabilities	1,000	1,000
<b>Total current liabilities</b>	<b>3,000</b>	<b>3,000</b>
<b>Long Term Liabilities</b>		
Long term debt	1,000	1,000
Other long term liabilities	1,000	1,000
<b>Total long term liabilities</b>	<b>2,000</b>	<b>2,000</b>
<b>Unitholders' Equity</b>		
Paid in capital	1,000	1,000
Accumulated deficit	1,000	1,000
<b>Total unitholders' equity</b>	<b>2,000</b>	<b>2,000</b>
<b>Total liabilities and unitholder's equity</b>	<b>\$ 14,345</b>	<b>\$ 14,345</b>

**Magna5 LLC and Subsidiaries**  
**Consolidated Statement of Operations**  
**As of December 31, 2016 and 2015**  
**(in thousands)**

	Unaudited 2016	Audited 2015
Revenue	\$ 1,000,000	\$ 1,000,000
Operating Expenses		
Costs of revenue	1,000,000	1,000,000
Selling, general and administrative	1,000,000	1,000,000
Transaction and related costs for business acquisitions	1,000,000	1,000,000
Related party management fees	1,000,000	1,000,000
Loss on impairment of assets	1,000,000	1,000,000
Depreciation and amortization	1,000,000	1,000,000
	5,000,000	5,000,000
Operating loss	5,000,000	5,000,000
Interest expense, net	1,000,000	1,000,000
Net loss	\$ 6,000,000	\$ 6,000,000

**Magna5 LLC and Subsidiaries**

**Reconciliation to Earnings before Interest, Taxes, Depreciation, and Amortization (a non-GAAP measure)**

**As of December 31, 2016 and 2015**

**(in thousands)**

	Unaudited 2016	Audited 2015
<b>Net loss</b>	\$ [REDACTED]	\$ [REDACTED]
Interest expense, net	[REDACTED]	[REDACTED]
Transaction and related costs for business acquisitions	[REDACTED]	[REDACTED]
Related party management fees	[REDACTED]	[REDACTED]
Loss on impairment of assets	[REDACTED]	[REDACTED]
Depreciation and amortization	[REDACTED]	[REDACTED]
<b>EBITDA</b>	<u><u>\$ [REDACTED]</u></u>	<u><u>\$ [REDACTED]</u></u>

# **EXHIBIT E**

## **Exhibit E-2**

Financial Qualifications

**FILED AS CONFIDENTIAL**

# **EXHIBIT F**

Delaware Organizational Documents

**CERTIFICATE OF FORMATION**

**OF**

**X5 OPCO LLC**

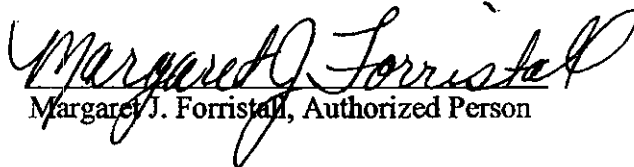
This Certificate of Formation of X5 OpCo LLC (the "Company"), dated October 10, 2014, is being duly executed and filed by Margaret J. Forristall, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.).

**First.** The name of the limited liability company formed hereby is X5 OpCo LLC.

**Second.** The address of the registered office of the Company in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE 19808.

**Third.** The name and address of the registered agent for service of process on the Company in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE 19808.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Formation as of the date first written above.


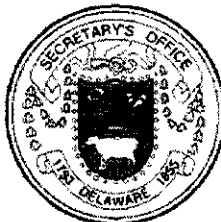
  
Margaret J. Forristall, Authorized Person

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "X5 OPCO LLC", CHANGING ITS NAME FROM "X5 OPCO LLC" TO "MAGNA5 LLC", FILED IN THIS OFFICE ON THE TWELFTH DAY OF SEPTEMBER, A.D. 2016, AT 1:15 O'CLOCK P.M.

  
Jeffrey W. Bullock, Secretary of State

5619562 8100  
SR# 20165740245

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202974662  
Date: 09-12-16



**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT**

1. Name of Limited Liability Company: X5 OpCo LLC
2. The Certificate of Formation of the limited liability company is hereby amended as follows:

Article 1 of the Certificate of Formation is hereby amended and restated in its entirety to read as follows:

"1. The name of the limited liability company is Magna5 LLC."

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 1st day of September, A.D. 2016.

By:   
Authorized Person(s)

Name: John London

Print or Type

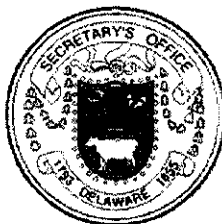
# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAGNA5 LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



5619562 8300

SR# 20177259001

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203638247

Date: 11-28-17

# **EXHIBIT G**

Kansas Secretary of State Registration

4921656



**KANSAS SECRETARY OF STATE  
Foreign Limited Liability  
Company Application**

**Kansas Office of the Secretary of State:**

Memorial Hall, 1st Floor  
120 S.W. 10th Avenue  
Topeka, KS 66612-1594

(785) 296-4564  
ksos@sos.ks.gov  
www.sos.ks.gov

3935 01  
051 010  
\$165.00

**FILED BY KS SOS**  
**05-28-2015**  
**04:44:33 PM**  
**FILE#: 4921656**



04189173

**Instructions:** All information must be completed or this document will not be accepted for filing.

1. **Name of limited liability company**  
Must match the name on record with the home state

X5 OpCo LLC

2. **State/Country of organization**

DE

3. **Date of organization in home state**

Month	Day	Year
10	10	2014

4. **Began doing business in Kansas**

☒ Upon qualification

☐ Date

Month

Day

Year

5. **Name of resident agent and address of registered office in Kansas**  
Must be a Kansas street address. A P.O. Box is unacceptable.

Name

Corporation Service Company

Street Address

2900 SW Wanamaker Drive, Suite 204

City

Topeka

State

KS

Zip

66614

6. **Mailing address**

Address will be used to send official mail from the Secretary of State's Office.

Attention Name

BARBARA MEYER

Address

1301 5th Ave, Suite 2301

City

SEATTLE

State

WA

Zip

98101

Country

USA

7. **Tax closing month**

12/31

8. Full nature and character of the business to be conducted in Kansas

TELECOMMUNICATIONS

9. If management vests with members, please provide the name and address of each member.

If management vests with managers, please provide the name and address of each manager

Do not leave blank. If additional space is needed please provide and attachment.

Name 1

GREG FORREST

Address

1301 5TH AVE, SUITE 2301

City

SEATTLE

State

WA

Zip

98101

Country

USA

Name 2

Address

City

State

Zip

Country

Name 3

Address

City

State

Zip

Country

Name 4

Address

City

State

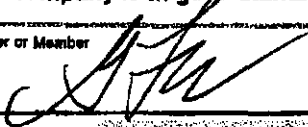
Zip

Country

10. The limited liability company hereby consents, without power of revocation, that actions may be commenced against it in the proper court of any county in the state of Kansas where there is a proper venue by service of process on the Secretary of State of the state of Kansas; and the limited liability company stipulates and agrees that such service shall be taken and held in all courts to be valid and binding as if due service had been made upon the members of the foreign limited liability company.

11. I declare under penalty of perjury under the laws of the state of Kansas that the foregoing is true and correct, and that the company is in good standing in its home state, and I have remitted the required fee.

Signature of Manager or Member



Month

5

Day

8

Year

15

Greg Forrest

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "X5 OPCO LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF MAY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "X5 OPCO LLC" WAS FORMED ON THE TENTH DAY OF OCTOBER, A.D. 2014.

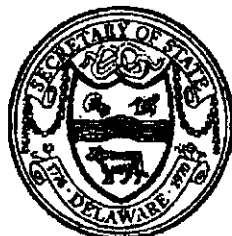
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

KANSAS SECRETARY OF STATE  
NON-CERTIFIED WEB COPY  
3/3/2017 8:43:36 AM

5619562 8300

150749822

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2403996

DATE: 05-22-15

**CO**  
**53-05**

**KANSAS SECRETARY OF STATE**  
**Foreign Limited Liability Company**  
**Certificate of Correction**

**Kansas Office of the Secretary of State:**

Memorial Hall, 1st Floor  
120 S.W. 10th Avenue  
Topeka, KS 66612-1594

(785) 296-4564  
ksos@sos.ks.gov  
www.sos.ks.gov

3368 01  
053 005  
\$35.00

FILED BY KS SOS  
09-15-2016  
12:34:15 PM  
FILE#: 4921656



04588301

This form must be complete and accompanied by the correct filing fee or the document will not be accepted for filing.

1. Business entity ID  
number:

Not Federal Employer ID  
Number (FEIN).

4921656

2. Name of foreign LLC:

Must match name on record  
with Secretary of State.

X5 OpCo LLC

3. State/Country of  
organization:

Delaware

4. The statement(s) in  
the LLC's application  
for registration is/are  
changed to read as  
follows:

1. The name of the limited liability company is changed to Magna5 LLC.  
5. The mailing address of the company is 2828 N. Harwood Street, Suite 1700,  
Dallas, Texas 75201.  
9. The name and address of each member is: Magna5 Holdings LLC, 2828 N.  
Harwood St., Suite 1700, Dallas, TX 75302; and Magna5 Partners LLC, 555 E.  
Lancaster Avenue, Suite 444, Radnor, PA 19087.

5. I declare under penalty of perjury under the laws of the state of Kansas that the foregoing is true and correct, and  
that I have remitted the required fee.

Signature of Authorized Person Magna5 Holdings LLC, Member

X

Name of Signer (Printed or Typed)

Walter P. Maner, IV, Manager

Month

Day

Year

09 18 2016

NR

# **EXHIBIT H**

## **Agreement with ILEC**

Applicant's resale agreement has not yet been consummated with any ILEC.

Once an agreement is negotiated, a copy of the agreement will be submitted to the Commission for approval. No local exchange services will be provisioned until the Applicant has received Commission approval.



# **EXHIBIT I**

Carrier Code of Conduct

## **Telecommunications Carrier Code of Conduct Kansas Corporation Commission**

As a provider of telecommunications services in the state of Kansas, Applicant, by and through its undersigned officer, commits to comply with the following:

- If applying for certification to provide local telecommunications service, provide:  
Access to 911 and E91 1 services;  
White page directory listings;  
Access to telephone relay services;  
Access to directory assistance;  
Access to operator services;  
Kansas Lifeline service discounts;  
Link-Up service discounts (via the federal program);  
Equal access to interLATA long distance carriers;  
Free blocking of 900- and 700-type services  
Interconnection on a nondiscriminatory basis with other local exchange carriers
- If requesting Eligible Telecommunications Carrier (ETC) designation, provide all applicable federal Lifeline discounts.
- Follow all applicable Commission rules and regulations, including but not limited to, billing practice standards as set out in the October 5, 2010 order in Docket No. 06-GIMT- 1 87-GIT and subsequent billing practice standards approved by the Commission.
- Local exchange and competitive local exchange carriers will follow quality of service standards as set out in an order dated May 23, 2008 in Docket No. 95-GIMT-047-GIT and subsequent billing standards approved by the Commission.
- Maintain required registration with the Office of the Kansas Secretary of State. To contact the Kansas Secretary of State: Memorial Hall, First Floor, 120 SW 10 Ave., Topeka, KS 66612-1594 (785) 296-4564 or [www.kssos.org](http://www.kssos.org).
- File annual reports with the Commission in accordance with K.S.A. 66-123.
- Pay all assessments due to the Commission and/or the Citizen's Utilities Ratepayer Board (CURB) pursuant to K.S.A. 66-1501, 66-1502, 66-1503, and 66-1504.
- File reports and pay assessments to the Kansas Universal Service Fund (KUSF) as set forth in K.S.A. 66-2008(a) and the Commission's December 27, 1996 Order in Docket No. 94-GIMT-478-GIT. KUSF instructions and remittance forms may be obtained online at [www.gvnw.com/usf/kansas/index.htm](http://www.gvnw.com/usf/kansas/index.htm).
- A competitive local exchange carrier wishing to discontinue service shall notify customers and the Commission in accordance with Order No. 7 in the Commission's

Docket No. 01-GIMT-649-GIT. An inter-exchange carrier providing service in Kansas wishing to discontinue service shall notify customers in accordance with FCC regulations.

- Promptly notify the Commission of any change of address and contact information.
- Treat each customer equally to all other similarly situated customers, free of prejudice or disadvantage.
- Respect customers' right to select different telecommunications services and vendors.
- Administer procedures to prevent deceptive and unfair marketing practices aimed at potential or existing customers.
- Protect customers' right to privacy, by safeguarding records and personal information against unauthorized use.
- Respond to consumer complaints or inquiries submitted by Commission Staff thoroughly and quickly.

#### Verification

I, Joseph O'Hara, of lawful age, and being first duly sworn, now state: As an officer of the Applicant, I am authorized to and do hereby make the above commitment. Further, I acknowledge that failure to comply with the above commitments or other lawful requirements of the Commission will subject Applicant to potential fines, penalties, revocation of certification, or other sanctions and remedies.

Subscribed and sworn to before me on this 2 Day of Nov., 2017.

Suzanne Gornik  
Notary Public

My Commission Expires: March 18, 2018


Seal:



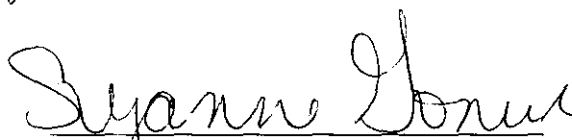
# OATH

State of Texas                    )  
  )  
County of Collin                )       ss

Joseph O'Hara, being duly sworn, deposes and says that he is the Chief Financial Officer of Magna5 LLC and that the facts set forth in the foregoing Application have been prepared under his direction, from the original books, papers and records of said company, that he examined same, and declares same to be true and correct to the best of his knowledge and belief. Further, that applicant has full knowledge of the Kansas Corporation Commission's jurisdiction affecting telephone service providers and will comply with the applicable requirements of this Commission.

  
\_\_\_\_\_  
Joseph O'Hara, Chief Financial Officer  
Magna5 LLC

Subscribed and sworn to before me this 2 day of Nov., 2017.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: March 18, 2018

