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August 31, 2017

Wayne D. Johnsen
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Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: Notification of Magna5 LLC Pursuant to 47 CFR § 63.24(f)
ITC-214-19991019-00660
ITC-214-20010719-00393
ITC-214-20110131-00021
ITC-214-20150605-00136

Dear Ms. Dortch:

Magna5 LLC (“Magna5,” formerly known as X5 OpCo LLC), by counsel, files this notification of a *pro forma* transfer of control pursuant to Section 64.24(f) of the rules of the Federal Communications Commission’s (“FCC” or “Commission”).¹

As described below, new intermediate holding companies have been inserted into the ownership chain. Specifically, (i) NewSpring Holdings Fundco LLC, a Delaware limited liability company (“NewSpring Fundco”), has been inserted into the ownership chain between Magna5 Partners LLC (“Magna5 Partners”) and NewSpring Holdings LLC, and (ii) NewSpring Holdings Parallel Fundco, LLC, a Delaware limited liability company (NewSpring Parallel Fundco”), has been inserted into the ownership chain between Magna5 Partners and NewSpring Holdings Parallel LLC. As a result, NewSpring Fundco holds a 70.6% equity interest in Magna5 and NewSpring Parallel Fundco holds a 29.4% equity interest in Magna5. The member manager of both NewSpring Fundco and NewSpring Parallel Fundco is NewSpring Holdings Management Company LLC (“NSHMC”), which currently controls Magna 5 as the non-member manager of Magna5 Partners, LLC, and is also the managing member of NewSpring Holdings LLC and NewSpring Holdings Parallel LLC. Because ultimate control of Magna5 has not changed, the restructuring qualifies as a *pro forma* change of control. Other than the insertion of the new holding companies, the changes will not result in any new

¹ 47 C.F.R. § 64.24(f).

Ms. Marlene H. Dortch, Secretary
August 31, 2017
Page 2

individuals or entities with a direct or indirect ten percent or greater equity ownership interest in Magna5.²

As required by Section 64.24(f)(2)(i), Magna5 provides below the information requested in paragraphs (a) through (d) and (h) of Section 63.18 of the FCC's rules.

63.18(a): *Name, address and telephone number of each applicant:*

Magna5 LLC
1008 Western Ave.
Suite 400
Seattle, WA 98104
Tel: 206.973.5865

63.18(b): *The Government, State, or Territory under the laws of which each corporate or partnership applicant is organized:*

The information responsive to this question is set forth in the response to Section 63.18(h).

63.18(c): *The name, title, post office address, and telephone number of the officer and any other contact points, such as legal counsel, to whom correspondence concerning the notification is to be addressed:*

Company Contact
Magna5 LLC
c/o Joe O'Hara
Chief Financial Officer
5445 Legacy Drive
Suite 180
Plano, TX 75024

² It should be noted that NewSpring Holdings will hold more than 90% of the equity of NewSpring Fundco and New Spring Holdings Parallel will hold more than 90% of the equity of NewSpring Parallel Fundco. The remaining equity of each entity will be held by a new investor. Because that investor holds less than a 10% indirect equity interest in Magna5, no further information regarding the investors is required.

Ms. Marlene H. Dortch, Secretary
August 31, 2017
Page 3

Legal Counsel

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63.18(d): *A statement as to whether the applicant has previously received authority under Section 214 of the Act and, if so, a general description of the categories of facilities and services authorized (i.e.), authorized to provide international switched services on a facilities basis):*

Magna5 has previously received the following Section 214 authorizations:

ITC-214-19991019-00660
ITC-214-20010719-00393
ITC-214-20110131-00021
ITC-214-20150605-00136³

63.18(h): *The name, address, citizenship and principal businesses of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one percent). The applicant shall also identify any interlocking directorates with a foreign carrier:*

The following entities hold a direct or indirect ten percent or greater equity ownership interest in Magna5 LLC and Magna5 RTC LLC:

³ The Company has previously notified the Commission that pursuant to Section 63.21(h) of the Commission's rules, 47 C.F.R. § 63.21(h), X5 International LLC, a wholly owned subsidiary of the Company, will operate pursuant to the Company's international Section 214 authorization, File No. ITC-214-20150605-00136. See Letter from Colleen King to Marlene H. Dortch, File No. ITC-214-20150605-00136 (filed May 31, 2016). X5 International LLC is now named Magna5 International LLC.



Ms. Marlene H. Dortch, Secretary
August 31, 2017
Page 4

Equity Ownership of Magna5 LLC:

Magna5 Holdings LLC
c/o NewSpring Holdings LLC
555 E. Lancaster Ave, Suite 444
Radnor, PA 19087
Delaware Limited Liability Company
Equity Interest: 99% direct interest in Magna5 LLC

Equity Ownership of Magna5 Holdings LLC:

Magna5 Partners LLC
c/o NewSpring Holdings LLC
555 E. Lancaster Ave, Suite 444
Radnor, PA 19087
Delaware Limited Liability Company
Equity Interest: 84.3% direct interest in Magna5 Holdings LLC; 83.46% indirect interest in Magna5 LLC⁴

Equity Ownership of Magna5 Partners LLC

NewSpring Holdings Fundco LLC
555 E. Lancaster Ave, Suite 444
Radnor, PA 19087
Delaware Limited Liability Company
Equity Interest: 70.6% direct interest in Magna5 Partners LLC; 59.5% indirect interest in Magna5 LLC

NewSpring Holdings Parallel Fundco LLC
555 E. Lancaster Ave, Suite 444
Radnor, PA 19087
Delaware Limited Liability Company
Equity Interest: 29.4% direct interest in Magna5 Partners LLC; 24.8% indirect interest in Magna5 LLC

⁴ Magna5 Partners also holds the remaining 1% direct interest in Magna5.



Ms. Marlene H. Dortch, Secretary
August 31, 2017
Page 5

Equity Ownership of NewSpring Holdings Fundco LLC

NewSpring Holdings LLC
555 E. Lancaster Ave, Suite 444
Radnor, PA 19087
Delaware Limited Liability Company
Equity Interest: 92.4% direct interest in NewSpring Holdings Fundco LLC; 55.0% indirect interest in Magna5 LLC

Equity Ownership of NewSpring Holdings Parallel Fundco, LLC

NewSpring Holdings Parallel LLC
555 E. Lancaster Ave, Suite 444
Radnor, PA 19087
Delaware Limited Liability Company
Equity Interest: 93.4% direct interest in New Spring Holdings Parallel Fundco LLC; 23.1% indirect interest in Magna5 LLC

Equity Ownership of NewSpring Holdings LLC:

Ohana Holdings, LLC⁵
720 University Avenue, Suite 200
Los Gatos, CA 95032
Delaware Limited Liability Company
Equity Interest: 40.2% direct interest in NewSpring Holdings LLC; 22.1% indirect interest in Magna5 LLC

⁵ There have been no changes to the ownership structure of Ohana Holdings, LLC as a result of the restructuring. Further information regarding its ownership is on file with the Commission. See WC Docket No. 15-318.



Ms. Marlene H. Dortch, Secretary
August 31, 2017
Page 6

Equity Ownership of NewSpring Holdings Parallel LLC:

Carbon Investments LLC⁶
P.O. Box 5004
Wichita, KS 67201
Delaware Limited Liability Company
Equity Interest: 98% direct interest in NewSpring Holdings Parallel LLC; 22.7% indirect interest in Magna5 LLC

Except as reported herein, there are no other entities or individuals with a 10% or greater equity interest in Magna5 LLC.⁷

As previously reported, Magna5 LLC is ultimately controlled by NewSpring Holdings Management Company LLC (“NSHMC”). NSHMC is a Non-Member Manager of Magna5 Partners LLC and a Member Manager of NewSpring Holdings Parallel Fundco, LLC, NewSpring Holdings Fundco LLC, NewSpring Holdings LLC and NewSpring Holdings Parallel LLC. NSHMC is a Delaware limited liability company with its address at 555 E. Lancaster Avenue, Suite 444, Radnor, PA 19087. NSHMC is managed by Walter P. Maner and James Ashton. Both of these individuals are U.S. citizens. Messrs. Maner and Ashton have an address at 555 E. Lancaster Avenue, Suite 444, Radnor, PA 19087.

⁶ There have been no changes to the ownership structure of Carbon Investments LLC as a result of the restructuring. Further information regarding its ownership is on file with the Commission. See WC Docket No. 15-318.

⁷ *But see supra* notes 4-5.



Ms. Marlene H. Dortch, Secretary
August 31, 2017
Page 7

If you have any questions, please do not hesitate to contact the undersigned.

Respectfully Submitted,

A handwritten signature in blue ink that reads "Wayne D. Johnsen".

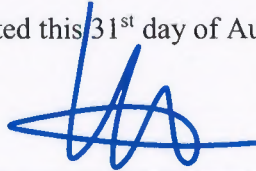
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Ms. Marlene H. Dortch, Secretary
August 31, 2017
Page 8

Making false, fictitious, or fraudulent certification may render the Applicant subject to criminal prosecution under Title 18, United State Code, Section 1001, civil penalties.

Pursuant to Title 28 U.S.C. Section 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Executed this 31st day of August, year of 2017.



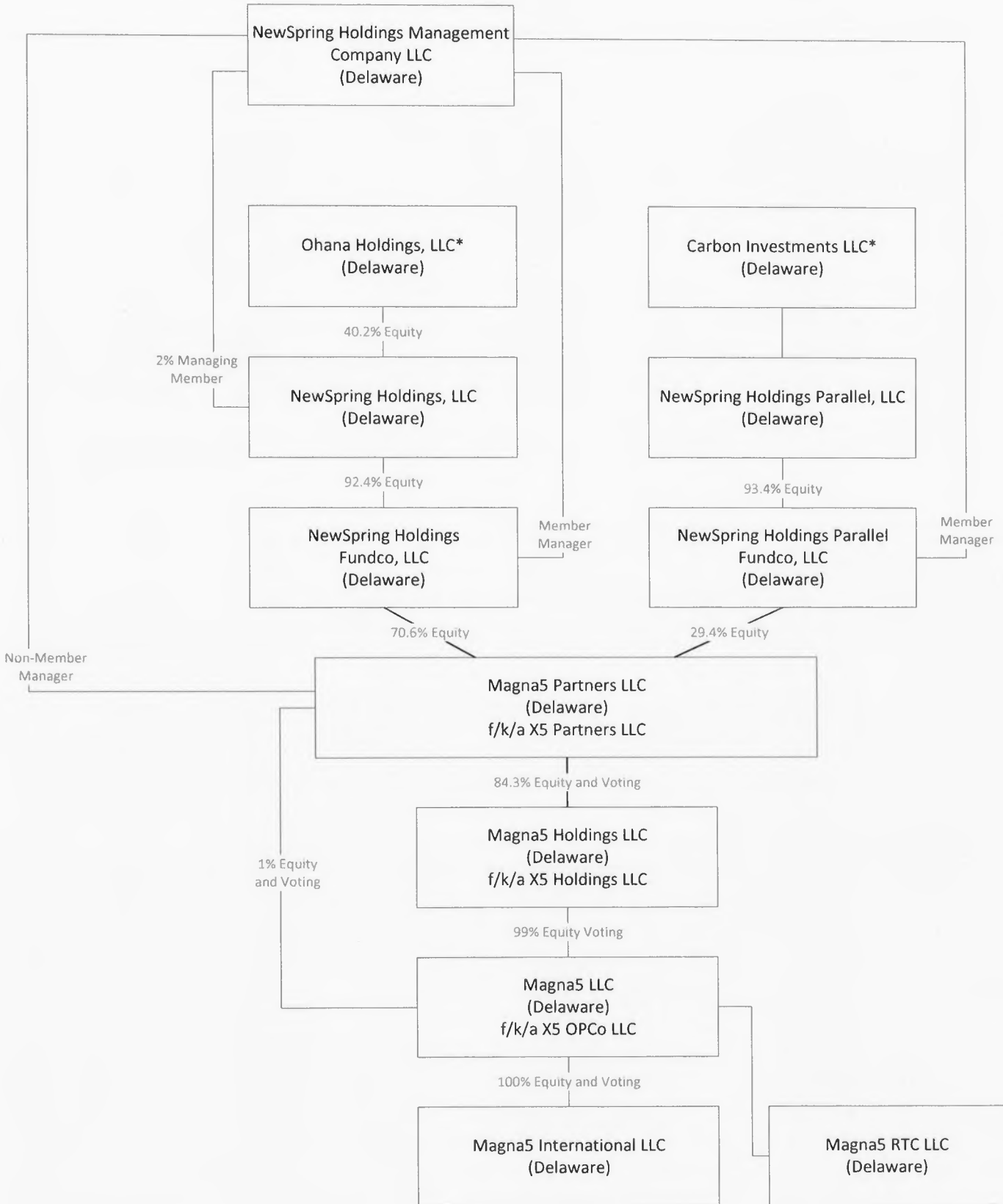
X _____

Name:

Title:

Company:

Magna5 Ownership Post-Reorganization



*See WC Docket No. 15-318 for additional ownership information regarding the company.