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March 10, 2023

VIA ELECTRONIC FILING

Reece McAlister, Executive Secretary
Georgia Public Service Commission
244 Washington Street, S.W.
Atlanta, GA 3034

Re: Application of ExteNet Asset Entity, LLC for Approval to Participate in Certain Financing Arrangements

Dear Secretary McAlister:

On behalf of ExteNet Asset Entity, LLC, enclosed for filing is the above-referenced Application.

Please acknowledge receipt and acceptance of this submission. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,

/s/ Stephany Fan

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Counsel for ExteNet Asset Entity, LLC

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BEFORE THE
GEORGIA PUBLIC SERVICE COMMISSION

Application of **ExteNet Asset Entity, LLC** for Approval to Participate in Certain Financing Arrangements	Docket Nos. _____

APPLICATION

ExteNet Asset Entity, LLC ("EAE" or "Applicant"), by undersigned counsel and to the extent necessary pursuant to O.C.G.A. § 46-2-28[1] and the regulations of the Commission, request approval to participate in certain Financing Arrangements (as defined below).

In support of this Application, Applicant provides the following information:

I. DESCRIPTION OF APPLICANT

EAE is a Delaware limited liability company and direct, wholly owned subsidiary of ExteNet Issuer, LLC, which in turn is wholly owned by ExteNet Guarantor, LLC, which in turn is wholly owned by ExteNet Systems, LLC ("ESL"). ESL is a privately held Delaware corporation and a direct, wholly owned subsidiary of Odyssey Acquisition, LLC ("Odyssey"), a Delaware limited liability company. Odyssey is an indirect, wholly owned subsidiary of Mount Royal Holdings, LLC ("Parent"), a Delaware limited liability company. Parent has executive offices located at 750 Park of Commerce Drive, Suite 200, Boca Raton, Florida 33487. Parent has no

[1] Applicant submits that the financing arrangements described herein qualify for the exemption from the approval requirements of O.C.G.A § 46-2-28 provided by O.C.G.A § 46-2-28(g) because the financing arrangements are an interstate transaction as evidenced by the following: (i) Applicant is a competitive local exchange carrier headquartered and domiciled outside of Georgia, (ii) the financing arrangements will be between a parent company of Applicant, as the primary obligor, and a national bank or other lending or financial institution licensed or authorized to enter into such financing arrangements by a state or federal agency; and (iii) Applicant may provide a guaranty to the lenders in order to accommodate those financing arrangements. Should the Commission determine that the exemption does apply, Applicant requests that the Commission issue a Letter of Acknowledgement to that effect.

majority owner, but rather is owned by multiple private equity firms, an insurance company, and certain individuals in management of ESL.

In Georgia, Applicant is authorized to provide competitive local exchange services pursuant to Certificate No. L-7857 granted by the Commission in Docket No. 44069 and intrastate intraLATA and interLATA telecommunications services pursuant to Certificate No. X-7858 granted in Docket No. 44070. Additional information concerning Applicant's technical, managerial and financial qualifications have been submitted to the Commission as part of Applicant's certification applications in the above-referenced dockets and is therefore already a matter of public record.

II. DESIGNATED CONTACTS

Questions, correspondence or other communications concerning this filing should be directed to:

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With a copy to:

Brian S. Kirk
Vice President & Deputy General Counsel
ExteNet Asset Entity, LLC
3030 Warrenville Road, Suite 340
Lisle, IL 60532
compliance@extenetsystems.com

II. DESCRIPTION OF THE FINANCING ARRANGEMENTS

EAE seeks approval to enter into, or to otherwise participate in, financing arrangements up to an aggregate amount of $780 million (the "Financing Arrangements"). In order to maintain flexibility to respond to market conditions and requirements and to respond to new acquisition and other business and financing opportunities (including the modification or refinancing of then-existing financing arrangements), EAE seeks approval to enter into, or to otherwise participate in, the Financing Arrangements, substantially consistent with the following parameters:

Aggregate Principal Amount: Up to $780 million (the "Aggregate Amount").

Borrower: Although ExteNet Issuer, LLC ("ExteNet Issuer") currently is expected to be the borrower under the Financing Arrangements, in order to maintain flexibility, approval is sought for EAE to be a borrower or co-borrower under the Financing Arrangements.

Debt Instruments: The Financing Arrangements are anticipated to include secured notes with a variable funding note, but could include one or more of the following forms of debt instruments: notes or debentures (including notes convertible into equity and private notes that may be exchanged for public notes); conventional credit facilities, such as revolving credit facilities and term loans; letters of credit; and bridge loans; or a combination thereof.

Maturity: The maturity period will be consistent with the maturity period for similar debt instruments. To maintain flexibility, approval is sought for Financing Arrangements that have a maturity period consistent with then current market conditions.

Interest: Interest rates will be the market rate for similar debt instruments. Such interest rates are anticipated to be at approximately 7.75% to 8.00%, but will not be determined until the Financing Arrangement(s) are finalized. Depending on the type of debt instrument, interest will accrue at a rate(s) that may be fixed (typically set at signing or closing based on then current market conditions) or floating (consisting of a base rate, which will float with a rate index such as LIBOR or Federal Funds Rate, plus an applicable margin), or a combination of fixed rates and floating rates.

Security: Some or all of the Financing Arrangements may be secured facilities, which may include a grant of a security interest in the assets of ExteNet Guarantor, LLC ("ExteNet Guarantor") and its subsidiaries, including EAE. A portion of the Financing Arrangements may be unsecured facilities. For secured facilities, the equity of ExteNet Guarantor and its subsidiaries may be pledged as additional security.

Guarantees: EAE seeks authority to participate as guarantor or co-guarantor in Financing Arrangements up to the Aggregate Amount, and to pledge its assets as security of the Financing Arrangements.

Purpose: The Financing Arrangements may be used to fund the redemption in full of the existing 3.2-5.2% secured notes with an anticipated repayment date of July 2024, including related premiums, fees and expenses in connection with the foregoing. The remaining net proceeds may be used for general corporate purposes, which may include the repurchase or repayment of other outstanding debt.

Accordingly**,** and to the extent necessary, Applicant requests Commission authorization to participate as a borrower or guarantor and to pledge its assets as security for the Financing Arrangements in an aggregate amount of up to $780 million substantially consistent with the parameters outlined above.

IV. PUBLIC INTEREST CONSIDERATIONS

Approval for EAE to participate in the Financing Arrangements will serve the public interest. The Financing Arrangements were used to repurchase a portion of outstanding debt and to pay related fees and expenses. The participation of EAE in the Financing Arrangements is necessary and appropriate, is consistent with its provision of services to its wireless service provider and other carrier customers who in turn will be enabled to improve its services provided directly to the public. Applicant's participation in the Financing Arrangements is necessary and appropriate, will not impair its ability to provide its services, and will promote its corporate purposes. Applicant's participation in the Financing Arrangements will be transparent to Applicant's customers and will not disrupt service or cause customer confusion or inconvenience.

V. CONCLUSION

For the foregoing reasons, Applicant submits that the public interest, convenience and necessity would be furthered by grant of this Application permitting Applicant to participate in the Financing Arrangements described above.

Respectfully submitted,

/s/ Ronald W. Del Sesto

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Counsel for Applicant

Dated: March 10, 2023

VERIFICATION

I, Brian S. Kirk, hereby declare that I am Vice President & Deputy General Counsel of ExteNet Systems, LLC and its subsidiaries, including ExteNet Asset Entity, LLC (together, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



Brian S. Kirk
Vice President & Deputy General Counsel
ExteNet Systems, LLC
ExteNet Asset Entity, LLC