

# Morgan Lewis

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July 25, 2023

**VIA ELECTRONIC FILING AND OVERNIGHT COURIER**

Sallie Tanner, Executive Secretary  
Georgia Public Service Commission  
244 Washington Street, S.W.  
Atlanta, GA 30312

**Re: Joint Application of ExteNet Asset Entity, LLC and ExteNet Systems, LLC  
for Approval to Transfer Certain Assets Between Applicants**

Dear Secretary Tanner:

On behalf of ExteNet Asset Entity, LLC ("EAE") and ExteNet Systems, LLC ("ESL") (together, "Applicants"), enclosed for filing is the above-referenced Application. In addition, the Application was electronically filed using the Georgia Public Service Commission's electronic filing system.

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/ Ronald W. Del Sesto*

Ronald W. Del Sesto

Trina Kwon

*Counsel for Applicants*

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**BEFORE THE  
GEORGIA PUBLIC SERVICE COMMISSION**

Joint Application of

**ExteNet Asset Entity, LLC**

and

Docket No. \_\_\_\_\_

**ExteNet Systems, LLC**

for Approval to Transfer Certain Assets Between  
Applicants

**JOINT APPLICATION**

ExteNet Asset Entity, LLC (“EAE”) and ExteNet Systems, LLC (“ESL”) (together, “Applicants”), by their undersigned counsel and pursuant to O.C.G.A. § 46-5-41 and the regulations of the Georgia Public Service Commission (the “Commission”), respectfully request approval, to the extent required, to transfer certain assets, including customer contracts and related telecommunications network infrastructure, between Applicants (the “Transaction”) in connection with certain financing arrangements for which EAE has existing authority from the Commission.<sup>1</sup>

As described below, the Transaction will appropriately distribute assets between the entities participating in the financing arrangements and those that are not. The Transaction will be seamless to customers with respect to the services that those customers receive and the rates and terms of those services. The Transaction will not cause confusion or disruption to customers since EAE and ESL will market and perform their respective services under the “Extenet” brand with

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<sup>1</sup> EAE is currently authorized to enter into, or to participate in, financing arrangements in an aggregate amount of up to \$780 million, with flexibility within that aggregate amount to negotiate particular market-based terms within the range described in its Application. *See* Docket No. 44069. ESL is currently authorized to enter into, or to participate in, financing arrangements in an aggregate amount of up to \$750 million, with flexibility within that aggregate amount to negotiate particular market-based terms within the range described in its Application. *See* Docket No. 30862.

which customers are familiar, will maintain the same rates and terms of service, and will use ESL's same customer service, technical, operational and managerial personnel.

In support of this filing, Applicants provide the following information:

**I. DESCRIPTION OF APPLICANTS**

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 ESL. ESL is a privately held Delaware limited liability company 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 majority owner, but rather is owned by multiple private equity firms, an insurance company, and certain individuals in management of ESL.<sup>2</sup>

Founded in 2002, ESL and its subsidiaries (collectively, "Extenet") design, build, own and operate distributed networks for use by national and regional wireless service providers ("WSPs") in key strategic markets in North America. Using fiber-fed distributed antenna systems ("DAS"), small cells, Wi-Fi and other technologies, Extenet deploys distributed networks to enhance coverage and capacity and enable superior wireless service in both outdoor and indoor environments. Primary markets addressed by Extenet include outdoor distributed networks in a variety of densely occupied or heavily traveled settings, and venues used for sports and entertainment events, the hospitality industry, commercial buildings, and healthcare facilities.

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<sup>2</sup> Additional information regarding the ownership of Parent was provided in Docket No. 30862 and is incorporated by reference.

Extenet also provides private lines or IP-based transport services to other communications providers and enterprise customers.

Collectively, Extenet holds authorizations to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Iowa, Maine, Montana, North Dakota, Vermont, West Virginia and Wyoming. In Georgia, ESL is authorized to provide competitive local exchange services pursuant to Certificate L-0482 and to construct or operate telephone line, plant or system pursuant to Certificate X-1097; EAE is authorized to provide competitive local exchange services pursuant to Certificate L-7857 and to construct or operate telephone line, plant or system pursuant to Certificate X-7858. ESL also holds authorization from the FCC to provide domestic (interstate) telecommunications services.<sup>3</sup>

## II. CONTACTS

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to the following.

Ronald W. Del Sesto  
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With a copy to:  
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## III. DESCRIPTION OF THE TRANSACTION

The Transaction is part of Extenet's plan to obtain additional debt financing to accommodate current and future customer and growth and will appropriately distribute assets

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<sup>3</sup> In addition, ExteNet Telecom Solutions, Inc. (formerly known as Hudson Fiber Network, Inc.) ("ETS"), ***which is not part of the Transaction***, is authorized to provide competitive local exchange service pursuant to a Certificate L-7662, and to construct or operate telephone line, plant or system pursuant to Certificate X-7661.

between the entities participating in certain financing arrangements, including the additional debt financing, and those that are not. As a result of the Transaction, certain contracts and related network assets will be assigned between Applicants, including customer accounts and contracts, antennas, fiber, and other telecommunications equipment. Further, assets may be assigned from EAE to ESL in order to better align and consolidate assets under similar geographical boundaries as well as to remove a portion of contracts expected to terminate prior to the maturity of the new debt contemplated to be issued under the financing arrangements. Following the Transaction, the business of each Applicant will remain the same. EAE will continue to primarily provide service and networks targeted to WSPs, and ESL will continue to develop, sell, and construct new distributed networks, along with providing “lit” services to commercial users and new services. Since the Transaction is between affiliates, the Transaction is *pro forma* in nature. A depiction of the Transaction is included as Exhibit A.

To ensure seamless and uninterrupted service, all customers assigned to EAE will continue to receive service from EAE under the same rates, terms and conditions of services as governed by their existing contracts with ESL. EAE will offer point-to-point telecommunications services to WSPs, other telecommunications carriers and communications providers. Conversely, to ensure seamless and uninterrupted service, all customers assigned to ESL will continue to receive service from ESL under the same rates, terms and conditions of services as governed by their existing contracts with EAE. Future changes in the rates, terms and conditions of service to the affected customers will be undertaken pursuant to customer contracts and the applicable federal and state notice and tariff requirements.

The Transaction will not cause confusion or disruption to customers since EAE and ESL will market and perform their respective services under the “Extenet” brand with which customers

are familiar, will provide existing customers with the same rates and terms of service, and will operate through the same customer service, technical, operational and managerial personnel, who shall remain employed by ESL.

#### **IV. PUBLIC INTEREST CONSIDERATIONS**

Applicants respectfully submit that the proposed Transaction serves the public interest. As an integral part of the financing arrangements previously considered by the Commission,<sup>4</sup> the Transaction also serves the public interest. The Transaction will result in the assignment of customers and assets between affiliated companies that will continue to provide telecommunications services to such assigned customers without interruption. EAE will offer services at the same rates and on the same terms and conditions as previously provided by ESL (subject to future changes pursuant to applicable law and contract provisions). Conversely, ESL will offer services at the same rates and on the same terms and conditions as previously provided by EAE (subject to future changes pursuant to applicable law and contract provisions). Given that EAE and ESL share the same management team, customers will continue to benefit from that team's knowledge and experience in the Georgia market. EAE and ESL offer customers a wide array of services, thus providing Georgia consumers greater choice for innovative and technologically advanced telecommunications services, high quality customer service, and competitive prices. EAE and ESL operate their respective networks and offer services designed to meet the individual needs of its WSP customers in providing high quality services to their end-user customers in an efficient and cost-effective manner. The affected customers of Applicants are sophisticated communications carriers and enterprise customers that negotiate individual contracts that typically include terms associated with the assignment of the contract to other entities. In

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<sup>4</sup> See Docket No. 44069.

accordance with the terms of their service contracts, Applicants will promptly and properly notify its customers of the proposed transaction and the change in such customers' telecommunications provider from ESL to EAE or EAE to ESL, as applicable.

**VII. CONCLUSION**

WHEREFORE, for the reasons set forth above, Applicants request the Commission grant all authority necessary for Applicants to transfer certain assets between them, as described herein.

Respectfully submitted,

*/s/ Ronald W. Del Sesto*

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*Counsel for Applicants*

Dated: July 25, 2023

**LIST OF EXHIBITS**

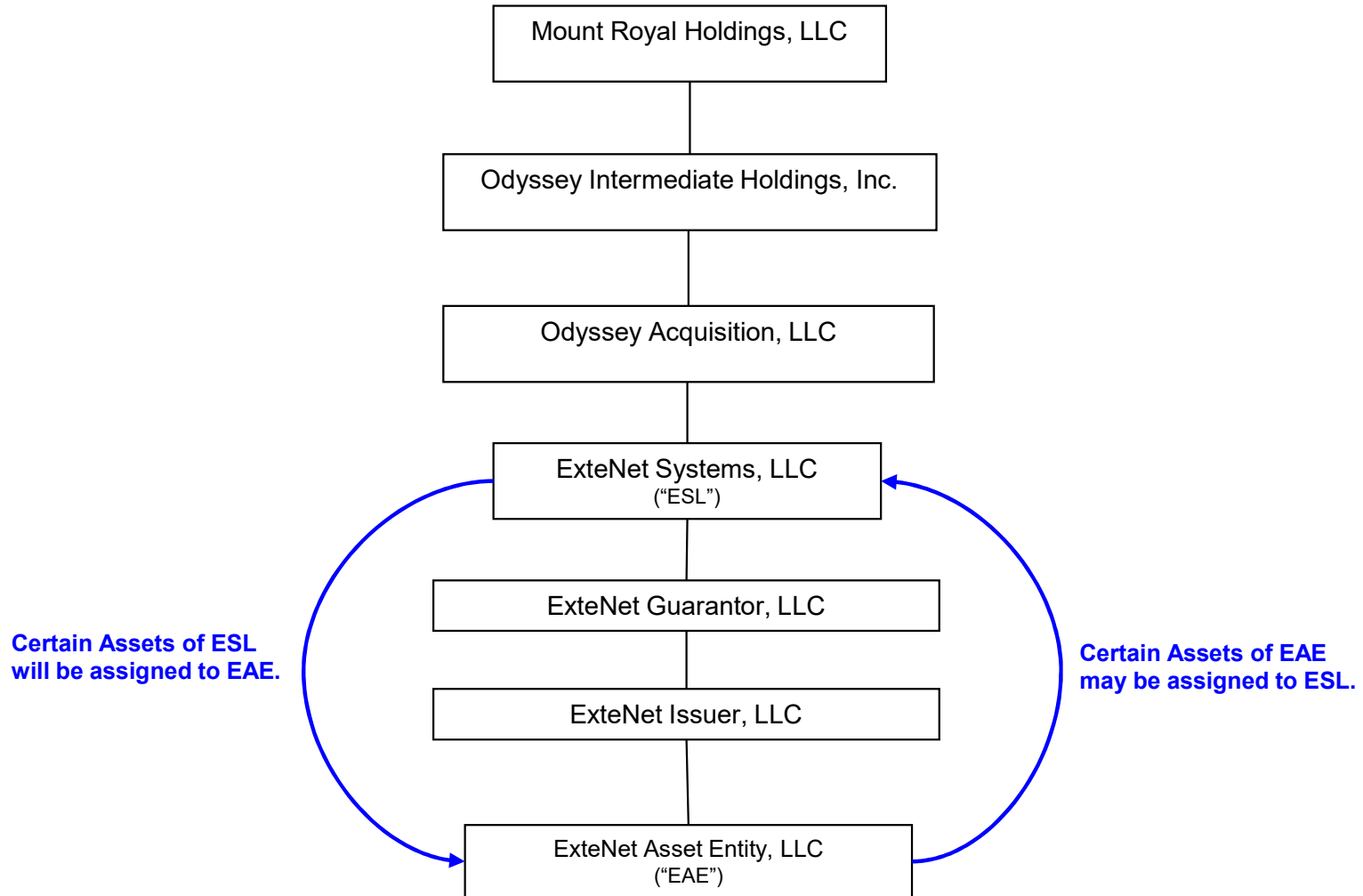
**Exhibit A**            Depiction of Transaction

**Verification**

**EXHIBIT A**

**Depiction of Transaction**

## Depiction of Transaction\*



All ownership percentages depicted are 100%.

\* The entities listed herein include only those entities that (1) are Applicants or (2) are in the chain of ownership of those entities. The chart excludes all other subsidiaries of ESL.

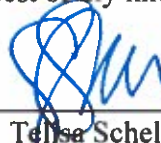
## VERIFICATION

STATE OF TEXAS  
COUNTY OF COLLIN

§  
§  
§

**VERIFICATION**

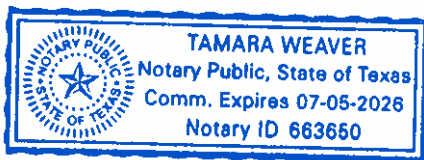
I, Telisa Schelin, state that I am the SVP, General Counsel and Secretary of ExteNet Systems, LLC (“ESL”) and that I am authorized to make this Verification on behalf of ESL and its subsidiaries (collectively, the “Company”), including ExteNet Asset Entity, LLC; that the foregoing filing was prepared 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.



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Name: Telisa Schelin  
Title: SVP, General Counsel and Secretary  
ExteNet Systems, LLC

Sworn and subscribed before me this 13 day of July, 2023.



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Notary Public