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February 3, 2025

Via Alternative E-File & Overnight Courier

Sallie Tanner, Executive Secretary
Georgia Public Service Commission
244 Washington Street, S.W.
Atlanta, GA 30334

Re: Joint Application of ExteNet Systems, LLC and ExteNet LVS, LLC for Approval (1) to Transfer Certain Assets Between Applicants and (2) for ExteNet LVS, LLC to Participate in Certain Financing Arrangements

Dear Secretary Tanner:

On behalf of ExteNet Systems, LLC ("ESL") and ExteNet LVS, LLC ("ELVS") (together, "Applicants"), enclosed for filing with the Commission is the above-referenced Application. Per the Commission's Alternative Electronic Filing Procedures, one (1) copy of this Application will be submitted in paper form along with the E-Mail Confirmation page, once received.

Please acknowledge receipt and acceptance of the e-filing submission and date-stamp the enclosed extra hard copy of this transmittal and return it in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned at (202) 842-7800.

Respectfully submitted,

/s/ Ron Del Sesto
Ronald W. Del Sesto
Trina Kwon

Counsel for Applicants

BEFORE THE
GEORGIA PUBLIC SERVICE COMMISSION

Joint Application of **ExteNet Systems, LLC** and **ExteNet LVS, LLC** for Approval (1) to Transfer Certain Assets Between Applicants and (2) for ExteNet LVS, LLC to Participate in Certain Financing Arrangements	Docket No. _____

JOINT APPLICATION

ExteNet Systems, LLC ("ESL") and ExteNet LVS, LLC ("ELVS") (collectively, "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 "*Pro Forma Asset Transfer*") in order to streamline each entity's operations and redistribute certain assets within each company. Applicants also seek approval, to the extent necessary pursuant to O.C.G.A. § 46-2-28[1] and the regulations of the Commission, for ELVS to participate in certain Financing Arrangements (as defined below).

[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.

As described below, the *Pro Forma Asset Transfer* will be seamless to customers with respect to the services that those customers receive and the rates and terms of those services. The *Pro Forma Asset Transfer* will not cause confusion or disruption to customers since ESL and ELVS will market and perform their respective services under the "Extenet" brand with 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 THE APPLICANTS

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. ELVS is a Delaware limited liability company and direct, wholly owned subsidiary of ExteNet LVS Holdings, LLC, a Delaware limited liability company and direct, wholly owned subsidiary of ESL. ELVS and ESL have principal offices at 5844 John Hickman Parkway, 6th Floor, Frisco, Texas 75034. 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.[2]

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

[2] Additional information regarding the ownership of Parent was provided in Docket No. 30862 and is incorporated by reference.

("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 and indoor 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. 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;[3] and ELVS is authorized to provide competitive local exchange services pursuant to Certificate L-7979 and to construct or operate telephone line, plant or system pursuant to Certificate X-7980.[4] ESL also holds authorization from the FCC to provide domestic (interstate) telecommunications services.

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[3] The authorization was granted in the name of ExteNet Systems, Inc., which subsequently converted from a Delaware corporation to a Delaware limited liability company named ExteNet Systems, LLC. *See Extenet Systems, Inc.'s Application for Certificate of Authority to Construct or Operate Telephone Line, Plant or System*, Docket No. 30861, Order of Amendment to Certificate, dated March 1, 2022.

[4] In addition, the following other indirect subsidiaries, ***that are not part of the*** *Pro Forma Asset Transfer*, hold authority in Georgia: ExteNet Telecom Solutions, Inc. (formerly known as Hudson Fiber Network, Inc.) ("ETS"), an indirect subsidiary of ESL, is authorized to provide competitive local exchange services pursuant to Certificate L-7662 and to construct or operate telephone line, plant or system pursuant to Certificate X-7661; ExteNet Asset Entity, LLC, an indirect subsidiary of ESL, 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.

II. DESIGNATED CONTACTS

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

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With a copy to:

Michael Watson
Extenet
5844 John Hickman Pkwy, Suite 600
Frisco, TX 75034
michael.watson@extenetsystems.com

III. DESCRIPTION OF THE *PRO FORMA ASSET TRANSFER*

The *Pro Forma Asset Transfer* is part of Extenet's plan to separate its operations into two distinct service offerings: outdoor networks that use the public rights of way to provide service through the use of small cells, fiber builds and related equipment and "indoor" networks that use many of the same types of equipment but are limited to installations in indoor settings and exclusively on private property. Specifically, ESL will transfer to ELVS the "indoor" network assets that are entirely on private property along with the associated services and customers, and ELVS may transfer to ESL certain other assets, including network facilities and customer contracts. Once the *Pro Forma Asset Transfer* is complete, ESL will retain assets dedicated to outdoor networks and those services and customers served through, in part, access to the public rights of way; ELVS will have assets, and associated customers, limited to indoor networks and exclusively on private property with no facilities or equipment located in the public rights of way.

As a result of the *Pro Forma Asset Transfer*, ESL and ELVS will assign to each other certain contracts and related network assets, including customer accounts and contracts, antennas, small cell, fiber, and other telecommunications equipment. Following the *Pro Forma Asset*

Transfer, the business of each Applicant will remain the same aside from the segregation of the customers into those served with facilities and equipment located in the public rights of way, i.e., ESL's customers, and those served with facilities and equipment exclusively on private property, i.e., ELVS's customers. To ensure seamless and uninterrupted service, all of the customers assigned between ESL and ELVS will continue to receive service under the same rates, terms and conditions of services as governed by their existing contracts. Future changes in the rates, terms and conditions of service to the affected customers will be undertaken pursuant to customer contracts and the applicable law.

The *Pro Forma Asset Transfer* will not cause confusion or disruption to customers since ESL and ELVS 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. A depiction of the *Pro Forma Asset Transfer* is included as **Exhibit A**.

IV. DESCRIPTION OF THE FINANCING ARRANGEMENTS

ELVS seeks approval to enter into or participate in new, amended and restated financing arrangements up to an aggregate amount of $750 million (the "Financing Arrangements"). Notably, the Commission authorized ESL to enter into Financing Arrangements with an aggregate amount of $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. This Application seeks identical authority for ELVS to enter into or participate in Financing Arrangements.

In order to maintain adequate flexibility to respond to market conditions and requirements and to respond quickly to acquisition and other business and financing opportunities (including the modification or refinancing of then existing financing arrangements), ELVS seeks approval to participate in Financing Arrangements that are consistent with the terms outlined below, which would permit, to the extent market conditions may warrant, modifications to the specific structure of the financing in a manner most favorable to ESL and its current and future subsidiaries.

Aggregate Amount: Up to $750 million (the "Aggregate Amount").

Borrower: In order to maintain flexibility and obtain access to additional capital to operate and grow the indoor networks, authorization is sought for ELVS to be a borrower or co-borrower under the Financing Arrangements.

Debt Instruments: The Financing Arrangements may 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.

Security: In order to facilitate the Financing Arrangements at competitive rates, ELVS seeks authorization to provide a security interest in its assets for the full Aggregate Amount of the Financing Arrangements. For secured facilities, the equity of ESL and its subsidiaries may be pledged as additional security.

Guarantees: Subject to certain exceptions, ESL's parent(s) and subsidiaries are expected to be guarantors for some or all of the Financing Arrangements. ELVS seeks authority to participate as a guarantor or co-guarantor in Financing Arrangements up to the Aggregate Amount.

Purpose: The Financing Arrangements may be used for acquisitions, refinancing of then current outstanding debt, working capital requirements (including the development and expansion of distributed network systems) and general corporate purposes of ELVS, as well as ESL and its subsidiaries.

Other Provisions: The rates, terms and conditions, maturity dates, and dates of issuance will be determined by market conditions and lenders' requirements at the time of each issuance.

Accordingly, and to the extent necessary, ELVS requests Commission authorization to incur debt as borrower, co-borrower, or guarantor and to pledge its assets as security for Financing

Arrangements in an aggregate amount of up to $750 million with terms substantially consistent with the parameters outlined above.

V. PUBLIC INTEREST CONSIDERATIONS

Applicants respectfully submit that the proposed *Pro Forma Asset Transfer* serves the public interest. The *Pro Forma Asset Transfer* will result in the assignment of certain customers and assets between affiliated companies that will continue to provide communications services to such assigned customers without interruption. ELVS 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), and vice versa. Given that ESL and ELVS share the same management team, customers will continue to benefit from that team's knowledge and experience in the Georgia market. ESL and ELVS 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. ESL and ELVS operate their respective networks and offer services designed to meet the individual needs of its wireless service provider and building owner customers in providing to end-users high quality services that utilize facilities and equipment of ESL or ELVS in an efficient and cost-effective manner. The affected customers 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, including affiliates. In accordance with the terms of their service contracts, Applicants will promptly and properly notify affected customers of the proposed *Pro Forma Asset Transfer* and the change in such customers' telecommunications provider between ESL and ELVS.

Additionally, approval of ELVS's participation in the Financing Arrangements will serve the public interest. Among other things, the Financing Arrangements may be used to fund

some or all of the purchase price for acquisitions, to support strategic growth initiatives, to provide for ongoing working capital and for other corporate purposes. The Financing Arrangements also provide access to financial resources that allow ESL and its current and future subsidiaries, including ELVS, to effectively compete in the communications industry. The Financing Arrangements are necessary and appropriate, and in connection with the Transaction are consistent with the performance by ELVS of its services to the public, will not impair its ability to perform such services and will promote its corporate purposes. The Financing Arrangements will be transparent to ELVS's customers and will not disrupt service or cause customer confusion or inconvenience.

VI. CONCLUSION

For the foregoing reasons, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Joint Application for Applicants to transfer certain assets between ESL and ELVS, and for ELVS to participate in Financing Arrangements as described herein.

Respectfully submitted,

/s/ Ron Del Sesto

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Counsel for Applicants

DATED: February 3, 2025

LIST OF EXHIBITS

Exhibit A Depiction of *Pro Forma* Asset Transfer

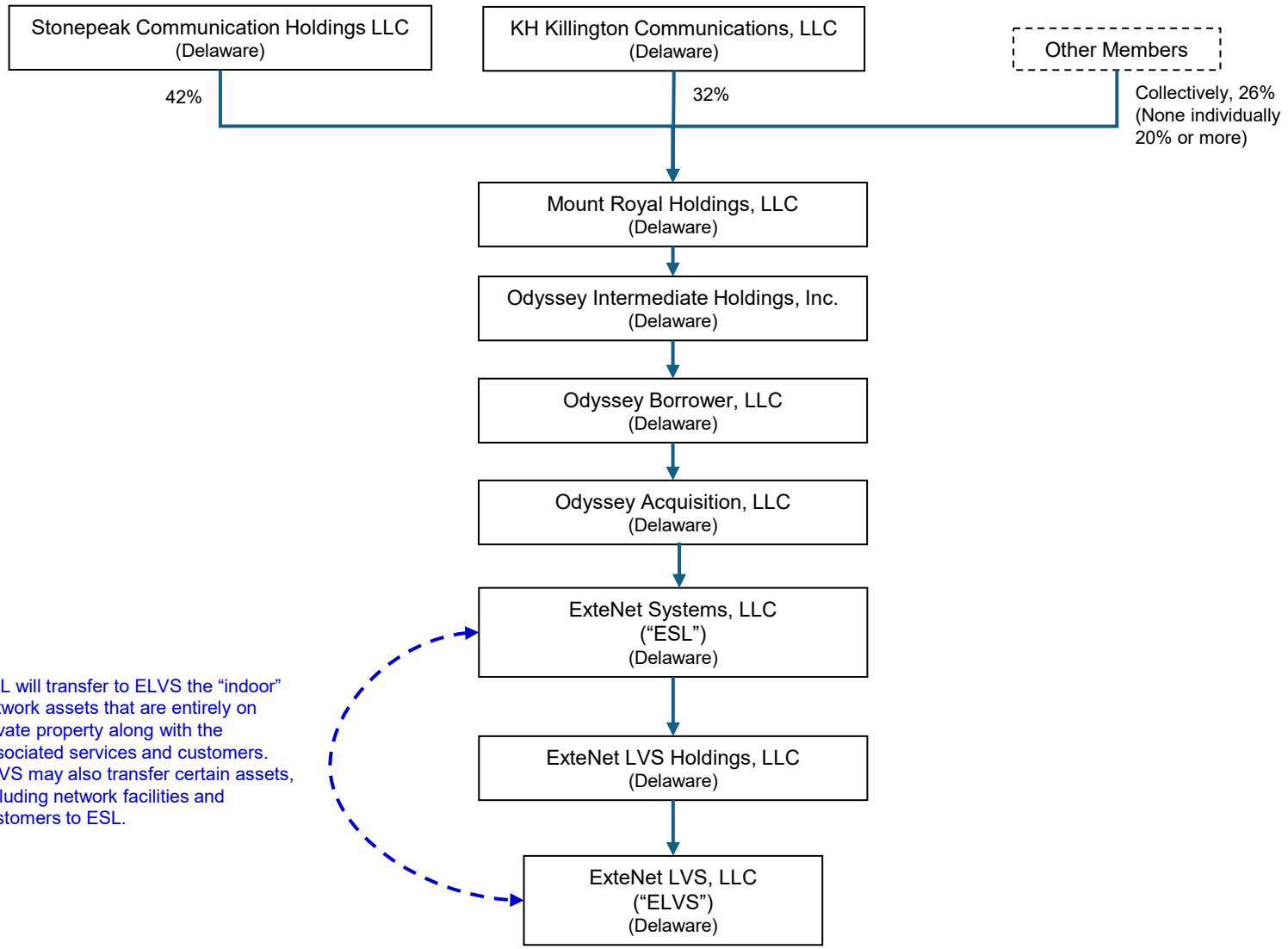
Verification

EXHIBIT A

Depiction of *Pro Forma* Asset Transfer

Depiction of *Pro Forma Asset Transfer* and Current Ownership Structure*

* The entities listed herein only include Applicants and the entities that are in their chain of ownership. The chart excludes all other affiliates and owners of Applicants.



Unless otherwise indicated all ownership percentages are 100% and represent both voting and economic interests.

VERIFICATION

STATE OF TEXAS §
§
COUNTY OF COLLIN §

VERIFICATION

I, James Sharp, state that I am the Executive Vice President, Chief Financial Officer & Treasurer 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 LVS, 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.

Name: James Sharp
Title: EVP, CFO & Treasurer
ExteNet Systems, LLC

Sworn and subscribed before me this 30 day of January, 2025.

Notary Public

TAMARA WEAVER
Notary Public, State of Texas
Comm. Expires 07-05-2026
Notary ID 663650