

MAY 20 2019

PUBLIC SERVICE
COMMISSION

Ronald W. Del Sesto, Jr.
Stephany Fan
ronald.delsesto@morganlewis.com
stephany.fan@morganelewis.com

May 17, 2019

Via Overnight Courier

Jeff Derouen, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-8294

Re: Notification Regarding Transfer of Certain Assets from ExteNet Systems, Inc. and Telecommunications Properties, Inc. to ExteNet Asset Entity, LLC

Dear Mr. Derouen:

By this letter, ExteNet Asset Entity, LLC ("EAE" or "Assignee"), ExteNet Systems, Inc. ("ESI"), and Telecommunications Properties, Inc. ("TPI" and together with ESI, "Assignors") (collectively, the "Parties") notify the Kentucky Public Service Commission ("Commission") of EAE's intent to acquire certain assets including customer contracts and related telecommunications network infrastructure assets of its indirect parent, ESI, and of its affiliate, TPI (the "Transaction").

As a result of the Transaction, EAE will become the service provider for those customers transferred. As described below, the Transaction is part of a plan to expand the ExteNet family of authorized operating companies to better align their businesses with current and future customer focus and growth and to obtain additional debt financing. The Transaction will be seamless and transparent to customers in terms of the services that those customers receive and the rates and terms of those services. The Transaction will not cause confusion or disruption to customers because EAE will market and perform its services under the "ExteNet" brand with which customers are familiar, will maintain the same rates and terms of service, and will use the same customer service, technical, operational and managerial personnel of Assignors.

Pursuant to the Order issued in Admin. Case No. 359 on June 21, 1996 and 807 KAR 5:011, Section 11, Commission approval is not required to complete the transaction described herein. Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission's records.

Morgan, Lewis & Bockius LLP

1111 Pennsylvania Avenue, NW
Washington, DC 20004
United States

T +1.202.739.3000
F +1.202.739.3001

Description of the Parties

EAE is a newly formed 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 ESI. ESI 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 majority owner, but rather is owned by multiple private equity firms and certain individuals in management of ESI.

Founded in 2002, ESI 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. ExteNet also provides private lines or IP-based transport services to other carrier 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, and Wyoming.¹ In Kentucky, ESI is authorized to provide competitive local exchange telecommunications services pursuant to Utility ID 5056960; and TPI is authorized to provide competitive local exchange telecommunications services pursuant to Utility ID 5057310. EAE recently filed an application for a Registration to operate as a competitive telecommunications provider. ESI also holds authorization from the FCC to provide domestic (interstate) telecommunications services.

Designated Contacts

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

¹ ESI also anticipates seeking authorization to provide telecommunications services in Vermont. ESI subsidiaries that are authorized to provide intrastate telecommunications services in one or more states are: ESI Advanced Wireless Networks, LLC, ExteNet Systems (California) LLC, ExteNet Systems (New York), Inc., ExteNet Systems (Virginia) LLC, Hudson Fiber Network, Inc. and TPI.

Jeff Derouen, Executive Director
May 17, 2019
Page 3

With a copy to:

Ronald W. Del Sesto, Jr.
Stephany Fan
Morgan Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004
202-739-3000 (tel)
202-739-3001 (fax)
ronald.delsesto@morganlewis.com
stephany.fan@morganlewis.com

H. Anthony Lehv
Secretary and General Counsel
ExteNet Systems, Inc.
3030 Warrenville Road, Suite 340
Lisle, IL 60532
630-245-1905 (tel)
compliance@util.extenetsystems.com

Description of the Transaction

The Transaction is part of a plan to expand the ExteNet family of authorized operating companies to better align their businesses with current and future customer focus and growth and to obtain additional debt financing. As a result of the Transaction, certain contracts and related network assets will be assigned from ESI to EAE, including ESI's customer accounts and contracts, antennas, fiber, and other telecommunications equipment. Following this intra-corporate Transaction, EAE will primarily provide service and networks targeted to WSPs. Assignors will continue to operate under their existing certificates and will continue to develop, sell, and construct new distributed networks, along with providing "lit" fiber services to commercial users and new services. A depiction of the Transaction is included as **Exhibit A**.

To assure seamless and uninterrupted service, all of the 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 Assignors. EAE will offer point-to-point telecommunications services to WSPs, other telecommunications carriers and communications providers. 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 will market and perform its 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 Assignors.

* * * *

Jeff Derouen, Executive Director
May 17, 2019
Page 4

An original and four (4) copies of this notification letter are enclosed. Please date-stamp the enclosed extra copy and return it in the envelope provided. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read 'Stephany Fan', written in a cursive style.

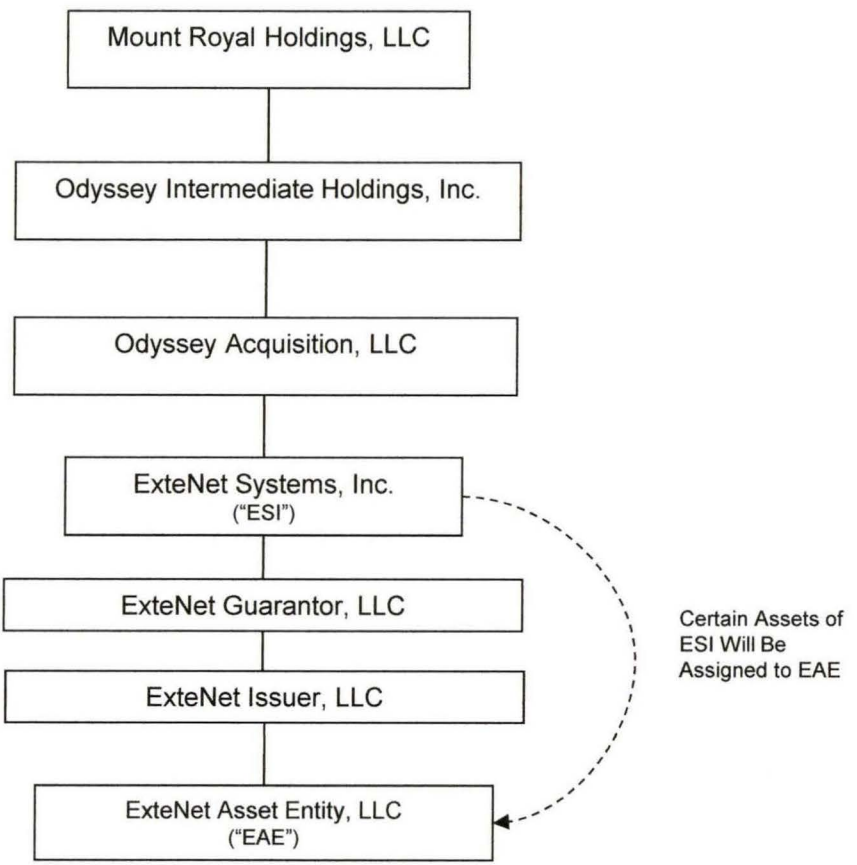
Ronald W. Del Sesto, Jr.
Stephany Fan

Counsel for the Parties

EXHIBIT A

Pre- and Post-Transaction Chart

Depiction of Transaction*



All ownership percentages depicted are 100%.

* The entities listed herein include only those entities that (1) hold authorization to provide intrastate telecommunications services in this jurisdiction or (2) are in the chain of ownership of those entities. The chart excludes all other subsidiaries of ESI.

STATE OF ILLINOIS
COUNTY OF DU PAGE

§
§
§


VERIFICATION

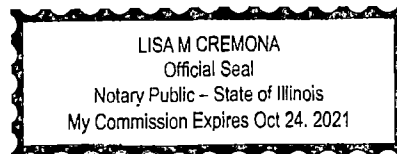
I, H. Anthony Lehv, state that I am Senior Vice President and General Counsel of ExteNet Systems, Inc.; that I am authorized to make this Verification on behalf of ExteNet Systems, Inc. and its subsidiaries, including ExteNet Asset Entity, LLC; that the facts set forth in the attached filing are true and correct to the best of my knowledge, information and belief.



H. Anthony Lehv
Senior Vice President & General Counsel
ExteNet Systems, Inc.

Sworn and subscribed before me this 13 day of May, 2019.



Notary Public

My commission expires Oct. 24, 2021