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Via Electronic Filing

Mark L. Johnson, Executive Secretary
Washington Utilities and Transportation Commission
1300 S. Evergreen Park Drive
Olympia, WA 98504-7250
records@wutc.wa.gov

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State Of WASH.
UTIL. AND TRANSP.
COMMISSION

Re: Notification Regarding Proposed Transfer of Assets from ExteNet Systems, Inc. to ExteNet Asset Entity, LLC

Dear Mr. Johnson:

By this letter, ExteNet Asset Entity, LLC ("EAE") and ExteNet Systems, Inc. ("ESI") (together, the "Parties") notify the Washington Utilities and Transportation Commission ("Commission") of EAE's intent to acquire certain assets including customer contracts and related telecommunications network infrastructure assets of its indirect parent, ESI (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 ESI's same customer service, technical, operational and managerial personnel.

Since Commission approval is not required to complete the transaction described herein, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission's records.

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

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Raton, Florida 33487. Parent has no majority owner, but rather is owned by multiple private equity firms and certain individuals in management of ESI.¹

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.² In Washington, EAE has a pending application for a Certificate of Registration to operate as a competitive telecommunications provider in Docket No. UT-190361, and ESI is authorized as a competitive telecommunications company pursuant to a Certificate of Registration issued in Docket No. UT-090850. 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:

With a copy to:

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¹ Additional information regarding the ownership of Parent was provided in Docket No. UT-151641 and is incorporated by reference.

² In addition to EAE, 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 Telecommunication Properties, LLC.

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. ESI will continue to operate under its existing certificate and will continue to develop, sell, and construct new distributed networks, along with providing "lit" fiber services to commercial users and new services.

To assure seamless and uninterrupted service, all customers assigned to EAE will continue to receive service under the same rates, terms and conditions of services as governed by their existing contracts with ESI. 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 any applicable federal and state notice and tariff requirements.

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 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 ESI.

* * * *

Please acknowledge receipt and acceptance of this filing which is being submitted electronically. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,

/s/ Stephany Fan

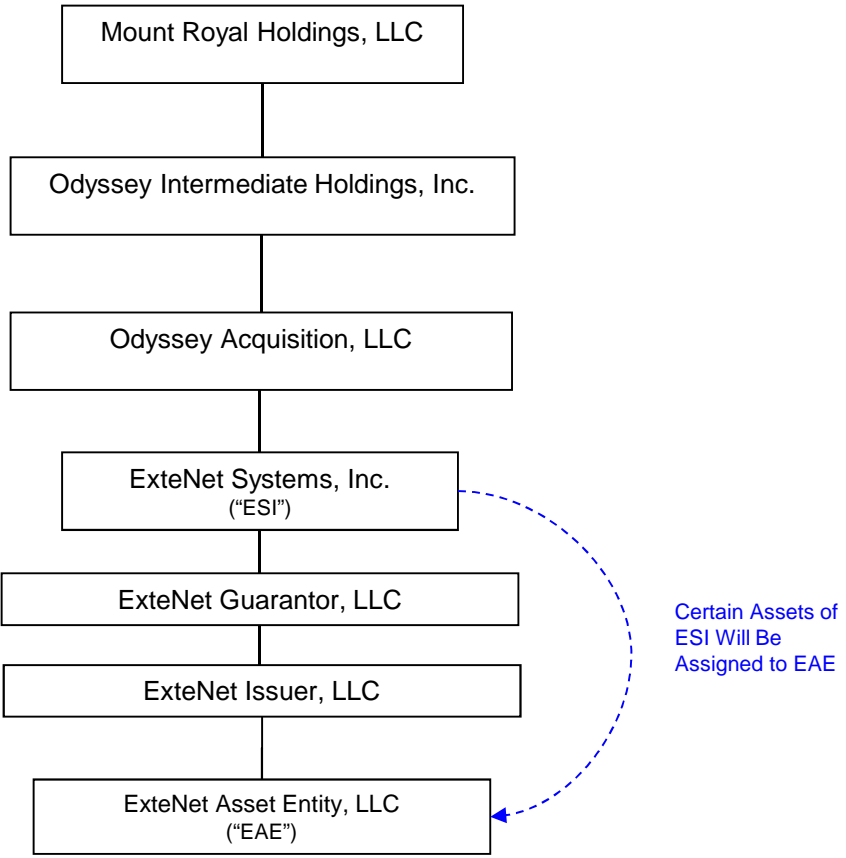
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Counsel for the Parties

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.