

Morgan Lewis

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PUBLIC UTILITIES COMMISSION

March 1, 2019

VIA OVERNIGHT COURIER

Luly Massaro, Clerk
Rhode Island Public Utilities Commission
89 Jefferson Boulevard
Warwick, RI 02888-1046

Re: ExteNet Asset Entity, LLC Application for Authority as a Class I and Class VI Telecommunications Service Provider in the State of Rhode Island

Dear Ms. Massaro:

On behalf of ExteNet Asset Entity, LLC ("Applicant"), enclosed for filing are an original and three (3) copies of the above-referenced Application and a check in the amount of \$300.00 made payable to the State of Rhode Island, to cover the requisite filing fee.

Applicant requests confidential treatment of Exhibit D. The information submitted as Exhibit D constitutes commercially sensitive and competitively significant financial and business information that is not otherwise released to the public. Unrestricted availability of this information would provide competitors with knowledge that would be otherwise unavailable and could place Applicant at a competitive disadvantage. Confidential and trade secret treatment is therefore required to avoid commercial and competitive injury.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



Ronald W. Del Sesto, Jr.
Stephany Fan

Counsel for the Applicant

Morgan, Lewis & Bockius LLP

1111 Pennsylvania Avenue, NW
Washington, DC 20004
United States

📞 +1.202.739.3000
📠 +1.202.739.3001

**BEFORE THE
RHODE ISLAND PUBLIC UTILITIES COMMISSION**

_____)
In the Matter of)
)
ExteNet Asset Entity, LLC)
) Docket No. _____
Application for Authority as a Class I)
and Class VI Telecommunications Service)
Provider in the State of Rhode Island)
_____)

STATEMENT OF BUSINESS OPERATIONS

ExteNet Asset Entity, LLC (“EAE” or “Applicant”), by its undersigned counsel and pursuant to the Rhode Island Public Utilities Commission (“Commission”) order in Docket No. 2129, hereby files this Statement of Business Operations (“SBO”) to authorize it to provide Class I telecommunications services (and to the extent not encompassed by an authorization as a Class I provider, authorization to provide Class VI telecommunications services), including but not limited to facilities-based local exchange telecommunications services and facilities-based interexchange services, throughout the State of Rhode Island.

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

a. Corporate name, complete address, telephone/fax numbers, e-mail address

ExteNet Asset Entity, LLC
3030 Warrenville Road, Suite 340
Lisle, IL 60532
Tel: 630-505-3800
Fax: 630-577-1332
Email: compliance@util.extenetsystems.com

Applicant is a newly formed limited liability company organized under the laws of Delaware. Applicant’s Certificate of Formation is attached as Exhibit A. Attached as Exhibit B is Applicant’s authorization to transact business from the Rhode Island Secretary of State.

b. Local Company name, complete address, telephone/fax numbers, e-mail address

ExteNet Asset Entity, LLC
3030 Warrenville Road, Suite 340
Lisle, IL 60532
Tel: 630-505-3800
Fax: 630-577-1332
Email: general@extenetsystems.com

c. Business locations

Applicant does not have a business office in the State of Rhode Island. Applicant will manage its Rhode Island operations from its corporate headquarters in Illinois. Applicant will notify the Commission if it opens a business office in the State of Rhode Island in the future.

d. Service agent, complete address, telephone/fax numbers, e-mail address

Corporation Service Company
222 Jefferson Boulevard, Suite 200
Warwick, RI 02888

e. Attorney of record, complete address, telephone/fax numbers, e-mail address

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

f. Corporate officers and major stockholders or partners holding a ten percent or greater equity interest.

The principal officers of Applicant, who are listed below, may be reached at Applicant's principal place of business listed in (a) above.

James Hyde – President
Daniel L. Timm – Executive Vice President and Treasurer
H. Anthony Lehv – Secretary & Senior Vice President

Applicant is a 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, Inc. (“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.¹ A corporate organization chart is attached as Exhibit C.

g. General description of operations.

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. With its recent acquisition of Hudson Fiber Network and assets of Axiom, ExteNet also provides private lines or IP-based transport services to other carriers and enterprise customers.

This Application is being filed to implement a plan that will expand the ExteNet family of

¹ Additional information regarding the ownership of Parent was provided to the Commission in a notice filed on August 7, 2015, and is incorporated by reference.

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 certain internal changes, ESI will assign to Applicant, and Applicant will thereafter, operate certain network infrastructure and related assets, including ESI's customer accounts and contracts, antennas, fiber and other telecommunications equipment, with which Applicant will serve the WSP customers which are parties to the assigned contracts.²

The telecommunications services Applicant expects to provide initially will include point-to-point telecommunications services. Applicant will provide distributed network services (e.g., DAS) to WSPs on a wholesale basis. These services will be offered to WSPs and other telecommunications carriers and communications providers. Applicant will provide the same services as currently provided by its indirect parent, ESI, and will initially utilize the existing network infrastructure of ESI in Rhode Island, which will be transferred to EAE via the *Pro Forma* Assignment. ESI will continue to operate under its existing certificate and focus on providing "lit" services to commercial users and new services. Applicant does not have any current plans to provide switched voice local retail services or switched voice interexchange services to customers in Rhode Island.

Applicant is not currently authorized to provide intrastate telecommunications service in any state, but will be seeking authorization in most states in which ExteNet currently holds authorizations. Collectively, ExteNet currently holds authorizations to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Iowa,

² EAE and ESI will separately file a notice to the Commission for this assignment ("*Pro Forma* Assignment").

Maine, Montana, North Dakota, Vermont, and Wyoming.³ Neither Applicant nor its affiliates have been denied requested certification in any jurisdiction, nor has any permit, license, or certificate been revoked by any authority.

Given that Applicant is a newly created entity, for purposes of this Application, Applicant will rely on the financial statements of its parent, ESI, to demonstrate Applicant's financial qualification to operate within Rhode Island. ESI is a privately owned company that does not release its financial statements to the public. Applicant therefore requests confidential treatment of the financial statements. Accordingly, the most recent audited financial statements for ESI are provided *under seal* as Exhibit D.

h. Description, in detail, of the customer service organization to be employed in serving carriers and end users.

Applicant will not have any employees of its own and will instead enter into a Management Agreement with its parent, ESI. Therefore, Applicant will operate through ESI's same customer service, technical, operational and managerial personnel, who shall thus be managed and operated by ESI's capable, experienced executives and employees who possess extensive managerial, financial, and technical experience in the telecommunications industry. These individuals have both highly effective management skills and considerable telecommunications expertise. The biographies of these key executives are submitted as evidence that Applicant possesses the managerial qualifications required for the provision of telecommunications services on behalf of Applicant. Biographies of the key personnel that will be

³ 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 Telecommunication Properties, Inc.

managing Applicant are provided as Exhibit E. Applicant will have the managerial and technical capability necessary to provide high quality services to customers in Rhode Island.

i. Customer service contact, complete address, telephone/fax numbers, e-mail address

Applicant will not have residential or non-carrier customers but for billing, maintenance or other technical concerns, carrier customers may contact Applicant's parent's Network Operations Center ("NOC") at (866) 892-5327 or by emailing noc@extenetsystems.com. In addition, the individual the Commission should contact regarding customer inquiries is:

Brian Kirk
Deputy General Counsel
ExteNet Systems, Inc.
3030 Warrenville Rd., Suite 340
Lisle, IL 60532
Tel: 630-505-3811
Fax: 630-577-1332
compliance@util.extenetsystems.com

j. Regulatory complete address, telephone/fax numbers, e-mail address

The Commission should contact the following person for questions regarding Applicant's ongoing operations, including but not limited to general regulatory questions, Applicant's annual and other periodic reports and regulatory fees:

Brian Kirk
Deputy General Counsel
ExteNet Systems, Inc.
3030 Warrenville Rd., Suite 340
Lisle, IL 60532
Tel: 630-505-3811
Fax: 630-577-1332
compliance@util.extenetsystems.com

k. Company website URL, if available

The Applicant's website is located at www.extenetsystems.com.

i. Public Interest Considerations

Applicant asserts that grant of this application will serve the public interest. Applicant has experience in providing competitive and innovative products through its parent, ESI, and Applicant will offer similar services at the same rates and on the same terms and conditions as currently provided by ESI (subject to future changes pursuant to applicable law and contract provisions) following grant of the requested authority (and necessary approval(s) of the transfer of assets from ESI). Applicant will also offer other point-to-point telecommunications services. Given that Applicant and ESI share the same management team, Applicant's customers will benefit from that team's knowledge and experience in the Rhode Island market. Applicant expects to offer its WSP customers a wide array of services, thus providing greater choice for innovative and technologically advanced telecommunications services, high quality customer service, and competitive prices. Applicant will operate its 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.

WHEREFORE, ExteNet Asset Entity, LLC, respectfully requests that the Commission grant it authority to provide Class I and Class VI telecommunications services throughout the State of Rhode Island.

Respectfully submitted,



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

Counsel for ExteNet Asset Entity, LLC

Dated: March 1, 2019

LIST OF EXHIBITS

Exhibit A	Certificate of Formation
Exhibit B	Authority to Transact Business
Exhibit C	Organization Chart
Exhibit D	Financial Statements [CONFIDENTIAL - SUBMITTED UNDER SEAL]
Exhibit E	Management Biographies
Verification	

EXHIBIT A

Certificate of Formation

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "EXTENET ASSET ENTITY, LLC", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF AUGUST, A.D. 2018, AT 8:25 O'CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

7029085 8100
SR# 20186335625

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203305862
Date: 08-24-18

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:23 AM 08/24/2018
FILED 08:25 AM 08/24/2018
SR 20186335625 - File Number 7029085

CERTIFICATE OF FORMATION

OF

EXTENET ASSET ENTITY, LLC

This Certificate of Formation of ExteNet Asset Entity, LLC (the "LLC"), dated as of August 24, 2018, has been duly executed and is being filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. § 18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is ExteNet Asset Entity, LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware are Corporation Service Company, 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.



Name: Douglas R. Newkirk
Authorized Person

EXHIBIT B

Authority to Transact Business in Rhode Island



State of Rhode Island and Providence Plantations
 Department of State - Business Services Division

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 CORPORATIONS DIV
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Application for Registration
 FOREIGN Limited Liability Company

→ Filing Fee: \$150.00

Pursuant to the provisions of RIGL 7-16-49, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is		
ExteNet Asset Entity, LLC		
Is this company organized in its state or country of formation as a low-profit limited liability company? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		
The name, if different, under which it proposes to register and transact business in Rhode Island is:		
2. The LLC is organized under the laws of: Delaware		
3. The date of its organization is: August 24, 2018		
And the period of its duration is CHECK ONE BOX ONLY		
<input checked="" type="checkbox"/> Perpetual (on-going)		
<input type="checkbox"/> Date certain for dissolution _____		
4. The name and address of the resident agent/office in Rhode Island is:		
Agent Name Corporation Service Company		
Street Address (NOT a P.O. Box) 222 Jefferson Boulevard, Suite 200		
City/Town Warwick	State RHODE ISLAND	Zip Code 02888
5. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are.		
To engage in the business of telecommunications network services and any and all related activities, and any other lawful business activities.		
Check the box to indicate an attachment <input type="checkbox"/>		

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

FILED

OCT 09 2018
 BY *[Signature]* ADCAB
 12:13

6. The RI Department of State is appointed the agent of the foreign limited liability company for service of process if, at any time, there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence

7. The address of the office required to be maintained in the state or country of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited liability company is:

3030 Warrenville Road, Suite 340, Lisle, IL 60532

8. The mailing address for the limited liability company is:

3030 Warrenville Road, Suite 340, Lisle, IL 60532

9. Management of the Limited Liability Company:

The Limited Liability Company is to be managed by: CHECK ONLY ONE BOX

By its members (If you have checked this box, go to Section 9. (DO NOT fill out the chart below.)

By one (1) or more managers (List managers below)

MANAGER	ADDRESS

10. This application must be accompanied by a Certificate of Good Standing/Letter of Status from the state or country of formation dated within 60 days of the date of filing.

11. Date when this application for Certificate of Registration will be effective CHECK ONE BOX ONLY

Date received (Upon filing)

Later effective date (Date must be no more than 30 days from the date of filing) _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Name of LLC

ExteNet Asset Entity, LLC

Date

10/04/18

Signature of Authorized Person



DANIEL L. TIMM

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EXTENET ASSET ENTITY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF OCTOBER, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EXTENET ASSET ENTITY, LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF AUGUST, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
CORPORATIONS DIV
2018 OCT -9 PM 12:13




Jeffrey W. Bullock, Secretary of State

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Authentication: 203553948
Date: 10-04-18

You may verify this certificate online at corp.delaware.gov/authver.shtml



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

October 09, 2018 12:13 PM

A handwritten signature in black ink, appearing to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

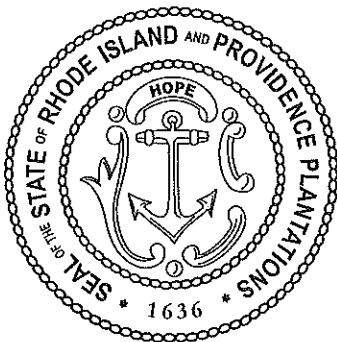
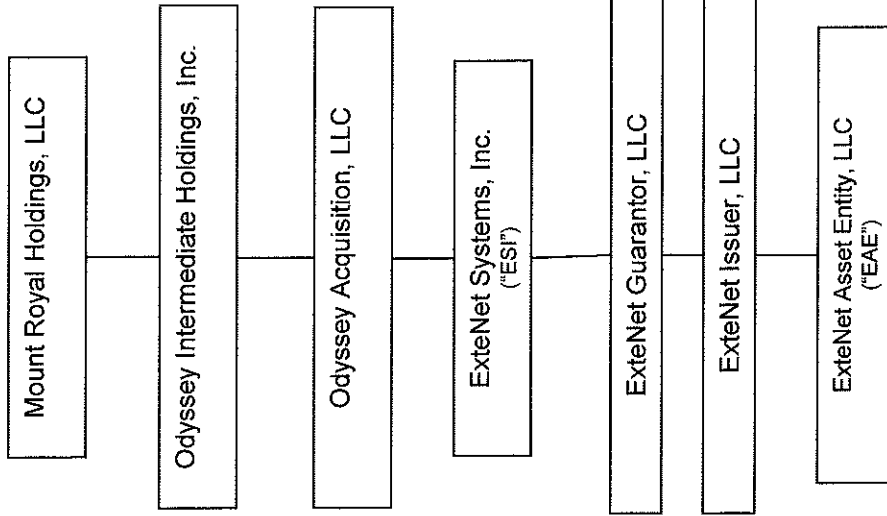


EXHIBIT C

Organization Chart

Organization Chart*



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.

EXHIBIT D

Financial Statements

[CONFIDENTIAL - SUBMITTED UNDER SEAL]

EXHIBIT E

Management Biographies

James Hyde – President

James Hyde brings more than 20 years of experience in telecommunications and digital infrastructure to ExteNet as well as deep expertise in operations, general management and sales.

Prior to joining ExteNet, Mr. Hyde served as President of Prepaid Group, Wholesale, Affiliates and Strategic Partnerships at Sprint, where he led the company's efforts to build out its MVNO and prepaid services businesses. Mr. Hyde also ran a number of other business units at Sprint including Boost Mobile, Virgin Mobile, and Assurance Wireless.

Previously, Mr. Hyde was the Executive Chairman at Fastback Networks, a wireless backhaul solutions provider. Earlier in his career, Mr. Hyde held management and board director roles at GPS Industries, Lumos Networks, NTELOS Holdings and T-Mobile UK.

Mr. Hyde graduated from Arizona State University with a Bachelor of Science degree in Finance and was a member of the 1988 U.S. Olympic weightlifting team. He has been active in several industry associations including Competitive Carriers Association (CCA) and CTIA where he previously served in various leadership roles.

Richard Coyle, Executive Vice President

Richard Coyle has over twenty years of growing and improving the operational, financial and market position of businesses.

Prior to his role with ExteNet, Mr. Coyle served as Operating Partner for Fiber at Digital Bridge Holdings LLC, where was responsible for executing the firm's investments in global fiber networks and lending his operations expertise to the businesses. Previously, Mr. Coyle served as Senior Vice President of Network Operations at Wilcon, a fiber and data center infrastructure solutions provider, where he built the company into a leading fiber provider for Los Angeles-serving enterprises, carriers and dark fiber customers.

Before joining Wilcon, Mr. Coyle was Senior Vice President of Operations at Zayo Group where he led operations for their metro fiber networks throughout the United States. He has also held management roles at American Fiber Systems, IDACOMM and Sierra Pacific Resources.

Mr. Coyle graduated from City University of New York-Queens College with a degree in Accounting.

Daniel L. Timm – Executive Vice President and Treasurer

Dan Timm is an experienced senior executive, bringing to ExteNet a combination of investor perspective and managerial capabilities across all functional areas, with a record of demonstrated success in many growing companies. Throughout his career, Dan has built and led management teams, effectively managed relationships with all stakeholders, and played key roles in corporate acquisitions, divestitures, recapitalizations and IPOs. He has significant experience across a broad spectrum of industries, including communications services and infrastructure, contract electronics manufacturing, food processing, transaction processing, business process outsourcing, healthcare services, IT services, and specialty pharmaceuticals.

Prior to joining ExteNet, Dan was an operating partner with GTCR Golder Rauner, where he was a director for numerous companies (public and private, large and small), acting as GTCR's primary interface with senior company executives and other constituents. He also has served as SVP and CFO of Chatham Technologies, president and director of The Bruss Company, and senior associate at Ridge Capital (a middle market focused private equity firm). He began his career at PricewaterhouseCoopers,

advancing to manager of M&A consulting.

Dan earned an MBA in Finance from the University of Chicago, a BS in Accountancy from the University of Illinois-Urbana and is a CPA.

Andrew G. Chavez - Senior Vice President, Sales & Marketing

Andrew Chavez currently is the Senior Vice President of Sales & Marketing for ExteNet Systems. In this role, he is responsible for setting strategy, new business development and managing the overall client relationships for the Sales & Marketing team.

Andy joined ExteNet Systems in April 2013 and prior to that, led the North American Customer Business Team for Nokia Siemens Networks. Andy brings with him more than 20 years of experience in the telecommunications industry.

STATE OF ILLINOIS
COUNTY OF DU PAGE

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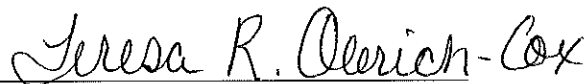
VERIFICATION

I, H. Anthony Lehv, hereby certify: that I am Senior Vice President and Secretary of ExteNet Asset Entity, LLC (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.



H. Anthony Lehv
Senior Vice President and Secretary
ExteNet Asset Entity, LLC

Sworn and subscribed before me this 27th day of February, 2019.



Notary Public

My commission expires 1/23/2020

