

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM

(Effective: 9-2-2015)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application for Approval of a *Pro Forma* Internal Change in Direct Ownership of ExteNet Systems, Inc. to Odyssey Acquisition, LLC)
)
)
)

TRF Docket No. 90-

Case No. **16-0017-TP-CIO**

NOTE: Unless you have reserved a Case #, leave the "Case No" fields BLANK.

Name of Registrant(s) ExteNet Systems, Inc.

DBA(s) of Registrant(s) _____

Address of Registrant(s) 3030 Warrenville Rd., Suite 340

Company Web Address www.extenetsystems.com/

Regulatory Contact Person(s) Brian Kirk Phone 630-505-3811 Fax (630) 577-1332

Regulatory Contact Person's Email Address bkirk@extenetsystems.com

Contact Person for Annual Report Compliance Dept. (Robert Manire) Phone 630-505-3800

Address (if different from above) Same as above

Consumer Contact Information ExteNet Networks Operations Center Phone 866-892-5327

Address (if different from above) Same as above

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Notes:

Section I and II are Pursuant to Chapter [4901:1-6](#) OAC.

Section III – Carrier to Carrier is Pursuant to [4901:1-7](#) OAC, and Wireless is Pursuant to [4901:1-6-24](#) OAC.

Section IV – Attestation.

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

(2) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

All Filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s) N/A No tariff changes are anticipated.
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin. N/A No tariff changes are anticipated.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected. See Exhibit C for a description of the transaction.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s). N/A Applicant will continue to provide service without immediate change in rates, terms or conditions.

Section I – Part I - Common Filings

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> For Profit ILEC	<input type="checkbox"/> Not For Profit ILEC	<input type="checkbox"/> CLEC
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)
Revisions to BLES Cap.	<input type="checkbox"/> ZTA 1-6-14(F) (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA 1-6-27(C) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-27(C) (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF 1-6-14(F) (0 day Notice)	<input type="checkbox"/> TRF 1-6-14(F)(4) (0 day Notice)	<input type="checkbox"/> TRF 1-6-14(G) (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS 1-6-14(C)(1)(c) (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF 1-6-08(G) (0 day)
BLES withdrawal			<input type="checkbox"/> ZTA 1-6-25(B) (0 day Notice)
Other* (explain)			

Section I – Part II – Customer Notification Offerings Pursuant to Chapter [4901:1-6-7 OAC](#)

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Date Notice Sent:				

Section I – Part III –IOS Offerings Pursuant to Chapter [4901:1-6-22 OAC](#)

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Section II – Part I – Carrier Certification - Pursuant to Chapter [4901:1-6-08, 09 & 10 OAC](#)

Certification	ILEC (Out of Territory)	CLEC	Telecommunications Service Provider Not Offering Local	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE 1-6-08 * (Auto 30- day)	<input type="checkbox"/> ACE 1-6-08 * (Auto 30 day)	<input type="checkbox"/> ACE 1-6-08 * (Auto 30 day)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 day)	<input type="checkbox"/> UNC 1-6-09 * (Non-Auto)

*Supplemental Certification forms can be found on the Commission Web Page.

Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
Abandon all Services		<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)	<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> ACO 1-6-29(E) (Auto 30 days)	<input checked="" type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Merger *	<input type="checkbox"/> AMT 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)

* Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see [the 4901:1-6-29 Filing Requirements on the Commission's Web Page](#) for a complete list of exhibits.

Section III – Carrier to Carrier (Pursuant to [4901:1-7](#)), and Wireless (Pursuant to [4901:1-6-24](#))

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA 1-7-14 (Auto 30 days)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 days)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC 1-7-04 or 05 (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights- of-Way.	<input type="checkbox"/> ATA 1-3-04 (Auto 30 days)	
Wireless Providers See 4901:1-6-24	<input type="checkbox"/> RCC [Registration & Change in Operations]	<input type="checkbox"/> NAG [Interconnection Agreement or

Section IV. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT
Compliance with Commission Rules

I am an officer/agent of the applicant corporation, _____, and am authorized to make this statement on its behalf.

(Name)

Please Check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Rule 4901:1-6-7, Ohio Administrative Code.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) _____ at (Location) _____

(Signature and Title)

(Date)

- *This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

VERIFICATION

I, Brett P. Ferencsak verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

(Signature and Title) /s/ Brett P. Ferencsak, Counsel to the Applicants

(Date) Jan. 7, 2016

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

**Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793**

Or

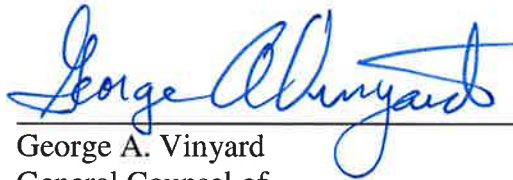
Make such filing electronically as directed in Case No 06-900-AU-WVR

STATE OF ILLINOIS
COUNTY OF DUPAGE

§
§
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VERIFICATION

I, George A. Vinyard, state that I am General Counsel of ExteNet Holdings, Inc. (“Holdings”) and ExteNet Systems, Inc. (“ESI”) (together, 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 are true and correct to my knowledge, information, and belief.



George A. Vinyard
General Counsel of
ExteNet Holdings, Inc.
ExteNet Systems, Inc.

Sworn and subscribed before me this 3rd day of December, 2015.


Notary Public

My commission expires October 22, 2017



STATE OF NEW YORK
COUNTY OF NEW YORK

§
§
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VERIFICATION

I, Brian McMullen, state that I am Vice President and Secretary of Odyssey Acquisition, LLC, Odyssey Intermediate Holdings, Inc., and Mount Royal Holdings, LLC (collectively, 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.



Brian McMullen
Vice President and Secretary
Odyssey Acquisition, LLC
Odyssey Intermediate Holdings, Inc.
Mount Royal Holdings, LLC

Sworn and subscribed before me this 14th day of December, 2015.


Notary Public

My commission expires 7.30.16

ISABEL FERNANDEZ
NOTARY PUBLIC-STATE OF NEW YORK
No. 01FE6187701
Qualified In New York County
My Commission Expires July 30, 2016

LIST OF EXHIBITS

Exhibit A	Not Applicable
Exhibit B	Not Applicable
Exhibit C	Description of Transaction
Exhibit D	Not Applicable

LIST OF ATTACHMENTS

Attachment 1	Corporate Organizational Structure of the Parties Before and After the Pro Forma Change
Attachment 2	Certificate of Good Standing from Ohio Secretary of State
Attachment 3	List of Officers and Directors

EXHIBIT C

Description of Transaction

Odyssey Acquisition, LLC (“Odyssey”); ExteNet Holdings, Inc. (“ExteNet Holdings”); and ExteNet Systems, Inc. (“ESI”) (collectively, the “Parties”) notify the Commission of a *pro forma* internal change in direct ownership of ESI from ExteNet Holdings to Odyssey, the direct parent of ExteNet Holdings.

Description of the Parties

ESI is a Delaware corporation and currently a wholly owned direct subsidiary of ExteNet Holdings, a Delaware corporation. ExteNet Holdings is a wholly owned direct subsidiary of Odyssey. The executive office of ESI and ExteNet Holdings is at 3030 Warrenville Rd., Suite 340, Lisle, Illinois 60532.

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 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.

Founded in 2002, ExteNet is a “carrier’s carrier” providing point-to-point telecommunications services to its WSP customers, and does not provide services directly to retail consumers. Its distributed networks facilitate the WSPs’ delivery of high-bandwidth mobile data and voice service utilizing the customer’s FCC licensed spectrum across all technologies including 3G and 4G/LTE. ExteNet’s networks are designed to easily and cost-effectively integrate future technologies and enable more efficient use of shared infrastructure and FCC licensed spectrum.

ExteNet is authorized to provide services in 34 states and operates distributed networks in Alabama, Arizona, California, Connecticut, District of Columbia, Florida, Illinois, Indiana, Kansas, Louisiana, Massachusetts, Michigan, Nevada, New York, Pennsylvania, Rhode Island, Texas, Virginia and Wisconsin. In Ohio, ESI is authorized to provide competitive

telecommunications services pursuant to Certificate No. 60-6362 issued in Docket No. 06-1265-TP-ACE.

Odyssey is a Delaware limited liability company. Odyssey is ultimately owned by Mount Royal Holdings, LLC (“Parent”), a Delaware limited liability company. Parent and Odyssey have executive offices at 750 Park of Commerce Drive, Suite 200, Boca Raton, Florida 33487. The following are the primary owners of Parent:

Digital Bridge Small Cell Holdings, LLC (“Digital Bridge”): Digital Bridge owns approximately 27 percent of the voting equity of Parent. Digital Bridge is owned by Digital Bridge Holdings, LLC (“DB-Holdings”), affiliates of DB-Holdings, and other institutional investors. DB-Holdings is a communications infrastructure investment platform based in Boca Raton, Florida. It was formed in 2013 by a team of successful investors including Ben Jenkins (former Senior Managing Director at Blackstone and Head of Blackstone’s Hong Kong Office) and Marc Ganzi (former founder and CEO of Global Tower Partners) and owns interests in a broad range of communications infrastructure companies including Vertical Bridge and Mexico Tower Partners.

Stonepeak Communication Holdings LLC (“Stonepeak”): Stonepeak owns approximately 49 percent of the voting equity of Parent. Stonepeak is owned by (i) Stonepeak Infrastructure Fund (Odyssey AIV) LP, which is owned by existing limited partners of other Stonepeak funds, and (ii) Stonepeak Communication Holdings LP, which is owned by existing limited partners and other co-investors that seek a larger interest in Holdings.¹ Stonepeak is managed by Stonepeak Infrastructure Partners, a North America focused private equity firm focused on infrastructure investing. Stonepeak Infrastructure Partners invests primarily in businesses comprised of hard assets with leading market positions primarily in the following sectors: Energy, Power and Renewables, Transportation, Utilities, Water and Communications.

Delta-v Capital MRH LP (“Delta-v”): Delta-v owns approximately 9 percent of the voting equity of Parent. Delta-v is an investment fund of Delta-v Capital, which is a private equity firm that invests in technology companies.

Vertical Towers Holdings, LLC (“Vertical Towers”): Vertical Towers currently holds 9.9 percent of the voting equity in Parent. Vertical Towers also holds an additional non-voting equity interest in Holdings.² Vertical Towers is an

¹ The following existing limited partners of the Stonepeak funds may have a 10 percent or greater ownership in Holdings through Stonepeak: (i) TIAA-CREF and its affiliated funds, (ii) the Teacher Retirement System of Texas and (iii) the Virginia Retirement System (“VRS”), whose 10 percent ownership includes the interest VRS holds through Digital Bridge.

² Vertical Towers intends to convert some or all of the non-voting equity that it currently owns in Parent into voting equity (the “Conversion”). As a result of the Conversion, Vertical Towers’ voting equity interest in Parent will exceed 10 percent.

investment vehicle of GS Infrastructure Partners II, an affiliate of The Goldman Sachs Group, Inc.

Additional information regarding Odyssey and Parent was provided in Docket No. 15-1403-TP-CIO and is incorporated by reference.

Designated Contacts

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

For the Parties:

Russell M. Blau
Brett P. Ferenchak
Morgan, Lewis & Bockius LLP
2020 K Street, N.W., Suite 1100
Washington, DC 20006-1806
202-373-6000 (tel)
202-373-6001 (fax)
russell.blau@morganlewis.com
brett.ferenchak@morganlewis.com

With copies for Odyssey and Parent to:

Warren Roll, Principal
Digital Bridge
750 Park of Commerce Drive, Suite 200
Boca Raton, FL 33487
561-900-8463 (tel)
wroll@digitalbridgellc.com

and:

Brian McMullen, Managing Director
Stonepeak Infrastructure Partners
717 Fifth Avenue
25th Floor
New York, NY 10022
212 907 5125 (tel)
mcmullen@stonepeakpartners.com

With copies for ExteNet to:

George A. Vinyard
VP & General Counsel
ExteNet Systems, Inc.
3030 Warrenville Rd., Suite 340
Lisle, IL 60532
630-505-3843 (tel)
gvinyard@extenetsystems.com

and

Brian Kirk
Assistant General Counsel
ExteNet Systems, Inc.
3030 Warrenville Road, Suite 340
Lisle, IL 60532
(630) 505-3811
Bkirk@extenetsystems.com

Description of the Pro Forma Change

The Parties notify the Commission of the proposed *pro forma* internal change in direct ownership of ESI from ExteNet Holdings to Odyssey, the direct parent of ExteNet Holdings (the “Pro Forma Change”). The *Pro Forma* Change will result from the merger of ExteNet Holdings

with and into ESI, whereupon the separate existence of ExteNet Holdings will cease and ESI will be the surviving entity as a direct, wholly-owned subsidiary of Odyssey. The change of direct ownership is *pro forma* in nature because Odyssey, and ultimately Parent, will control ESI both before and after the merger.

For the Commission's reference, Attachment 1 is the entity ownership structure currently and following the Conversion and *Pro Forma* Change.

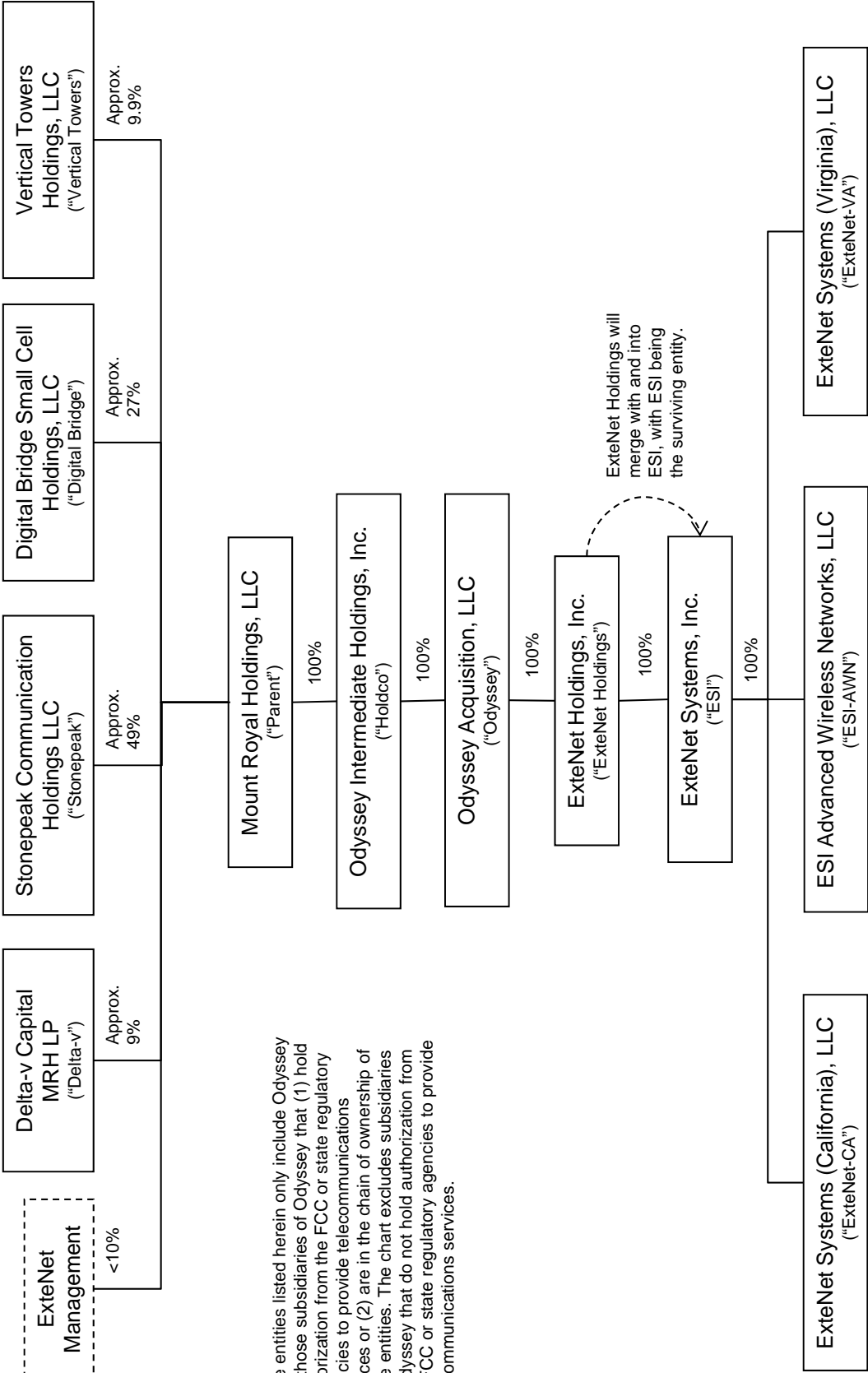
Public Interest Considerations

The *Pro Forma* Change is in the public interest. It will be transparent to ESI's customers and will not transfer actual working control of ESI or create a new majority equity owner in Parent. Moreover, the *Pro Forma* Change will not affect the rates, terms and conditions under which ESI operates. Following completion of the *Pro Forma* Change, ESI will continue to provide high-quality communications services to its customers without interruption. Further, the *Pro Forma* Change will provide accounting and other efficiencies to the benefit of ESI and will provide ESI greater flexibility in its financing arrangements without affecting customers or the public interest

ATTACHMENT 1

Current and Post-*Pro Forma* Change Entity Ownership Structure

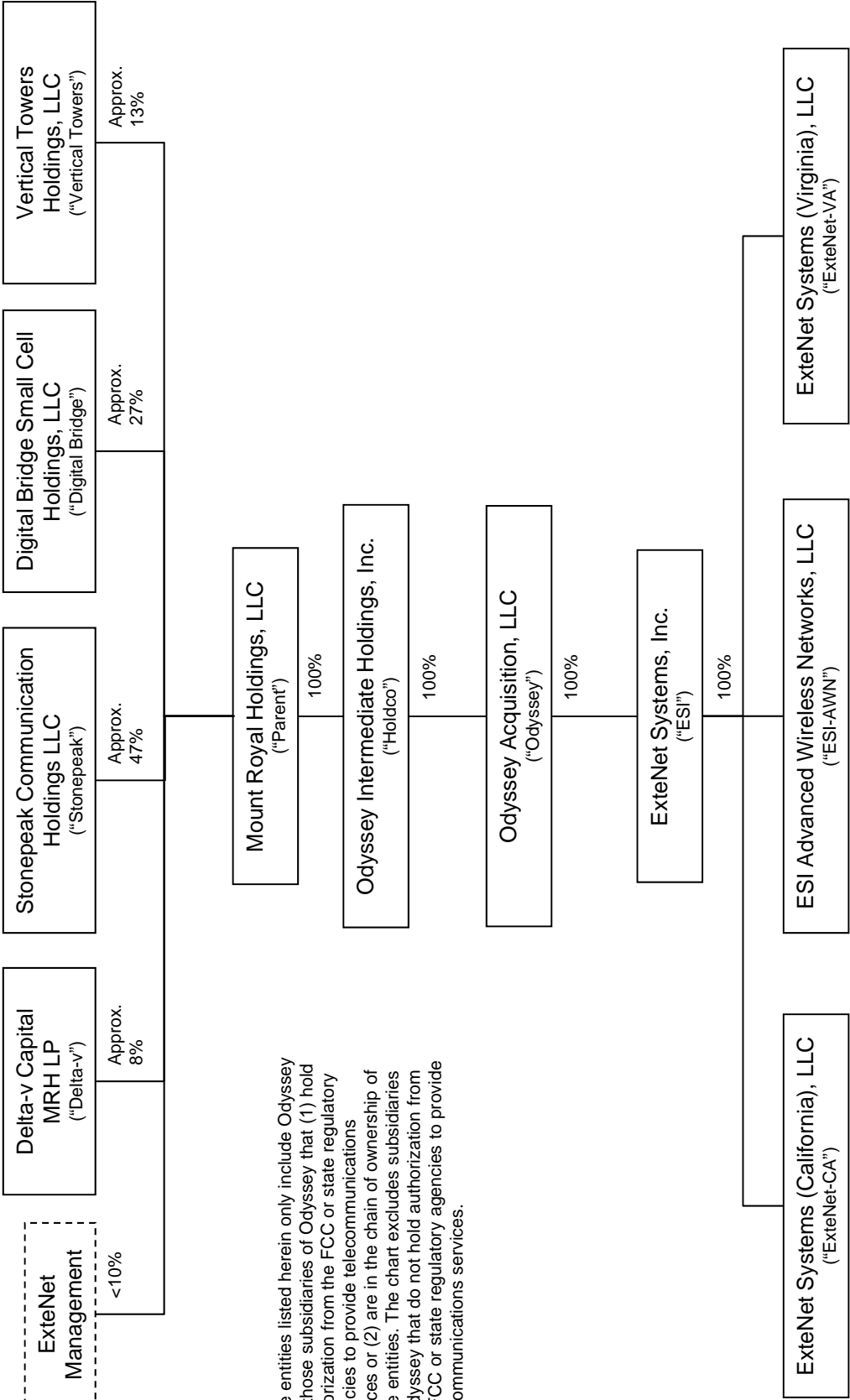
Current Entity Structure of Parent and ExteNet*



* The entities listed herein only include Odyssey and those subsidiaries of Odyssey that (1) hold authorization from the FCC or state regulatory agencies to provide telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of Odyssey that do not hold authorization from the FCC or state regulatory agencies to provide telecommunications services.

All percentages represent voting equity.

Post-Conversion and Post-Pro Forma Change Entity Structure of Parent and ExteNet*



* The entities listed herein only include Odyssey and those subsidiaries of Odyssey that (1) hold authorization from the FCC or state regulatory agencies to provide telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of Odyssey that do not hold authorization from the FCC or state regulatory agencies to provide telecommunications services.

All percentages represent voting equity.

ATTACHMENT 2

**ExteNet Systems, Inc.
Certificate of Good Standing from Ohio Secretary of State**

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show EXTENET SYSTEMS, INC., a Delaware corporation, having qualified to do business within the State of Ohio on August 18, 2006 under License No. 1642473 is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 31st day of July, A.D. 2015.*

A handwritten signature in dark ink that reads "Jon Husted".

Ohio Secretary of State

Validation Number: 201521203100

ATTACHMENT 3

List of Officers and Directors

The current officers and directors of ESI include:

Officers

Ross W. Manire – President & CEO
Oliver Valente – Executive VP & COO
Eric Lekacz – Executive VP, Business Development and Strategy
Daniel L. Timm – Executive VP, CFO, Treasurer & Assistant Secretary
Andrew Chavez - Senior VP, Sales & Marketing
George Vinyard – General Counsel
Douglas Newkirk – Assistant Secretary

Directors

Ross W. Manire
Marc Ganzi
Brian McMullen

This foregoing document was electronically filed with the Public Utilities

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1/7/2016 6:01:57 PM

in

Case No(s). 16-0017-TP-CIO

Summary: Application Application for Approval of a Pro Forma Internal Change in Direct Ownership of ExteNet Systems, Inc. to Odyssey Acquisition, LLC electronically filed by Mr. Brett P Ferencak on behalf of Enventis Telecom, Inc. and Odyssey Acquisition, LLC