

Morgan Lewis

Ronald W. Del Sesto

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July 25, 2023

Via Electronic Filing (psc@utah.gov)

Gary L. Widerburg, Commission Administrator
Utah Public Service Commission
Heber M. Wells Building, 4th Floor
160 East 300 South
Salt Lake City, Utah 84111

Re: Docket Nos. 23-2586-01 and 23-2628-01

**Joint Application of ExteNet Asset Entity, LLC and ExteNet Systems, LLC
for Approval to Transfer Certain Assets Between Applicants**

Dear Commission Administrator Widerburg:

Attached for filing with the Commission is the above-referenced Joint Application. Please acknowledge receipt and acceptance of this filing. Should you have any questions concerning this filing, please do not hesitate to contact the persons identified in the Joint Application.

Respectfully submitted,

/s/ Ronald W. Del Sesto

Ronald W. Del Sesto (DC Bar #463354)

Counsel for Applicants

Morgan, Lewis & Bockius LLP

1111 Pennsylvania Avenue, NW
Washington, DC 20004
United States

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Ronald W. Del Sesto (DC Bar #463354)
Morgan, Lewis & Bockius, LLP
1111 Pennsylvania Ave. N.W.
Washington, DC 20004-2541
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ronald.delsesto@morganlewis.com

Attorney for Applicants

BEFORE THE UTAH PUBLIC SERVICE COMMISSION

In the Matter of the Joint Application of ExteNet Systems, LLC and ExteNet Asset Entity, LLC for Approval to Transfer Certain Assets Be- tween Applicants	DOCKET NO. 23-2586-01 DOCKET NO. 23-2628-01 JOINT APPLICATION
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JOINT APPLICATION

ExteNet Asset Entity, LLC (“EAE”) and ExteNet Systems, LLC (“ESL”), by their under-
signed counsel, submit this Joint Application pursuant to Utah Code Ann. § 54-4-30 and the rules
of the Public Service Commission of Utah (the “Commission”), including R746-349-7. Applicants
request approval, to the extent required,¹ to transfer certain assets, including customer contracts
and related telecommunications network infrastructure, between Applicants (the “Transaction”),
in connection with certain financing arrangements.

¹ Applicants believe that they qualify under Utah Code § 54-8b-3.4 for an exemption from
the requirements of Utah Code Ann. § 54-4-30 because each is a competitive entrant and does not
receive high-cost support from the Utah Universal Public Telecommunications Support Fund. *See*
Utah Code §§ 54-8b-3.4(1)(a)(i) & 54-8b-3.4(2). Therefore, the Applicants may need only submit
notice of the Transaction prior to its completion. Utah Code § 54-8b-3.4(1)(b). To the extent such
approval is not necessary, Applicants request that the Commission treat this Joint Application as a
notification pursuant to Utah Code §§ 54-8b-3.4(1).

As described below, the Transaction will appropriately distribute assets between the entities participating in the financing arrangements and those that are not. The Transaction will be seamless to customers with respect to the services that those customers receive and the rates and terms of those services. The Transaction will not cause confusion or disruption to customers since EAE and ESL 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. Out of an abundance of caution however, Applicants request a waiver of Utah Code Ann. § 54-8b-18 and Utah Admin. Code R746-349-5 to the extent they are applicable to the transfer of customer contracts between Applicants that will result from the Transaction.

In support of this Joint Application, Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANT

EAE is a 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 ESL. 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. 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.

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 (“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 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 Utah, ESL holds Certificate No. 2586 for services limited to distributed antenna systems through which it may provide transport and backhaul services to other carriers and may not offer telecommunications services to the general public; and EAE holds Certificate No. 2628 to provide public telecommunications services within the State of Utah, excluding operation in any area with fewer than 5,000 access lines that is served by an incumbent local exchange carrier that has fewer than 30,000 total access lines.² ESL also holds authorization from the FCC to provide domestic (interstate) telecommunications services.

² In addition, ExteNet Telecom Solutions, Inc., an indirect subsidiary of ESL, ***which is not part of the Transaction***, holds Certificate No. 2621 and is authorized to operate public telecommunications services within the State of Utah, excluding operation in any area with fewer than 5,000 access lines that is served by an incumbent local exchange carrier that has fewer than 30,000 total access lines.

II. DESIGNATED CONTACTS

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

Ronald W. Del Sesto
Trina Kwon
Morgan Lewis & Bockius LLP
1111 Pennsylvania Ave., NW
Washington, DC 20004
Tel: 202-739-3000
Fax: 202-739-3001
ronald.delsesto@morganlewis.com
trina.kwon@morganlewis.com

with a copy to:

Brian Kirk
Michael Watson
ExteNet
5844 John Hickman Pkwy, Suite 600
Frisco, TX 75034
bkirk@extenetsystems.com
mwatson@extenetsystems.com

III. DESCRIPTION OF THE TRANSACTION

The Transaction is part of Extenet's plan to obtain additional debt financing to accommodate current and future customer and growth and will appropriately distribute assets between the entities participating in certain financing arrangements, including the additional debt financing, and those that are not. As a result of the Transaction, certain contracts and related network assets will be assigned between Applicants, including customer accounts and contracts, antennas, fiber, and other telecommunications equipment. Further, assets may be assigned from EAE to ESL in order to better align and consolidate assets under similar geographical boundaries as well as to remove a portion of contracts expected to terminate prior to the maturity of the new debt contemplated to be issued under the financing arrangements. Following the Transaction, the business of each Applicant will remain the same. EAE will continue to primarily provide service and networks targeted to WSPs and ESL will continue to develop, sell, and construct new distributed networks, along with providing "lit" services to commercial users and new services. Since the Transaction is between affiliates, the Transaction is *pro forma* in nature. A depiction of the Transaction is included as **Exhibit A**.

To ensure 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 ESL. EAE will offer point-to-point telecommunications services to WSPs, other telecommunications carriers and communications providers. Conversely, to ensure seamless and uninterrupted service, all of the customers assigned to ESL will continue to receive service from ESL under the same rates, terms and conditions of services as governed by their existing contracts with EAE. 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 and ESL 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.

IV. INFORMATION REQUIRED BY R746-349-7

Pursuant to R746-349-7, Applicants provide the following information:

a. identification that it is not an ILEC,

Applicants confirm that neither of the Applicants nor any of their affiliates is an ILEC in Utah.

b. identification that it seeks approval of the Application pursuant to this rule,

Applicants confirm that they seek approval of the Joint Application pursuant to the informal adjudication process set forth in this rule.

Applicants further request that the Commission issue a report and order granting this Joint Application without a hearing consistent with Utah Code Ann. § 54-8b-3 and R746-110. If

Applicants' request for informal adjudication is uncontested, the Joint Application in the present case meets the conditions of Utah Code Ann. § 54-8b-3(1)(b) because this matter is not one of the proceedings described in Section 54-1-3(2)(a)³, and Applicants have requested that the Joint Application be adjudicated informally. In that situation, the Commission should designate this Joint Application as an informal adjudicative proceeding, presume that approval of the Transaction is in the public interest pursuant to R746-349-7(A)(3), and grant the Joint Application without a hearing.

c. a reasonably detailed description of the transaction for which approval is sought,

A reasonably detailed description of the transaction is provided in Section III, above.

d. a copy of any filings required by the Federal Communications Commission or any other state utility regulatory agency in connection with the transaction, and

Besides Utah, the Applicants have requested approval or plan to request approval in connection with the transaction in the following jurisdictions: Georgia, Louisiana, Maryland, Minnesota, Nevada, New Jersey, New York, Ohio, Oklahoma, Pennsylvania, and South Carolina. Due to the voluminous nature of the state filings, most of which contain the same information, Applicants have only attached as **Exhibit B** a copy of the New York filing requesting approval. Applicants will also provide notice to certain other PUCs. Due to the voluminous and repetitive nature of the notices to be sent to the PUCs, Applicants have not included copies of the notice filings. Applicant will provide any additional filings or notices at the request of the Commission or the parties to this docket.

³ Utah Code Ann. § 54-1-3(2)(a) provides:

The following proceedings shall be heard by at least a majority of the commissioners:

(i) general rate proceedings to establish rates for public utilities which have annual revenues generated from Utah utility service in excess of \$200,000,000; or

(ii) any proceeding which the commission determines involves an issue of significant public interest.

- e. **copies of any notices, correspondence or orders from any federal agency or any other state utility regulatory agency reviewing the transaction which is the subject of the Application.**

To date, no federal agency or state utility regulatory agency has acted on the filings for the Transaction. Importantly, Applicants have not been denied any requests for approval of the Transaction. To the extent requested by the Commission, Applicants will forward any orders or similar actions granting or denying the request for approval of the Transaction.

V. REQUEST FOR EXEMPTION

Pursuant to Utah Code Ann. § 54-8b-3, Applicants request an exemption from the requirements of Utah Code Ann. § 54-8b-18 and Utah Admin. Code R746-349-5 to the extent they are applicable to the transfer of customer between Applicants in connection with the Transaction. To ensure seamless and uninterrupted service, all of the customers transferred between ESL and EAE will continue to receive service from under the same rates, terms and conditions of services as governed their existing contracts. EAE will offer point-to-point telecommunications services to WSPs, other telecommunications carriers, and communications providers. ESL will continue to operate under its existing certificate and will continue to develop, sell, and construct new distributed networks, along with providing “lit” services to commercial users and new services. 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.

All of the affected customers are sophisticated carriers or commercial entities that receive service under individually negotiated contracts. Moreover, the transfer of customers will be virtually invisible to customers and will not cause confusion or disruption because EAE and ESL will market and perform services under the “ExteNet” brand with which customers are familiar. The existing customers will be provided 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. Sending notice of the transfer to customers stating that customers of “ExteNet” are moving to “ExteNet” would likely cause confusion among customers. The FCC has stated that a change in corporate structure that is invisible to the affected customers does not constitute a “transfer” for purposes of Section 258. “Indeed, in such cases, requiring notice of a change that is imperceptible to the affected subscribers might cause confusion where there would otherwise be none.”⁴

VI. PUBLIC INTEREST CONSIDERATIONS

Applicants respectfully submit that the proposed Transaction serves the public interest. The proposed Transaction is an integral part of financing arrangements that will provide support for the Applicants. The Transaction will result in the assignment of customers and assets between affiliated companies that will continue to provide telecommunications services to such assigned customers without interruption. EAE 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). Conversely, ESL will offer services at the same rates and on the same terms and conditions as previously provided by EAE (subject to future changes pursuant to applicable law and contract provisions). Given that EAE and ESL share the same management team, customers will continue to benefit from that team’s knowledge and experience in the Utah market. EAE and ESL offer customers a wide array of services, thus providing Utah consumers greater choice for innovative and technologically advanced telecommunications services, high quality customer service, and competitive prices. EAE and ESL operate their respective networks and offer services designed to meet the individual needs of its WSP customers in providing high quality

⁴ First Report and Order in CC Docket No. 00-257 and Fourth Report and Order in CC Docket No. 94-129, 2000 Biennial Review- Review of Policies and Rules Concerning Unauthorized Changes of Consumers Long Distance Carriers, FCC 01-156.

services to their end-user customers in an efficient and cost-effective manner. The affected customers of Applicants 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. In accordance with the terms of their service contracts, Applicants will promptly and properly notify its customers of the proposed Transaction and the change in such customers' telecommunications provider from ESL to EAE or EAE to ESL, as applicable.

VI. CONCLUSION

WHEREFORE, Applicants submit that the public interest, convenience, and necessity would be furthered by adjudicating this Application informally pursuant to R746-349-7 and granting this Application (1) authorizing Applicants to complete the Transaction described above, and (2) exempting Applicants from the requirements of Utah Code Ann. § 54-8b-18 and Utah Admin. Code R746-349-5 to the extent they are applicable to the transfer of customer between Applicants in connection with the Transaction .

Respectfully submitted this 25th day of July 2023.

/s/ Ronald W. Del Sesto
Ronald W. Del Sesto (DC Bar #463354)
Morgan, Lewis & Bockius, LLP
1111 Pennsylvania Ave. N.W.
Washington, DC 20004-2541
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ronald.delsesto@morganlewis.com

Counsel for Applicants

LIST OF EXHIBITS

EXHIBIT A Depiction of Transaction Chart

EXHIBIT B New York Petition

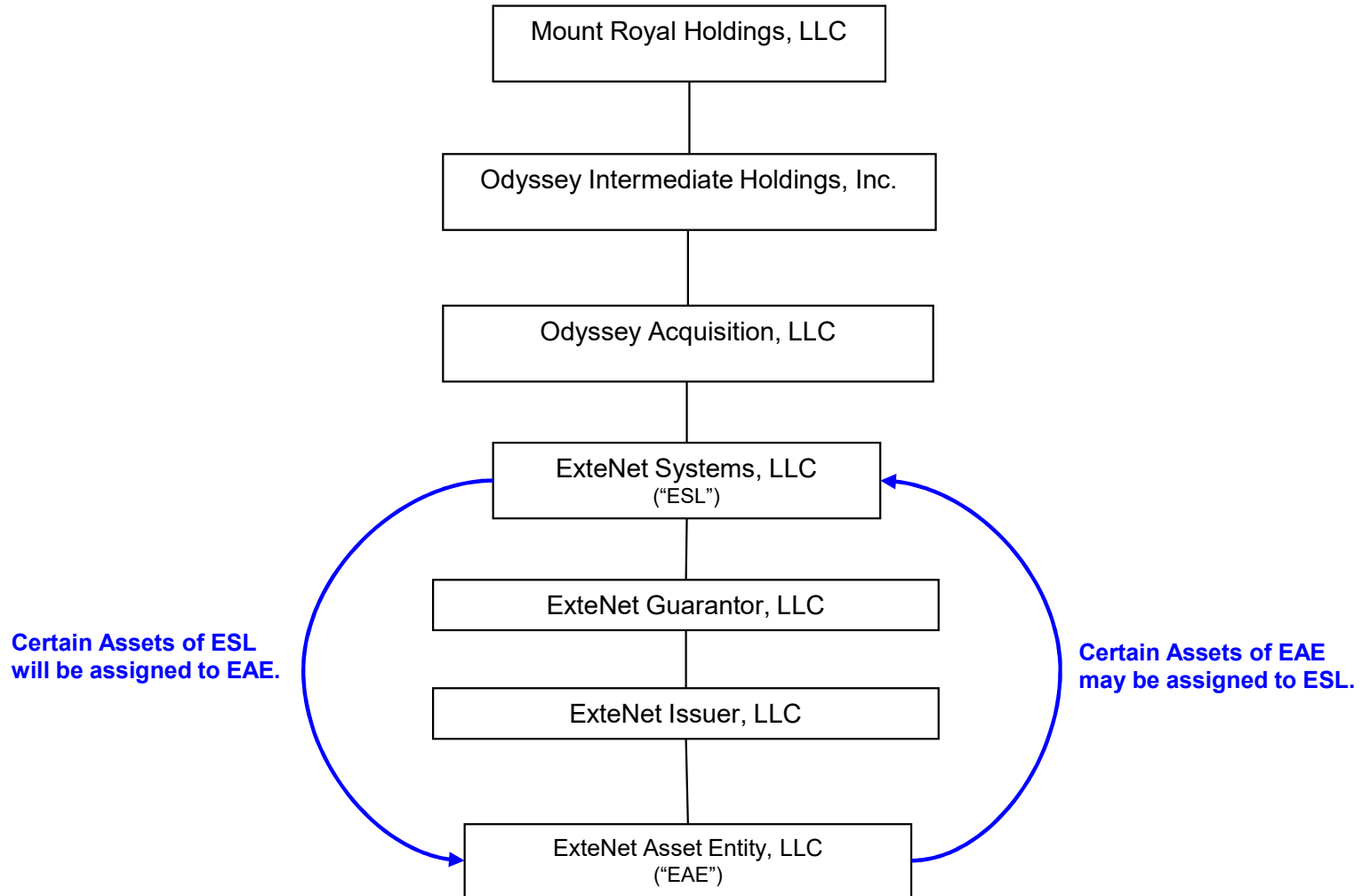
VERIFICATION

CERTIFICATE OF GOOD STANDING

EXHIBIT A

Depiction of Transaction Chart

Depiction of Transaction*



All ownership percentages depicted are 100%.

* The entities listed herein include only those entities that (1) are Petitioners or (2) are in the chain of ownership of those entities. The chart excludes all other subsidiaries of ESL.

EXHIBIT B

New York Petition

Ferenchak, Brett P.

From: Ferenchak, Brett P.
Sent: Friday, July 14, 2023 3:35 PM
To: Hon. Michelle L. Phillips (secretary@dps.ny.gov)
Cc: Del Sesto, Jr., Ronald W.; Kwon, Trina
Subject: New Filing Petition: Transfer of Assets (No Stated Value)
Attachments: NY Petition.pdf; NY Transmittal.pdf

Secretary Phillips,

Attached for filing is the Petition described below and associated transmittal letter:

Matter Type: Petition

Matter Subtype: Transfer of Assets (No Stated Value)

Matter Title: Joint Petition of ExteNet Asset Entity, LLC and ExteNet Systems, LLC for Approval to Transfer of Certain Assets Between Petitioners

Petitioners: ExteNet Asset Entity, LLC and ExteNet Systems, LLC

I would appreciate confirmation of receipt and acceptance. Please do not hesitate to contact me with any questions.

Regards,
Brett Ferenchak

Brett P. Ferenchak

Morgan, Lewis & Bockius LLP

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Trina Kwon

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trina.kwon@morganlewis.com

July 14, 2023

Via Electronic Filing

Hon. Michelle L. Phillips, Secretary
New York Public Service Commission
Agency Building 3
Three Empire State Plaza
Albany, NY 12223-1350
secretary@dps.ny.gov

Re: Joint Petition of ExteNet Asset Entity, LLC, and ExteNet Systems, LLC for Approval to Transfer of Certain Assets Between Petitioners

Dear Secretary Phillips:

Attached for filing with the Commission is the above-referenced Joint Petition. Please acknowledge receipt and acceptance of this filing. Should you have any questions concerning this filing, please do not hesitate to contact us.

Respectfully submitted,



Ronald W. Del Sesto
Brett P. Ferenchak
Trina Kwon

Counsel for Petitioners

Morgan, Lewis & Bockius LLP

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Washington, DC 20004
United States

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**BEFORE THE
NEW YORK PUBLIC SERVICE COMMISSION**

Joint Petition of

ExteNet Asset Entity, LLC

And

ExteNet Systems, LLC

for Approval to Transfer of Certain Assets
Between Petitioners

Matter No. _____

JOINT PETITION

ExteNet Asset Entity, LLC (“EAE”) and ExteNet Systems, LLC (“ESL”) (together, “Petitioners”) respectfully request approval by the New York Public Service Commission (“Commission”), to the extent required pursuant to N.Y. Pub. Serv. L. §§ 92-e, 99, and 100, to transfer certain assets, including customer contracts and related telecommunications network infrastructure, between Petitioners (the “Transaction”) in connection with certain financing arrangements for which EAE has existing authority from the Commission.¹ As described below, the Transaction will appropriately distribute assets between the entities participating in the financing arrangements and those that are not. The Transaction will be seamless to customers with respect to the services that those customers receive and the rates and terms of those services. The Transaction will not cause confusion or disruption to customers since EAE and ESL will market and perform their respective services under the “Extenet” brand with which customers

¹ EAE is currently authorized to enter into, or to participate in, financing arrangements in an aggregate amount of up to \$780 million, with flexibility within that aggregate amount to negotiate particular market-based terms within the range described in its Petition. See Matter No. 18-02642. ESL is currently authorized to enter into, or to participate in, financing arrangements in an aggregate amount of up to \$750 million, with flexibility within that aggregate amount to negotiate particular market-based terms within the range described in its Petition. See Matter No. 17-01954.

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, Petitioners provide the following information:

I. DESCRIPTION OF PETITIONERS

EAE is a 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 ESL. 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. 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 ("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.

² Additional information regarding the ownership of Parent was provided in Matter No. 15-01660 and is incorporated by reference.

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 New York, ESL is authorized to operate as a facilities-based provider and reseller of telephone service, without authority to provide local exchange service, pursuant to a Certificate granted in Case No. 05-C-1428; EAE is authorized to operate as a facilities-based provider and reseller of telephone service, without authority to provide local exchange service, pursuant to a Certificate granted in Matter No. 18-02641.³ ESL also holds authorization from the FCC to provide domestic (interstate) telecommunications services.

II. CONTACTS

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to the following.

Ronald W. Del Sesto
Brett P. Ferenchak
Trina Kwon
Morgan Lewis & Bockius LLP
1111 Pennsylvania Ave., NW
Washington, DC 20004
Tel: 202-739-3000
Fax: 202-739-3001
ronald.delsesto@morganlewis.com
brett.ferenchak@morganlewis.com
trina.kwon@morganlewis.com

With a copy to:
Brian Kirk
Michael Watson
Extenet
5844 John Hickman Pkwy, Suite 600
Frisco, TX 75034
bkirk@extenetsystems.com
mwatson@extenetsystems.com

³ In addition, the following other indirect subsidiaries ***that are not part of the Transaction*** hold authority in New York: ExteNet Telecom Solutions, Inc. (formerly known as Hudson Fiber Network, Inc.) (“ETS”) is authorized to operate as a facilities-based provider and reseller of telephone service, with authority to provide local exchange service, pursuant to a Certificate issued in Matter No. 10-00565; and ExteNet LVS, LLC is authorized to operate as a facilities-based provider and reseller of telephone service, with authority to provide local exchange service, pursuant to a Certificate issued in Matter No. 23-00567.

III. DESCRIPTION OF THE TRANSACTION

The Transaction is part of Extenet's plan to obtain additional debt financing to accommodate current and future customer and growth and will appropriately distribute assets between the entities participating in certain financing arrangements, including the additional debt financing, and those that are not. As a result of the Transaction, certain contracts and related network assets will be assigned between Petitioners, including customer accounts and contracts, antennas, fiber, and other telecommunications equipment. Further, assets may be assigned from EAE to ESL in order to better align and consolidate assets under similar geographical boundaries as well as to remove a portion of contracts expected to terminate prior to the maturity of the new debt contemplated to be issued under the financing arrangements. Following the Transaction, the business of each Petitioners will remain the same. EAE will continue to primarily provide service and networks targeted to WSPs and ESL will continue to develop, sell, and construct new distributed networks, along with providing "lit" services to commercial users and new services. Since the Transaction is between affiliates, the Transaction is *pro forma* in nature. A depiction of the Transaction is included as Exhibit A.

To ensure 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 ESL. EAE will offer point-to-point telecommunications services to WSPs, other telecommunications carriers and communications providers. Conversely, to ensure seamless and uninterrupted service, all of the customers assigned to ESL will continue to receive service from ESL under the same rates, terms and conditions of services as governed by their existing contracts with EAE. 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 and ESL 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.

V. PUBLIC INTEREST CONSIDERATIONS

Petitioners respectfully submit that the proposed Transaction serves the public interest. As an integral part of the financing arrangements, which the Commission found were in the public interest,⁴ the Transaction also serves the public interest. The Transaction will result in the assignment of customers and assets between affiliated companies that will continue to provide telecommunications services to such assigned customers without interruption. EAE 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). Conversely, ESL will offer services at the same rates and on the same terms and conditions as previously provided by EAE (subject to future changes pursuant to applicable law and contract provisions). Given that EAE and ESL share the same management team, customers will continue to benefit from that team’s knowledge and experience in the New York market. EAE and ESL offer customers a wide array of services, thus providing New York consumers greater choice for innovative and technologically advanced telecommunications services, high quality customer service, and competitive prices. EAE and ESL operate their respective 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. The affected customers of Petitioners are sophisticated communications carriers and enterprise customers that negotiate individual

⁴ See Matter Nos. 18-02642 & 17-01954.

contracts that typically include terms associated with the assignment of the contract to other entities. In accordance with the terms of their service contracts, Petitioners will promptly and properly notify its customers of the proposed Transaction and the change in such customers' telecommunications provider from ESL to EAE or EAE to ESL, as applicable.

VII. CONCLUSION

WHEREFORE, for the reasons set forth above, Petitioners request the Commission grant all authority necessary for Petitioners to transfer certain asset between them as described herein.

Respectfully submitted,



Ronald W. Del Sesto
Brett P. Ferenchak
Trina Kwon
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brett.ferenchak@morganlewis.com
trina.kwon@morganlewis.com

Counsel for Petitioners

Dated: July 14, 2023

LIST OF EXHIBITS

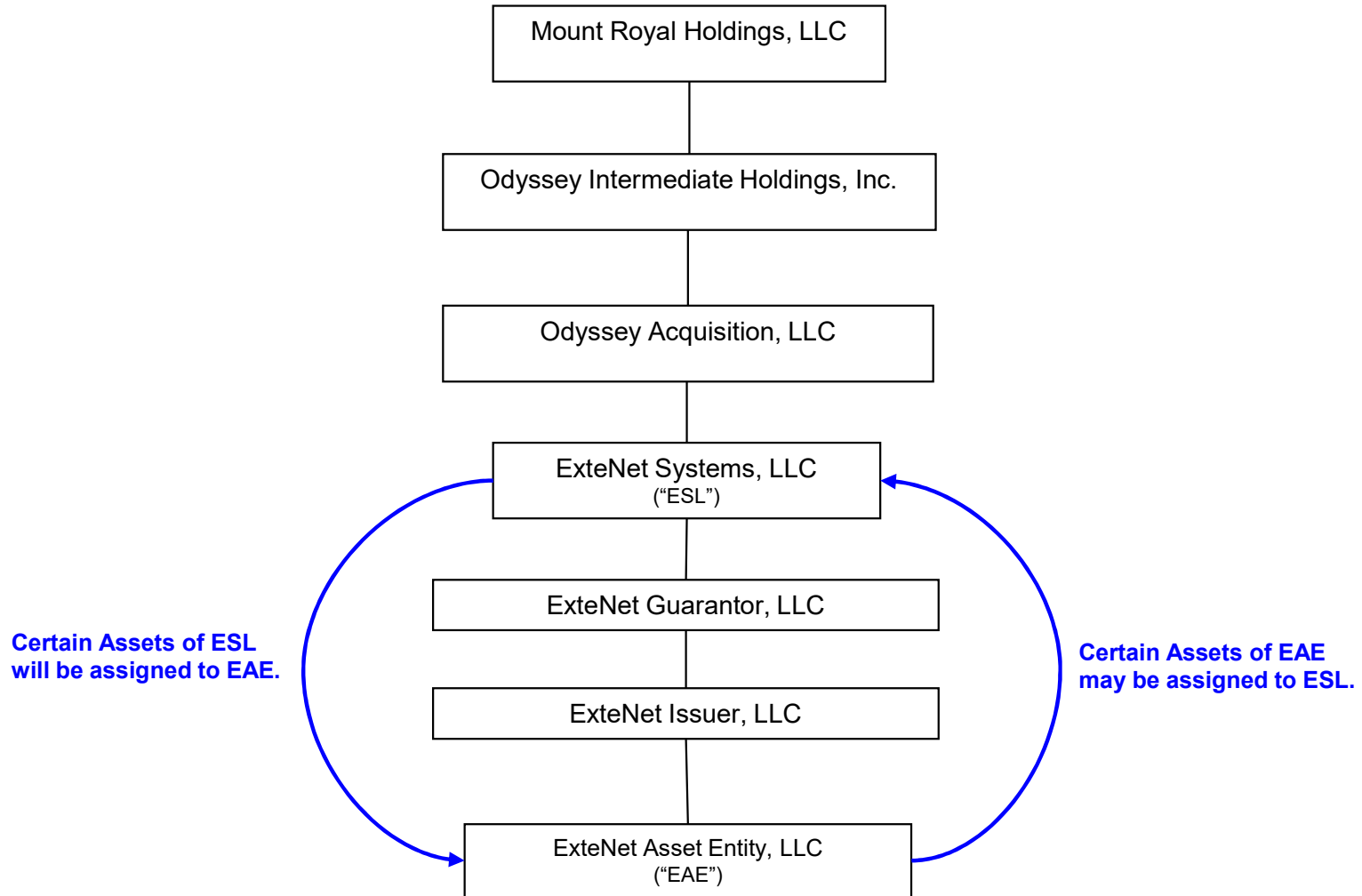
Exhibit A Depiction of Transaction

Verification

EXHIBIT A

Depiction of Transaction

Depiction of Transaction*



All ownership percentages depicted are 100%.

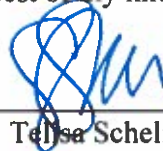
* The entities listed herein include only those entities that (1) are Petitioners or (2) are in the chain of ownership of those entities. The chart excludes all other subsidiaries of ESL.

STATE OF TEXAS
COUNTY OF COLLIN

§
§
§

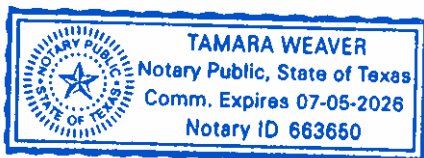
VERIFICATION

I, Telisa Schelin, state that I am the SVP, General Counsel and Secretary 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 Asset Entity, 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: Telisa Schelin
Title: SVP, General Counsel and Secretary
ExteNet Systems, LLC

Sworn and subscribed before me this 13 day of July, 2023.



Notary Public

VERIFICATION

VERIFICATION

I, Telisa Schelin, SVP, General Counsel and Secretary of ExteNet Systems LLC (“ESL”),
declare as follows:

1. I am authorized to make this Verification on behalf of ESL and its subsidiaries, including ExteNet Asset Entity, LLC. (collectively, the “Company”).
2. The foregoing filing was prepared under my direction and supervision.
3. The contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under criminal penalty under the law of Utah that the foregoing is true and correct.

Signed on the 25th day of July, 2023, at Collin County, Texas.

Telisa Schelin

Printed name

Telisa Schelin
SVP, General Counsel and Secretary
ExteNet Systems, LLC

**CERTIFICATE OF GOOD STANDING
DISTRICT OF COLUMBIA BAR**



*On behalf of JULIO A. CASTILLO, Clerk of the District of Columbia Court of Appeals,
the District of Columbia Bar does hereby certify that*

Ronald W Del Sesto Jr.

*was duly qualified and admitted on June 4, 1999 as an attorney and counselor entitled to
practice before this Court; and is, on the date indicated below, an Active member in good
standing of this Bar.*

*In Testimony Whereof,
I have hereunto subscribed my
name and affixed the seal of this
Court at the City of
Washington, D.C., on July 24, 2023.*

Julio A. Castillo
JULIO A. CASTILLO
Clerk of the Court

Issued By:

A handwritten signature in black ink, appearing to read "David Chu".

David Chu - Director, Membership
District of Columbia Bar Membership

***For questions or concerns, please contact the D.C. Bar Membership Office at 202-626-3475 or email
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