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PUBLIC SERVICE
COMMISSION

December 21, 2015

Via Overnight Courier

Jeff Derouen, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40601

Re: Notification Regarding the Transfer of Indirect Control of ExteNet Systems, Inc. to Odyssey Acquisition, LLC (Filed August 7, 2015) - NOTICE OF CONSUMMATION

Notification of (1) Acquisitions and Dispositions of Greater than 10 Percent Indirect Voting Equity Interests in ExteNet Systems, Inc. and (2) a Pro Forma Internal Change in Direct Ownership of ExteNet Systems, Inc.

Dear Mr. Derouen:

This letter notifies the Commission that on November 13, 2015, the transfer of control of ExteNet Systems, Inc. (Utility ID 5056960) (“ESI”) to Odyssey Acquisition, LLC (“Odyssey”) and its indirect parent, Mount Royal Holdings, LLC (“Parent”) (the “ExteNet Transaction”), was completed as described in the above-referenced Notification filed on August 7, 2015 (the “August Notification”).

Parent, Odyssey, ExteNet Holdings, Inc. (“ExteNet Holdings”), and ExteNet Systems, Inc. (“ESI”) (collectively, the “Parties”) also notify the Commission: (1) that Vertical Towers Holdings, LLC (“Vertical Towers”) plans to obtain a greater than 10 percent indirect voting equity interest in ESI, and that there may be certain other changes in indirect minority voting interests in ESI; and (2) of a proposed *pro forma* internal change in direct ownership of ESI from ExteNet Holdings to Odyssey, the direct parent of ExteNet Holdings. Since Commission action is not required to complete these transactions,¹ the Parties submit this letter for informational purposes.

¹ See the Orders issued in Admin. Case No. 359 on June 21, 1996 and No. 370 on January 8, 1998, and 807 KAR 5:011, Section 11.

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 designs, builds, owns and operates 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, ESI and its subsidiaries (collectively, “ExteNet”) deploy 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 Kentucky, ESI is authorized to provide competitive local exchange telecommunications services pursuant its registration (Utility ID 5056960).

Parent is a Delaware limited liability company and the ultimate parent company of Odyssey, 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.² 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. Vertical Towers is an investment vehicle of GS Infrastructure Partners II, an affiliate of The Goldman Sachs Group, Inc.

Additional information regarding Odyssey and Parent was provided in the *August Notification* and is incorporated by reference.

Contacts

For the purposes of this filing, contacts are as follows:

For the Parties:

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² 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.

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With copies for Parent to:

Warren Roll, Principal
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and:

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With copies for ExteNet to:

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and

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With copies for Vertical Towers to:

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and

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Description of the Transactions

At closing of the ExteNet Transaction, Vertical Towers had approximately 9.9 percent of the voting equity in Parent. Vertical Towers now 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 and, therefore, the Conversion may constitute an indirect minority transfer of control of ESI under KRS § 278.020(6).

As a result of additional equity contributions or other transactions in the future, the equity interests of Parent's direct and indirect owners may be diluted. As a result, certain entities whose direct or indirect equity interest in Parent may exceed 10 percent upon completion of the Conversion may drop below 10 percent in the future and may then exceed 10 percent once again following additional capital contributions or other transactions. The Parties notify the Commission that those entities identified in this filing as potentially having 10 percent or more direct or indirect interest in Parent³ may own or control less than 50 percent of Parent without submitting additional notice if their interest drops below 10 percent and then increases above 10 percent in the future.

In addition, the Parties notify the Commission of the planned *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, Exhibit A contains a table illustrating the ownership of Parent currently and following the Conversion. Exhibit B is the entity ownership structure currently and following the Conversion and *Pro Forma* Change.

The Conversion and *Pro Forma* Change (together, the "Transactions") are in the public interest. They 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 Transactions will not affect the rates, terms and conditions under which ESI operates. Following completion of the Transactions, 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 allowing future transactions that increase or decrease minority voting interests, without introducing any new controlling stockholders, will provide ESI greater flexibility in its financing arrangements without affecting customers or the public interest.

³ These entities include: (a) Digital Bridge; (b) Stonepeak, its funds and certain of the limited partners of those Stonepeak funds including (i) TIAA-CREF and its affiliated funds, (ii) the Teacher Retirement System of Texas and (iii) VRS; (c) Delta-v; and (d) Vertical Towers.

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

Respectfully submitted,



Russell M. Blau
Brett P. Ferencak

Counsel for the Parties

EXHIBIT A

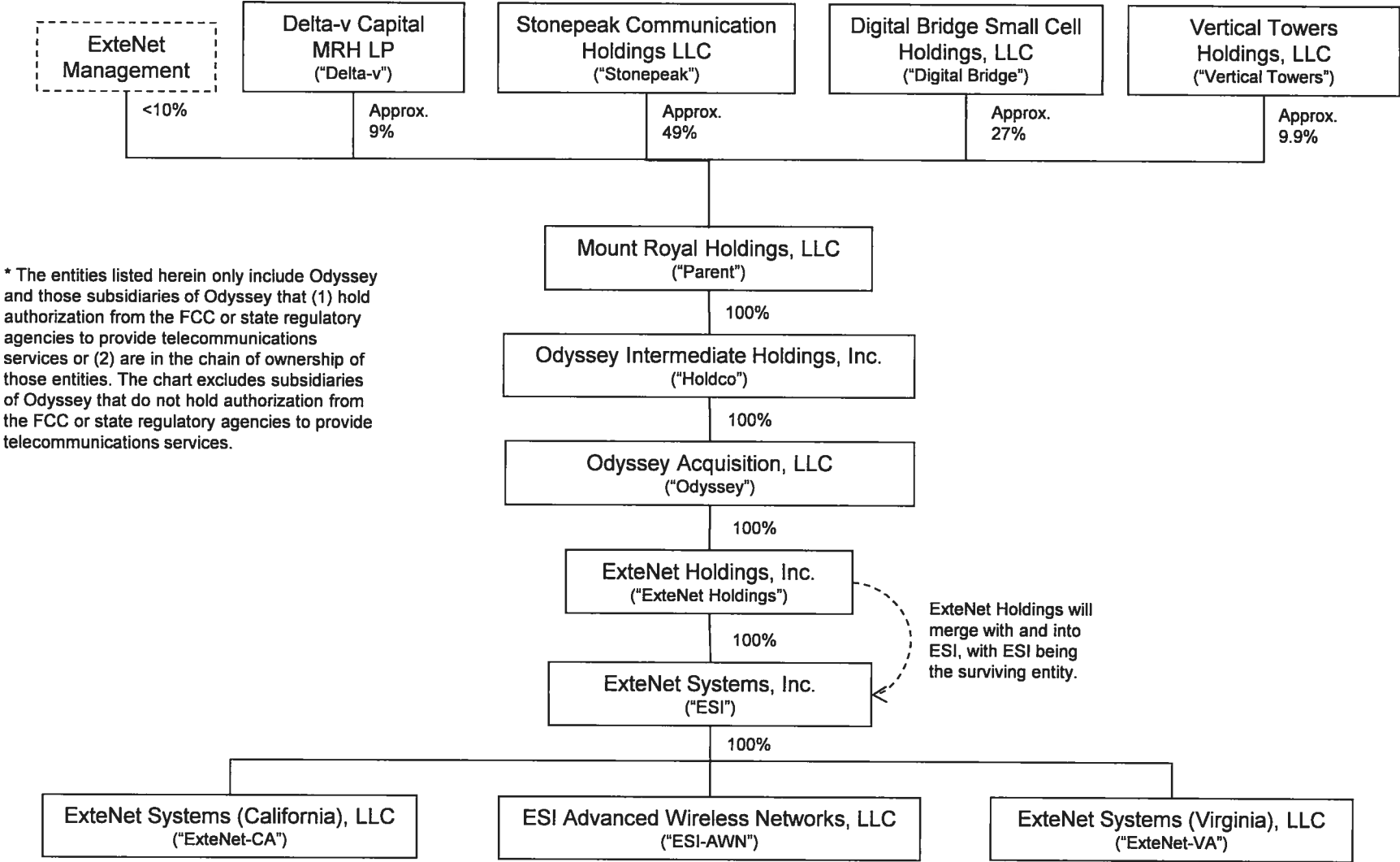
**Entity Structure of Parent at
Closing of the ExteNet Transaction and Post-Conversion**

<u>INVESTOR</u>	<u>Voting Equity % in Parent Currently</u>	<u>Voting Equity % in Parent Following Conversion</u>
Stonepeak Communication Holdings LLC	Approx. 49%	Approx. 47%
Digital Bridge Small Cell Holdings, LLC	Approx. 27%	Approx. 27%
Delta-v Capital MRH LP	Approx. 9%	Approx. 8%
Vertical Towers Holdings, LLC	Approx. 9.9%	Approx. 13%
ExteNet Management	Less than 10%	Less than 10%

EXHIBIT B

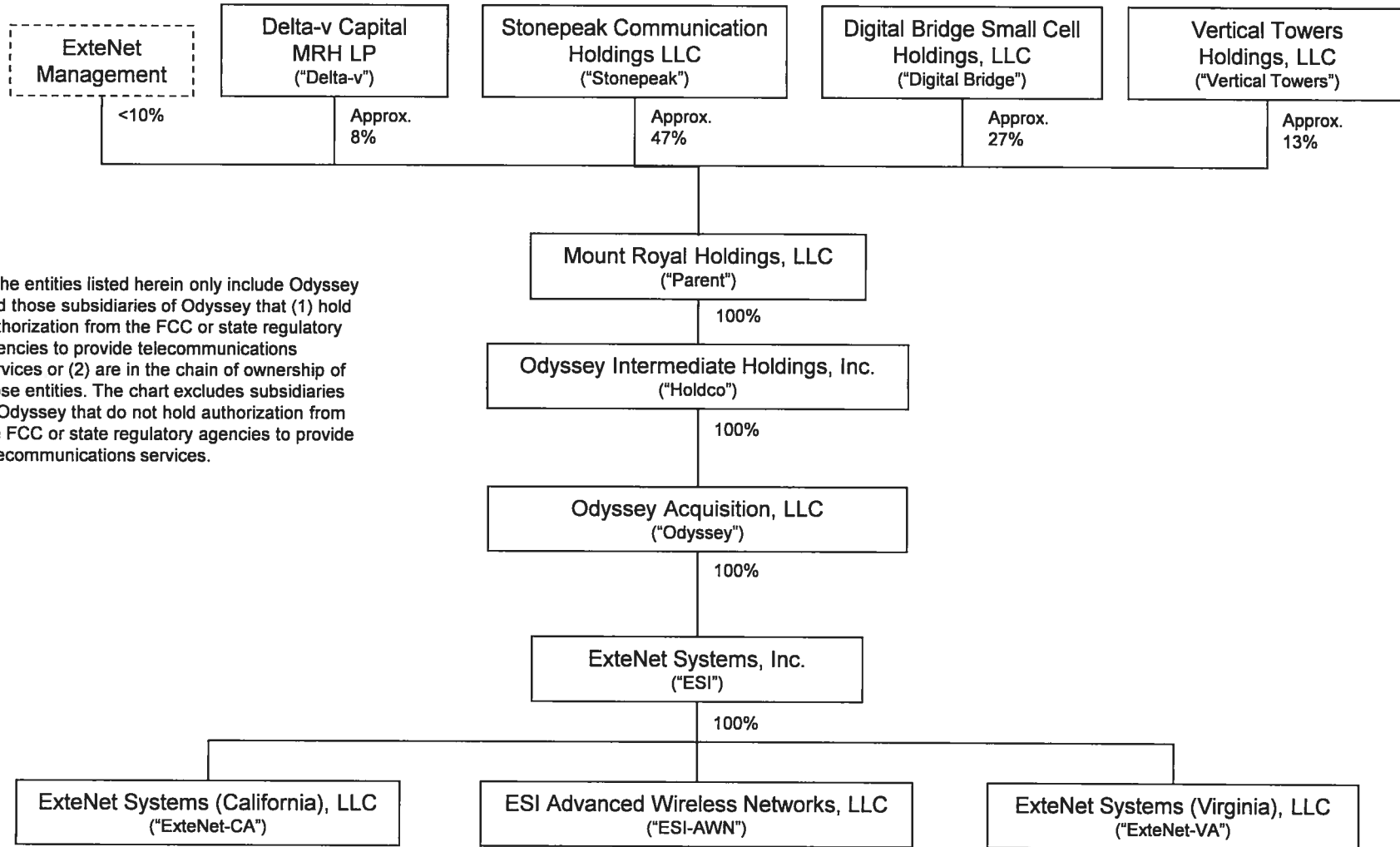
Current and Post-Conversion and *Pro Forma* Change Entity Ownership Structure

Current Entity Structure of Parent and ExteNet*



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.

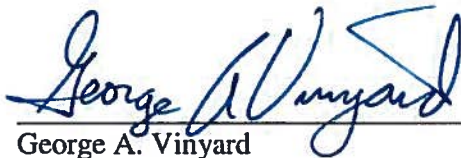
All percentages represent voting equity.

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 Oct. 22, 2017



STATE OF NEW YORK
COUNTY OF NEW YORK

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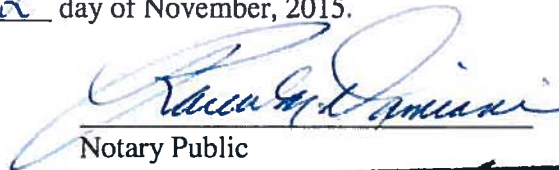
VERIFICATION

I, Edward Pallesen, state that I am Vice President of Vertical Towers Holdings, 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.



Name: Edward Pallesen
Title: Vice President
Vertical Towers Holdings, LLC

Sworn and subscribed before me this 2nd day of November, 2015.



Notary Public

My commission expires July 23, 2019

