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PUBLIC SERVICE
COMMISSION

November 11, 2020

Via E-mail

Kent Chandler, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-8294
PSCED@ky.gov

RE: Notification of Proposed Indirect Minority Ownership Change of ExteNet Systems, Inc., ExteNet Asset Entity, LLC, and Hudson Fiber Network Inc

Dear Mr. Chandler:

ExteNet Systems, Inc. ("ESI"), ExteNet Asset Entity, LLC ("EAE"), and Hudson Fiber Network Inc ("HFN") (together, the "Licensees"), JH Killington Communications, LLC ("JH Killington"), and Mount Royal Holdings, LLC ("Parent", and collectively with Licensees and JH Killington, the "Parties") notify the Kentucky Public Service Commission ("Commission") of a proposed change in indirect minority ownership interest in Parent, the ultimate parent company of Licensees. Since Commission action is not required for the Transaction, the Parties submit this letter for informational purposes.¹

Description of the Parties

The executive office of Licensees is at 3030 Warrenville Rd., Suite 340, Lisle, Illinois 60532. EAE is a Delaware limited liability company. HFN is a New Jersey corporation. EAE and HFN are each wholly owned subsidiaries of ESI. ESI is a Delaware corporation and a direct, wholly owned subsidiary of Odyssey Acquisition, LLC ("Odyssey"), a Delaware limited liability company, which is in turn an indirect, wholly owned subsidiary of Parent, a Delaware limited liability company.

¹ Pursuant to the Orders issued in Admin. Case No. 359 on June 21, 1996 and Admin. Case No. 370 on January 8, 1998 and 807 KAR 5:011, Section 11, prior action by the Commission is not required for the Minority Ownership Change described herein.

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ESI and its subsidiaries, including Licensees (together, "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, small cells, Wi-Fi and other technologies, ExteNet deploys distributed networks to enhance coverage and capacity and enable superior wireless service in both outdoor and indoor environments. Primary markets addressed by ExteNet include outdoor distributed networks in a variety of densely occupied or heavily traveled settings, and venues used for sports and entertainment events, the hospitality industry, commercial buildings, and healthcare facilities. ExteNet also provides private lines or IP-based transport services to other carrier and enterprise customers.

ExteNet is authorized to provide services in the District of Columbia and every state except Alaska, Iowa, Maine, Montana, North Dakota, Vermont, and Wyoming. In Kentucky, ESI is authorized to provide competitive local exchange telecommunications services under Utility ID 5056960; HFN is authorized to provide competitive local exchange telecommunications services under Utility ID 5057920, and interexchange services under Utility ID 5179990; and EAE is authorized to provide competitive local exchange telecommunications services under Utility ID 5057890, and interexchange services under Utility ID 5179960.

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 ExteNet. 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. 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. Stonepeak Infrastructure Partners manages over \$18 billion of capital.

JH Killington is a newly formed Delaware limited liability company created for the purpose of holding a minority, non-controlling interest in ExteNet. JH Killington is owned and controlled

by John Hancock Life Insurance Company (U.S.A.), a Boston-based insurance company. John Hancock Life Insurance Company (U.S.A.) is a wholly owned subsidiary of Manulife Financial Corporation, a publicly-traded company (NYSE: MFC). JH Killington does not provide telecommunications services or have a certificate from the Commission to provide such services.

Designated Contacts

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

For Parent and Licensees:

Ronald W. Del Sesto, Jr.
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For JH Killington:

Angela E. Giancarlo
Mayer Brown
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202-263-3305 (tel)
agiancarlo@mayerbrown.com

With copies for ExteNet to:

H. Anthony Lehv
General Counsel
ExteNet Systems, Inc.
3030 Warrenville Rd., Suite 340
Lisle, IL 60532
630-245-1905 (tel)
alehv@extenetsystems.com

With copies for JH Killington to:

Myra Michail
Managing Director & Assistant Chief
Counsel, North American Investments
197 Clarendon Street C-3
Boston, Massachusetts 02116 USA
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Description of the Transaction

Pursuant to the Subscription Agreement dated October 14, 2020 between JH Killington and Parent, JH Killington will acquire equity interests in Parent representing a direct minority interest in Parent, and therefore an indirect minority interest in Licensees (the "Minority Ownership Change"). Following receipt of required approvals from the requisite regulatory agencies, Parent's Board of Directors will increase from nine to twelve Directors, with JH Killington appointing the additional three directors. For the Commission's reference, **Exhibit A** contains a table illustrating the ownership of Parent currently and following the Minority Ownership Change.

The proposed Transaction will serve the public interest, convenience, and necessity. The Minority Ownership Change will be transparent to Licensees' customers and will not transfer actual working control of Parties or create a new majority equity owner in Parent. In addition, given that the Minority Ownership Change will occur at the holding company level and will not affect the

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rates, terms and conditions under which Licensees operate or the day-to-day operations of Licensees, the Minority Ownership Change will have no effect on the services Licensees provide. Following completion of the Minority Ownership Change, Licensees will continue to provide high-quality communications services to their customers without interruption.

* * * *

Please acknowledge receipt and acceptance of this electronic filing. Please do not hesitate to contact us if you have any questions.

Respectfully submitted,

/s/ Stephany Fan

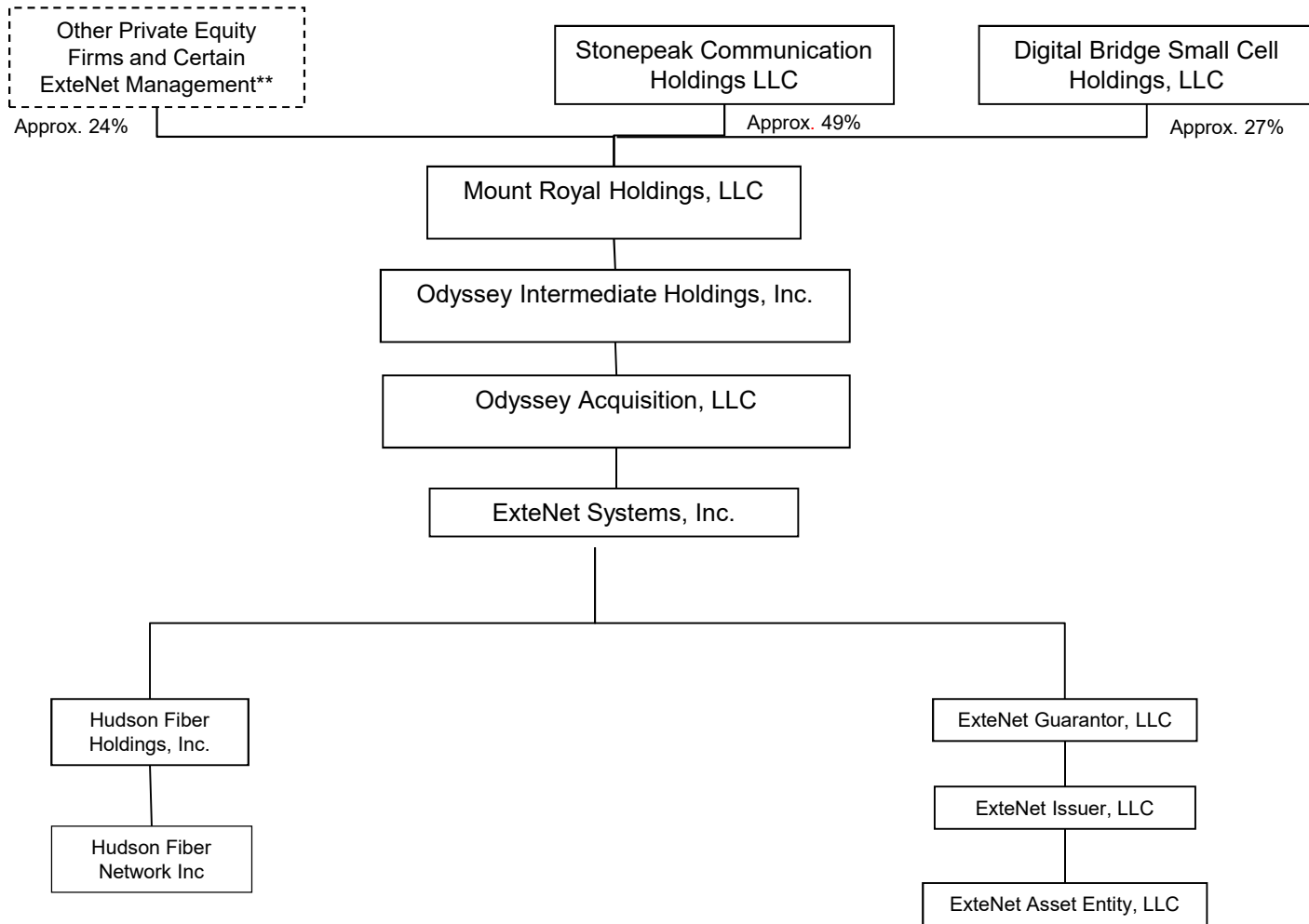
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Counsel for Parent and Licensees

EXHIBIT A

Current and Post-Transaction Minority Ownership Change Structure Charts

Current Organization*

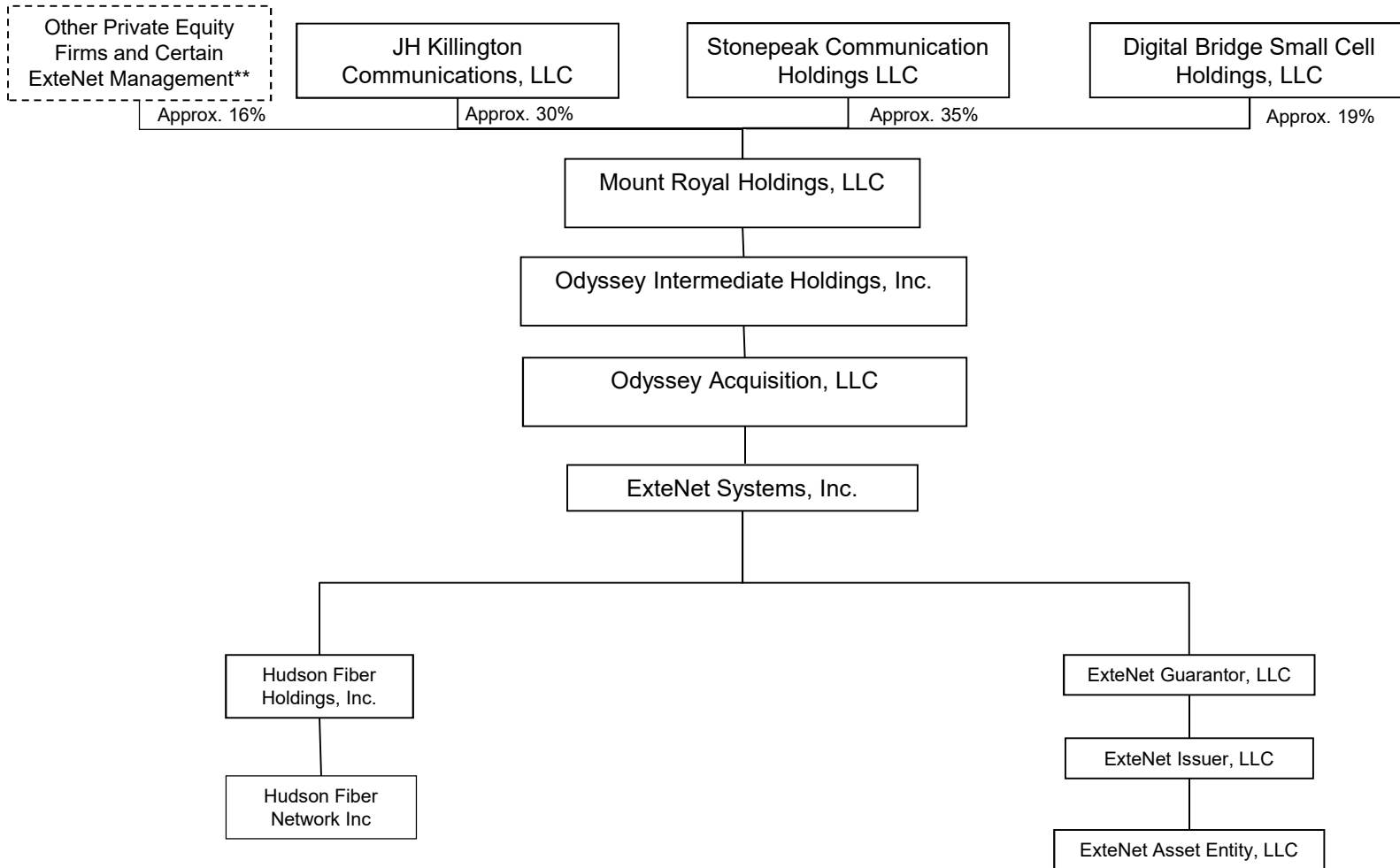


All ownership percentages depicted are 100% unless otherwise indicated.

* 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.

** To ExteneNet's knowledge, the ownership interest of each of these entities and individuals in the Licensees falls under 10%.

Post-Minority Ownership Change Organization*



All ownership percentages depicted are 100% unless otherwise indicated.

* 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.

** To ExteNet's knowledge, the ownership interest of each of these entities and individuals in the Licensees falls under 10%.

VERIFICATION

I, H. Anthony Lehv, state that I am Senior Vice President, General Counsel and Secretary of ExteNet Systems, Inc. (“ESI”), and Senior Vice President and Secretary of ESI’s subsidiaries, including ExteNet Asset Entity, LLC and Hudson Fiber Network, Inc. (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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 27th day of October, 2020.




H. Anthony Lehv
Senior Vice President, General Counsel and Secretary
ExteNet Systems, Inc.

Secretary and Senior Vice President
ExteNet Asset Entity, LLC
Hudson Fiber Network, Inc.

VERIFICATION

I, Marc Ganzi, state that I am President and Treasurer of Mount Royal 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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 27th day of October, 2020.



Marc Ganzi
President and Treasurer
Mount Royal Holdings, LLC

VERIFICATION

I, Edward Dunn, am a Member of the Executive Committee of JH Killington Communications, 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.

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



Edward Dunn
Executive Committee
JH Killington Communications, LLC

Date: November 5, 2020