

Morgan Lewis

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January 8, 2021

Via Electronic Filing and Email

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120

**Re: Docket No. A-2018-3006641
Application of ExteNet Asset Entity, LLC for Approval to Offer, Render,
Furnish or Supply Telecommunications Services in the Commonwealth of
Pennsylvania**

SUPPLEMENT

Dear Ms. Chiavetta:

ExteNet Asset Entity, LLC ("Applicant" or "EAE") submits the following information to update its Application for Approval to Offer, Render, Furnish or Supply Telecommunications Services in the Commonwealth of Pennsylvania filed on December 13, 2018. Applicant currently holds provisional authority to supply telecommunications services as a Competitive Access Provider as granted in the above-referenced docket on January 30, 2019.

Applicant specifically provides an updated description of its proposed services, states where Applicant currently holds authorization to provide telecommunications service, Applicant's affiliates that hold authorization to render public utility services both in Pennsylvania and in other jurisdictions, updated financial information, an updated list of officers, and updated contact information for Section 3 of the above-referenced Application.

Description of Proposed Services

Applicant seeks authority to provide competitive access services in Pennsylvania on a state-wide basis. The telecommunications services Applicant expects to provide initially will include point-to-point telecommunications services. These services will be offered to wireless service providers, other telecommunications carriers and communications providers. Applicant will provide the same services provided by its affiliate, ExteNet

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Systems, Inc. ("ESI"), and will initially utilize the existing fiber network and other telecommunications infrastructure of ESI in Pennsylvania, which will be transferred to Applicant in connection with the Asset Assignment (as defined below).

As a result of certain intra-corporate changes, Applicant will operate certain assets that will be assigned from ESI to Applicant, including certain ESI customer accounts and contracts, antennas, fiber and other telecommunications equipment. Following this transaction, Applicant will primarily provide service and networks, including dark fiber, targeted to wireless service providers. ESI 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. Applicant and ESI separately filed an application for approval of the intra-corporate assignment that will occur between ESI and Applicant (the "Asset Assignment").¹

State Authorizations and Affiliates

Applicant is authorized to provide intrastate telecommunications services in the following jurisdictions: Delaware, District of Columbia, Florida, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Missouri, New Jersey, New York, Nevada, Oklahoma, Tennessee, Rhode Island, Virginia, Washington, and Wisconsin.

Applicant has one affiliate that is a jurisdictional public utility in Pennsylvania:

ExteNet Systems, Inc. ("ESI") holds a Certificate to supply telecommunications services as a Competitive Access Provider in Pennsylvania granted in Docket No. A-311399.

Applicant has one affiliate that has a pending application for authorization in Pennsylvania:

Hudson Fiber Network Inc ("HFN") has a pending application to supply telecommunications services as a Competitive Access Provider in Pennsylvania. *See* Docket No. A-2019-3012086.

The following affiliates of Applicant render public utility service outside Pennsylvania:

ExteNet Systems, Inc.
ExteNet Systems (California), LLC
ExteNet Systems (Virginia), LLC
ExteNet Systems (New York), Inc.
Hudson Fiber Network Inc
Hudson Fiber Network (Virginia), LLC
Telecommunications Properties, LLC

Applicant and its affiliates listed above may be reached at 3030 Warrenville Rd., Suite 340, Lisle, IL 60532.

¹ *See* Docket No. A-2018-3006542.

Collectively, ESI and its subsidiaries, including Applicant, hold authorizations to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Iowa, Maine, Montana, North Dakota, Vermont, and Wyoming. HFN and ESI also hold authorization from the FCC to provide domestic (interstate) telecommunications services.

Financial Information

Applicant provides an updated copy of the most recent audited consolidated financial statements of ESI, Applicant's parent company, under seal as Confidential Exhibit A. Applicant does not have financial statements of its own. ESI is a privately owned company that does not release its financial statements to the public. ESI and Applicant consider this financial information to be confidential and therefore submit Confidential Exhibit A under seal via e-mail. Applicant requests the Commission afford Confidential Exhibit A confidential treatment and limit access to Confidential Exhibit A to Commissioners and Commission Staff who are involved in the consideration of the Application. Further, Applicant requests that Confidential Exhibit A not be posted to any public website, maintained in any public file or public filing room, or otherwise released to the public.

Applicant's accounting records and supporting documents will be maintained at 3030 Warrenville Rd., Suite 340, Lisle, IL 60532.

Officers

The officers of EAE, who are listed below, may be reached at 3030 Warrenville Rd., Suite 340, Lisle, IL 60532:

Jim Hyde – President
Rich Coyle – Executive Vice President
Garth Williams – Executive Vice President and Treasurer
Anthony Lehv – Senior Vice President & Secretary

Biographies of EAE's key personnel are provided in Exhibit B.

Contacts

Applicant also submits the following updated contact information for Section 3 of the Application:

3. CONTACTS:

A) APPLICATION: The name, title, address, telephone number, and fax number of the person to whom questions about this application should be addressed.

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In addition to Applicant's Attorney, questions about the Application and this Supplement should be addressed to:

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
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H. Anthony Lehv
Secretary & General Counsel
ExteNet Asset Entity, LLC
3030 Warrenville Road, Suite 340
Lisle, IL 60532
alehv@extenetsystems.com

Please also note that where Brian Kirk is listed as the contact under Section 3, his title is now Deputy General Counsel.

* * *

Please acknowledge receipt and acceptance of this filing. Should you have any questions concerning this filing, please do not hesitate to contact us or our colleagues Ronald W. Del Sesto, Jr. (ronald.delsesto@morganlewis.com, (202) 373-6023) and Stephany Fan (stephany.fan@morganlewis.com, (202) 739-5441).

Respectfully submitted,

/s/ Catherine G. Vasudevan

Catherine G. Vasudevan (PA I.D. No. 210254)

Counsel for ExteNet Asset Entity, LLC

EXHIBIT A

Financial Statements of ExteNet Systems, Inc.
(CONFIDENTIAL – Filed Under Seal)

EXHIBIT B

Management Biographies

Applicant has the technical and financial ability to provide the proposed services. Applicant will be managed and operated by capable, experienced executives and employees of its parent company, ESI, who possess extensive managerial, financial, and technical experience in the telecommunications industry. These individuals have both highly effective management skills and considerable telecommunications expertise. Biographies of the key personnel that will be managing Applicant, are as follows:

James Hyde – Chief Executive Officer

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 and Chief Operating Officer

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.

Garth Williams – Executive Vice President and Treasurer

Garth Williams joined ExteNet Systems as its Executive Vice President & CFO in May 2019. Garth brings deep expertise in finance and accounting as well as management of finance departments to ExteNet.

For the past six years, Garth served as the Chief Financial Officer and Chief Administrative Officer for Kroll, a global cyber security, risk management and information services company. Previously, he served at American Tower Corporation in various senior finance roles including Investor Relations, International Reporting and Treasury. He began his career as an investment banker at Morgan Stanley and worked in their Melbourne, Hong Kong and New York offices.

Garth has degrees in accounting and finance from the University of Auckland and a law degree from Melbourne University.

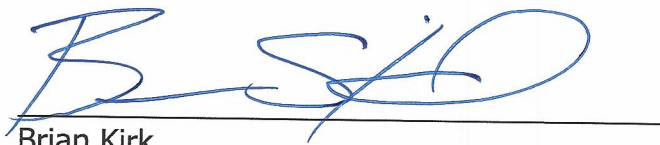
H. Anthony Lehv – Senior Vice President and Secretary

H. Anthony Lehv joined ExteNet in 2016 and has brought extensive legal skills and experience to the company, with more than 20 years as a telecommunications and business lawyer in private practice and corporate law departments. Mr. Lehv was most recently a Partner in the telecommunications and real estate practice at Prince, Lobel & Tye, a Boston-based law firm, where he represented tower companies and DAS and small cell providers. He previously served as the General Counsel and Corporate Secretary at NextG Networks through its sale to Crown Castle in 2012. In addition, Anthony was a Senior Vice President and Associate General Counsel with American Tower Corporation from 2001 to 2011. Mr. Lehv began his career as an attorney in private practice in Washington, D.C. representing telecommunications and media companies. Mr. Lehv received his JD summa cum laude from The American University Washington College of Law and his BA in History from the University of Michigan.

Verification

I, Brian Kirk, hereby state that the facts above set forth are true and correct (or are true and correct to the best of my knowledge, information and belief), and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

Dated: January 5, 2021



Brian Kirk
Deputy General Counsel
ExteNet Asset Entity, LLC

CERTIFICATE OF SERVICE

I, Stephany Fan, certify that on the 8th day of January, 2021, I served a true and correct copy of the Supplement to the Application of ExteNet Asset Entity, LLC for Approval to Offer, Render, Furnish or Supply Telecommunications Services in the Commonwealth of Pennsylvania, upon the persons listed below at their respective address, via electronic mail:

Acting Consumer Advocate
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923
Attn: tmccloskey@paoca.org

Small Business Advocate
Office of Small Business Advocate
Commerce Building
300 North Second Street, Suite 1102
Harrisburg, PA 17101
Attn: jorevan@pa.gov

Bureau of Investigation & Enforcement
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
Attn: rkanaskie@pa.gov



Stephany Fan