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FILED 2/20/2019
DOCUMENT NO. 01130-2019
FPSC - COMMISSION CLERK

Morgan Lewis

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February 19, 2019

Via Overnight Courier

Carlotta S. Stauffer, Commission Clerk
Florida Public Service Commission
Gerald Gunter Building
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399

REDACTED

**Re: ExteNet Asset Entity, LLC's Application for Authority to Provide
Telecommunications Service Within the State of Florida**

Dear Ms. Stauffer:

On behalf of ExteNet Asset Entity, LLC ("Applicant"), enclosed for filing is an original and one (1) copy of an Application for Authority to Provide Local Exchange Telecommunications Services within the State of Florida. Also enclosed is a check in the amount of \$500.00 to cover the requisite filing fee.

Pursuant to Sections 364.183(1) and 364.183(3), Florida Statutes, Applicant respectfully requests confidential treatment for the confidential and proprietary information included as *confidential* **Exhibit C** of the Application. Pursuant to Rule 25-22.006(5), Florida Administrative Code, one (1) highlighted copy of *confidential* **Exhibit C** has been submitted under seal. In addition, two (2) redacted copies of *confidential* **Exhibit C** are enclosed.

Please date-stamp the extra copy of this filing and return it in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Ronald W. Del Sesto, Jr.
Stephany Fan

Counsel for ExteNet Asset Entity, LLC

- COM _____
- AFD _____
- APA _____
- ECO _____
- ENG _____
- GCL _____
- IDM** 1
- CLK _____

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COMMUNICATIONS
REGULATION
DIVISION

Morgan, Lewis & Bockius LLP

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United States

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FLORIDA PUBLIC SERVICE COMMISSION
OFFICE OF TELECOMMUNICATIONS

APPLICATION FORM
FOR
AUTHORITY TO PROVIDE TELECOMMUNICATIONS COMPANY SERVICE
WITHIN THE STATE OF FLORIDA

Instructions

- A. This form is used as an application for an original certificate and for approval of transfer of an existing certificate. In the case of a transfer, the information provided shall be for the transferee (See Page 8).
- B. Print or type all responses to each item requested in the application. If an item is not applicable, please explain.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. Once completed, submit the original and one copy of this form along with a non-refundable application fee of **\$500.00** to:

Florida Public Service Commission
Office of Commission Clerk
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770

- E. A filing fee of **\$500.00** is required for the transfer of an existing certificate to another company.

- F. If you have questions about completing the form, contact:

Florida Public Service Commission
Office of Telecommunications
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600

1. This is an application for (check one):

Original certificate (new company).

Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority rather than apply for a new certificate.

2. Name of company: **ExteNet Asset Entity, LLC ("EAE")**

3. Name under which applicant will do business (fictitious name, etc.):

ExteNet Asset Entity, LLC

4. Official mailing address:

Street/Post Office Box: **3030 Warrenville Rd., Suite 340**

City: **Lisle**

State: **Illinois**

Zip: **60532**

5. Florida address:

Street/Post Office Box: **Corporation Service Company
1201 Hays Street**

City: **Tallahassee**

State: **FL**

Zip: **32301**

6. Structure of organization:

Individual

Foreign Corporation

General Partnership

Other, please specify:

Limited Liability Company

Corporation

Foreign Partnership

Limited Partnership

If individual, provide:

Name: _____
Title: _____
Street/Post Office Box: _____
City: _____
State: _____
Zip: _____
Telephone No.: _____
Fax No.: _____
E-Mail Address: _____
Website Address: _____

7. **If incorporated in Florida**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is:
8. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is:
9. **If using fictitious name (d/b/a)**, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida. The Florida Secretary of State fictitious name registration number is:
10. **If a limited liability partnership**, please proof of registration to operate in Florida. The Florida Secretary of State registration number is:
11. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement.

Name: _____
Title: _____
Street/Post Office Box: _____
City: _____
State: _____
Zip: _____
Telephone No.: _____
Fax No.: _____
E-Mail Address: _____
Website Address: _____

12. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable. The Florida registration number is:

See **Exhibit A** for Applicant's Certificate of Authority to Transact Business in Florida. The division of Corporations assigned Applicant the following Account Number: I200000000195.

13. Provide **F.E.I. Number**: 83-1999581

14. Who will serve as liaison to the Commission in regard to the following?

(a) The application:

Name: **Ronald W. Del Sesto, Jr. and Stephany Fan**
Title: **Outside Counsel at Morgan, Lewis & Bockius LLP**
Street Name & Number: **1111 Pennsylvania Avenue, N.W.**
Post Office Box: _____
City: **Washington**
State: **DC**
Zip: **20004**
Telephone No.: **202-739-3000**
Fax No.: **202-739-3001**
E-Mail Address: ronald.delsesto@morganlewis.com
stephany.fan@morganlewis.com
Website Address: **www.morganlewis.com**

(b) Official point of contact for the ongoing operations of the company:

Name: **Brian Kirk**
Title: **Deputy General Counsel**
Street Name & Number: **3030 Warrenville Rd., Suite 340**
Post Office Box: _____
City: **Lisle**
State: **Illinois**
Zip: **60532**
Telephone No.: **630-505-3811**
Fax No.: **630-577-1332**
E-Mail Address: compliance.util@extenetsystems.com
Website Address: **www.extenetsystems.com**

(c) Where will you officially designate as your place of publicly publishing your schedule (a/k/a tariffs or price lists)?

Florida Public Service Commission

Website – Website address: <https://www.extenetsystems.com>

Other – Please provide address:

15. List the states in which the applicant:

(a) has operated as a telecommunications company.

EAE is a newly formed company that has not yet operated as a telecommunications company in any state.

(b) has applications pending to be certificated as a telecommunications company.

At this time, Applicant has telecommunications certificate applications pending in Arizona, Delaware, Indiana, Massachusetts, Maryland, Missouri, Nevada, New Jersey, Oklahoma, Pennsylvania, and Virginia. Applicant also plans to apply for authorization in Kansas, Kentucky, Louisiana, Michigan, Minnesota, North Carolina, Rhode Island, Tennessee, Utah, Washington, and Wisconsin.

(c) is certificated to operate as a telecommunications company.

Applicant holds authority to operate as a telecommunications company in the District of Columbia, Illinois, and New York.

(d) has been denied authority to operate as a telecommunications company and the circumstances involved.

Applicant has not been denied requested certification in any jurisdiction, nor has any authority been permanently revoked by any authority.

(e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

To management's knowledge, Applicant has not incurred any regulatory penalties for violations of telecommunications statutes.

(f) has been involved in civil court proceedings with another telecommunications entity, and the circumstances involved.

Applicant has not been involved in civil court proceedings with another telecommunications entity.

16. Have any of the officers, directors, or any of the ten largest stockholders previously been:

(a) adjudged bankrupt, mentally incompetent (and not had his or her competency restored), or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Yes No

If yes, provide explanation.

(b) granted or denied a certificate in the State of Florida (this includes active and canceled certificates). Yes No

If yes, provide explanation and list the certificate holder and certificate number.

(c) an officer, director, partner or stockholder in any other Florida certificated or registered telephone company. Yes No

If yes, give name of company and relationship. If no longer associated with company, give reason why not.

Applicant's indirect parent, ExteNet Systems, Inc. ("ESI") holds authority to provide competitive telecommunications services in Florida pursuant to authority granted in Docket No. 060163-TX.¹ Applicant and ESI share certain officers, directors and management.

17. Submit the following:

(a) **Managerial capability:** resumes of employees/officers of the company that would indicate sufficient managerial experiences of each. Please explain if a resume represents an individual that is not employed with the company and provide proof that the individual authorizes the use of the resume. **See Exhibit B.**

(b) **Technical capability:** resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance. Please explain if a resume represents an individual that is not employed with the company and provide proof that the individual authorizes the use of the resume. **See Exhibit B.**

(c) **Financial Capability:** applicant's audited financial statements for the most recent three (3) years. If the applicant does not have audited financial statements, it shall so be stated. Unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

1. the balance sheet,
2. income statement, and
3. statement of retained earnings.

As stated above, Applicant is a newly created entity and for the purposes of this Application, will rely on the financial statements of its parent, ExteNet Systems, Inc. ("ESI"), to demonstrate Applicant's financial qualifications to operate within Florida. Pursuant to Section 364.183(1),

¹ This authority originally was issued in the name of ClearLinx Network Corporation, which subsequently changed its name to ExteNet Systems, Inc. See Docket No. 060812-TX.

Florida Statutes, the most recent audited consolidated financial statements of ESI are provided as Confidential Exhibit C. The financial statements are confidential and are being filed with a claim of confidentiality pursuant to Rule 25-22.006(5). As shown in the financial statements, Applicant is financially qualified to operate within the State of Florida.

Note: It is the applicant's burden to demonstrate that it possesses adequate managerial capability, technical capability, and financial capability. Additional supporting information can be supplied at the discretion of the applicant.

THIS PAGE MUST BE COMPLETED AND SIGNED

REGULATORY ASSESSMENT FEE: I understand that all telephone companies must pay a regulatory assessment fee. Regardless of the gross operating revenue of a company, a minimum annual assessment fee, as defined by the Commission, is required.

RECEIPT AND UNDERSTANDING OF RULES: I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to the provisioning of telecommunications company service in Florida.

APPLICANT ACKNOWLEDGEMENT: By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide telecommunications company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "**Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083.**"

I understand that any false statements can result in being denied a certificate of authority in Florida.

COMPANY OWNER OR OFFICER

Print Name: H. Anthony Lehv
Title: Secretary & General Counsel
Telephone No.: 630-505-3800
E-Mail Address: alehv@extenetsystems.com

Signature:  Date: 02/13/19

CERTIFICATE TRANSFER

NOT APPLICABLE

As current holder of Florida Public Service Commission Certificate Number ____, I have reviewed this application and join in the petitioner's request for a transfer of the certificate.

COMPANY OWNER OR OFFICER

Print Name: _____
Title: _____
Street/Post Office Box: _____
City: _____
State: _____
Zip: _____
Telephone No.: _____
Fax No.: _____
E-Mail Address: _____

Signature: _____ Date: _____

LIST OF EXHIBITS

- Exhibit A - Authority to Transact Business**
- Exhibit B - Managerial and Technical Qualifications**
- Exhibit C - Financial Statements**
CONFIDENTIAL – Filed With Claim of Confidentiality

Exhibit A

Authority to Transact Business



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 7, 2018

CSC

Qualification documents for EXTENET ASSET ENTITY, LLC were filed on November 5, 2018, and assigned document number M18000010014. Please refer to this number whenever corresponding with this office.

Your limited liability company is authorized to transact business in Florida as of the file date.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Apply today with the IRS online at:

<https://sa.www4.irs.gov/modiein/individual/index.jsp>.

Please notify this office if the limited liability company address changes.

Should you have any questions regarding this matter, please contact this office at the address given below.

Janeice L Smith
Regulatory Specialist II
Registration Section
Division of Corporations

Letter Number: 118A00022973

Account number: I20000000195

Amount charged: 125.00

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ExteNet Asset Entity, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware 3. 83-1999581
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. _____
(Date first transacted business in Florida, if prior to registration.)
 (See sections 605.0904 & 605.0905, F.S., to determine penalty liability.)

5. 3030 Warrenville Road, Suite 340 6. 3030 Warrenville Road, Suite 340
(Street Address of Principal Office) (Mailing Address)
Lisle, IL 60532 Lisle, IL 60532

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company
 Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By:  **Emily Croft**
(Registered Agent's Signature) Asst. Vice President

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<u>Member</u>	<u>ExteNet Issuer, LLC</u> <u>3030 Warrenville Road, Ste 34</u> <u>Lisle, IL 60532</u>	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

(Use attachments if necessary)

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

10. This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Signature of an authorized person

DANIEL L. TIMM
Typed or printed name of signee

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EXTENET ASSET ENTITY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF OCTOBER, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EXTENET ASSET ENTITY, LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF AUGUST, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.



7029085 8300

SR# 20186996737

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JWB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 203553948

Date: 10-04-18

Exhibit B

Managerial and Technical Qualifications

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.

Daniel L. Timm – Executive Vice President and Chief Financial Officer

Dan Timm is an experienced senior executive, bringing to ExteNet a combination of investor perspective and managerial capabilities across all functional areas, with a record of demonstrated success in many growing companies. Throughout his career, Dan has built and led management teams, effectively managed relationships with all stakeholders, and played key roles in corporate acquisitions, divestitures, recapitalizations and IPOs. He has significant experience across a broad spectrum of industries, including communications services and infrastructure, contract electronics manufacturing, food processing, transaction processing, business process outsourcing, healthcare services, IT services, and specialty pharmaceuticals.

Prior to joining ExteNet, Dan was an operating partner with GTCR Golder Rauner, where he was a director for numerous companies (public and private, large and small), acting as GTCR's primary interface with senior company executives and other constituents. He also has served as SVP and CFO of Chatham Technologies, president and director of The Bruss Company, and senior associate at Ridge

Capital (a middle market focused private equity firm). He began his career at PricewaterhouseCoopers, advancing to manager of M&A consulting.

Dan earned an MBA in Finance from the University of Chicago, a BS in Accountancy from the University of Illinois-Urbana and is a CPA.

Andrew G. Chavez - Senior Vice President, Sales & Marketing

Andrew Chavez currently is the Senior Vice President of Sales & Marketing for ExteNet Systems. In this role, he is responsible for setting strategy, new business development and managing the overall client relationships for the Sales & Marketing team.

Andy joined ExteNet Systems in April 2013 and prior to that, led the North American Customer Business Team for Nokia Siemens Networks. Andy brings with him more than 20 years of experience in the telecommunications industry.

Exhibit C

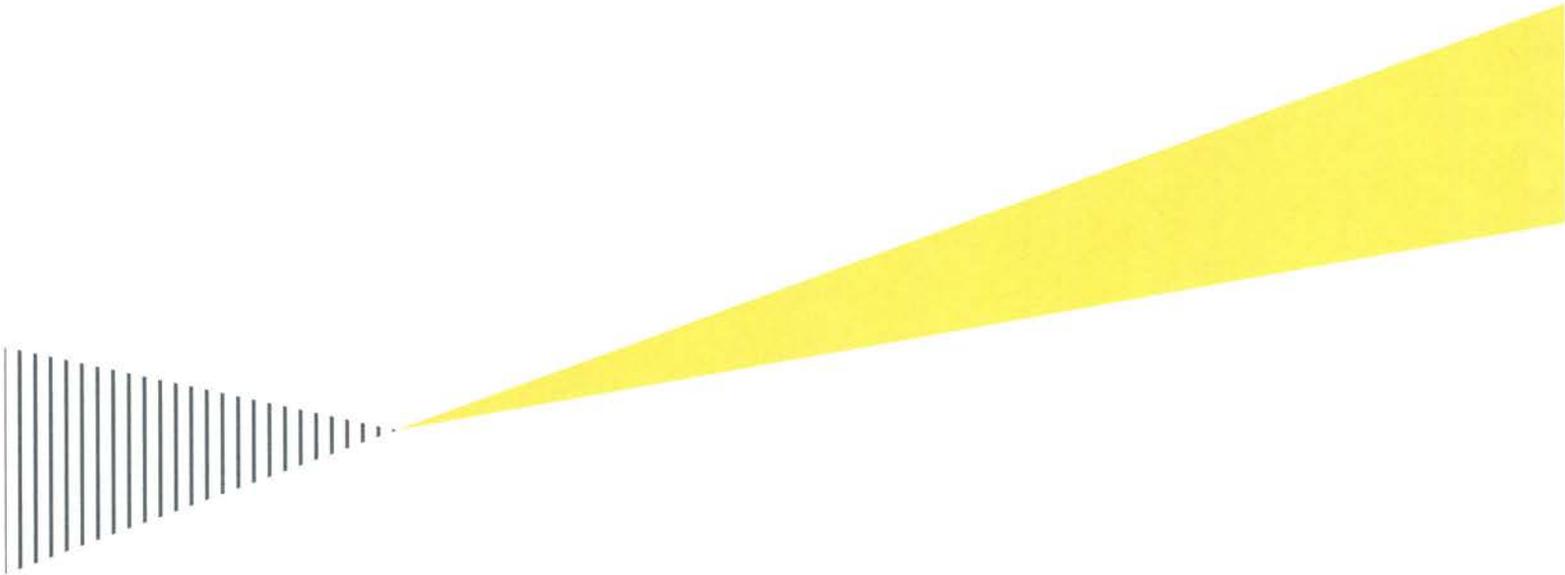
Financial Statements

CONFIDENTIAL – Filed With Claim of Confidentiality

CONSOLIDATED FINANCIAL STATEMENTS

ExteNet Systems, Inc. and Subsidiaries
As of December 31, 2017 and 2016, and for the
Years Ended December 31, 2017 and 2016
With Report of Independent Auditors

Ernst & Young LLP



Building a better
working world

ExteNet Systems, Inc. and Subsidiaries

Consolidated Financial Statements

As of December 31, 2017 and 2016, and for the
Years Ended December 31, 2017 and 2016

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Ernst & Young LLP
155 North Wacker Drive
Chicago, IL 60606-1787

Tel: +1 312 879 2000
Fax: +1 312 879 4000
ey.com

Report of Independent Auditors

The Board of Directors
ExteNet Systems, Inc. and Subsidiaries

We have audited the accompanying consolidated financial statements of ExteNet Systems, Inc. and Subsidiaries, which comprise the consolidated balance sheets as of December 31, 2017 and 2016, and the related consolidated statements of operations and comprehensive loss, changes in stockholders' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of ExteNet Systems, Inc. and Subsidiaries at December 31, 2017 and 2016, and the consolidated results of their operations and their cash flows for the years then ended, in conformity with U.S. generally accepted accounting principles.

Ernst + Young LLP

May 17, 2018

REDACTED

About EY

EY is a global leader in assurance, tax, transaction and advisory services. The insights and quality services we deliver help build trust and confidence in the capital markets and in economies the world over. We develop outstanding leaders who team to deliver on our promises to all of our stakeholders. In so doing, we play a critical role in building a better working world for our people, for our clients and for our communities.

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