

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Application of)
)
ODYSSEY ACQUISITION, LLC)
)
and) WC Docket No. 15-_____
)
EXTENET HOLDINGS, INC.)
)
for Authority Pursuant to Section 214 of the)
Communications Act of 1934, as amended, to)
Transfer Indirect Control of the Telecommunications)
Operating Subsidiaries of ExteNet Holdings, Inc. to)
Odyssey Acquisition, LLC)

JOINT APPLICATION

Odyssey Acquisition, LLC (“Transferee”) and ExteNet Holdings, Inc. (“ExteNet Holdings” or “Transferor”) (Transferee and Transferor are together referred to as “Applicants”) request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 (the “Act”), and Section 63.04 of the Commission’s Rules, 47 C.F.R. § 63.04, to transfer indirect control of ExteNet Systems, Inc. (“ESI”); ExteNet Systems (California), LLC (“ExteNet-CA”); ExteNet Systems (Virginia), LLC (“ExteNet-VA”); and ESI Advanced Wireless Networks, LLC (“ESI-AWN”) (ESI, ExteNet-VA, ExteNet-VA and ESI-AWN collectively, the “ExteNet Companies”) from Transferor to Transferee (the “Transaction”).

I. DESCRIPTION OF THE APPLICANTS

A. Odyssey Acquisition, LLC (Transferee)

Transferee is a Delaware limited liability company with executive offices located at 750 Park of Commerce Drive, Suite 200, Boca Raton, Florida 33487. Transferee is a wholly owned direct subsidiary of Odyssey Intermediate Holdings, Inc. (“Holdco”), a Delaware corporation and

itself a wholly owned direct subsidiary of Mount Royal Holdings, LLC (“Parent”), a Delaware limited liability company. Transferee was formed to acquire, own, construct and/or operate distributed network systems and other wireless communications infrastructure assets. The Transaction is part of this strategy.

As described in more detail below, Parent is currently owned as follows:

Digital Bridge Small Cell Holdings, LLC (“Digital Bridge”): Digital Bridge currently owns 50 percent of Parent. Digital Bridge will be 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 currently owns 50 percent of Parent. Stonepeak will be owned by (i) Stonepeak Infrastructure Fund (Odyssey AIV) LP, which will be owned by existing limited partners of other Stonepeak funds, and (ii) Stonepeak Communication Holdings LP, which will be owned by existing limited partners and other co-investors that seek a larger interest in Parent. 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 manages approximately \$1.7 billion of capital.

Exhibit A shows the current corporate structure of Transferee.

B. ExteNet Holdings, Inc. (Transferor) and the ExteNet Companies

The ExteNet Companies are wholly owned subsidiaries of ExteNet Holdings. The executive offices of ExteNet Holdings and the ExteNet Companies are located at 3030 Warrenville Rd., Suite 340, Lisle, Illinois 60532.

The ExteNet Companies design, build, own and operate distributed networks providing connectivity to distributed antenna systems (“DAS”) and small cells for use by national and regional wireless service providers (“WSPs”) in key strategic markets in North America. Using DAS, small cells, Wi-Fi and other technologies, the ExteNet Companies deploy networks to enhance coverage and capacity and enable superior wireless service in both outdoor and indoor environments. Primary markets addressed by the ExteNet Companies 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.

The ExteNet Companies are “carrier’s carriers” providing point-to-point telecommunications services to their WSP customers over fiber optic cables and other transport media connecting remote communication nodes to hub facilities and other signal traffic aggregation points, and do not provide services directly to retail consumers. The ExteNet Companies 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. The ExteNet Companies’ networks are architected to easily and cost-effectively integrate future technologies and enable more efficient use of shared infrastructure and FCC licensed spectrum.

The following persons or entities directly or indirectly will own a 10% or greater equity interest in the ExteNet Companies shortly before closing:

The following entity directly will hold 100% of the equity interests of **ExteNet Systems (California), LLC**, **ExteNet Systems (Virginia), LLC** and **ESI Advanced Wireless Networks, LLC**:

Name: ExteNet Systems, Inc.
Address: 3030 Warrenville Rd., Suite 340
Lisle, IL 60532
Ownership Interest: 100% (directly in ExteNet-CA, ExteNet-VA and ESI-AWN)
Citizenship: U.S. (Delaware)
Principal Business: Telecommunications

The following entity will directly hold 100% of the equity of **ExteNet Systems, Inc.**:

Name: ExteNet Holdings, Inc.
Address: 3030 Warrenville Rd., Suite 340
Lisle, IL 60532
Ownership Interest: 100% (directly in ESI)
Citizenship: U.S. (Delaware)
Principal Business: Holding company

The following entities directly or indirectly will hold 10 percent or more of the equity of **ExteNet Holdings, Inc.**:

Name: SBA DAS Holdings, LLC
Address: 8051 Congress Ave.
Boca Raton, FL 33487
Citizenship: U.S. (Florida)
Principal Business: Investment holding company
Ownership Interest: Approximately 15% (directly in ExteNet Holdings)

Name: SBA Telecommunications, LLC
Address: 8051 Congress Ave.
Boca Raton, FL 33487
Citizenship: U.S. (Florida)
Principal Business: Wireless communications infrastructure
Ownership Interest: Approximately 15% (indirectly in ExteNet Holdings as the 100% direct parent of SBA DAS Holdings, LLC)

Name: SBA Communications Corporation
Address: 8051 Congress Ave.
Boca Raton, FL 33487
Citizenship: U.S. (Florida)
Principal Business: Wireless communications infrastructure
Ownership Interest: Approximately 15% (indirectly in ExteNet Holdings as the 100% direct parent of SBA Telecommunications, LLC)

Name: Quantum Strategic Partners Ltd.¹
Address: 33 Sir John Rogerson's Quay
Dublin, 1, Ireland
Citizenship: Cayman Islands exempted company
Principal Business: Private investment fund
Ownership Interest: Approximately 21% (directly in ExteNet Holdings)

Name: Centennial Holdings VII, LLC
Address: 10901 West Toller Dr., Suite 206
Littleton, CO 80127
Citizenship: U.S. (Delaware)
Principal Business: Venture capital fund
Ownership Interest: Approximately 11% (indirectly in ExteNet Holdings)²

Name: Columbia Capital Equity Partners III, L.P.
Address: 204 South Union St.
Alexandria, VA 22314
Citizenship: U.S. (Delaware)
Principal Business: Venture capital fund
Ownership Interest: Approximately 11% (indirectly in ExteNet Holdings)³

¹ Soros Fund Management LLC ("SFM") serves as principal investment adviser to Quantum Strategic Partners Ltd. ("QSP"), and has been granted investment discretion over its investments, including QSP's investment in ExteNet Holdings. SFM is organized under the laws of the state of Delaware. SFM does not have any ownership interest in ExteNet Holdings, but may be considered to be a control person of QSP by virtue of its status as the principal investment adviser to QSP. George Soros, a U.S. citizen, serves as the Chairman of SFM, and Robert Soros, a U.S. citizen, serves as the President and Deputy Chairman of SFM. The address for SFM, George Soros, and Robert Soros is 250 West 55th Street, New York NY 10019.

² Centennial Holdings VII, LLC is the general partner of two Centennial entities, each of which individually and directly will hold before closing a less than 10% interest in ExteNet Holdings. Those entities are: Centennial Ventures VII, L.P. and Centennial Entrepreneurs Fund VII, L.P., both of which are venture capital funds and organized under the laws of the state of Delaware. The address for both entities is 10901 West Toller Dr., Suite 206, Littleton, CO 80127.

³ Columbia Capital Equity Partners III, L.P. is the general partner or managing member of five Columbia Capital entities, each of which individually and directly will hold before closing a less than 10% interest in ExteNet Holdings. Those entities are: Columbia Capital Equity Partners III (QP), L.P.;

Name: Columbia Capital III, LLC
Address: 204 South Union St.
Alexandria, VA 22314
Citizenship: U.S. (Delaware)
Principal Business: Venture capital fund
Ownership Interest: Approximately 11% (indirectly in ExteNet Holdings as general partner of Columbia Capital Equity Partners III, L.P.)⁴

No other person or entity will hold a 10% or greater equity interest in the ExteNet Companies before closing. **Exhibit A** shows the corporate structure of ExteNet Holdings and the ExteNet Companies prior to closing.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of the Agreement and Plan of Merger (the “Agreement”) dated as of July 17, 2015, by and among Transferee, Odyssey Merger Sub, Inc. (“Merger Sub”),⁵ ExteNet Holdings, and EHI Seller Rep, LLC as representative of the equity holders of ExteNet Holdings, Merger Sub will merge with and into ExteNet Holdings, whereupon the separate existence of Merger Sub will cease and ExteNet Holdings will be the surviving entity. Upon closing of the Transaction, ExteNet Holdings will be a direct wholly owned subsidiary of Transferee. Because the ExteNet Companies will remain wholly owned subsidiaries of ExteNet Holdings, they will become indirect wholly owned subsidiaries of Transferee.

Immediately prior to the closing of the Transaction, members of the executive management team of ExteNet Holdings will exchange a portion of their equity interests in

Columbia Capital Equity Partners III (AI), L.P.; Columbia Capital Investors III, LLC; Columbia Capital Employee Investors III, LLC; and Columbia Capital Equity Partners III (Cayman), L.P. All of these entities are venture capital funds and organized under the laws of the state of Delaware, except Columbia Capital Equity Partners III (Cayman), L.P., which is organized under the laws of the Cayman Islands.

⁴ Columbia Capital III, LLC is the general partner of Columbia Capital Equity Partners III, L.P. Jim Fleming, a United States citizen, is the managing member of Columbia Capital III, LLC. The address for Columbia Capital III, LLC and Mr. Fleming is 204 South Union St., Alexandria, VA 22314.

⁵ Merger Sub, a Delaware corporation, is a direct wholly owned subsidiary of Transferee created for the purposes of the Transaction.

ExteNet Holdings for equity interests in Parent. The aggregate amount of equity interests of Parent issued to the existing management team will constitute less than 10 percent of the outstanding equity interests of Parent. In addition, an additional investor in Parent, Delta-v Capital MRH LP, is expected to directly own up to 15 percent of Parent upon closing. Upon closing of the Transaction, therefore, no person or entity will directly or indirectly own or control a majority of the equity interests of Parent.

For the Commission's reference, Exhibit A depicts the Applicants' current ownership structures, as well as the expected post-closing ownership structure.

III. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Section 63.04 of the Commission's Rules, the Applicants submit the following information:

63.04(a)(1): Name, address and telephone number of each Applicant and Licensee:

Transferee

Odyssey Acquisition, LLC
750 Park of Commerce Drive
Suite 200
Boca Raton, FL 33487
Tel: (561) 989-0274

FRN: 0024795205

Transferor

ExteNet Holdings, Inc.
3030 Warrenville Rd., Suite 340
Lisle, IL 60532
Tel: (630) 505-3800

FRN: 0024768699

The ExteNet Companies

ExteNet Systems, Inc.	FRN: 0017819301
ExteNet Systems (California), LLC	0017819533
ExteNet Systems (Virginia), LLC	0017819574
ESI Advanced Wireless Networks, LLC	0017216417

3030 Warrenville Rd., Suite 340
Lisle, IL 60532
Tel: (630) 505-3800

63.04(a)(2): Jurisdiction of Organizations:

Transferee: Transferee is a Delaware limited liability company.

Transferor: Transferor is a Delaware corporation.

ExteNet Companies: ESI is a Delaware corporation.
ExteNet-CA is a California limited liability company.
ExteNet-VA is a Virginia limited liability company.
ESI-AWN is a Delaware limited liability company.

63.04(a)(3): Correspondence concerning this Application should be sent to:

For ExteNet:

Craig E. Gilmore
Jennifer L. Kostyu
Wilkinson Barker Knauer, LLP
2300 N Street, N.W., Suite 700
Washington, DC 20037
202-783-4141 (tel)
202-783-5851 (fax)
cgilmore@wbklaw.com
jkostyu@wbklaw.com

For Transferee:

Russell M. Blau
Brett P. Ferenchak
Morgan, Lewis & Bockius LLP
2020 K Street, N.W., Suite 1100
Washington, DC 20006-1806
202-373-6000 (tel)
202-373-6001 (fax)
russell.blau@morganlewis.com
brett.ferenchak@morganlewis.com

With copies for ExteNet to:

George A. Vinyard
VP & General Counsel
ExteNet Systems, Inc.
3030 Warrenville Rd., Suite 340
Lisle, IL 60532
630-505-3843 (tel)
gvinyard@extenetsystems.com

With copies for Transferee to:

Warren Roll, Principal
Digital Bridge
750 Park of Commerce Drive, Suite 200
Boca Raton, FL 33487
561-900-8463 (tel)
wroll@digitalbridgellc.com

and

Brian Kirk
Assistant General Counsel
ExteNet Systems, Inc.
3030 Warrenville Road, Suite 340
Lisle, IL 60532
(630) 505-3811
Bkirk@extenetsystems.com

and:

Brian McMullen, Managing Director
Stonepeak Infrastructure Partners
717 Fifth Avenue
25th Floor
New York, NY 10022
212 907 5125 (tel)
mcmullen@stonepeakpartners.com

63.04(a)(4): Ownership Information

Upon completion of the Transaction, the following persons or entities will directly or indirectly own 10% or greater of the ExteNet Companies:

Upon completion of the Transaction, the following entity will continue to directly hold 100% of the equity interests of **ExteNet Systems (California), LLC**, **ExteNet Systems (Virginia), LLC** and **ESI Advanced Wireless Networks, LLC**:

Name: ExteNet Systems, Inc.
Address: 3030 Warrenville Rd., Suite 340
Lisle, IL 60532
Ownership Interest: 100% (directly in ExteNet-CA, ExteNet-VA and ESI-AWN)
Citizenship: U.S. (Delaware)
Principal Business: Telecommunications

Upon completion of the Transaction, the following entity will continue to directly hold 100% of the equity of **ExteNet Systems, Inc.**:

Name: ExteNet Holdings, Inc.
Address: 3030 Warrenville Rd., Suite 340
Lisle, IL 60532
Ownership Interest: 100% (directly in ESI)
Citizenship: U.S. (Delaware)
Principal Business: Holding Company

Upon completion of the Transaction, the following entity will directly hold 100% of the equity of **ExteNet Holdings, Inc.**:

Name: Odyssey Acquisition, LLC (“Transferee”)
Address: 750 Park of Commerce Drive, Suite 200
Boca Raton, FL 33487
Ownership Interest: 100% (directly in ExteNet Holdings)
Citizenship: U.S. (Delaware)
Principal Business: Holding Company

Upon completion of the Transaction, the following entity will continue to directly hold 100% of the equity of **Odyssey Acquisition, LLC**:

Name: Odyssey Intermediate Holdings, Inc. (“Holdco”)
Address: 750 Park of Commerce Drive, Suite 200
Boca Raton, FL 33487
Ownership Interest: 100% (directly in Transferee)
Citizenship: U.S. (Delaware)
Principal Business: Holding Company

Upon completion of the Transaction, the following entity will continue to directly hold 100% of the equity of **Odyssey Intermediate Holdings, Inc.**:

Name: Mount Royal Holdings, LLC (“Parent”)
Address: 750 Park of Commerce Drive, Suite 200
Boca Raton, FL 33487
Ownership Interest: 100% (directly in Holdco)
Citizenship: U.S. (Delaware)
Principal Business: Holding Company

Upon completion of the Transaction, the following entities will have a 10% or greater direct or indirect interest in **Mount Royal Holdings, LLC**:

1) Name: Digital Bridge Small Cell Holdings, LLC (“Digital Bridge”)
Address: 750 Park of Commerce Drive, Suite 200
Boca Raton, FL 33487
Ownership Interest: Approx. 35.0% (directly in Parent)
Citizenship: U.S. (Delaware)
Principal Business: Investments

No person or entity will own or control a 10 percent or greater interest in Parent through Digital Bridge.

2) Name: Stonepeak Communication Holdings LLC (“Stonepeak”)
Address: 717 Fifth Avenue, 25th Floor
New York, NY 10022
Ownership Interest: Approx. 49.9% (directly in Parent)
Citizenship: U.S. (Delaware)
Principal Business: Investments

Name: Stonepeak Infrastructure Fund (Odyssey AIV) LP (“SP Infrastructure”)
Address: 717 Fifth Avenue, 25th Floor
New York, NY 10022
Ownership Interest: Approx. 49.9% (indirectly in Parent as approx. 61% owner of Stonepeak)
Citizenship: U.S. (Delaware)
Principal Business: Investments

Name: Stonepeak Communication Holdings LP (“SP Co-Invest”)
Address: 717 Fifth Avenue, 25th Floor
New York, NY 10022
Ownership Interest: Approx. 19.5% (indirectly in Parent as approx. 39% owner of Stonepeak)
Citizenship: U.S. (Delaware)
Principal Business: Investments

Name: Stonepeak Associates LLC (“SP Associates”)
Address: 717 Fifth Avenue, 25th Floor
New York, NY 10022
Ownership Interest: Approx. 49.9% (indirectly in Parent as general partner of SP Infrastructure and SP Co-Invest)
Citizenship: U.S. (Delaware)
Principal Business: Investments

Name: Stonepeak GP Holdings LP (“SP GP Holdco”)
Address: 717 Fifth Avenue, 25th Floor
New York, NY 10022
Ownership Interest: Approx. 49.9% (indirectly in Parent as sole member of SP Associates)
Citizenship: U.S. (Delaware)
Principal Business: Investments

Name: Stonepeak GP Investors LLC (“SP GP Investors”)
Address: 717 Fifth Avenue, 25th Floor
New York, NY 10022
Ownership Interest: Approx. 49.9% (indirectly in Parent as 60.0% owner and general partner of SP GP Holdco)
Citizenship: U.S. (Delaware)
Principal Business: Investments

Name: Stonepeak GP Investors Manager LLC (“SP GP Manager”)
Address: 717 Fifth Avenue, 25th Floor
New York, NY 10022
Ownership Interest: Approx. 49.9% (indirectly in Parent as the managing member of SP GP Manager)
Citizenship: U.S. (Delaware)
Principal Business: Investments

The managing members of SP GP Manager are Michael Dorrell and Trent Vichie. These individuals are U.S. citizens and can be reached through Stonepeak at 717 Fifth Avenue, 25th Floor New York, NY 10022.

3) Name: Delta-v Capital MRH LP (“MRH LP”)
Address: 1941 Pearl Street, Suite 200
Boulder, CO 80302
Ownership Interest: Approx. 11.5% (directly in Parent)
Citizenship: U.S. (Delaware)
Principal Business: Investments

Name: Delta-v Capital MRH Holdings, LP (“MRH Holdings”)
Address: 1941 Pearl Street, Suite 200
Boulder, CO 80302
Ownership Interest: Approx. 11.5% (indirectly in Parent as general partner of MRH LP)
Citizenship: U.S. (Delaware)
Principal Business: Investments

Name: Delta-v Capital MRH Holdings, LLC (“MRH Holdings LLC”)
Address: 1941 Pearl Street, Suite 200
Boulder, CO 80302
Ownership Interest: Approx. 11.5% (indirectly in Parent as general partner of MRH Holdings LLC)
Citizenship: U.S. (Delaware)
Principal Business: Investments

Rand Lewis and David Schaller, U.S. citizens are the managing members of MRH Holdings LLC and can be reached through Delta-v Capital MRH Holdings, LLC:

- 4) Name: TIAA-Stonepeak Investments I, LLC (“TIAA-SP I”)
Address: c/o TIAA
730 Third Ave.
New York, NY 10017
Ownership Interest: Approx. 10.6% (indirectly in Parent through an approx. 21.4% limited partnership interest in SP Infrastructure)
Citizenship: U.S. (Delaware)
Principal Business: Investment Subsidiary (under NY Ins. Law)
- Name: TIAA-Stonepeak Investments II, LLC (“TIAA-SP II”)
Address: c/o TIAA
730 Third Ave.
New York, NY 10017
Ownership Interest: Approx. 20.0% (indirectly in Parent through approx. 40.0% limited partner interest in SP GP Holdco)
Citizenship: U.S. (Delaware)
Principal Business: Investment Subsidiary (under NY Ins. Law)
- Name: Teachers Insurance and Annuity Association of America (“TIAA”)
Address: 730 Third Ave.
New York, NY 10017
Ownership Interest: Approx. 20.0% (indirectly in Parent as (i)100% owner of TIAA-SP I and TIAA-SP II and (ii) as the direct or indirect owner of another entity that may have a less than 10% ownership interest in Stonepeak or SP Co-Invest)
Citizenship: U.S. (New York)
Principal Business: Life Insurance

To Transferee’s knowledge, no person or entity will own or control a 10 percent or greater interest in Parent through TIAA-SP I, TIAA-SP II or TIAA.

- 5) Name: Teacher Retirement System of Texas (“TRST”)
Address: 1000 Red River Street
Austin, TX 78701
Ownership Interest: Approx. 4.0-13.3% (indirectly in Parent as a limited partner of SP Infrastructure and SP Co-Invest)
Citizenship: U.S. (Texas)
Principal Business: Texas State Retirement System

To Transferee's knowledge, no person or entity will own or control a 10 percent or greater interest in Parent through TRST.

- 6) Name: Virginia Retirement System ("VRS")
Address: 1200 E. Main Street
Richmond, VA 23219
Ownership Interest: Approx. 4.1-10.0% (indirectly in Parent as a limited partner of SP Infrastructure and SP Co-Invest and member of Digital Bridge)
Citizenship: U.S. (Virginia)
Principal Business: Virginia State Retirement System

To Transferee's knowledge, no person or entity will own or control a 10 percent or greater interest in Parent through VRS.

No other person or entity is expected to hold a 10% or greater ownership interest in the ExteNet Companies upon closing of the Transaction.

63.04(a)(5): Anti-Drug Abuse Act Certification

As evidenced by the signature of each Applicant to this Application, each Applicant certifies that, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

63.04(a)(6): Description of the Transaction

A description of the proposed Transaction is set forth in **Section II** above.

63.04(a)(7): Geographic Areas Served

The Applicants and their affiliates provide telecommunications services in the U.S. as follows:

ExteNet Companies: The ExteNet Companies currently provide telecommunications services in Alabama, Arizona, California, Connecticut, the District of Columbia, Florida, Georgia, Illinois, Indiana, Kansas, Louisiana, Massachusetts, Michigan, Nevada, New

York, Pennsylvania, Rhode Island, Texas, Virginia, and Wisconsin.⁶ Collectively, the ExteNet Companies hold authorizations to provide intrastate telecommunications services in Alabama, Arizona, California, Connecticut, Delaware, the District of Columbia, Florida, Georgia, Hawaii, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Virginia, Washington and Wisconsin.

Transferee: Transferee does not provide and is not authorized to provide telecommunications in the United States and does not own any entities that are authorized by the Commission to provide telecommunications services. To Transferee's knowledge, the following entities that will own or control 10 percent or more of Transferee at closing either themselves hold authorization from the FCC to provide telecommunications services or directly or indirectly, own 10 percent or more of an entity that holds an authorization from the FCC:

TIAA or its subsidiaries holds various wireless (IG) industrial/business pool, conventional licenses for internal purposes.

VRS holds a 10 percent or greater interest in Grain Spectrum III, LLC, which holds wireless spectrum licenses.

63.04(a)(8): Streamlining Categorization

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(1) of the Commission's Rules because the Transferee is not a telecommunications provider in the United States, as well as pursuant to Section 63.03(b)(2) of the Commission's Rules because: (i) the proposed Transaction will result in the Applicants (including their Affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market

⁶ While the ExteNet Companies currently provide intrastate services, Applicants request authority to transfer control of the ExteNet Companies under Section 214 in anticipation of providing interstate services in the near future.

of less than 10%; (ii) the Applicants (including their Affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction; and (iii) neither the Applicants nor any of their Affiliates are regulated as dominant with respect to any service.

63.04(a)(9): Additional FCC Applications

No other applications are being filed with the Commission with respect to the Transaction.

63.04(a)(10): Special Consideration Requests

Prompt completion of the proposed Transaction is critical to ensure that Applicants can obtain the benefits described in this Application. For important business reasons, the parties are targeting closing of the Transaction within approximately 90 days of signing and no later than October 31, 2015. Accordingly, Applicants request that the Commission approve this Application expeditiously.

63.04(a)(11): Waiver Requests

No waiver requests are being filed in conjunction with the Transaction.

63.04(a)(12): Public Interest Statement

The Transaction is in the public interest. The financial and managerial resources that Transferee will bring to the ExteNet Companies will enhance their ability to deploy additional communications infrastructure and compete in the telecommunications marketplace. At the same time, the Transaction will have no adverse impact on the carrier customers of the ExteNet Companies. Immediately following the Transaction, the ExteNet Companies will continue to provide services at the same rates and on the same terms and conditions as are currently in effect. The Transaction will have no impact on consumers because the ExteNet Companies do not

provide service to end-user customers and, in any case, the only change upon closing of the Transaction will be that Transferee will become the new indirect owner of the ExteNet Companies.

IV. CONCLUSION

Based on the foregoing, the Applicants submit that the public interest, convenience, and necessity would be furthered by the prompt grant of this Application.

Respectfully submitted,

/s/ Craig E. Gilmore

/s/ Brett P. Ferenchak

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Washington, DC 20006-1806
202-373-6000 (tel)
202-373-6001 (fax)
russell.blau@morganlewis.com
brett.ferenchak@morganlewis.com

Counsel for Transferor and the ExteNet
Companies

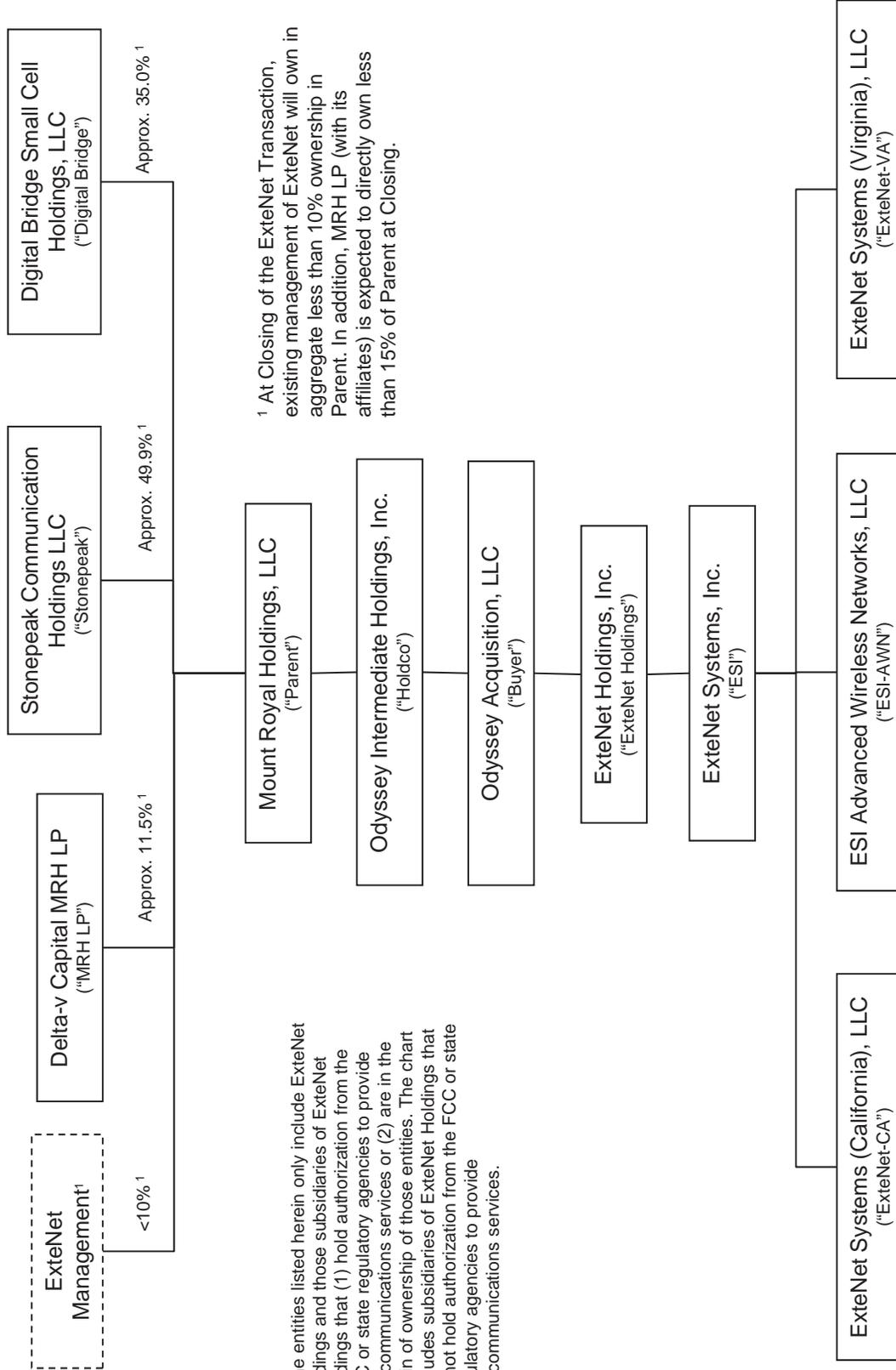
Counsel for Transferee

Date: August 3, 2015

EXHIBIT A

Current and Post-Closing Company Structure

Post-Closing Entity Structure of Buyer and ExteNet*



¹ At Closing of the ExteNet Transaction, existing management of ExteNet will own in aggregate less than 10% ownership in Parent. In addition, MRH LP (with its affiliates) is expected to directly own less than 15% of Parent at Closing.

* The entities listed herein only include ExteNet Holdings and those subsidiaries of ExteNet Holdings 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 ExteNet Holdings that do not hold authorization from the FCC or state regulatory agencies to provide telecommunications services.

Unless otherwise indicated, all ownership percentages are 100%.

VERIFICATION

I, Mark Ganzi, state that I am the President and Treasurer of Odyssey Acquisition, 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 are true and correct to my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 22nd day of July 2015.

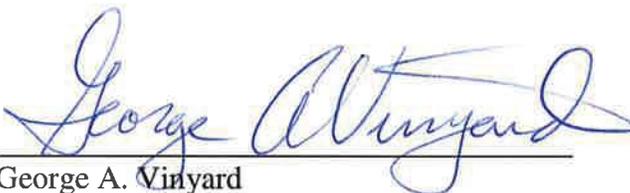


Mark Ganzi
President and Treasurer
Odyssey Acquisition, LLC

VERIFICATION

I, George A. Vinyard, state that I am Vice President, General Counsel and Secretary of ExteNet Holdings, Inc. (“Holdings”) and ExteNet Systems, Inc. (“ESI”), Vice President and Secretary of ExteNet Systems (California), LLC (“ExteNet-CA”), and Vice President of ESI Advanced Wireless Networks LLC (“ESI-AWN”) and ExteNet Systems (Virginia), LLC (“ExteNet-VA”) (Holdings, ESI, ExteNet-CA, ESI-AWN and ExteNet-VA 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 are true and correct to my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 31st day of July 2015.



George A. Vinyard
Vice President, General Counsel and Secretary of
ExteNet Holdings, Inc.
ExteNet Systems, Inc.
Vice President and Secretary of
ExteNet Systems (California), LLC
Vice President of
ESI Advanced Wireless Networks LLC
ExteNet Systems (Virginia), LLC