



PUBLIC NOTICE

Federal Communications Commission
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Washington, D.C. 20554

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DA 15-927
August 17, 2015

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE
TRANSFER OF CONTROL OF EXTENET HOLDINGS, INC.
TO ODYSSEY ACQUISITION, LLC**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 15-189

Comments Due: August 31, 2015
Reply Comments Due: September 7, 2015

Odyssey Acquisition, LLC (Odyssey Acquisition) and ExteNet Holdings, Inc. (ExteNet Holdings) (together, Applicants) filed an application pursuant to section 214 of the Communications Act of 1934, as amended (Act), and section 63.03 of the Commission's rules, requesting consent 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 ExteNet Holdings to Odyssey Acquisition.¹

ExteNet Holdings, a Delaware corporation, is the parent of several domestic operating companies, the 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.² The ExteNet Companies design, build, own and operate distributed networks providing connectivity to distributed antenna systems and small cells for use by national and regional wireless service providers (WSPs). 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 customers.³

¹ 47 U.S.C. § 214, 47 C.F.R. § 63.03.

² 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.

³ ExteNet Holdings is held by several investment funds and holding companies, including Quantum Strategic Partners Ltd. (Quantum). Quantum's investments are directed by Soros Fund Management LLC, which George

Odyssey Acquisition, a Delaware limited liability company was formed to acquire, own, construct and/or operate distributed network systems and other wireless communications infrastructure assets. Odyssey Acquisition is a wholly-owned, direct subsidiary of Odyssey Intermediate Holdings, Inc. (Holdco). Holdco, a Delaware corporation, is itself a wholly owned direct subsidiary of Mount Royal Holdings, LLC (Mount Royal), a Delaware limited liability company. Digital Bridge Small Cell Holdings, LLC (Digital Bridge) and Stonepeak Communications Holdings LLC, both U.S. entities, each hold a fifty percent interest in Mount Royal.

Pursuant to the terms of the Agreement and Plan of Merger (the Agreement) dated as of July 17, 2015, by and among Odyssey Acquisition, Odyssey Merger Sub, Inc. (Merger Sub), 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. Applicants state that ExteNet Holdings will become a direct, wholly owned subsidiary of Odyssey Acquisition. As a result, the ExteNet Companies will become indirect, wholly owned subsidiaries of Odyssey Acquisition. After consummation of the proposed transaction, the following U.S. entities will ultimately hold a ten percent or greater interest in Odyssey Acquisition: Digital Bridge (approximately 35 percent); Stonepeak GP Investors Manager LLC (approximately 49.9 percent);⁴ Delta-v Capital MRH Holdings, LLC (approximately 11.5 percent);⁵ Teachers Insurance and Annuity Association of America (approximately 20 percent interest); Teacher Retirement System of Texas; (approximately 4 to 13.3 percent interest); Virginia Retirement System (approximately 4.1 to 10 percent interest). Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.⁶

Domestic Section 214 Application Filed for the Transfer of Control of ExteNet Holdings, Inc. to Odyssey Acquisition, LLC, WC Docket No. 15-189 (filed Aug. 3, 2015).

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before August 31, 2015**, and reply comments **on or before September 7, 2015**. Pursuant to section 63.52 of the Commission's rules, 47 C.F.R. § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.

Soros serves as the President and Deputy Chairman. A complete list of the pre-consummation and post-consummation ownership of ExteNet Holdings is available in the Application at pages 4-6 and 9-14, respectively.

⁴ The managing members of SP GP Manager are Michael Dorrell and Trent Vichie, both U.S. citizens.

⁵ Rand Lewis and David Schaller, both U.S. citizens, are the managing member of MRH Holdings LLC.

⁶ 47 C.F.R. § 63.03(b)(2)(i).

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents in this proceeding using the Commission's Electronic Comment Filing System (ECFS): <http://apps.fcc.gov/ecfs/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) Myrva Freeman, Competition Policy Division, Wireline Competition Bureau, myrva.freeman@fcc.gov;
- 2) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@fcc.gov;
- 3) David Krech, Policy Division, International Bureau, david.krech@fcc.gov;
- 4) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

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The proceeding in this Notice shall be treated as a "permit-but-disclose" proceeding in accordance with the Commission's *ex parte* rules. Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter's written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 C.F.R. § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission's *ex parte* rules.

For further information, please contact Myrva Freeman at (202) 418-1506 or Dennis Johnson at (202) 418-0809.

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