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

In the Matter of	)	
	)	
ExteNet Telecom Solutions, Inc.,	)	WC Docket No.
Assignor	)	
	)	ITC-ASG-20260109-00010
and	)	
	)	
Pilot Fiber, Inc.,	)	
Assignee	)	
	)	
Application for Consent to Assign Assets of	)	
Assignor to Assignee pursuant to Section 214 of	)	
the Communications Act of 1934, as Amended	)	

CONSOLIDATED DOMESTIC AND INTERNATIONAL
SECTION 214 FOR CONSENT TO ASSIGN ASSETS

ExteNet Telecom Solutions, Inc. ("ETSI" or "Assignor") and Pilot Fiber, Inc. ("Pilot" or "Assignee") (Assignor and Assignee together, the "Applicants"), pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act") and Sections 63.04, 63.12, and 63.24 of the Federal Communications Commission's ("Commission") rules, to assign substantially all the assets, including customer contracts and related telecommunications and other network infrastructure, of ETSI to Pilot and its subsidiaries (the "*Transaction*").[1] The *Transaction* includes the assignment of ETSI's international Section 214 authorization to Pilot.

In support of this filing, Applicants provide the following information:

[1] Only interstate and international customers and associated assets will be assigned to Pilot. Intrastate customers and associated assets will be assigned to subsidiaries of Pilot.

I. DESCRIPTION OF THE PARTIES

A. Assignor - ExteNet Telecom Solutions, Inc.

ETSI is part of the "Extenet" family of companies that primarily deploys distributed networks to enhance coverage and capacity and enable superior wireless service. ETSI provides private lines or IP-based transport services to other communications providers and enterprise customers.

ETSI is a New Jersey corporation and direct, wholly owned subsidiary of ExteNet Telecom Holdings, Inc. ("ETH"), a Delaware corporation. ETH is a direct, wholly owned subsidiary of ExteNet Systems, LLC ("ESL"). ESL is a privately held Delaware limited liability company and a direct, wholly owned subsidiary of Odyssey Acquisition, LLC ("Odyssey"), a Delaware limited liability company. ETSI and ESL have principal offices at 5844 John Hickman Parkway, 6th Floor, Frisco, Texas 75034. Odyssey is an indirect, wholly owned subsidiary of Mount Royal Holdings, LLC ("Parent"), a Delaware limited liability company. 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, an insurance company, and certain individuals in management of ESL. Specifically, the following entities directly hold a 10% or greater equity or voting interest in Parent: Stonepeak Communications Holdings LLC ("Stonepeak"), a Delaware limited liability company, directly holds approximately 38% of the equity and 35% of the voting interests in Parent; JH Killington Communications, LLC ("JH Killington"), a Delaware limited liability company, directly holds approximately 49% of the equity and 45% of the voting interests in Parent; and Digital Bridge Small Cell Holdings LLC ("Digital Bridge Small Cell"), a Delaware limited liability company, directly holds less than 10% of the equity and approximately 15% of the voting interests in

Parent. No other person or entity directly holds 10% of more of the equity or voting interests in Parent.

The following entities indirectly hold 10% or more of the equity or voting interests of Parent as members of Stonepeak: (i) Stonepeak Infrastructure Fund (Odyssey AIV) LP ("SP Infrastructure"), which is owned by limited partners of other Stonepeak funds, and (ii) Stonepeak Communication Holdings LP ("SP Co-Invest"), which is owned by limited partners and other co-investors. None of the limited partners of SP Infrastructure or SP Co-Invest holds a 10% or greater indirect equity or deemed voting interest in Parent. Stonepeak Associates LLC is the general partner of SP Infrastructure and SP Co-Invest. Stonepeal Associates LLC is managed by U.S. entities and persons associated with Stonepeak Infrastructure Partners, a North America focused private equity firm focused on infrastructure investing.

The following entities indirectly hold 10% or more of the equity or voting interests of Parent as members of JH Killington: (i) John Hancock Life Insurance Company USA, Inc. ("JHUSA"), a Boston-based insurance company organized in Michigan, (ii) Manulife Infrastructure II Holdings A, L.P. ("Manulife Infra II-A"), a Delaware limited liability company and (iii) a U.S. non-profit investor. JHUSA is indirectly wholly owned and controlled by Manulife Financial Corporation, a publicly-traded Canadian company (NYSE: MFC) ("Manulife"). Manulife Infra II-A is ultimately controlled by Manulife. No limited partner of Manulife Infra II-A holds a 10% or greater indirect equity or deemed voting interest in Parent.

Digital Bridge is owned by Digital Bridge Holdings, LLC ("DB-Holdings"), affiliates of DB-Holdings, and other institutional investors, none of which is attributed a 10% or greater equity or voting interest in Parent. DB-Holdings is a communications infrastructure investment platform based in Boca Raton, Florida.

B. Assignee - Pilot Fiber, Inc

Pilot's customers are primarily located in the New York City metro area, and Pilot provides domestic telecommunications primarily in New York and New Jersey. Ownership of Assignee is provided in Section IV(E), below.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to an Asset Purchase Agreement dated as of January 22, 2026, ETSI will assign to Pilot and certain of its subsidiaries substantially all of its contracts and related network assets, including customer accounts and contracts, fiber, and other telecommunications equipment. ETSI will assign customers that receive interstate and international telecommunications services, along with associated network assets, to Pilot, while customers receiving intrastate telecommunications services, along with associated network assets, will be assigned to certain subsidiaries of Pilot. The *Transaction* will be seamless to ETSI's customers and immediately following the assignment Pilot Fiber will continue to provide customers service with the same rates and terms. None of the affected customers are residential end users; rather the affected customers are communications carriers and enterprise customers.

III. PUBLIC INTEREST CONSIDERATIONS

Applicants respectfully submit that the proposed *Transaction* serves the public interest. The *Transaction* will allow Extenet to focus its resources and operation on its primary business of designing, building, owing and operating wireless infrastructure, specifically its distributed networks that use fiber-fed distributed antenna systems ("DAS"), small cells, Wi-Fi and other technologies to enhance coverage and capacity and enable superior wireless service for national and regional wireless service providers. Pilot Fiber has a qualified management team that already operates a similar fiber network and Pilot Fiber provides services similar to those received by the affected customers. The *Transaction* will enhance Pilot Fiber's ability to serve existing customers while maintaining services for the affected ETSI customers.

Pilot Fiber will continue to provide communications services to assigned customers without interruption at the same rates and on the same terms and conditions as previously provided by ETSI (subject to future changes pursuant to applicable law and contract provisions). Further, the affected customers of ETSI are sophisticated communications carriers and enterprise customers that negotiate individual contracts that typically include terms associated with the assignment of the contract to other entities, including affiliates. In accordance with the terms of their service contracts, Applicants will advise (and in some cases consent will be requested from) the affected customers of the proposed *Transaction* and the change in such customers' telecommunications provider from ETSI to Pilot Fiber, as applicable.

IV. INFORMATION REQUIRED IN RELATION TO THE ASSIGNMENT OF INTERNATIONAL SECTION 214 AUTHORITY

Pursuant to Section 63.24(e)(2) of the Commission's Rules, 47 C.F.R. § 63.24(e)(2), ETSI and Assignee submit the following information requested in Section 63.18(a)-(d) and (r) and Assignee submits the following information request in Section 63.18(h)-(p):

A. **Section 63.18(a) (Answer to Questions 1, 3 & 5):** Names, address and telephone number of the Applicants:

Assignor: ExteNet Telecom Solutions, Inc. FRN: 0020739686
5844 John Hickman Parkway
6th Floor
Frisco, Texas 75034
972-972-7200

Assignee: Pilot Fiber, Inc. FRN: 0025301797
1115 Broadway, Floor 12
New York, NY 10010
855-578-5500

B. Section 63.18(b) (Answer to Question 8): Organization of the Applicants:

Assignor: ETSI is a New Jersey corporation.

Assignee: Pilot is a Delaware corporation.

C. Section 63.18(c) (Answer to Questions 2, 4, 6): Correspondence concerning this filing should be sent to:

For ETSI:

Ronald W. Del Sesto
Brett P. Ferenchak
Cooley LLP
1299 Pennsylvania Ave., N.W.
Suite 700
Washington, DC 20004
Tel: 202-776-2138
rdelsesto@cooley.com
bferenchak@cooley.com

With a copy to:

Michael Watson
Extenet
5844 John Hickman Pkwy, Suite 600
Frisco, TX 75034
michael.watson@extenetsystems.com

For Pilot:

Joseph A. Godles
Jonathan L. Wiener
Goldberg, Godles, Wiener & Wright LLP
1025 Connecticut Ave., N.W.
Suite 1000
Washington, DC 20036
Tel: 202-429-4900
jgodles@g2w2.com
jwiener@g2w2.com

With a copy to:

Joseph Fasone, CEO
Pilot Fiber, Inc.
1115 Broadway, Floor 12
New York, NY 10010
joseph@pilotfiber.com

D. Section 63.18(d) (Answer to Questions 9, 17 and 18): The Applicants the following Section 214 authorizations:

Assignor:

ETSI holds international Section 214 authorization to provide global or limited global facilities-based and resale service under File No. ITC-214-20110412-00099 and AuthID T251361. Following the *Transaction*, Pilot will hold this international Section 214 authorization. ETSI also holds blanket domestic Section 214 authorization pursuant to Section 63.01(a) of the Rules, 47 C.F.R. § 63.01(a), to provide domestic interstate telecommunications services.

<u>Assignee:</u>

Pilot does not currently hold international Section 214 authorization but holds blanket domestic Section 214 authorization pursuant to Section 63.01(a) of the Rules, 47 C.F.R. § 63.01(a). Following the *Transaction*, Pilot will hold this international Section 214 authorization (File No. ITC-214-20110412-00099 and AuthID T251361) assigned to it by ETSI.

E. <u>Section 63.18(h) (Answer to Questions 19, 20, 25 & 26):</u> Name, Address, Citizenship and Principal Business of Disclosable Interest Holders of Assignee

The entities and individuals listed below directly or indirectly hold ten percent or more of the equity interests and/or deemed to hold ten percent of more of the voting interests of Assignee, as calculated pursuant to Section 63.18(h) of the Commission's Rules, 47 C.F.R. § 63.18(h):

1. Joseph Patrick Fasone

Address:	c/o Pilot Fiber 1115 Broadway, Floor 12 New York, NY 10010
Citizenship:	United States
Principal Business:	Individual
Interest Held:	20.6% equity and voting (directly, as 20.6% member of Pilot)

2. USV 2014, LP

Address:	c/o Union Square Ventures 817 Broadway, 14th Floor New York, NY 10003
Citizenship:	Delaware
Principal Business:	Investments
Interest Held:	15.89% equity and voting (directly, as a 15.89% member of Pilot)

No limited partner of USV 2014, LP holds a 10% or greater or deemed voting interest in Pilot. The general partner of USV 2014, LP is USV 2014 GP, LLC (#5).

3. RRE Ventures VI, LP

Address:	c/o RRE Ventures 130 E 59TH ST New York, NY 10022
Citizenship:	Delaware
Principal Business:	Investments
Interest Held:	16.7% equity and voting (directly, as 16.7% member in Pilot)

No limited partner of RRE Ventures VI, LP holds a 10% or greater or deemed voting interest in Pilot. The general partner of RRE Ventures VI, LP is RRE Ventures GP VI, LLC (#6).

4. Foundry Group Next, L.P.

Address:	c/o Foundry Group 1050 Walnut Street, Suite 219 Boulder, CO 80302
Citizenship:	Delaware
Principal Business:	Investments
Interest Held:	15.2% equity and voting (directly, as 15.2% member in Pilot)

No limited partner of Foundry Group Next, L.P. holds a 10% or greater or deemed voting interest in Pilot. The general partner of Foundry Group Next, L.P. is FG Next GP, LLC (#7).

5. USV 2014 GP, LLC

Address:	c/o Union Square Ventures 817 Broadway, 14th Floor New York, NY 10003
Citizenship:	Delaware
Principal Business:	Investments
Interest Held:	0% equity and 16.7% deemed voting (indirectly, as the general partner (0% equity) of USV 2014, LP and another limited partnership that has a <1% direct equity and voting interest in Pilot)

No member of USV 2014 GP, LLC is attributed a 10% or greater equity or deemed voting interest in Pilot. Five U.S. citizens are the managing members of USV 2014 GP, LLC, none of which is attributed a 10% or greater equity or deemed voting interest in Pilot.

6. RRE Ventures GP VI, LLC

Address:	c/o RRE Ventures 130 E 59TH ST New York, NY 10022
Citizenship:	Delaware
Principal Business:	Investments
Interest Held:	0% equity and 16.7% deemed voting (indirectly, as the general partner (0% equity) of RRE Ventures VI, LP)

No member of RRE Ventures GP VI, LLC is attributed a 10% or greater equity or deemed voting interest in Pilot. RRE Ventures GP VI, LLC is managed by five U.S. citizens, none of which is attributed a 10% or greater equity or deemed voting interest in Pilot.

7. FG Next GP, LLC

Address:	c/o Foundry Group 1050 Walnut Street, Suite 219 Boulder, CO 80302
Citizenship:	Delaware
Principal Business:	Investments
Interest Held:	0% equity and 15.2% deemed voting (indirectly, as the general partner (0% equity) of Foundry Group Next, L.P.)

No member of FG Next GP, LLC is attributed a 10% or greater equity or deemed voting interest in Pilot. Five U.S. citizens comprise the Board of Managers FG Next GP, LLC, none of which is attributed a 10% or greater equity or deemed voting interest in Pilot.

To Pilot's knowledge, no other person or entity holds an indirect 10% or greater equity or deemed voting interest in Pilot.

F. <u>Section 63.18(h) (Answer to Questions 21 & 27):</u> Interlocking Directorates with Foreign Carriers

Assignee does not currently have any interlocking directorates with any foreign carrier. Following the *Transaction*, Assignee will be a foreign carrier in Canada.

G. <u>Section 63.18(i)-(m) (Answer to Questions 22, 28, 31 & 35):</u> Foreign Carrier Affiliations and Destination Countries

Following the *Transaction*, Assignee will be a foreign carrier in Canada by virtue of its planned registration as a reseller and basic international telecommunications services license. Pilot will not be affiliated with any foreign carriers.

Pilot will be a non-dominant carrier in Canada. Pilot is entitled to a presumption of non-dominant status because: (1) Canada is a member of the World Trade Organization; (2) Pilot will not be a monopoly provider of telecommunications services in Canada; (3) Pilot will hold far less than 50 percent market share in Canada; and (4) Pilot will lack market power in Canada to affect competition adversely in the U.S. market. Moreover, Pilot does not have any ability to discriminate against unaffiliated U.S. international carriers through the control of bottleneck services or facilities in its respective international market or appears on the Commission's list of foreign telecommunications carriers presumed to possess market power in foreign telecommunications markets.[2]

H. <u>Section 63.18(n) (Answer to Question 35):</u> Certification of Agreement Not to Accept Special Concessions

Pilot certifies that it has not agreed to accept special concessions, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

I. <u>Section 63.18(o) (Answer to Question 35):</u> Certification Pursuant to Anti-Drug Abuse Act of 1988

Pilot certifies that it is not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

J. <u>Sections 63.18(r) and 63.12 (Questions 15 & 30):</u> Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12 of the Commission's rules. While as noted above Pilot will be a foreign carrier in Canada following completion of the *Transaction*, Pilot will not own any facilities in Canada. Further, Canada is a member of the WTO and Pilot qualifies for a presumption of non-dominance under Section 63.10(a)(3) because it will have less than 50 percent market share in the international transport and the local access markets on the foreign end of the route.

Further, none of the scenarios outline in Section 63.12(c)(2) & (3) applies.

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2 *See International Bureau Revises and Reissues the Commission's List of Foreign Telecommunications Carriers That Are Presumed to Possess Market Power in Foreign Telecommunications Markets*, Public Notice, 22 FCC Rcd 945 (IB 2007).

K. Responses to Other Form ITC-ASG/TC Questions

1. Questions 18 and 30 – Foreign Ownership & Exclusion From Referral to Executive Branch:

As described in Section II.E, no foreign entity or person holds a direct or indirect 10% or greater equity or deemed voting interest in Assignee.

V. INFORMATION REQUIRED IN RELATION TO THE ASSIGNMENT OF DOMESTIC SECTION 214 AUTHORITY

Pursuant to Section 63.04(b) of the Commission's rules for joint domestic/international Section 214 applications, the Applicants provide the information described in Section 63.04(a)(6) through (a)(12):

A. Description of the Transaction47 C.F.R. § 63.04(a)(6)

A description of the *Transaction* is provided in Section II, *supra.*

B. Description of the geographic areas in which the Assignor and Assignee (and their affiliates) offer domestic telecommunications service, and what service are provided in each area, 47 C.F.R. § 63.04(a)(7)

Assignor:

ETSI provides telecommunications primarily in Illinois, New Jersey and New York but also provides service in Arizona, California, Connecticut, Delaware, District of Columbia, Georgia, Iowa, Maryland, Ohio, Pennsylvania, Virginia, and Washington. ETSI is authorized to provide competitive local exchange, private line, and/or interexchange services in the District of Columbia and the following states: California Connecticut, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Nevada, New Jersey, New York, North Carolina, North Dakota, Ohio, Oklahoma, Pennsylvania, Rhode Island, Tennessee, Texas, Utah, Virginia, Washington and Wisconsin.

Assignee:

Pilot provides interstate telecommunications in the District of Columbia, Illinois, New Jersey, New York and Pennsylvania. Pilot's customers are primarily located in New York City metro area. In addition, the following subsidiaries of Pilot are authorized to provide intrastate services in the following states:

> Pilot Fiber NJ LLC is authorized to provide intrastate telecommunications services in New Jersey.
>
> Pilot Fiber NY LLC is authorized to provide intrastate telecommunications services in New York.

C. Statement as to how the Joint Application fits into one or more of the presumptive streamlined categories in Section Commission's Rules or why it is otherwise appropriate for streamlined treatment, 47 C.F.R. § 63.04(a)(8)

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(ii) because, immediately following the Transaction, (i) Assignee (and its Affiliates, as defined in the Act) will have a market share in the interstate, interexchange market of less than ten percent (10%), (ii) the Assignee (including its Affiliates) will provide competitive telephone exchange services or exchange access services, if at all, exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the *Transaction*; and (iii) neither the Assignee nor any of its Affiliates are regulated as dominant with respect to any service.

D. Identification of all other Commission applications related to the same transaction, 47 C.F.R. § 63.04(a)(9)

None other than this combined international and domestic Section 214 application.

E. A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure, 47 C.F.R. § 63.04(a)(10)

Applicants do not request special consideration based on any imminent business failure.

F. Identification of any separately filed waiver requests being sought in conjunction with the transaction, 47 C.F.R. § 63.04(a)(11)

No separately filed waiver requests are being sought in conjunction with the proposed *Transaction*.

G. A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets, 47 C.F.R. § 63.04(a)(12).

A public interest showing is provided in Section III, supra.

VI. UNIVERSAL SERVICE FUND INFORMATION

Pursuant to the Commission's Public Notice, DA 22-436 (rel. April 19, 2022), Applicants provide the following Universal Service Fund ("USF") information:

A. USF High Cost Support Received by Applicants and Affiliates of Assignee

None of the Applicants nor the Affiliates of Assignee receives high-cost support.

B. Confirmation of whether the entity to be transferred are Eligible Telecommunications Carriers (ETC) under section 214(e) of the Act.

No entity is being transferred by this application. Nevertheless, none of the Applicants are an ETC.

C. List of study area codes (SACs) for Applicants and Affiliates of Assignee

None of the Applicants nor the Affiliates of Assignee has study area codes.

D. Participation in Lifeline

None of the Applicants nor the Affiliates of Assignee participates in the Lifeline program.

VII. CONCLUSION

WHEREFORE, for the reasons set forth above, Petitioners request the Commission grant all authority necessary for ETSI to assign substantially all of its customers contracts and related assets to Assignee as described above.

Respectfully submitted,

/s/ *Joseph A. Godles*
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Counsel for ExteNet Telecom Solutions, Inc.

Dated: March 31, 2026

VERIFICATIONS

VERIFICATION

I, Michael Watson, state that I am Senior Vice President & Deputy General Counsel of ExteNet Systems, LLC; that I am authorized to make this Verification on behalf of ExteNet Systems, LLC and its subsidiaries (collectively, the "Company"), including ExteNet Telecommunications Solutions, Inc.; 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 25 day of February, 2026.

Michael Watson
Senior Vice President & Deputy General Counsel
ExteNet Systems, LLC

VERIFICATION

I, Joseph Fasone, state that I am CEO of Pilot Fiber, Inc. (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 31st day of March, 2026.

Joseph Fasone
CEO
Pilot Fiber, Inc.