

September 21, 2016

VIA FEDERAL EXPRESS & EMAIL

Mr. Herbert Hilliard, Chairman
Tennessee Regulatory Authority
c/o Sharla Dillon, Dockets and Records Manager
502 Deaderick Street, 4th Floor
Nashville, TN 37243
sharla.dillon@tn.gov

**Re: Notification of *Pro Forma* Assignment of Certificate of Public Convenience
and Necessity from Mobilitie, LLC to TN Backhaul Networks, LLC**

Dear Chairman Hilliard:

Mobilitie, LLC ("Mobilitie," or "Assignor") and TN Backhaul Networks, LLC ("TN Backhaul Networks," or "Assignee") (collectively the "Parties"), by undersigned counsel, hereby notify the Tennessee Regulatory Authority ("TRA"), of the *pro forma* assignment of Mobilitie's Certificate of Public Convenience and Necessity to TN Backhaul Networks ("Transaction").

By letter dated March 3, 2016, Mobilitie notified the TRA of its intent to operate pursuant to market regulation. As a result, it is the Parties' understanding that TRA approval is not required for the Transaction. Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the TRA records. The Parties respectfully request that the TRA update its records, website, and other information as appropriate to reflect that TN Backhaul Networks will hold the certificate following completion of the Transaction. The Parties completed the assignment on March 3, 2016.

In support, the Parties provide the following information:

I. DESCRIPTION OF THE PARTIES

A. Mobilitie, LLC

Mobilitie is a limited liability company organized under the laws of the State of Nevada. Mobilitie designs, builds, and operates network and infrastructure to deliver optimal wireless coverage. Mobilitie's complete wireless infrastructure solutions include funding, designing, building, operating, and maintaining neutral host outdoor and indoor distributed antenna systems (DAS), small cells, Wi-Fi, and communication towers. On December 20, 2010, Mobilitie was authorized by the TRA to provide competing local telecommunications services within the State of Tennessee.¹ Mobilitie is authorized to provide competitive local exchange, interexchange, and/or backhaul transport telecommunications services pursuant to registration, agency order, or on a deregulated basis in all fifty states, and the

¹ See generally *In re Application of Mobilitie, LLC for a CCN to Provide Competing Local Telecommunications Services in Tennessee*, Docket No. 10-00191, Order Granting Certificate of Public Convenience and Necessity (Dec. 20, 2010).

District of Columbia. Mobilitie's headquarters is located at 2220 University Drive, Newport Beach, California 92660.

B. TN Backhaul Networks, LLC

TN Backhaul Networks is a Delaware limited liability company with its principal business address at 2220 University Drive, Newport Beach, California 92660. TN Backhaul Networks is a wholly-owned, indirect subsidiary of Mobilitie.

II. DESCRIPTION OF THE TRANSACTION

For business and operational reasons, Mobilitie is transferring its Certificate of Public Convenience and Necessity to TN Backhaul Networks. Following closing, TN Backhaul Networks will continue to offer the same services as Mobilitie to its customers in the State of Tennessee. Furthermore, Mobilitie's management will continue to be responsible for the day-to-day operations of TN Backhaul Networks' business.

On November 2, 2010, Mobilitie filed a surety bond in support of its application for authority. In connection with the assignment of that authorization to TN Backhaul Networks, Mobilitie obtained a rider to its surety bond changing the name of the principal to TN Backhaul Networks, LLC. A copy of the bond rider is attached hereto.

III. PUBLIC INTEREST STATEMENT

The Parties submit that the Transaction described herein serves the public interest. The Transaction promotes competition among telecommunications carriers by providing TN Backhaul Networks with the opportunity to strengthen its competitive position in order to accelerate the growth of the business. The Parties anticipate that the Transaction will enable them to deliver greater value and variety of services to their customers.

The Transaction will be transparent to customers, and will not result in the discontinuance, reduction, loss, or impairment of service to customers. Rather, as noted, it will enable the Parties to make available a greater variety of high-quality, innovative services to their customers.

IV. CONTACTS

Correspondence concerning this Notice should be sent to the following individuals:

Assignor

Jim Grass
Vice President, Corporate Counsel
Mobilitie, LLC
2220 University Drive
Newport Beach, CA 92660
Tel: (949) 717-6020
Fax: (949) 274-7556
Email: jim@mobilitie.com

Assignee

Michael P. Donahue
Marashlian & Donahue, PLLC
1420 Spring Hill Road, Suite 401
McLean, VA 22102
Tel: (703) 714-1319
Fax: (703) 563-6222
Email: mpd@commlawgroup.com

Please update the TRA's records with the following information for TN Backhaul Networks, LLC:

TN Backhaul Networks, LLC
2220 University Drive,
Newport Beach, CA 92660
Tel: (877) 296-1009
Email: info@itbutility.com
Website: www.itbutility.com

V. CONCLUSION

For the reasons stated above, the Parties respectfully submit that the public interest, convenience, and necessity would be furthered by the Transaction. Accordingly, the Parties respectfully advise the TRA of their participation in the Transaction as described above.

Pursuant to the TRA's filing procedures, enclosed with this original letter are four (4) copies, and an additional copy of this letter. Please date stamp the additional copy of this letter, and return it to the address listed on the provided self-addressed envelope. A copy of this letter has also been emailed to Sharla Dillon at sharla.dillon@tn.gov.

Please contact the undersigned should you have any questions regarding the contents of this letter.

Respectfully submitted,



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Enclosures