

**DESCRIPTION OF TRANSFER OF CONTROL
AND PUBLIC INTEREST STATEMENT**

This application seeks Commission consent to transfer indirect control of Clarity Telecom, LLC dba Vast Broadband (“Licensee”) and its experimental license listed below (the “License”) from PC III CTH Holdings, L.P. (“PC III Holdings” or “Transferor”) to Python Intermediate II, LLC (“Transferee”) (the “Python Transaction”).¹

<u>Licensee</u>	<u>Call Sign</u>	<u>Radio Service</u>
Clarity Telecom, LLC dba Vast Broadband	WJ2XED	Experimental License – 3550-3650 MHz

Licensee is a Delaware limited liability company and a direct, wholly owned subsidiary of Clarity Holdings, LLC (“Clarity Holdings”), a Delaware limited liability company. Currently, Clarity Holdings is a direct, wholly owned subsidiary of Transferor, a Delaware limited partnership. Transferee is a newly formed Delaware limited liability company created for the purpose of completing the Python Transaction. Transferee is indirectly, wholly owned by Python Holdings, L.P. (“Python Holdings”), an investment fund also created for the purpose of the Python Transaction. Python Holdings is primarily owned and controlled by funds and entities affiliated with Pamlico Capital and Oak Hill Capital Partners, which are private equity funds based in the United States. The equity in the Pamlico Capital and Oak Hill Capital Partners funds is held through passive limited (and insulated) partnership interests held by numerous, primarily U.S.-based investors, including individuals, trusts, institutions and business entities. Control of these funds ultimately rests in U.S. entities or citizens.

Pursuant to an Agreement and Plan of Merger (“Agreement”) dated as of December 24, 2018, a series of mergers and other transactions will result in Transferee directly or indirectly owning all of the issued and outstanding equity interests of Clarity Holdings. Upon completion of the Python Transaction, therefore, Clarity Holdings will be a wholly owned subsidiary of Transferee. Licensee will remain a wholly owned subsidiary of Clarity Holdings and will become indirect, wholly owned subsidiary of Transferee. Charts depicting the corporate ownership structure of Licensee before and after the Python Transaction are provided as **Exhibit 2**.

The proposed Python Transaction is consistent with the public interest. The Python Transaction will not affect the uninterrupted and safe operation of the facilities. Upon completion of the Python Transaction, Licensee will remain technically, managerially and financially qualified to provide telecommunications services authorized by the License. The proposed Python Transaction and this Application do not require a waiver of any of the Commission’s rules. Consequently, prompt action granting this Application will serve the public interest, convenience, and necessity.

¹ Transferor, Transferee and Licensee are referred to collectively as the “Applicants.”

In addition to this Application, Applicants filed applications for the transfer of indirect control of Licensee and its domestic and international Section 214 authorizations and its wireless license.²

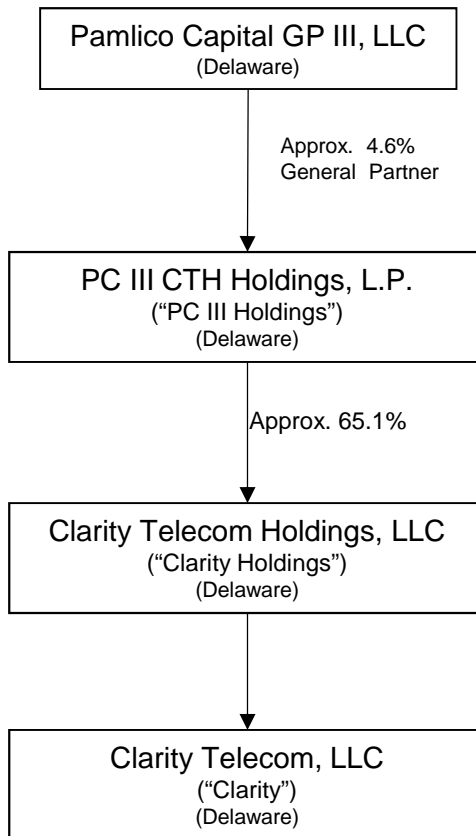
² See ECFS Confirmation # 2019012860641104 (filed January 28, 2019); IBFS File Nos. ITC-T/C-INTR2019-00092, ITC-T/C-INTR2019-00093 & ITC-T/C-INTR2019-00094 (filed January 28, 2019); ULS File No. 0008493139 (filed January 28, 2019).

EXHIBIT 2

Current and Post-Python Transaction Ownership Structure Charts

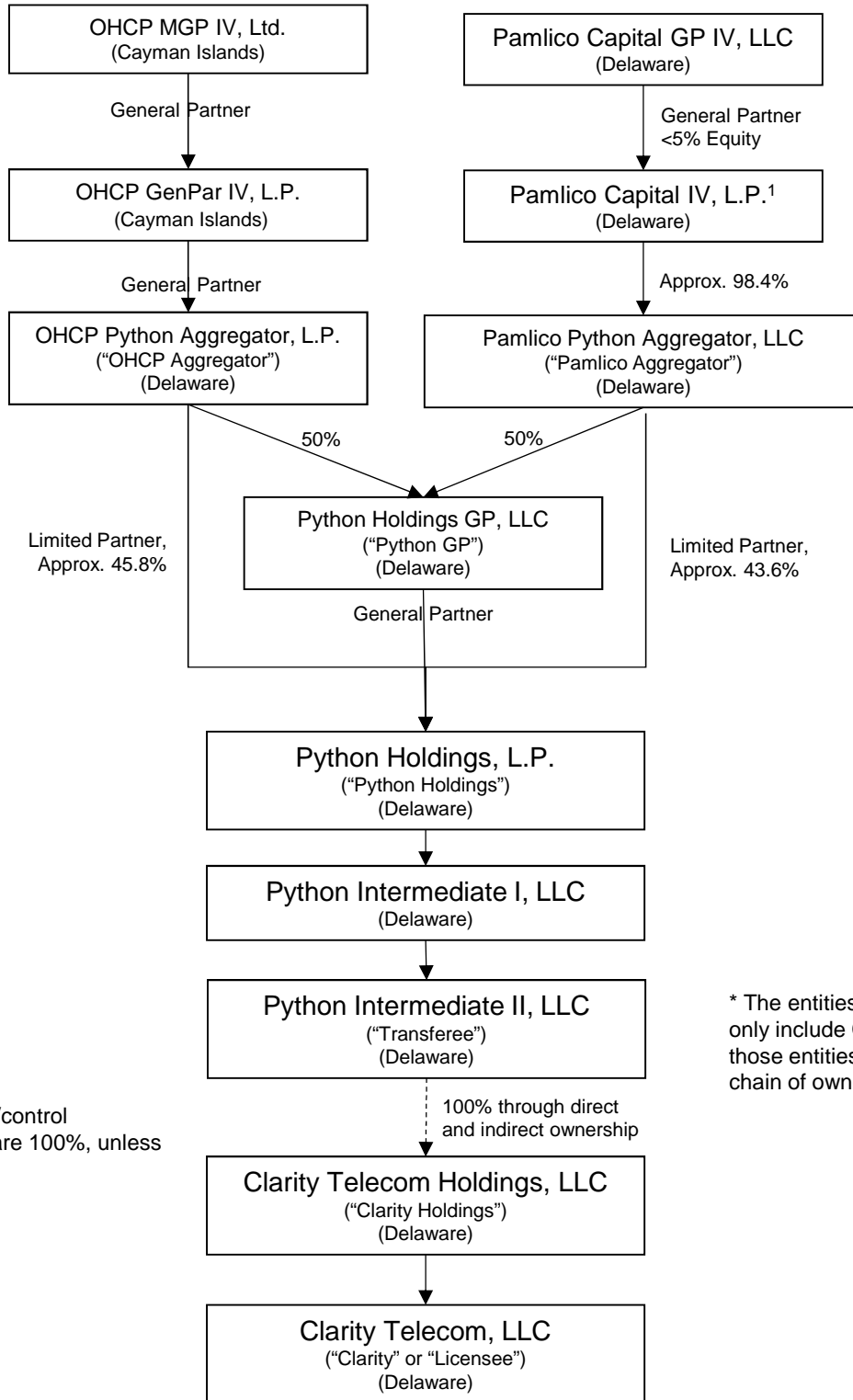
Current Ownership Structure of Clarity*

* The entities listed herein only include Clarity and those entities that are in its chain of ownership.



All ownership/control percentages are 100%, unless noted.

Post-Transaction Ownership Structure of Clarity*



All ownership/control percentages are 100%, unless noted.

* The entities listed herein only include Clarity and those entities that are in its chain of ownership.