

# Morgan Lewis

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January 24, 2020

## **VIA IBFS**

Marlene Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
445 12th Street, S.W.  
Washington, DC 20554  
Attn: International Bureau

**Re: Notification Regarding the *Pro Forma* Consolidation of XFone USA, LLC into NTS Communications, LLC**

Dear Secretary Dortch:

NTS Communications, LLC ("NTS-Comm"), pursuant to 47 C.F.R. § 63.24(f), notifies the Commission that effective December 31, 2019, XFone USA, LLC ("XFone," together with NTS-Comm, the "Parties") merged with and into its affiliate, NTS-Comm (the "*Pro Forma Consolidation*"), resulting in the *pro forma* assignment of XFone's international Section 214 authorization ("Authorization") to NTS-Comm. Since XFone was an affiliate of NTS-Comm and the ultimate control and ownership of NTS-Comm did not change,<sup>1</sup> the *Pro Forma Consolidation* was *pro forma* in nature.

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<sup>1</sup> NTS-Comm is filing a separate notification regarding a *pro forma* change in its direct parent company that was also effective on December 31, 2019.

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**Information Required by Section 63.24(f)(2)**

As required by Section 63.24(f)(2), the Parties provide the following information required by 63.18(a) through (d) and (h):

Sections 63.18(a): Name, address and telephone number of the Parties:

NTS Communications, LLC  
XFone USA, LLC  
912 South Main Street, Suite 106  
Sikeston, MO 63801  
573-481-2263

Sections 63.18(b): Organization of the Parties:

NTS-Comm is a Delaware limited liability company.

XFone was a Mississippi limited liability company.

Section 63.18(c): Correspondence concerning this filing should be sent to the Parties' counsel:

Catherine Wang  
Brett P. Ferenchak  
Patricia Cave  
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Section 63.18(d): The Parties holds the following international Section 214 authorizations:

NTS-Comm holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-19971024-00657.

XFone holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20040706-00251.

NTS-Comm and XFone also are authorized to provide interstate service by virtue of blanket domestic Section 214 authority. See 47 C.F.R. § 63.01.

Sections 63.18(h): See **Attachment 1** for the ownership of NTS-Comm. See **Attachment 2** for the *pre-Pro Forma Consolidation* and current corporate structure of the Parties.

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NTS-Comm certifies that the *Pro Forma Consolidation* was *pro forma* and, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party of NTS-Comm or the Authorizations held by the Parties.

\* \* \* \*

This notification letter is being filed electronically via MyIBFS. Please direct any questions to the undersigned.

Respectfully submitted,

*/s/ Patricia Cave*

Catherine Wang  
Brett P. Ferenchak  
Patricia Cave

*Counsel for the Parties*

## ATTACHMENT 1

### Answer to Question 11 - Section 63.18(h) Ownership Information

The following entities currently hold, directly or indirectly, a 10% or greater interest<sup>1</sup> in NTS-Comm, as calculated pursuant to the Commission ownership attribution rules for international telecommunications carriers:

Name:	Clarity Telecom, LLC ("Clarity")
Address:	912 South Main Street, Suite 106 Sikeston, MO 63801
Citizenship:	U.S. (Delaware)
Principal Business:	Telecommunications
% Interest:	100% (directly, as the direct, 100% owner of NTS-Comm)

Name:	Clarity Telecom Holdings, LLC ("Clarity Holdings")
Address:	912 South Main Street, Suite 106 Sikeston, MO 63801
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
% Interest:	100% (indirectly as the direct, 100% owner of Clarity)

The following entities and individuals currently hold a ten percent (10%) or greater, direct or indirect, interest in **Clarity Holdings:**

Name:	Python Intermediate II, LLC ("Python")
Address:	One Stamford Plaza 263 Tresser Blvd., 15th floor Stamford, CT 06901
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Interest Held:	100% (directly in Clarity Holdings with a greater than 70% direct membership interest in Clarity Holdings and indirectly in Clarity Holdings as the sole owner of two Delaware entities that directly own the remaining membership interests in Clarity Holdings: (i) Python Intermediate III, Inc., a Delaware corporation that has greater than 10% direct ownership in Clarity Holdings and (ii) Python Intermediate IV, LLC, a Delaware limited liability that has less than 10% direct ownership of Clarity Holdings)

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<sup>1</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

The following entity directly, wholly owns **Python**:

Name: Python Intermediate I, LLC ("Python Intermediate I")  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
Interest Held: 100% (directly in Python)

The following entity directly, wholly owns **Python Intermediate I**:

Name: Python Holdings, L.P. ("Python Holdings")  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
Interest Held: 100% (directly in Python Intermediate I, indirectly in Python)

The following entities directly or indirectly, wholly own or control **Python Holdings**:

Name: Python Holdings GP, LLC ("Python GP")  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
Interest Held: 100% (as the general partner of Python Holdings)

Name: Pamlico Python Aggregator LLC ("Pamlico Aggregator")  
Address: 150 N. College Street  
Suite 2400  
Charlotte, NC 28202  
Citizenship: U.S. (Delaware)  
Principal Business: Investment Activities  
Interest Held: 100% ((i) directly, as approximately 43.6% limited partner in Python Holdings and (ii) indirectly, as a 50% member of Python GP)

Name: OHCP Python Aggregator, L.P. ("OHCP Aggregator")  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Citizenship: U.S. (Delaware)  
Principal Business: Investment Activities  
Interest Held: 100% ((i) directly, as approximately 45.8% limited partner in Python Holdings and (ii) indirectly, as a 50% member of Python GP)

No other person or entity holds a 10% or greater limited partner or other equity interest in Python Holdings.

The following entities indirectly, own or control a ten percent (10%) or greater interest in Python Holdings through **OHCP Aggregator**:

Name: Oak Hill Capital Partners IV (Onshore), L.P.  
("OHCP IV Onshore")  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Citizenship: Cayman Islands  
Principal Business: Investment Activities  
Interest Held: 100% (as a 60.1% limited partner in OHCP Aggregator)

Name: Ohio Public Employees Retirement System  
Address: 277 East Town Street  
Columbus, OH 43215  
Citizenship: U.S. (Ohio)  
Principal Business: Statutorily-created pension plan  
Interest Held: 15.7% (indirectly, as a 15.7% limited partner in OHCP IV Onshore)

Name: FW Oak Hill Limited IV, L.P. ("FW Limited IV")  
Address: 201 Main Street, Suite 3100  
Fort Worth, TX 76102  
Citizenship: U.S. (Delaware)  
Principal Business: Investment Activities  
Interest Held: 12.5% (indirectly, as a 12.5% limited partner in OHCP IV Onshore)

Name: RMB Holdings, LLC ("RMB Holdings")  
Address: 201 Main Street, Suite 3100  
Fort Worth, TX 76102  
Citizenship: U.S. (Delaware)  
Principal Business: Investment Activities  
Interest Held: 12.5% (indirectly, as a 76.3% limited partner in FW Limited IV)

RMB Holdings is controlled by Robert M. Bass and Anne T. Bass, U.S. citizens, as co-Trustees of the Live Oak Trust, a Texas trust that directly wholly owns RMB Holdings.

No other limited partner of FW Limited IV indirectly owns or controls a 10% or greater interest in OHCP Aggregator.

The sole general partner of FW Limited IV is FW Oak Hill Limited Genpar IV, LLC, a Delaware limited liability company. The sole member of FW Oak Hill Limited Genpar IV, LLC is FW GP Holdco,

LLC, a Delaware limited liability company. The sole member of FW GP Holdco, LLC is Jay H. Hebert, a U.S. citizen. The address for each of these entities and Mr. Hebert is 201 Main Street, Suite 3100, Fort Worth, TX 76102.

No other limited partner in OHCP IV Onshore owns or controls a ten percent (10%) or greater interest in OHCP Aggregator.

Name: Oak Hill Capital Partners IV (Offshore), L.P.  
("OHCP IV Offshore")  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Citizenship: Cayman Islands  
Principal Business: Investment Activities  
Interest Held: 20.7% (as a 20.7% limited partner in OHCP Aggregator)

No limited partner in OHCP IV Onshore owns or controls a ten percent (10%) or greater interest in OHCP Aggregator.

Name: OHCP GenPar IV, L.P. ("GenPar IV")  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Citizenship: Cayman Islands  
Principal Business: Investment Activities  
Interest Held: 100% (directly as the general partner of OHCP Aggregator and indirectly as the general partner of (i) OHCP IV Onshore, (ii) OHCP IV Offshore, and (iii) three other investment funds that individually hold less than 10% of the limited partnership interests in OHCP Aggregator but collectively hold approximately 19.2% of the limited partnership interests in OHCP Aggregator)

Name: OHCP Principal Investors IV, L.P. ("PI IV")  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Citizenship: Cayman Islands  
Principal Business: Investment Activities  
Interest Held: 100% (as 93.9% limited partner in GenPar IV)

The following individuals, each of whom is a U.S. citizen, are the only limited partners in PI IV with a 10% or greater interest in PI IV: J. Taylor Crandall (through the J. Taylor Crandall Revocable Trust) and Tyler J. Wolfram.

Name: OHCP MGP IV, Ltd. ("MGP IV")  
Address: One Stamford Plaza

263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Citizenship: Cayman Islands  
Principal Business: Investment Activities  
Interest Held: 100% (as the general partner (less than 1% equity) of GenPar IV and PI IV)

The shares in MGP IV are distributed equally (100 shares each) among thirteen individuals, each of whom is a U.S. citizen: J. Taylor Crandall, Steven B. Gruber, Tyler J. Wolfram, Scott A. Baker, Brian N. Cherry, Benjamin Diesbach, Stratton R. Heath, III, Scott B. Kauffman, Kevin M. Mailender, John R. Monsky, William J. Pade, Steven G. Puccinelli, and David S. Scott. None of these individuals has a 10% or greater interest in OHCP Aggregator.

The equity in OHCP IV Onshore, OHCP IV Offshore, and the other related funds (collectively, the "Oak Hill IV Funds") whose general partner is GenPar IV is held through passive limited partnership interests held by numerous, primarily U.S.-based investors, including individuals, trusts, institutions and business entities. Except for the limited partners in OHCP IV Onshore listed above, no limited partner of the Oak Hill IV Funds owns or controls a ten percent (10%) or greater direct or indirect interest in OHCP Aggregator through their investments in one or more of these funds.

To NTS-Comm's knowledge, no other person or entity, directly or indirectly, owns or controls a ten percent (10%) or greater interest in Python through OHCP Aggregator.

The following entities indirectly, own or control a ten percent (10%) or greater interest in Python Holdings through **Pamlico Aggregator**:

Name: Pamlico Capital IV, L.P. ("PC IV LP")  
150 N. College Street  
Suite 2400  
Charlotte, NC 28202  
Citizenship: U.S. (Delaware)  
Principal Business: Investments  
Interest Held: 100% (as a 98.4% member of Pamlico Aggregator)



Name: Pamlico Capital GP IV, LLC ("PC IV GP")  
150 N. College Street  
Suite 2400  
Charlotte, NC 28202  
Citizenship: U.S. (Delaware)  
Principal Business: Investments  
Interest Held: 100% (as the general partner of (i) PC IV LP (approximately 3.8% equity) and (ii) another limited partnership that is the only other member of Pamlico Aggregator and does not hold a 10% or greater membership interest in Pamlico Aggregator)

The following members of PC IV GP each hold or control between ten and twenty percent of the membership interests in PC IV GP: Scott B. Perper, L. Watts Hamrick III, Frederick W. Eubank II, Arthur C. Roselle, Scott R. Stevens, and Walker C. Simmons.<sup>2</sup> Each of these individuals is a U.S. citizen with a principal place of business at the same location as PC IV GP.

Name: HarbourVest Partners, LLC  
Address: One Financial Center, 44th Floor  
Boston, MA 02111  
Citizenship: U.S. (Delaware)  
Principal Business: Investment Company  
% Interest: 17.1% (indirectly, as the controlling or managing entity of multiple funds or entities that directly or indirectly interests in PV IC LP but that do not individually directly or indirectly, hold or control a 10% or greater limited partner interest in PC IV LP)

A majority of the ownership of HarbourVest Partners, LLC is held by 27 individuals (19 managing directors and eight former managing directors), none of which individually owns or control 10% or more of PC IV LP.

No other limited partner in PC IV LP owns or controls a ten percent (10%) or greater interest in Python Holdings through PC IV LP.

To NTS-Comm's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Licensee.

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<sup>2</sup> These individuals also directly or indirect, own or control interests in an entity that directly owns less than 5% of Python Holdings.

**Answer to Question 12 - Section 63.18(h) Interlocking Directorates**

NTS-Comm does not have any interlocking directorates with a foreign carrier. NTS-Comm certifies that it is not a foreign carrier or affiliated (as defined in 47 C.F.R. § 63.09) with any foreign carriers.

**Answer to Question 13 - Description of the *Pro Forma* Consolidation**

Effective December 31, 2019, Clarity undertook several *pro forma* changes to its corporate ownership structure to improve business efficiencies and streamline the ownership structure of Clarity. As part of the *pro forma* changes undertaken, XFone merged with and into NTS-Comm with NTS-Comm surviving. NTS Clarity also merged with into NTS-Comm with NTS-Comm surviving as a direct, wholly owned subsidiary of Clarity.<sup>3</sup> As a result of the *Pro Forma Consolidation*, XFone no longer exists as a separate corporate entity and all operations and assets of XFone were consolidated into NTS-Comm. As of January 1, 2020, NTS-Comm provides services to XFone's customers pursuant to NTS-Comm's existing international Section 214 authority granted in IB File No. ITC-214-19971024-00657. Upon issuance of an Action Taken Public Notice with respect to the *Pro Forma Consolidation*, NTS-Comm will surrender XFone's international Section 214 authority granted in IB File No. ITC-214-20040706-00251.

Charts depicting the pre-*Pro Forma* Consolidation and current ownership structure of the Parties are attached as **Attachment 2**.

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<sup>3</sup> NTS-Comm is filing a separate notification with respect to its international 214 authorization for its merger with NTS Clarity.

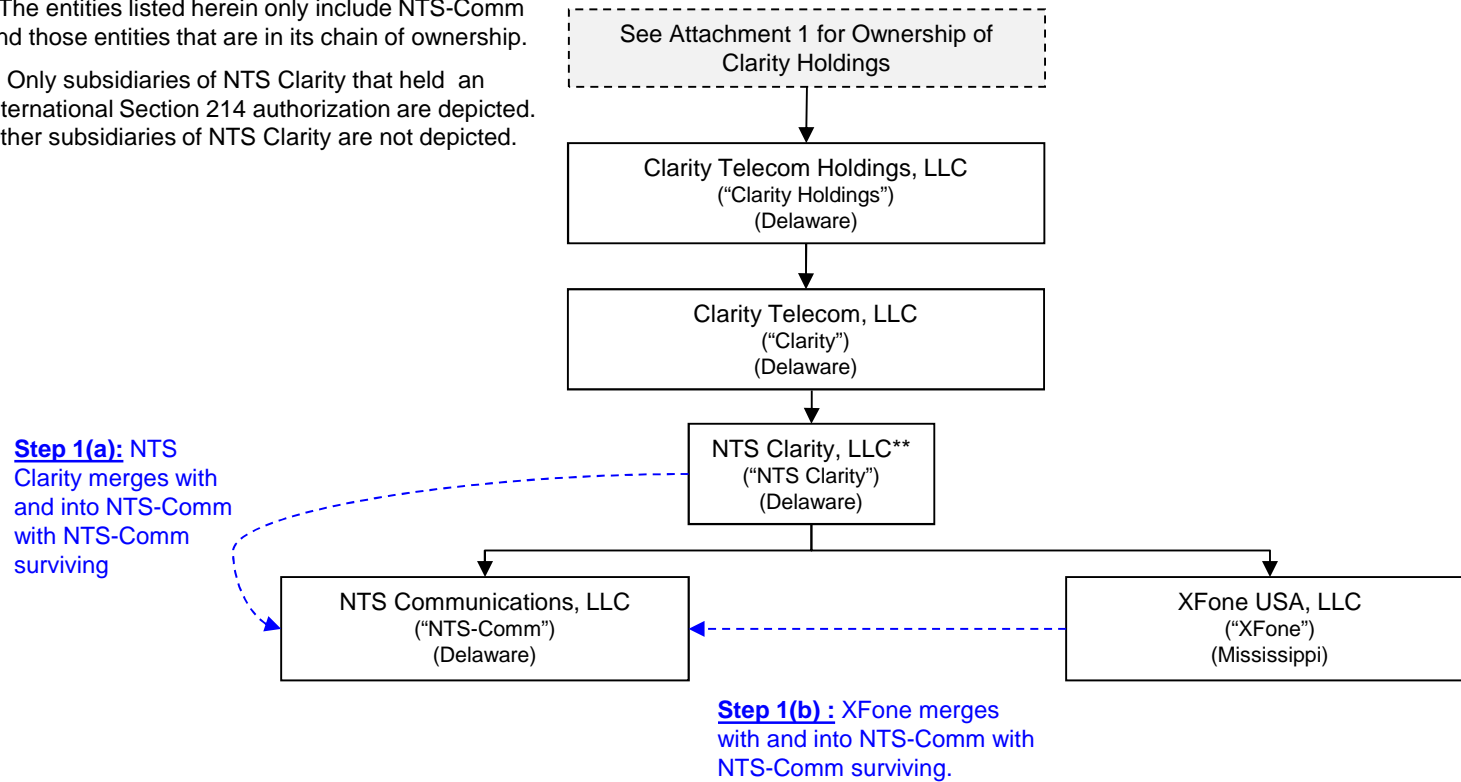
**ATTACHMENT 2**

**Pre-*Pro Forma* Consolidation and Current Corporate Ownership Structure Charts**

# Pre-Pro Forma Consolidation Ownership Structure

\* The entities listed herein only include NTS-Comm and those entities that are in its chain of ownership.

\*\* Only subsidiaries of NTS Clarity that held an international Section 214 authorization are depicted. Other subsidiaries of NTS Clarity are not depicted.

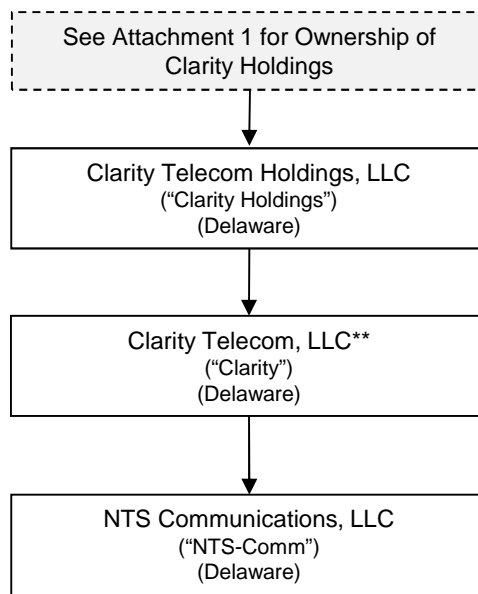


All ownership/control percentages are 100%, unless noted.

## Current Ownership Structure

\* The entities listed herein only include NTS-Comm and those entities that are in its chain of ownership.

\*\* Other subsidiaries of Clarity are not depicted.



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

## VERIFICATION

I, J. Keith Davidson, hereby declare that I am the Chief Financial Officer of NTS Communications, LLC, the successor-in-interest to NTS Clarity, LLC and XFone USA, 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 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 7<sup>th</sup> day of January, 2020.



J. Keith Davidson  
Chief Financial Officer  
NTS Communications, LLC