

# Morgan Lewis

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July 21, 2021

## **VIA IBFS**

Marlene Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
45 L Street, N.E.  
Washington, DC 20554  
Attn: International Bureau

**Re: Notification Regarding the *Pro Forma* Change in Ownership of NTS Communications, LLC d/b/a Vexus**

Dear Secretary Dortch:

NTS Communications, LLC d/b/a Vexus ("Vexus" or "Licensee"), Python Holdings, L.P. ("Python Holdings" or "Transferor") and NTS Communications Holdings, LLC ("NTS Holdings" or "Transferee") (Licensee, Transferor and Transferee collectively, the "Parties"), pursuant to 47 C.F.R. § 63.24(f), notify the Commission of a *pro forma* change in direct ownership of Licensee completed on June 30, 2021. The *Pro Forma Change* (as defined in Attachment 1) involved the insertion of an intermediate holding company, NTS Holdings, between Licensee and Python Holdings. Because the ultimate control and ownership of Licensee did not change, the *Pro Forma Change* was *pro forma* in nature.

### **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 d/b/a Vexus  
NTS Communications Holdings, LLC  
912 South Main Street, Suite 106  
Sikeston, MO 63801  
800-658-2150

**Morgan, Lewis & Bockius LLP**

1111 Pennsylvania Ave., NW  
Washington, DC 20004-2541  
United States

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Python Holdings, L.P.  
One Stamford Plaza  
263 Tresser Blvd., 15th Floor  
Stamford, CT 06901  
203-328-1600

Sections 63.18(b): Organization of the Parties:

Licensee is a Delaware limited liability company.

NTS Holdings is a Delaware limited liability company.

Python Holdings is a Delaware limited partnership.

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

Catherine Wang  
Brett P. Ferenchak  
Stephany Fan  
Morgan, Lewis & Bockius LLP  
1111 Pennsylvania Ave., N.W.  
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202-739-3000 (Tel)  
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Section 63.18(d): Licensee holds international Section 214 authority to provide global resale and facilities-based services granted in IB File No. ITC-214-19971024-00657. Licensee is also authorized to provide interstate service by virtue of blanket domestic Section 214 authority. See 47 C.F.R. § 63.01.

Neither Python Holdings nor NTS Holdings hold any authorizations from the FCC.

Sections 63.18(h): See **Attachment 1** for the current ownership of Licensee and a description of the *Pro Forma Change*. See **Attachment 2** for charts depicting the pre-*Pro Forma Change* and current corporate ownership structure of Licensee.

The Parties certify that the *Pro Forma Change* was *pro forma*, and did not result in a change in the actual controlling party of the Licensee, which remains Python Holdings, or the authorizations held by the Licensee.

\* \* \* \*

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

Respectfully submitted,

*/s/ Brett P. Ferenchak*

Catherine Wang  
Brett P. Ferenchak  
Stephany Fan

*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 Communications, LLC d/b/a Vexus ("Licensee" or "Licensee"), as calculated pursuant to the Commission's ownership attribution rules for international telecommunications carriers.

The following entities directly or indirectly, wholly own Licensee:

Name:	NTS Communications Holdings, LLC ("NTS 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 Licensee)

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% (indirectly in Licensee as the 100% owner of NTS Holdings)

The following entities currently hold, directly or indirectly, a 10% or greater interest in 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)

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

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 Licensee'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

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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.



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 the Parties' knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Licensee.

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

Licensee does not have any interlocking directorates with a foreign carrier. The Parties certify that they are not foreign carriers or affiliated (as defined in 47 C.F.R. § 63.09) with any foreign carriers.

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

Pursuant to a Contribution Agreement, Python Holdings contributed the membership interests of Licensee to NTS Holdings (the "*Pro Forma Change*"). As a result of the *Pro Forma Change*, Licensee became a direct, wholly owned subsidiary of NTS Holdings. NTS Holdings remained a direct, wholly owned subsidiary of Parent; Licensee, therefore, is now an indirect, wholly owned subsidiary of Parent.

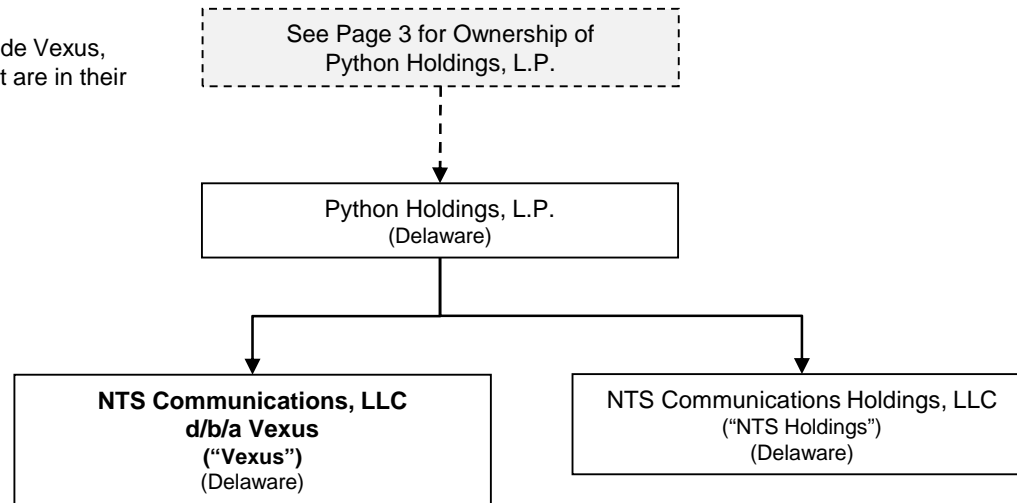
Charts depicting the pre-*Pro Forma Change* and current ownership structure of Licensee are attached as **Attachment 2**.

**ATTACHMENT 2**

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

# Pre-Pro Forma Change Ownership Structure Vexus

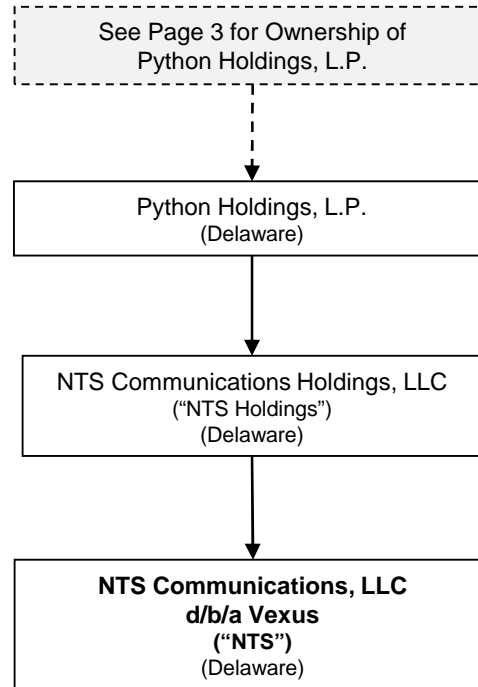
\* The entities listed herein only include Vexus, NTS Holdings and those entities that are in their chain of ownership.



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

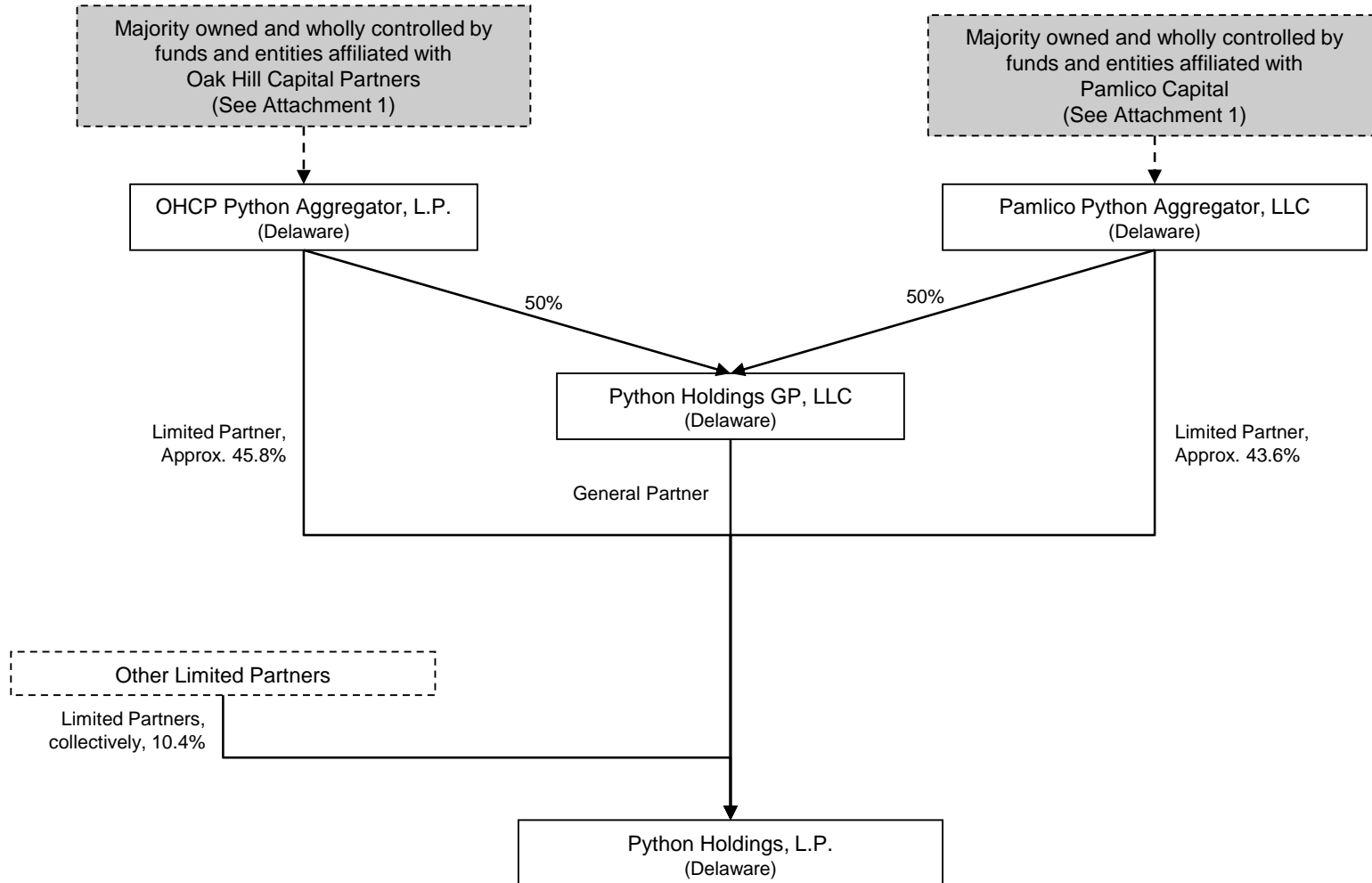
# Current Ownership Structure of Vexus

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



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

# Pre-Pro Forma Change and Current Ownership Structure of Python Holdings



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

## VERIFICATION

I, Keith Davidson, hereby declare that I am Chief Financial Officer of NTS Communications, LLC d/b/a Vexus and NTS Communications Holdings, LLC (together, 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

20<sup>th</sup> day of July, 2021.




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Keith Davidson  
Chief Financial Officer  
NTS Communications, LLC d/b/a Vexus  
NTS Communications Holdings, LLC

## VERIFICATION

I, Christopher Taylor, hereby declare that I am an Authorized Representative of Python Holdings, L.P. (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 20th day of July, 2021.



Christopher Taylor  
Authorized Representative  
Python Holdings, L.P.