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

In the Matter of	)	
	)	
PYTHON HOLDINGS GP, LLC, *Transferor*	)	
	)	
NTS COMMUNICATIONS, LLC	)	
d/b/a VEXUS FIBER, *Licensee*	)	WC Docket No. ______
	)	
and **Q-COMM PYTHON CORPORATION**, *Transferee*	)	
	)	
Joint Application for Consent to Transfer Control of	)	
International and Domestic Authority Pursuant to	)	
Section 214 of the Communications Act of 1934,	)	ITC-T/C-2022___________
as Amended	)	
____	)	

JOINT APPLICATION FOR CONSENT TO TRANSFER CONTROL OF DOMESTIC AND INTERNATIONAL AUTHORITY PURSUANT TO SECTION 214 OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED

Pursuant to Section 214 of the Communications Act of 1934, as amended ("the Act"), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's rules, 47 C.F.R. §§ 63.04 and 63.24, Python Holdings GP, LLC ("Transferor") and Q-Comm Python Corporation ("Transferee," and collectively with Transferor, "Applicants"), hereby request Commission consent to the transfer of control of domestic and international Section 214 authority held by NTS Communications, LLC d/b/a Vexus Fiber ("Licensee" or "Vexus") to MetroNet as a result of a transaction through which Transferee will acquire all of the equity of Vexus' indirect parent company ("Proposed Transaction"). This Joint Application is being filed simultaneously with the Wireline Competition Bureau and the International Bureau.

As described below, the Proposed Transaction will promote the public interest by enabling Vexus to achieve economies of scale and expand its offerings and services to a broader customer base. Following consummation of the Proposed Transaction, Vexus will continue to provide high-quality services and compete effectively in the communications marketplace. The Proposed Transaction will be seamless to Vexus customers and will not result in any discontinuance or impairment of services. Moreover, the Proposed Transaction will not cause any diminution in competition as it will not eliminate any telecommunications service provider in any geographic area.

I. DESCRIPTION OF THE APPLICANTS

A. Transferor

Transferor is a holding company and the 100 percent general partner of Python Holdings, L.P. ("Parent"), a Delaware limited partnership. Parent wholly owns NTS Communications Holdings, LLC, a Delaware limited liability company and holdings company that wholly owns Vexus. Transferor holds no FCC licenses and does not provide telecommunications services.

B. Licensee

Vexus is a telecommunications service provider with headquarters in Sikeston, Missouri. Vexus is a competitive local exchange carrier ("CLEC") authorized in Texas and Louisiana.[1] Vexus is also an interexchange carrier ("IXC") authorized in Texas, Louisiana, New Mexico, and Arizona ("Vexus Operating States"). Vexus provides a range of competitive local, long distance (domestic and international), high-speed Internet, and video services in the Vexus Operating States. Vexus is an eligible telecommunications carrier ("ETC") in Louisiana and Texas. Vexus is a recipient of frozen high-cost Universal Service Fund support in Texas, and provides Lifeline and Emergency Broadband Benefit services to customers in Texas and Louisiana. Vexus was

[1] Vexus also provide video service pursuant to a State-Issued Certificate of Franchise Authority for certain portions of Texas and a State Cable and Video Franchise Certificate in Louisiana.

awarded Rural Digital Opportunities Fund ("RDOF") support for 13 locations in Texas. Vexus provides services through a combination of its own facilities, facilities leased from other carriers and resale arrangements with other carriers.

The current ownership of Vexus is described in Exhibit A and B.

C. Transferee

Transferee is a Delaware corporation and an indirect wholly owned subsidiary of MetroNet Holdings, LLC ("MetroNet Holdings"). Transferee is a holding company and does not hold FCC licenses or provide telecommunications services. MetroNet Holdings is a Delaware corporation that, through its direct and indirect, wholly owned subsidiaries (outlined below), provides domestic and international telecommunications services, VoIP services, broadband services, and multichannel video programming services in certain portions of Florida, Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, North Carolina, Ohio and Wisconsin.[2] The operating areas of MetroNet Holdings' subsidiaries do not currently overlap with the areas in which Vexus operates.

II. DESCRIPTION OF THE TRANSACTION AND PUBLIC INTEREST SHOWING - ANSWER TO QUESTION 13

On January 26, 2022, the Applicants and certain related parties entered into an Agreement and Plan of Merger pursuant to which MetroNet Python Merger Sub, LLC, a wholly owned subsidiary of Transferee, will merge with and into Parent with Parent as the surviving entity. As a result of this merger, Vexus will become a wholly owned indirect subsidiary of Transferee.

[2] While a subsidiary of MetroNet Holdings has a CLEC authorization and video franchise in Texas, it is not currently providing service in that state.

Pursuant to Section 214 of the Act, the Commission will approve a proposed transfer of control of an authorization if it concludes that, after balancing the potential benefits and harms, doing so would serve the public interest, convenience, and necessity.[3] The Proposed Transaction easily satisfies this legal standard.

The Proposed Transaction will strengthen the market position of Vexus by providing access to additional funding and management expertise, which will enable Vexus to accelerate investment and service expansion in its network in the Vexus Operating States. As a result, Vexus will be better able to meet the needs of its existing customers by providing superior service, as well as better compete for new customers by virtue of its enhanced capabilities. The infusion of new capital from the Proposed Transaction is expected to drive growth that will strengthen the combined company's existing operations and enhance competition in the marketplace. Additionally, the Proposed Transaction will benefit MetroNet customers as it will allow the combined company to gain improved economies of scale, enabling cost savings and investment that will further enhance MetroNet service offerings and benefit customers.

Moreover, because the Proposed Transaction is occurring at the holding company level, it will be entirely seamless to customers and will have no impact on Vexus's day-to-day operations and service offerings. Vexus will continue to provide high-quality communications offerings to its customers at the same rates, terms, and conditions without interruption.

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[3] *See, e.g., Applications Filed by Frontier Communications Corporation and Verizon Communications Inc. for the Partial Assignment or Transfer of Control of Certain Assets in California, Florida, and Texas*, Memorandum Opinion and Order, 30 FCC Rcd 9812, 9815 ¶¶ 8, 9 (WCB 2016) (explaining that the Commission's public interest evaluation employs a balancing test to weigh potential harms of a transaction with a "preference to protect and promote competition in relevant markets, accelerate private-sector deployment of advanced services, ensure a diversity of license holdings, and generally manage spectrum in the public interest.").

Further, the Proposed Transaction will not cause any diminution in competition. The geographic areas in which Transferee's affiliates operate do not currently overlap with the areas in which Vexus operates and there will be no reduction in the number of service providers as a result of the Proposed Transaction in any market. Thus, the Proposed Transaction will not eliminate any telecommunications service provider in any geographic area and therefore does not pose any threat of anticompetitive effects in connection with any telecommunications service. To the contrary, the Proposed Transaction will be pro-competitive because it will enable Vexus to improve and expand its high-quality services thereby enhancing competition in the marketplace.

Finally, the Proposed Transaction will supplement Vexus's existing management team with the managerial capabilities and resources of MetroNet Holdings. This infusion of additional expertise will help steer the company toward a long-term growth strategy for its core business.

For these reasons, the Proposed Transaction will serve the public interest by preserving and enhancing Vexus's strengths without posing any threat of anticompetitive effects or other public interest harm, as well as being entirely transparent to consumers. Accordingly, the Commission should grant the Proposed Transaction.

III. INFORMATION REQUIRED FOR FILING AN APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORIZATIONS

Pursuant to Section 63.24(e)(2) of the Commission's Rules,[4] the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Joint Application:

[4] 47 C.F.R. § 63.24(e)(2).

A. Name, Address, Telephone Number, and Jurisdiction and Formation of Applications, 47 C.F.R. § 63.18(a)

Transferor	Python Holdings GP, LLC One Stamford Plaza 263 Tresser Blvd., 15th floor Stamford, CT 06901 (203) 328-1600 FRN: 0029992211
Transferee	Q-Comm Python Corporation 8837 Bond St. Overland Park, KS 66214 (913) 794-3114 FRN: 0031932171
Licensee	NTS Communications, LLC d/b/a Vexus Fiber 912 South Main Street, Suite 106 Sikeston, MO 63801 (573) 481-2265 FRN: 0004266938

B. Contact Information for Applicants and Section 214 Authority Held by Each, 47 C.F.R. § 63.18(b)-(d)

Transferor and Licensee Contact Information:

J. Keith Davidson
Chief Financial Officer
NTS Communications, LLC d/b/a Vexus Fiber
912 S. Main Street, Suite 106
Sikeston, MO 63801
(573) 481-2265
keith.davidson@vexusfiber.com

with a copy to:

Catherine Wang
Brett P. Ferenchak
Stephany Fan
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004
(202) 739-3000
catherine.wang@morganlewis.com
brett.ferenchak@morganlewis.com
stephany.fan@morganlewis.com

Transferor and Licensee International Section 214 Authority:

Transferor itself does not hold Section 214 authority. Transferor is the general partner of Python Holdings, LP, which is the indirect 100 percent parent of Licensee, a Delaware limited liability company. Licensee holds an international Section 214 authorization to provide global facilities-based services and global resale services. *See* File No. ITC-214-19971024-00657.

Transferee Contact Information:

John M. Campbell
Vice President & General Counsel
MetroNet Holdings, LLC
8837 Bond Street
Overland Park, Kansas 66214
(913) 794-3114
John.Campbell@metronetinc.com

with a copy to:

Nancy J. Victory
Michael Hazzard
DLA Piper LLP (US)
500 8th Street, NW
Washington, DC 20004
(202) 799-4216
Nancy.Victory@dlapiper.com
Mike.Hazzard@dlapiper.com

Transferee International Section 214 Authority:

Transferee is a Delaware corporation and an indirect wholly owned subsidiary of MetroNet Holdings, which holds an international Section 214 authorization to provide global or limited global resale service. *See* File No. ITC-214-20110114-00005.[5]

[5] MetroNet Holding's indirect subsidiary, MetroNet Systems LLC, currently has a pending transaction to acquire assets and customers, which will involve the partial assignment of domestic and international Section 214 authority. *See* WC Docket No. 21-504; File No. ITC-ASG-20211223-00203.

C. Name, Address, Citizenship and Principal Business of Disclosable Interest Holders, 47 C.F.R. § 63.18(h) – Answer to Question 11

Upon completion of the Proposed Transaction, the following entities will own or control indirectly a ten percent or greater equity interest in the Transferee (charts depicting the Transferee's ownership structure are attached at Exhibit C):

Name:	Q-Comm Corporation
Address:	8837 Bond Street Overland Park, KS 66214
Citizenship:	USA (Delaware)
Principal Business:	Holding company
Percentage Held:	100% direct interest in Transferee

Name:	MetroNet Systems Holdings, LLC
Address:	8837 Bond Street Overland Park, KS 66214
Citizenship:	USA (Delaware)
Principal Business:	Holding company
Percentage Held:	100% indirectly in Transferee (as sole shareholder in Q-Comm Corporation)

Name:	MetroNet Holdings, LLC ("MetroNet Holdings")
Address:	8837 Bond Street Overland Park, KS 66214
Citizenship:	USA (Delaware)
Principal Business:	Holding company
Percentage Held:	100% indirectly in Transferee (as sole shareholder in MetroNet Systems Holdings, LLC)

1. <u>Direct 10% or Greater Owners in Metronet Holdings, LLC</u>:

Name:	Metro Buyer Blocker Parent Corp. ("MP Blocker")
Address:	One Stamford Plaza 263 Tresser Blvd., 15th floor Stamford, CT 06901
Citizenship:	USA (Delaware)
Principal Business:	Investment Activities
Interest Held:	Approx. 24.25% indirectly in Transferee (as 24.25% member in MetroNet Holdings)

The entities that are attributed a 10% or greater interest in Transferee through MP Blocker are identified in subsection 2 below.

Name:	OHCP V MN COI, L.P. ("Unblocked COI")
Address:	One Stamford Plaza 263 Tresser Blvd., 15th floor Stamford, CT 06901
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
Interest Held:	Approx. 7.55% indirectly in Transferee (as a 7.55% member in MetroNet Holdings)

No limited partner of Unblocked COI will be attributed a 10% or greater interest in Transferee. The general partner of Unblocked COI is OHCP MN GenPar V, L.P. Please see subsection 3 below for additional information regarding OHCP MN GenPar V, L.P.

Name:	KKR Knox Aggregator (Direct) L.P. ("KKR Unblocked")
Address:	c/o Kohlberg Kravis Roberts & Co. L.P. 30 Hudson Yards, Suite 7500 New York, NY 10001
Citizenship:	USA (Delaware)
Principal Business:	Investment Activities
Interest Held:	Approx. 8.14% indirectly in Transferee (as a 8.14% member in MetroNet Holdings)

Ownership and Control of KKR Unblocked is described below.

Name:	Metronet Value Plan Holding, LLC
Address:	8837 Bond Street Overland Park, KS 66214
Citizenship:	USA (Delaware)
Principal Business:	Holding company
Interest Held:	Approx. 10% indirectly in Transferee (as a 10% member in MetroNet Holdings)

Collectively, the "Cinelli Investors"[6] will be attributed 16.38% of the direct equity interests in MetroNet Holdings. In addition, John Cinelli will hold an additional 0.51% indirect

[6] The "Cinelli Investors" include: the 5 Talents Fund, LLC; Cinelli Dynasty Trust; the Albert E. Cinelli Jr. 2020 Grantor Retained Annuity Trust Dated December 23, 2020; the Albert E. Cinelli and Sharon A. Cinelli 2012 Revocable Trust, dated January 20, 2014; the Cheryl Cinelli-Palermo 2020 Grantor Retained Annuity Trust Dated December 23, 2020; the Janet Marie Cinelli 2020 Grantor Retained Annuity Trust Dated December 23, 2020; the John P. Cinelli 2020 Grantor Retained Annuity Trust Dated December 23, 2020; Albert E. Cinelli; John Cinelli; and other family members. All of the Cinelli Investors are U.S. citizens, trusts or entities. John Cinelli and Janet Cinelli (U. S. citizens) are the Co-Trustees of the Grantor Retained Annuity Trusts.

interest in MetroNet Holdings (and thus Transferee) through Metronet Value Plan Holding, LLC. Except for John Cinelli and Janet Cinelli, none of the Cinelli Investors individually will be attributed a 10% or greater interest in Transferee. John Cinelli,[7] a U.S. citizen, will be attributed approximately a 15.84% interest in Transferee (i) individually, (ii) as the managing member of a limited liability company with an less than 10% equity interest in MetroNet Holdings, (iii) as co-trustee with Janet Cinelli of the grantor retained annuity trusts ("GRATs")[8] that comprise part of the Cinelli Investors, and (iv) through Metronet Value Plan Holding, LLC. Janet Cinelli,[9] a U.S. citizen, will be attributed approximately a 10.19% interest in Transferee (i) individually and (ii) as co-trustee with John Cinelli of the grantor retained annuity trusts that comprise part of the Cinelli Investors.[10]

2. <u>10% or Greater Owners through MP Blocker</u>:

The following entities will be attributed an indirect 10% or greater equity interest in the Transferee through MP Blocker:

Name:	KKR Knox Aggregator (Electing) L.P. ("KKR Blocked")
Address:	c/o Kohlberg Kravis Roberts & Co. L.P. 30 Hudson Yards, Suite 7500 New York, NY 10001
Citizenship:	USA (Delaware)
Principal Business:	Investment Activities
Interest Held:	Approx. 24.25% indirectly in Transferee (as 51.3% shareholder of MP Blocker)

Ownership and control of KKR Blocked is described in subsection 5 below.

Name:	OHCP V MN COI (AIV), L.P. ("Blocked COI")
Address:	One Stamford Plaza 263 Tresser Blvd., 15th floor

[7] John Cinelli's address is 5405 Winthrop Court, Evansville, IN 47715.

[8] *See supra* note 5.

[9] Janet Cinelli's address is 646 Missouri, Lawrence, KS 66044.

[10] *See supra* note 5.

	Stamford, CT 06901
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
Interest Held:	Approx. 5.97% indirectly in Transferee (as 24.6% shareholder of MP Blocker)

No limited partner of Blocked COI will be attributed a 10% or greater interest in Transferee. The general partner of Blocked COI is OHCP MN GenPar V, L.P. Please see subsection 3 below for additional information regarding OHCP MN GenPar V, L.P.

3. <u>Indirect 10% or Greater Ownership by Other Oak Hill Investors</u>:

The following entities will be attributed an indirect 10% or greater equity interest in Transferee through other Oak Hill Investors in the ownership and control chain of MetroNet Holdings:

Name:	OHCP MN GenPar V, L.P. ("MN GenPar V")
Address:	One Stamford Plaza 263 Tresser Blvd., 15th floor Stamford, CT 06901
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
Interest Held:	Approx. 16.16% indirectly in Transferee (as (i) the general partner (<1% equity) of Unblocked COI, (ii) the general partner (<1% equity) of Blocked COI, and (iii) the general partner (<1% equity) of multiple Oak Hill Investors, each of which is attributed a less than 10% direct interest in MetroNet Holdings)

No limited partner of MN GenPar V will be attributed a 10% or greater interest in Transferee. The general partner of MN GenPar V is OHCP MGP V, Ltd. (*see* below).

Name:	OHCP GenPar V, L.P. ("GenPar V")
Address:	One Stamford Plaza 263 Tresser Blvd., 15th floor Stamford, CT 06901
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
Interest Held:	Approx. 12.00% indirectly in Transferee (as (1) managing member of an Oak Hill Investor that indirectly will hold less than a 10% membership interest in MetroNet Holdings and (2) as the general partner (<1% equity) of multiple Oak Hill Investors, each of which is attributed 10% or greater of MetroNet Holdings through MP Blocker).

Except for OHCP GenPar Holdco, L.P., no limited partner of GenPar V will be attributed a 10% or greater interest in Transferee. The general partner of GenPar V is OHCP MGP V, Ltd. (these entities are both described below).

Name:	OHCP MGP V, Ltd. ("MGP V")
Address:	One Stamford Plaza 263 Tresser Blvd., 15th floor Stamford, CT 06901
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
Interest Held:	Approx. 28.16% indirectly in Transferee (as (i) the general partner (<1% equity) of GenPar V and (ii) the general partner (<1% equity) of MN GenPar V)

The shares in MGP V are distributed equally (100 shares each) among twelve individuals, each of which is a U.S. citizen. The following shareholders will be attributed a 10% or greater interest in Transferee through their interest in MGP V and/or other Oak Hill V Entities: Scott A. Baker, Brian Cherry, Benjamin Diesbach, Stratton R. Heath, III, John R. Monsky, Steven G. Puccinelli, and Tyler Wolfram. Each shareholder is included in the list of individuals identified in subsection 4 below and can be reached at c/o Oak Hill Capital Partners, One Stamford Plaza, 263 Tresser Blvd., 15th floor, Stamford, Connecticut 06901.

Name:	OHCP GenPar Holdco, L.P. ("GenPar Holdco")
Address:	One Stamford Plaza 263 Tresser Blvd., 15th floor Stamford, CT 06901
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
Interest Held:	Approx. 12.00% indirectly in Transferee (as 82.9% limited partner of GenPar V)

No limited partner of GenPar Holdco will be attributed a 10% or greater interest in Transferee. The general partner of GenPar Holdco is OHCP GenPar Super Holdco, L.P. (*see* below), with an 85.5% partnership interest.

Name:	OHCP GenPar Super Holdco, L.P. ("GenPar Super Holdco")
Address:	One Stamford Plaza 263 Tresser Blvd., 15th floor Stamford, CT 06901
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
Interest Held:	Approx. 12.00% indirectly in Transferee (as general partner (85.5% equity) of GenPar Holdco)

GenPar Super Holdco has eight (8) limited partners. The limited partners consist of (i) seven (7) individuals, each a U.S. citizen and included in the list of individuals identified in subsection 4 below and (ii) a Delaware limited liability company (<1% limited partner interest) that is wholly owned by one of the individuals that is a limited partner of GenPar Super Holdco. The individuals that are limited partners of GenPar Super Holdco are: Scott A. Baker, Brian Cherry, Benjamin Diesbach, Stratton R. Heath, III, John R. Monsky, Steven G. Puccinelli, and Tyler Wolfram. Each of these limited partners can be reached at c/o Oak Hill Capital Partners, One Stamford Plaza, 263 Tresser Blvd., 15th floor, Stamford, Connecticut 06901. The general partner of GenPar Super Holdco is OHCP GenPar Super Holdco GP, Ltd.

Name:	OHCP GenPar Super Holdco GP, Ltd. ("GenPar Super Holdco GP")
Address:	One Stamford Plaza 263 Tresser Blvd., 15th floor Stamford, CT 06901
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
Interest Held:	Approx. 12.00% indirectly in Transferee (as general partner (<1% equity) of GenPar Super Holdco)

GenPar Super Holdco GP has three (3) equal shareholders: Brian Cherry, Steven G. Puccinelli, and Tyler Wolfram. Each shareholder is included in the list of individuals identified in subsection 4 below, is an U.S. citizen, and can be reached at c/o Oak Hill Capital Partners, One Stamford Plaza, 263 Tresser Blvd., 15th floor, Stamford, Connecticut 06901.

4. <u>Additional Ownership Information Regarding the Oak Hill Entities</u>:

The following individuals each hold interests in one or more Oak Hill Investors that may exceed a 10% attributable equity interest in the Transferee: Scott A. Baker, Brian N. Cherry, Benjamin Diesbach, Stratton R. Heath, III, John R. Monsky, Steven G. Puccinelli, and Tyler J Wolfram. Each of these individuals is a U.S. citizen and can be reached at c/o Oak Hill Capital Partners, One Stamford Plaza, 263 Tresser Blvd., 15th floor, Stamford, Connecticut 06901.

5. <u>Ownership and Control of KKR Investors</u>:

Following closing, KKR & Co. Inc. (“KKR”) indirectly will hold interests in the Transferee through KKR Unblocked and KKR Blocked. KKR also is expected to hold an additional 7.21% attributable interest in Transferee as a result of a new investment in MetroNet

Holdings through an investment vehicle yet to be determined. The following entities will be attributed an indirect 10% or greater equity interest in Transferee through KKR Unblocked and KKR Blocked:

Name:	KKR Knox Aggregator LLC
Address:	c/o Kohlberg Kravis Roberts & Co. L.P. 30 Hudson Yards, Suite 7500 New York, NY 10001
Citizenship:	USA (Delaware)
Principal Business:	Investment Activities
Interest Held:	Approx. 32.39% indirectly in Transferee (as the general partner of each of KKR Unblocked and KKR Blocked)

The sole member of KKR Knox Aggregator LLC is KKR Global Infrastructure Investors III (Knox) Direct L.P., which is also a limited partner of KKR Unblocked.

Name:	KKR Global Infrastructure Investors IV USD (Knox) Electing L.P. ("KKR Global W Electing")
Address:	c/o Kohlberg Kravis Roberts & Co. L.P. 30 Hudson Yards, Suite 7500 New York, NY 10001
Citizenship:	Canada (Ontario)
Principal Business:	Investment Activities
Interest Held:	Approx. 9.87% indirectly in Transferee (as a limited partner of KKR Blocked)

No limited partner of KKR Global W Electing will be attributed a 10% or greater interest in Transferee. The general partner of KKR Global IV Electing is KKR Associates Infrastructure IV AIV L.P.

Name:	KKR Associates Infrastructure IV AIV L.P. ("KKR Associates IV")
Address:	c/o Kohlberg Kravis Roberts & Co. L.P. 30 Hudson Yards, Suite 7500 New York, NY 10001
Citizenship:	USA (Delaware)
Principal Business:	Investment Activities
Interest Held:	Approx. 12.72% indirectly in Transferee (as (i) the general partner of KKR Global W Electing and (ii) the general partner of certain other limited partners of KKR Blocked and KKR Unblocked, none of which are or will be attributed an indirect 10% or greater interest in MetroNet Holdings)

Except for KKR Infrastructure IV Holdings AIV Limited, no limited partner of KKR Associates IV will be attributed a 10% or greater interest in Transferee. The general partner of KKR Associates IV is KKR Infrastructure IV AIV LLC.

Name:	KKR Infrastructure IV Holdings AIV Limited
Address:	c/o Kohlberg Kravis Roberts & Co. L.P. 30 Hudson Yards, Suite 7500 New York, NY 10001
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
Interest Held:	Approx. 12.72% indirectly in Transferee (as a limited partner of KKR Associates IV and the sole member of KKR Infrastructure IV AIV LLC (*see* below)

The sole shareholder of KKR Infrastructure IV Holdings AIV Limited is KKR Group Partnership L.P. (see below).

Name:	KKR Infrastructure IV AIV LLC
Address:	c/o Kohlberg Kravis Roberts & Co. L.P. 30 Hudson Yards, Suite 7500 New York, NY 10001
Citizenship:	USA (Delaware)
Principal Business:	Investment Activities
Interest Held:	Approx. 12.72% indirectly in Transferee (as the general partner of KKR Associates IV)

The sole member of KKR Infrastructure IV AIV LLC is KKR Infrastructure IV Holdings AIV Limited (*see* above).

Name:	KKR Global Infrastructure Investors III (Knox) Electing L.P.
Address:	c/o Kohlberg Kravis Roberts & Co. L.P. 30 Hudson Yards, Suite 7500 New York, NY 10001
Citizenship:	USA (Delaware)
Principal Business:	Investment Activities
Interest Held:	Approx. 9.29% indirectly in Transferee (as a 38.3% limited partner of KKR Blocked)

No limited partner of KKR Global Infrastructure Investors III (Knox) Electing L.P. will be attributed a 10% or greater equity interest in Transferee. The general partner of KKR Global Infrastructure Investors III (Knox) Electing L.P. is KKR Associates Infrastructure III AIV SCSp (*see* below).

With the exception of KKR Global Infrastructure Investors III (Knox) Direct L.P. and as otherwise described above, no other limited partner of KKR Unblocked or KKR Blocked will be attributed a 10% or greater equity interest in the Transferee.

Name:	KKR Global Infrastructure Investors III (Knox) Direct L.P. ("KKR Global")
Address:	c/o Kohlberg Kravis Roberts & Co. L.P. 30 Hudson Yards, Suite 7500 New York, NY 10001
Citizenship:	USA (Delaware)
Principal Business:	Investment Activities
Interest Held:	Approx. 32.39% indirectly in Transferee (as the sole member of KKR Knox Aggregator LLC and a limited partner of KKR Unblocked)

No limited partner of KKR Global will be attributed a 10% or greater equity interest in Transferee. The general partner of KKR Global is KKR Associates Infrastructure III AIV SCSp.

Name:	KKR Associates Infrastructure III AIV SCSp ("KKR Associates")
Address:	c/o Kohlberg Kravis Roberts & Co. L.P. 30 Hudson Yards, Suite 7500 New York, NY 10001
Citizenship:	Luxembourg
Principal Business:	Investment Activities
Interest Held:	Approx. 32.39% indirectly in Transferee (as (i) the general partner of KKR Global and (ii) the general partner of certain other limited partners of KKR Blocked and KKR Unblocked, none of which are or will be attributed an indirect 10% or greater interest in MetroNet Holdings)

Except for KKR Infrastructure III Holdings AIV Limited (*see* below), no limited partner of KKR Associates will be attributed a 10% or greater equity interest in Transferee. The general partner of KKR Associates is KKR Infrastructure III AIV S.A. r.l.

Name:	KKR Infrastructure III AIV S.a r.l.
Address:	c/o Kohlberg Kravis Roberts & Co. L.P. 30 Hudson Yards, Suite 7500 New York, NY 10001
Citizenship:	Luxembourg
Principal Business:	Investment Activities
Interest Held:	Approx. 32.39% indirectly in Transferee (as the general partner of KKR Associates)

The sole shareholder of KKR Infrastructure III AIV S.A. r.l. is KKR Infrastructure III Holdings AIV Limited, which is also a limited partner of KKR Associates.

Name:	KKR Infrastructure III Holdings AIV Limited
Address:	c/o Kohlberg Kravis Roberts & Co. L.P. 30 Hudson Yards, Suite 7500 New York, NY 10001
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
Interest Held:	Approx. 32.39% indirectly in Transferee (as the sole shareholder of KKR Infrastructure III AIV S.a r.l. and a limited partner of KKR Associates)

KKR Infrastructure III Holdings AIV Limited has two shareholders: KKR Group Partnership L.P. (*see* below) holds 100% of the Class A Shares and KKR Financial Holdings LLC holds 100% of the Class B Shares. Each of KKR Group Partnership L.P. and KKR Financial Holdings LLC have 50/50 voting rights in KKR Infrastructure III Holdings AIV Limited.

Name:	KKR Financial Holdings LLC
Address:	c/o Kohlberg Kravis Roberts & Co. L.P. 30 Hudson Yards, Suite 7500 New York, NY 10001
Citizenship:	USA (Delaware)
Principal Business:	Investment Activities
Interest Held:	Approx. 32.39% indirectly in Transferee (as the Class B shareholder of KKR Infrastructure III Holdings AIV Limited)

KKR Group Partnership L.P. is the sole member of KKR Financial Holdings LLC.

Name:	KKR Group Partnership L.P.
Address:	c/o Kohlberg Kravis Roberts & Co. L.P. 30 Hudson Yards, Suite 7500 New York, NY 10001
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
Interest Held:	Approx. 32.39% indirectly in Transferee (as the Class A shareholder of KKR Infrastructure III Holdings AIV Limited and the sole member of KKR Financial Holdings LLC)

No limited partner of KKR Group Partnership L.P. will be attributed a 10% or greater equity interest in Transferee. The general partner of KKR Group Partnership L.P. is KKR Group Holdings Corp.

Name:	KKR Group Holdings Corp.
Address:	c/o Kohlberg Kravis Roberts & Co. L.P. 30 Hudson Yards, Suite 7500 New York, NY 10001
Citizenship:	USA (Delaware)
Principal Business:	Investment Activities
Interest Held:	Approx. 32.39% in Transferee (indirectly as the general partner of KKR Group Partnership L.P.)

The sole shareholder of KKR Group Holdings Corp. is KKR & Co. Inc.

Name:	KKR & Co. Inc. ("KKR")
Address:	c/o Kohlberg Kravis Roberts & Co. L.P. 30 Hudson Yards, Suite 7500 New York, NY 10001
Citizenship:	USA (Delaware)
Principal Business:	Investment Activities
Interest Held:	Approx. 39.60%[11] indirectly in Transferee (as the sole shareholder of KKR Group Holdings Corp.)

KKR is a publicly traded company listed on the New York Stock Exchange. No KKR shareholder will be attributed a 10% or greater equity interest in Transferee.

To the Transferee's knowledge, no other person or entity, directly or indirectly, owns or control a ten percent (10%) or greater equity interest in Transferee.[12]

Further, no officer or director of Transferee is also an officer or director of a foreign carrier.

[11] As noted previously, following closing, KKR is expected to hold an additional 7.21% equity investment in MetroNet Holdings through an investment vehicle yet to be determined. This additional attributable interest is included in the total attributable interest here.

[12] Pursuant to a Reorganization Agreement dated October 8, 2021, KKR and its subsidiaries and affiliates will undertake a series of transactions by or before April 30, 2022. These transactions will result in KKR changing its name to “KKR Group Co. Inc.” and becoming a direct, wholly owned subsidiary of a new publicly traded company called “KKR & Co. Inc.” Upon that occurring, no shareholder of “new” KKR & Co. Inc. will be attributed a 10% or greater equity interest in Transferee. The Applicants will update the Commission when these transactions occur.

(i) Foreign Carrier Affiliation Certification (Answer to IBFS Main Form Questions 14-17).

Transferee has no affiliations with any foreign carrier.

(j) Foreign Carrier and Destination Countries (Answer to IBFS Main Form Questions 14-17).

Transferee certifies that, upon consummation of the Transaction, Transferee does not seek to provide international telecommunications services to any destination country for which any of the following is true: (1) it is a foreign carrier in the destination market; (2) it controls a foreign carrier in the destination market; (3) any entity that owns more than 25% of Transferee, or that controls Transferee, controls a foreign carrier in that country; and (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25% of Transferee and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States.

(k) WTO Membership of Destination Countries (Answer to IBFS Main Form Questions 14-17).

Not applicable.

(l) International Telecommunications Services (Answer to IBFS Main Form Questions 14-17).

Transferee certifies that it will not resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where it is a foreign carrier or is affiliated with a foreign carrier.

(m) Non-dominant Regulatory Classification (Answer to IBFS Main Form Questions 14-17).

Not applicable.

(n) Special Concessions Certification (Answer to IBFS Main Form Question 21).

Applicants have 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 sufficient market power on the foreign end of the route to adversely affect competition in the U.S. market, and will not enter into such agreements in the future.

(o) Federal Benefits/Anti-Drug Act of 1988 Certification (Answer to IBFS Main Form Question 25).

Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's rules, to their knowledge, information, and belief, no party to the application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

(p) Eligibility for Streamlined Processing (Answer to IBFS Main Form Question 20).

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's rules for the reasons set forth in Section VI below.

V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES TO TRANSFER CONTROL OF ASSETS

Pursuant to Commission Rule 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer control of Vexus to Transferee in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the Proposed Transaction is set forth in Section II above.

(a)(7) *See* Section I above. Vexus provides telecommunications services pursuant to authorizations to provide competitive local exchange and/or interexchange telecommunications services in Arizona, Louisiana, New Mexico and Texas. Vexus is an ETC in Louisiana (for lifeline only) and Texas. Vexus holds Study Area Code ("SAC") for frozen high-cost support in Texas is

449052, which was formerly held by its affiliate, NTS Telephone Company, LLC before it merged with and into Vexus. In connection with RDOF support award, Vexus' SAC is 449024.

Transferee does not currently provide any services itself. As described below, the following affiliates of Transferee provide telecommunications services, but the geographic areas in which Transferee's affiliates operate do not currently overlap with the areas in which Vexus operates and the Proposed Transaction will not reduce the number of active service providers in any market.

CMN-RUS, Inc. ("CMN") provides competitive local exchange and interexchange telecommunications services in Indiana and Kentucky. CMN is an ETC in Indiana, and its SAC is 329010. CMN receives a small amount of Frozen High-Cost Support.

Jaguar Communications, Inc. ("Jaguar") provides competitive local exchange and interexchange telecommunications services in certain areas of Minnesota. Jaguar is an ETC in Minnesota, and its SAC associated with high-cost USF support is 369038. Jaguar has been awarded funds in the CAF-II, receiving high-cost support to provide voice and broadband services in certain specified census blocks in the State of Minnesota.[13] Following the Transaction, Jaguar will continue to be financially and technically capable of fulfilling the obligations that are required as a condition of Jaguar receiving CAF-II support.

Metro FiberNet, LLC ("MFN") provides, or is authorized to provide, competitive local exchange or interexchange telecommunications services in Florida, Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Missouri, North Carolina, Texas, Wisconsin and Virginia. MFN primarily provides VoIP services in these states and Ohio. MFN currently is not an ETC in any

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[13] *See* Public Notice, *Connect America Fund Phase II Auction Support Authorized for 593 Winning Bids*, AU Docket No. 17-182, WC Docket No. 10-90, DA 19-769, Attachment A, at 7-8 (Wir. Comp. Bur., rel. Aug. 12, 2019).

jurisdiction and does not receive any high-cost USF support (or have a SAC associated with high-cost USF support).

Climax Telephone Company ("Climax") provides broadband, local exchange, long distance, and VoIP services in certain areas of Michigan as either an incumbent local exchange carrier or a competitive provider.[14] Climax is an ETC in Michigan, holds SAC 310688, and receives cost-based USF support.

MetroNet Rural Systems, LLC is authorized to provide facilities-based local exchange and interexchange services and broadband services in Indiana but does not currently provide any services.

As explained herein, OHCP MGP V, Ltd. ("OHCP MGP V") is the ultimate controlling general partner of certain other Oak Hill Investors. OHCP MGP V is an investment vehicle that does not itself provide telecommunications services. Through the Oak Hill Investors that it controls, OHCP MGP V currently holds a 10% or greater interest in the following entities:

- Otelco, Inc. and its subsidiaries (collectively, "Otelco"). Otelco provides telecommunications services in Alabama, Maine, Massachusetts, Missouri, New Hampshire, Vermont and West Virginia through its following subsidiaries:
    - Blountsville Telephone LLC is an RLEC in Alabama, and its SAC is 250282.
    - Brindlee Mountain Telephone LLC is an RLEC in Alabama, and its SAC is 250283.
    - CRC Communications LLC ("CRC") is a competitive local exchange and interexchange carrier in Maine, Massachusetts, Missouri, New Hampshire and Vermont.[15] CRC receives fixed CAF-II support,[16] and its SAC is 119009.
    - Granby Telephone LLC is an RLEC in Massachusetts, and its SAC is 110036.

[14] *See generally* WC Docket No. 21-377.

[15] CRC also is registered as a VoIP provider in Connecticut.

[16] *Connect America Fund Phase II Auction Support Authorized for 387 Winning Bids*, AU Docket No. 17-182; WC Docket No. 10-90, Public Notice, 34 FCC Rcd 9406 (WCB 2019).

- Hopper Telecommunications LLC is an RLEC in Alabama, and its SAC is 250300.
- Mid-Maine Telecom LLC is an RLEC in Maine, and its SAC is 103315.
- Mid-Maine Telplus LLC is a competitive local exchange and interexchange carrier in Maine. It does not hold a SAC or receive high-cost support.
- Otelco Mid-Missouri LLC is an RLEC in Missouri, and its SAC is 421917.
- Otelco Telecommunications LLC is a toll reseller in Alabama and an interexchange carrier in Missouri, Vermont and West Virginia. Otelco Telecommunications LLC also provides cable television services in various localities in Alabama. It does not hold a SAC or receive high-cost support.
- Otelco Telephone LLC is an RLEC in Alabama, and its SAC is 250312.
- Pine Tree Telephone LLC is an RLEC in Maine, and its SAC is 100020.
- Saco River Telephone LLC is an RLEC in Maine, and its SAC is 100022.
- Shoreham Telephone LLC is an RLEC in Vermont, and its SAC is 140064.
- War Telephone LLC is an RLEC in West Virginia, and its SAC is 200258.

The Otelco RLECs receive model-based USF support through the Alternative Connect America Model.

- Ontario Telephone Company, Inc. ("OTC"), Trumansburg Telephone Company, Inc. ("TTC") and Finger Lakes Communications Group Inc. ("FLCG") (OTC, TTC and FLCG collectively "OTTC").[17] OTC and TTC are RLECs in New York that receive cost-based universal service support, and their SACs are 150112 and 150131, respectively. FLCG is a resale provider of intrastate, interstate and international long distance within the areas served by OTC and TTC. FLCG does not receive high-cost support or have a SAC. Although it is not yet providing such services, FLCG has secured authority to operate as a CLEC in New York.

- Netspeed, LLC ("Netspeed"). Netspeed provides high speed fiber-optic Internet services to residential and business customers in more than fifteen communities in Connecticut and Pennsylvania. In Connecticut, Netspeed holds a Certificate of Public Convenience and Necessity to operate as a facilities-based, dark fiber services provider to residential, business and enterprise customers. Netspeed does not receive high-cost support or have a SAC.

- Race Telecommunications, LLC ("Race Telecom") and its subsidiaries Bright Fiber Network, LLC ("Bright Fiber"), Race Technologies, LLC ("Race Technologies") and

[17] *See* WC Docket No. 20-355; Il3 File No. ITC-T/C-20201030-00187.

RaceTV, LLC ("RaceTV", and together with Race Telecom and Bright Fiber, "Race"). Race Telecom provides digital voice, video and fast Internet service in the following counties of California: Kern, Mono, Nevada County, San Bernardino, San Francisco, Los Angeles and San Diego. Bright Fiber operates a digital voice, video and Internet company in eastern Nevada County in California.[18] Race Technologies provides the labor force for the Race family of companies.[19] RaceTV is in the business of providing video services to residential customers of Race Telecom and Bright Fiber in California. None of the Race entities receives high-cost USF support or has a SAC associated with high-cost USF support.

Other Oak Hill funds related to OHCP MGP V currently hold a 10% or greater interest in Vexus.

A chart depicting the relationship between Transferee and the entities listed in this subsection is provided in Exhibit C. Except as described above, no person or entity that will, directly or indirectly, own or control 10% or more of Transferee upon completion of the Proposed Transaction also directly or indirectly owns or controls 10% or more of another telecommunications provider.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing for the reasons set forth in Section VI of the Application.

(a)(9) Applicants are also filing an application for prior approval of the transfer of control of Licensee's CARS licenses. Upon completion of the Proposed Transaction, Applicants will for an application providing notice of the transfer of control of Licensee's receive only earth station registrations to Transferee.

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[18] Bright Fiber does not hold any FCC licenses or provide any common carrier telecommunications services.

[19] Race Technologies does not hold any FCC licenses or provide any common carrier telecommunications services.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable; no waiver requests are being sought in conjunction with the Proposed Transaction.

(a)(12) The Proposed Transaction is in the public interest for the reasons set forth in Section II of the Application.

VI. REQUEST FOR STREAMLINED TREATMENT OF APPLICATION

Under Section 63.04(b) of the Commission's rules, the Applicants are filing a combined domestic and international application. The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03, 63.10, and 63.12 of the Commission's Rules.

The Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's rules because immediately following the Proposed Transaction: (1) Transferee and its affiliates will have a market share in the interstate interexchange market of less than ten percent (10%); (2) Licensee provides competitive telephone exchange services exclusively in geographic areas served by dominant local exchange carriers that are not affiliated with a party to the Proposed Transaction; and (3) none of the Applicants is dominant with respect to any service and affiliates of Transferee that are ILECs have, in combination, fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent service areas with Licensee. In addition, this Application is eligible for streamlined processing because it does not require the Commission to undertake any additional review concerning the transfer of high-cost universal service support.

This Application also qualifies for streamlined treatment under Sections 63.10 and 63.12 of the Commission's rules because: (1) none of the Applicants nor any of their affiliates are affiliated with a foreign carrier; (2) as a result of the Proposed Transaction, none of the Applicants nor any of their affiliates will be affiliated with any foreign carrier; and (3) none of the other scenarios outlined in Section 63.12(c) of the Commission's rules apply.

VII. FOREIGN OWNERSHIP CONSIDERATIONS

Consistent with the Commission's prior findings, the foreign ownership in Transferee's ownership and control chain does not require a referral of this Application to the Executive Branch.[20] In the Commission's *Executive Branch Foreign Ownership Review Order*,[21] the Commission identified categories of applications that the Commission would not refer to the Executive Branch.[22] One of those categories is international Section 214 applications (including joint domestic and international Section 214 applications) "where the only reportable foreign ownership is through wholly owned intermediate holding companies and the ultimate ownership and control is held by U.S. citizens or entities."[23] The Commission further explained that "applications where the only foreign ownership is through passive, offshore intermediary holding companies and 100% of the ultimate control is held by U.S. citizens or entities present a minimal risk and generally should not be referred to the Executive Branch."[24]

Applicants respectfully submit that Transferee's post-Transaction ownership and control structure meets the requirements of the exclusion. As described above and in Exhibit C, the Oak Hill Investors that will be in Transferee's ownership and control chain are organized in the Cayman

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[20] *See generally* WC Docket Nos. 21-377 & 21-237; *see also* Public Notice, *Streamlined International Applications Accepted for Filing*, ITC-ASG-20211223-00203 (rel. Jan. 14, 2022) (declining to refer a recent transaction involving Transferee to the Executive Branch).

[21] *Process Reform for Executive Branch Review of Certain FCC Application and Petitions Involving Foreign Ownership*, 35 FCC Rcd 10927 (2020) ("*Executive Branch Foreign Ownership Review Order*").

[22] *Id.* at ¶¶ 29-39.

[23] *Id.* at ¶ 29.

[24] *Id.* at ¶ 32.

Islands. Ultimate control of the Oak Hill Investors, however, lies with U.S. trusts and individuals that are U.S. citizens. No reportable unaffiliated limited partner or shareholder of the Oak Hill Investors is a foreign entity or person.

Further, the KKR investor entities are owned by one or more funds advised and/or managed by indirect subsidiaries of KKR & Co. Inc., a Delaware corporation listed on the New York Stock Exchange. KKR Management LLP, a Delaware limited liability partnership, is the holder of the sole share of KKR & Co. Inc.'s Series I preferred stock, which includes, among other things, the right to elect and remove the members of KKR & Co. Inc.'s board of directors. Founders Henry Kravis and George Roberts, each of whom is a U.S. citizen, jointly control KKR Management LLP when acting together. Additional details regarding KKR's organizational and ownership structure may be found in KKR & Co. Inc.'s most recent Form 10-K filing.[25] No reportable unaffiliated limited partner or shareholder of the KKR investor entities is a foreign entity or person.

Further, the Cinelli Investors, which are all U.S. citizens or U.S. trusts and entities controlled by U.S. citizens, have negative *de facto* control of Holdings along with the Oak Hill Investors, which themselves ultimately are controlled by U.S. citizens.

Finally, to Applicants' knowledge, there are no national security, law enforcement, foreign policy, or trade policy concerns that require a referral to the Executive Branch.[26]

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[25] *See* https://ir.kkr.com/sec-filings-annual-letters/sec-filings/?attchment=1&secFilingId=f6f9d7c5-76bd-469d-944d-fc9cb4fb1492&format=html.

[26] Vexus currently is subject to a Letter of Agreement with the Department of Justice. *See Letter of Agreement of Clarity Telecom, LLC d/b/a Vast Broadband and NTS, Inc.* dated August 16, 2019, IBFS File Nos. ITC-T/C 20190128-0005 & ITC-214-19971024-00657 (the "LOA") (this LOA is expected to be replaced while this Application is pending by a new Letter of Agreement that updates the parties to include only Vexus). Transferee and Vexus do not seek to amend or terminate the LOA (or any replacement LOA) in connection with the Proposed Transaction and Vexus will continue to operate subject to its LOA following consummation of the Proposed Transaction.

Therefore, Applicants request that the Commission not refer this Application to the Executive Branch consistent with the exclusion in the *Executive Branch Foreign Ownership Review Order*. Applicants understand that the Commission will notify the Executive Branch of this Application even if it does not refer the Application.[27]

[27] *Executive Branch Foreign Ownership Review Order* at ¶ 30. In the event the Application is referred to the Executive Branch, Applicants are not aware of any national security or law enforcement issues that warrant mitigation.

IV. CONCLUSION

For the foregoing reasons, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Joint Application.

Respectfully submitted,

/s/ *J. Keith Davidson*
J. Keith Davidson
Chief Financial Officer
NTS Communications, LLC d/b/a Vexus Fiber
912 S. Main Street, Suite 106
Sikeston, MO 63801
(573) 481-2265
Keith.davidson@vexusfiber.com
For Python Holdings GP, LLC

/s/ John M. Campbell
John M. Campbell
Vice President & General Counsel
MetroNet Holdings, LLC
8837 Bond Street
Overland Park, Kansas 66214
(913) 794-3114
John.Campbell@metronetinc.com
For Q-Comm Python Corporation

February 9, 2022

EXHIBIT A
Current Ownership of Vexus

The following entities currently may hold, directly or indirectly, a 10% or greater interest in NTS Communications, LLC d/b/a Vexus ("Licensee").

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 ("Transferor")
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 Transferor)

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 Transferor)

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
Description of Interest in OHCP Aggregator:	Direct as a limited partner in OHCP Aggregator

The following limited partners of OHCP IV Onshore may indirectly own or control a ten percent (10%) or greater interest in Transferor:

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

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.

The following limited partner of FW Limited IV may indirectly own or control a ten percent (10%) or greater interest in Transferor:

Name:	RMB Holdings, LLC (“RMB Holdings”)
Address:	201 Main Street, Suite 3100 Fort Worth, TX 76102
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Activities
Description of Interest in OHCP Aggregator:	Indirect as a 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.

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
Description of Interest in OHCP Aggregator:	Indirect as a 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
Description of Interest in OHCP Aggregator:	Direct 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

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
Description of Interest in OHCP Aggregator:	Indirect as a 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
Description of Interest in OHCP Aggregator:	Indirect as the general partner 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 Transferor 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
Description of Interest
in Pamlico Aggregator: Indirect, as the general partner of (i) PC IV LP 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.[28] 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
Description of Interest in Pamlico Aggregator:	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

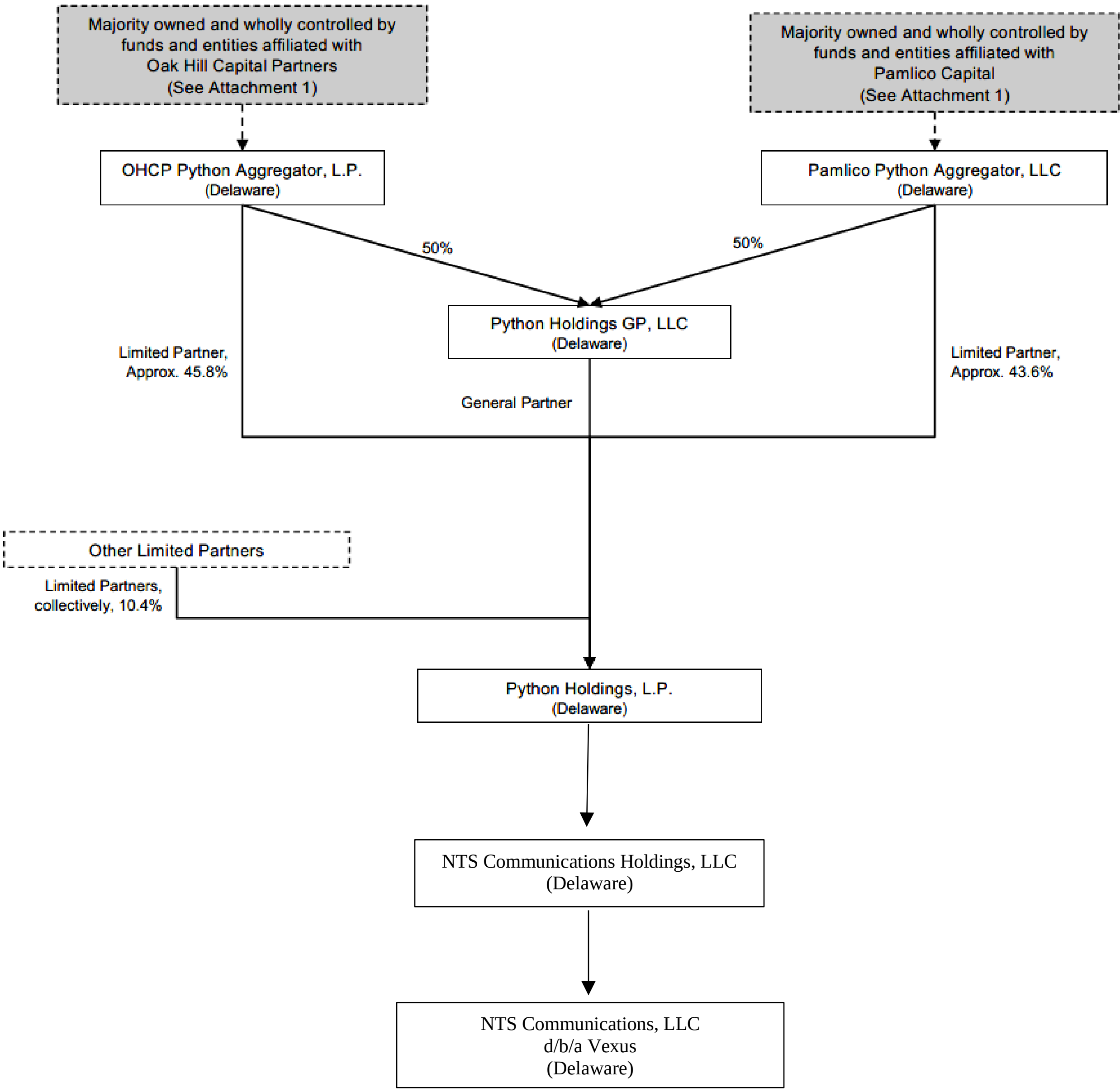
A majority of the ownership of HarbourVest Partners, LLC is held by 27 individuals (19 managing directors and eight former managing directors), none of which individually owns or control 10% or more of PC IV LP.

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

[28] These individuals also may directly or indirect, own or control interests in an entity that directly owns less than 5% of Python Holdings.

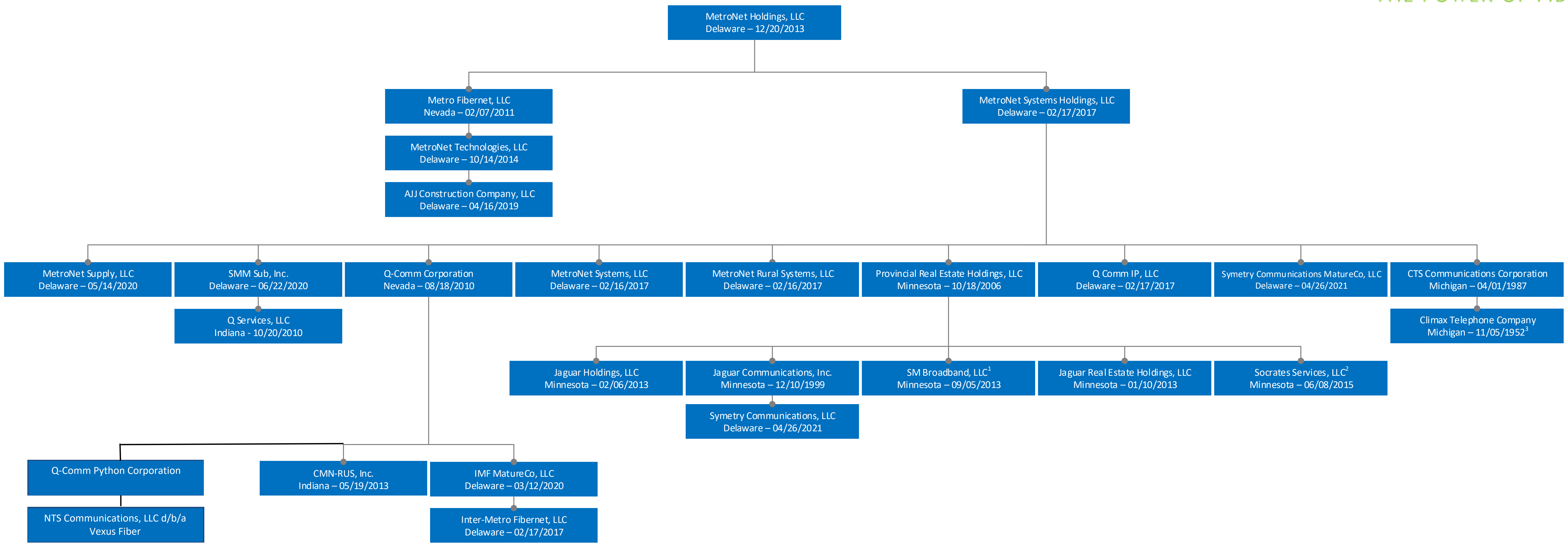
EXHIBIT B
Current Ownership Structure of Vexus



All ownership/control percentages are 100% unless otherwise noted

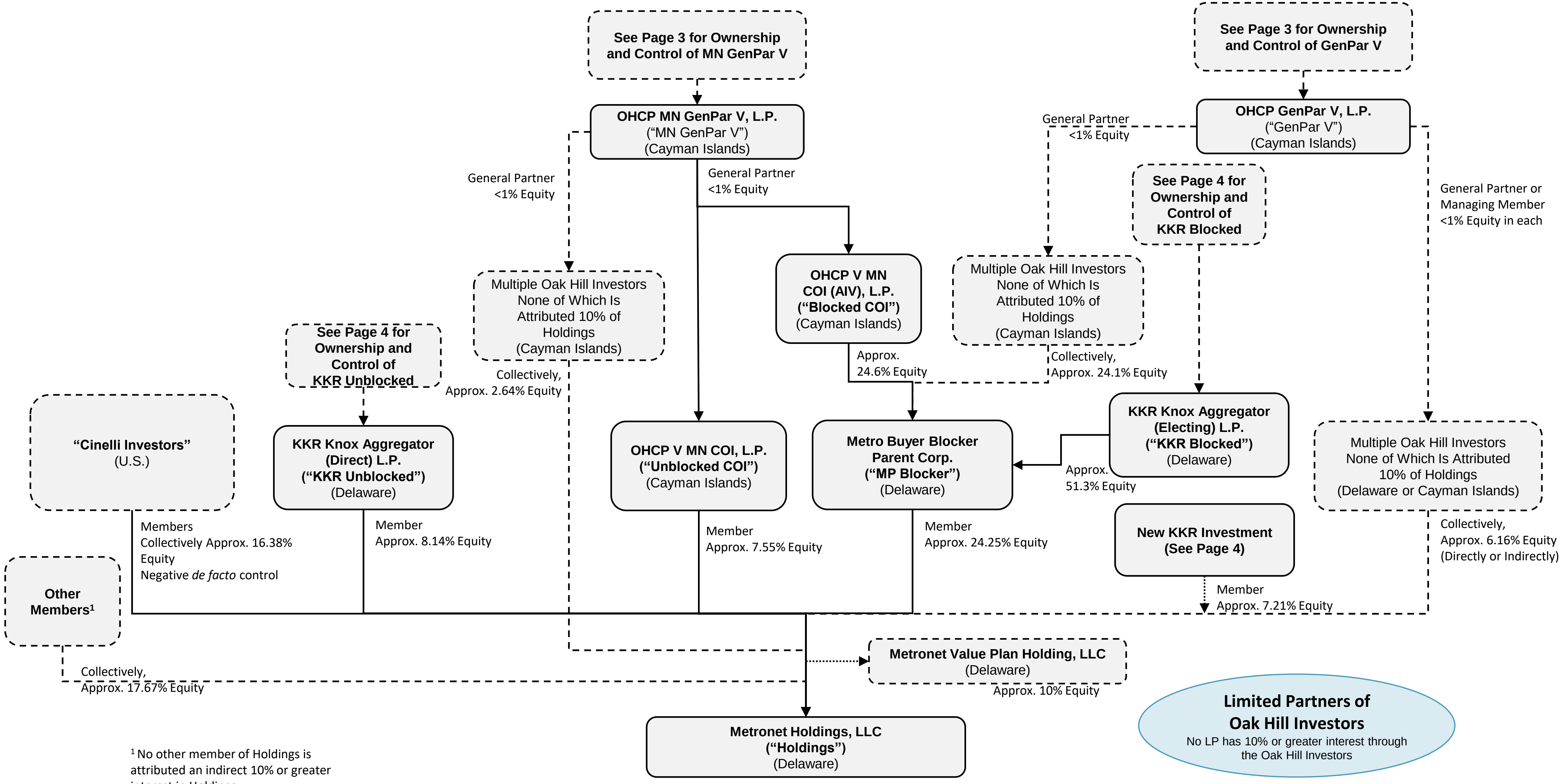
EXHIBIT C
Post-Transaction Ownership

Organizational Chart



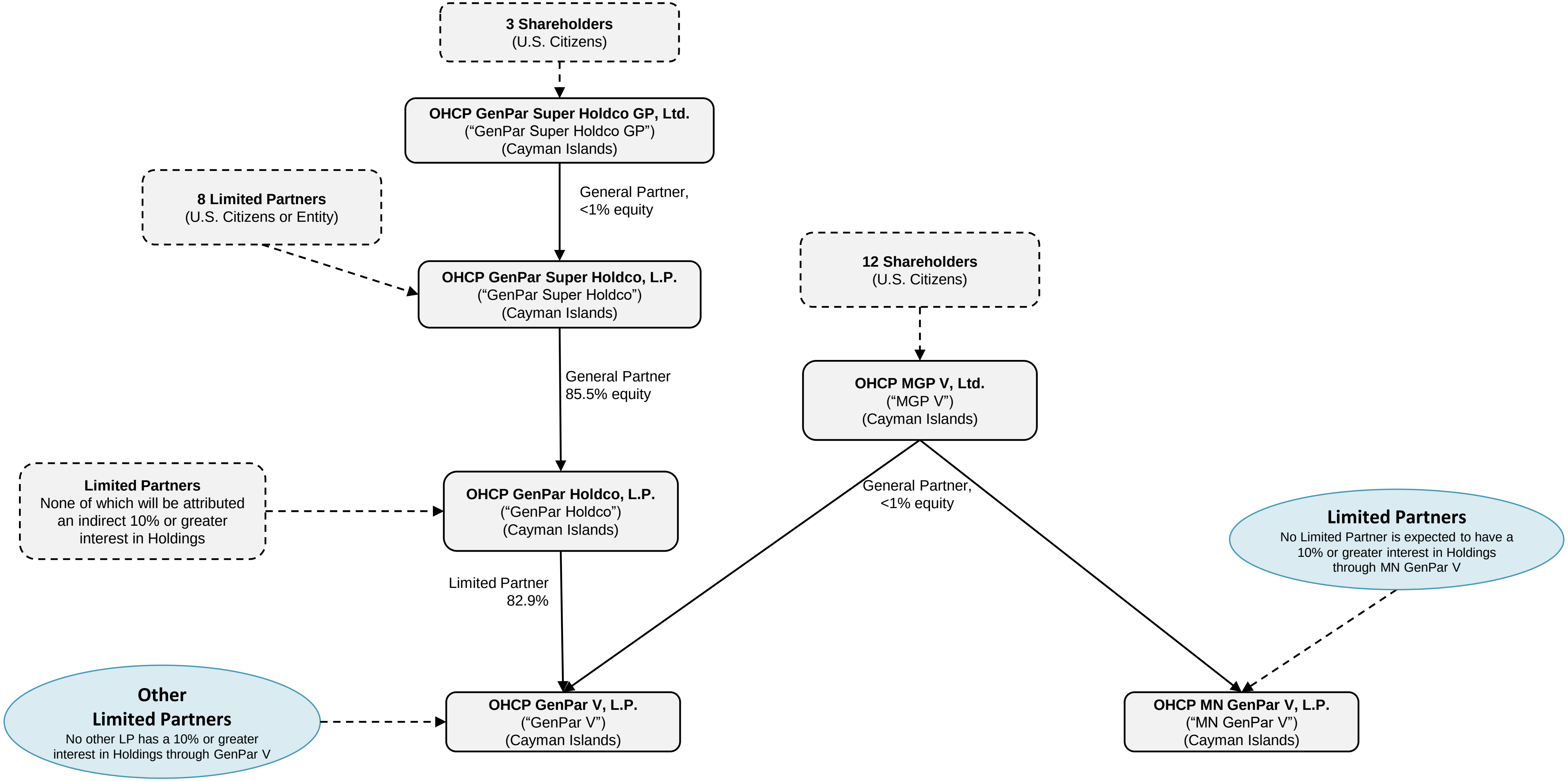
1. Provincial Real Estate Holdings, LLC only holds an 8.3333% ownership interest in this entity. Remainder held by unaffiliated entities.
2. Provincial Real Estate Holdings, LLC only holds an 33.33% ownership interest in this entity. Remainder held by unaffiliated entities.
3. Climax Telephone Company operates under the assumed name of “CTS Telecommunications, Inc.” It also operates under the assumed name “CTS Telecom, Inc.” Original entity name was “Climax Citizens Telephone Company”.

Ownership and Control Structure of Holdings

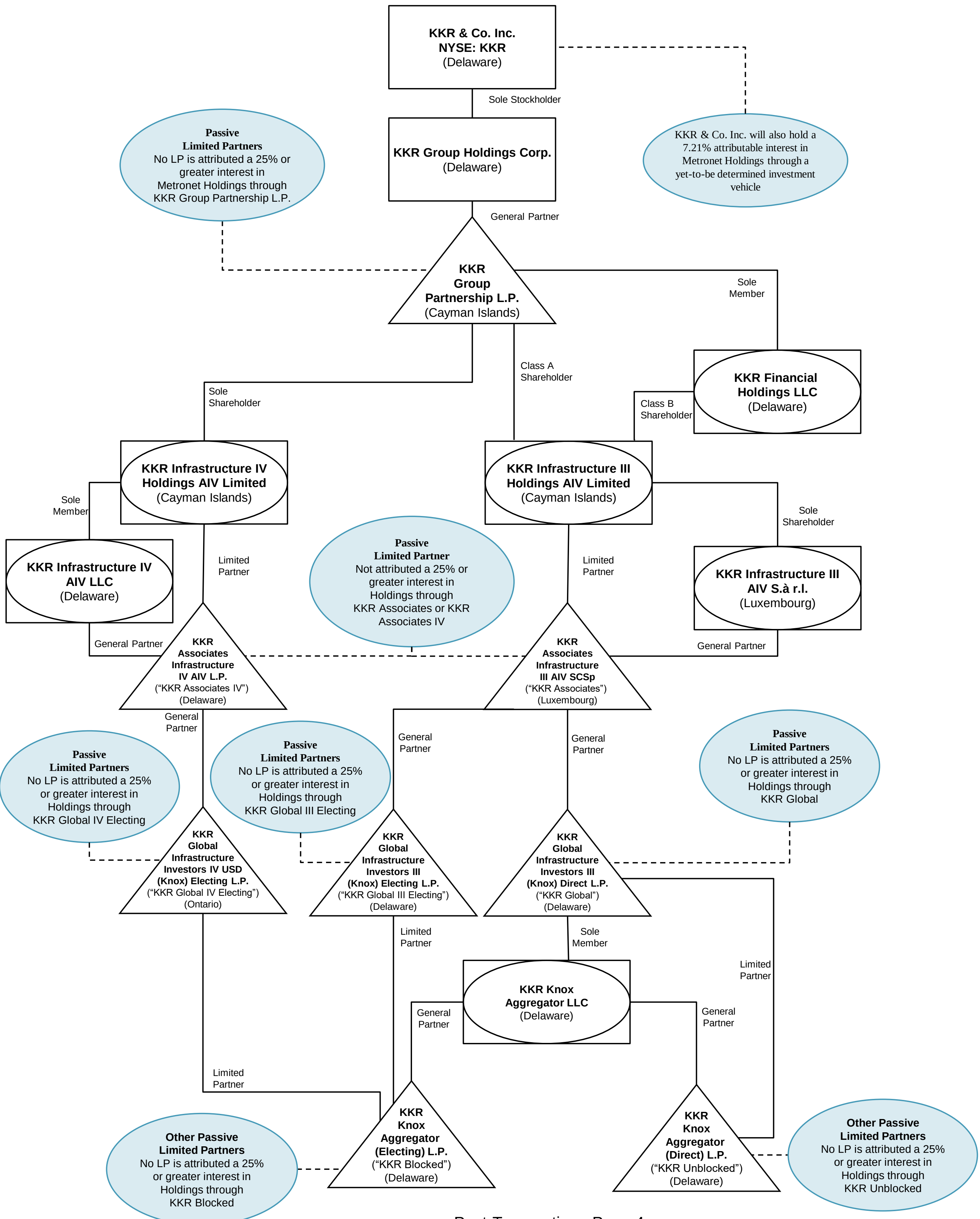


[1] No other member of Holdings is attributed an indirect 10% or greater interest in Holdings.

Ownership and Control Structure of GenPar V and MN GenPar V



Ownership and Control Structure of KKR Blocked and KKR Unblocked



VERIFICATION

I, John M. Campbell, here declare that I am an Authorized Representative of Q-Comm Python Corporation (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 9th day of February, 2022.

*/s/ John M. Campbell*_____________
John M. Campbell
Authorized Representative
Q-Comm Python Corporation

VERIFICATION

I, Christopher Taylor, hereby declare that I am an Authorized Representative of Python Holdings GP, 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 _9th_ day of February, 2022.

Christopher Taylor
Authorized Representative
Python Holdings GP, LLC

VERIFICATION

I, J. Keith Davidson, state that I am Chief Financial Officer of NTS Communications, LLC d/b/a Vexus (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 thereof 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 9th day of February, 2022.

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