

Morgan Lewis

Catherine Wang
Brett Ferencak
Patricia Cave

catherine.wang@morganlewis.com
brett.ferencak@morganlewis.com
patricia.cave@morganlewis.com

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* Transfer of Control of NTS Communications, LLC

Dear Secretary Dortch:

NTS Communications, LLC ("NTS-Comm" or "Licensee"), pursuant to 47 C.F.R. § 63.24(f), notifies the Commission of the *pro forma* transfer of control of Licensee resulting from the *pro forma* consolidation of NTS Clarity, LLC into Licensee effective December 31, 2019 (the "*Pro Forma Change*").

Information Required by Section 63.24(f)(2)

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

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

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

Sections 63.18(b): Organization of the Licensee:

NTS-Comm is a Delaware limited liability company.

Morgan, Lewis & Bockius LLP

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

T +1.202.739.3000
F +1.202.739.3001

Marlene Dortch, Secretary
January 24, 2020
Page 2

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

Catherine Wang
Brett P. Ferenchak
Patricia Cave
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave, N.W.
Washington, DC 20004
202-739-3000 (Tel)
202-739-3001 (Fax)
catherine.wang@morganlewis.com
brett.ferenchak@morganlewis.com
patricia.cave@morganlewis.com

Section 63.18(d):

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. NTS-Comm also is 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 Licensee. See **Attachment 2** for the current corporate structure of Licensee.

Licensee certifies that the *Pro Forma Change* was *pro forma* in nature and, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party of Licensee or its international Section 214 authorization.

* * * *

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 NTS Communications, LLC

ATTACHMENT 1

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

The following entities currently hold, directly or indirectly, a 10% or greater interest¹ in Licensee, 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% (indirectly as the direct, 100% owner of Licensee)

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)

¹ 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 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.² 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 Licensee's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Licensee.

² 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

Licensee does not have any interlocking directorates with a foreign carrier. Licensee 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 Change*

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, NTS Clarity merged with and into Licensee with Licensee surviving as a direct, wholly owned subsidiary of Clarity. Charts depicting the pre-*Pro Forma Change* and current corporate organizational structure of Licensee are attached hereto as **Attachment 2**.

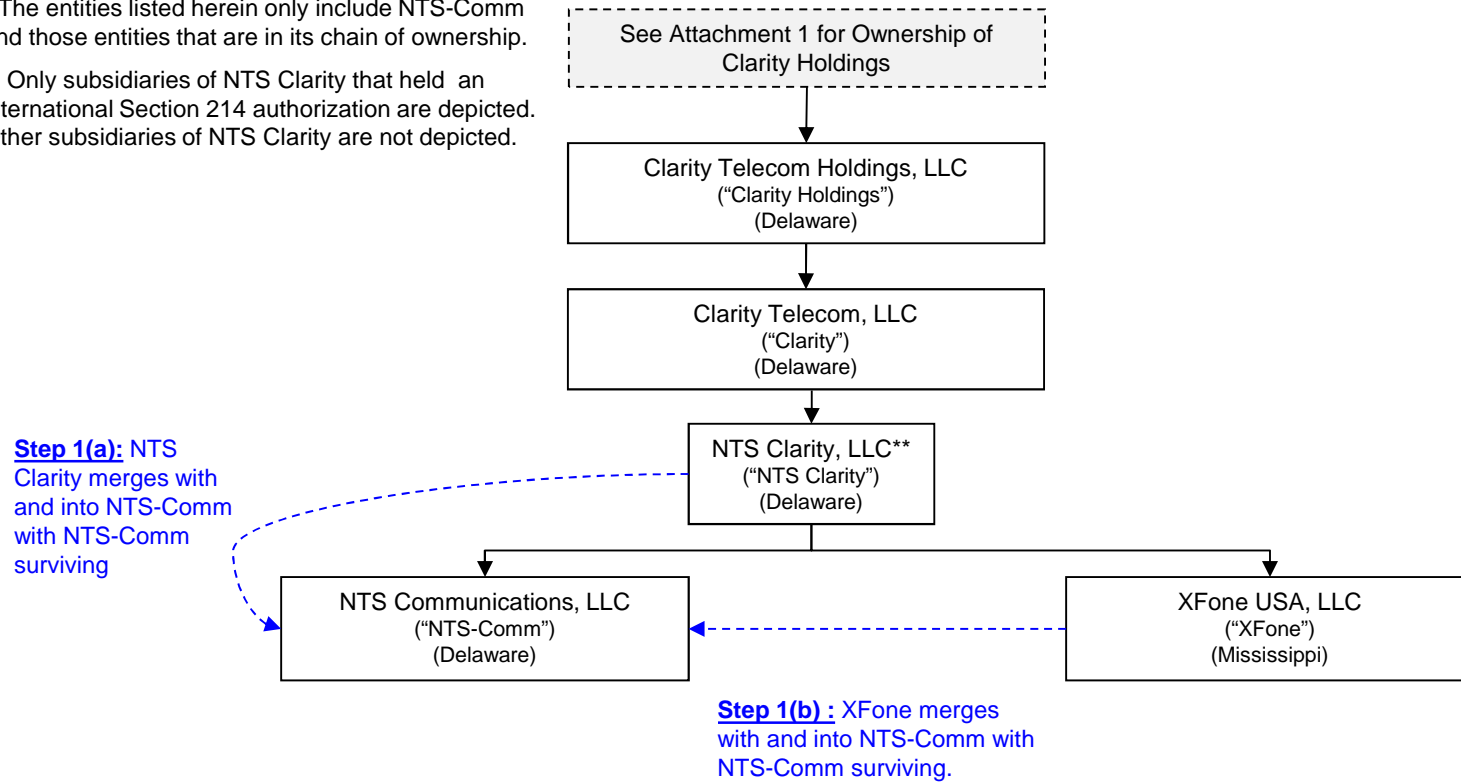
ATTACHMENT 2

Corporate Organizational Structure of Licensee

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.

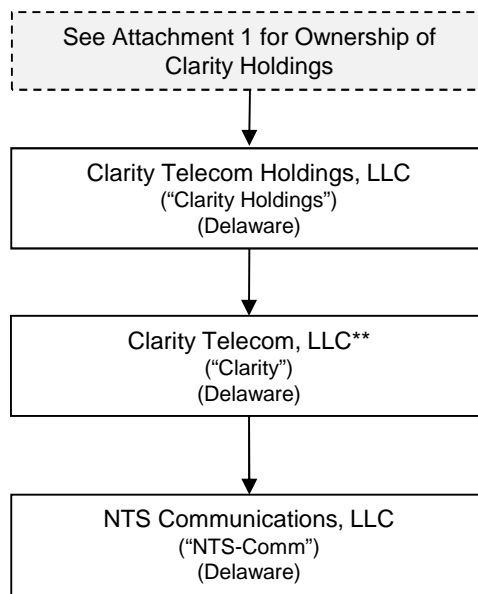


All ownership/control percentages are 100%, unless noted.

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 “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 17th day of January, 2020.



J. Keith Davidson
Chief Financial Officer
NTS Communications, LLC