

# Morgan Lewis

**Catherine Wang**  
**Brett P. Ferenchak**  
**Patricia Cave**

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

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## **VIA IBFS**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Room TW-A325  
Washington, DC 20554

**Re: IBFS File Nos. SES-REG-INTR2018-10188 & SES-REG-INTR2018-10189**  
Supplement to Pending Applications for Receive-Only Earth Station Registrations of  
Clarity Telecom, LLC d/b/a Vast Broadband

**Call Sign Nos. E970192 & E180002**

Notification Regarding the Transfer of Indirect Control of Receive-Only Earth Station  
Registrations of Clarity Telecom, LLC d/b/a Vast Broadband

Dear Secretary Dortch:

On behalf of Clarity Telecom, LLC d/b/a Vast Broadband ("Clarity" or "Registrant"), PC III CTH Holdings, L.P. ("PC III Holdings" or "Transferor") and Python Intermediate II, LLC ("Python" or "Transferee"), (together, the "Parties"), this letter notifies the Commission of the transfer of indirect control of Clarity from Transferor to Transferee (the "Python Transaction").

Pursuant to Section 25.119(j) of the Commission's rules, approval was not required for the Python Transaction.<sup>1</sup> This letter is intended to constitute a notice of the Python Transaction with

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<sup>1</sup> The Parties obtained approval for the Python Transaction in connection with other authorizations and licenses held by Clarity in WC Docket No. 19-16, IB File No. ITC-T/C-20190128-00003, ULS File No. 0008493139, and ELS File No. 0001-EX-TU-2019.

## **Morgan, Lewis & Bockius LLP**

1111 Pennsylvania Avenue, NW  
Washington, DC 20004  
United States

**T** +1.202.739.3000  
**F** +1.202.739.3001

respect to (1) the receive-only earth station registrations pending in the above-referenced proceedings and (2) Registrant's receive only earth station registrations associated with the above-referenced Call Signs.

### **Description of the Parties**

#### **A. Clarity Telecom, LLC (Registrant)**

Clarity is a telecommunications provider headquartered in Sikeston, Missouri and provides telecommunications services in Minnesota and South Dakota doing business under the brand Vast Broadband. Clarity provides an array of communications, video and broadband services, including digital cable, high speed Internet, and local and long distance phone services. The direct parent company of Clarity is Clarity Telecom Holdings, LLC ("Clarity Holdings"), a Delaware limited liability company. Prior to the Python Transaction, Clarity Holdings was majority owned by investment funds managed by Pamlico Capital, including Transferor.

#### **B. PC III CTH Holdings, L.P. (Transferor)**

PC III Holdings was formed for the purpose of investments in Clarity Holdings. PC III Holdings is majority owned and controlled by funds and entities affiliated with Pamlico Capital.

#### **C. Python Intermediate II, LLC (Transferee)**

Python, a Delaware limited liability company, is a newly formed company created for the purpose of acquiring Clarity Holdings. Python is indirectly, wholly owned by Python Holdings, L.P. ("Python Holdings"), an investment fund also created for the purpose of the Python Transaction. Python Holdings is primarily owned and controlled by funds and entities affiliated with Pamlico Capital and Oak Hill Capital Partners, which are private equity funds based in the United States.<sup>2</sup>

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<sup>2</sup> Additional details regarding the ownership of Python were provided in IB File Nos. ITC-T/C-20190128-00003, ITC-T/C-20190128-00004, & ITC-T/C-20190128-00005.

**Contacts**

For the purposes of this filing, contacts are as follows:

Catherine Wang  
Brett P. Ferenchak  
Patricia Cave  
Morgan, Lewis & Bockius LLP  
1111 Pennsylvania Ave, N.W.  
Washington, DC 20004-2541  
202-739-3000 (tel)  
202-739-3001 (fax)  
[catherine.wang@morganlewis.com](mailto:catherine.wang@morganlewis.com)  
[brett.ferenchak@morganlewis.com](mailto:brett.ferenchak@morganlewis.com)  
[patricia.cave@morganlewis.com](mailto:patricia.cave@morganlewis.com)

With copies for Registrant to:

Keith Davidson, CFO  
Clarity Telecom, LLC  
912 South Main Street  
Suite 106  
Sikeston, MO 63801  
573-481-2265 (tel)  
[keith.davidson@vastbroadband.com](mailto:keith.davidson@vastbroadband.com)

With copies for Python to:

Christopher Taylor  
c/o Oak Hill Capital Partners  
One Stamford Plaza  
263 Tresser Boulevard, 15th Floor  
Stamford, CT 06901  
[ctaylor@oakhillcapital.com](mailto:ctaylor@oakhillcapital.com)

**Description of the Transactions**

Pursuant to an Agreement and Plan of Merger dated as of December 24, 2018, a series of mergers and other transactions completed on August 30, 2019 resulted in Transferee directly or indirectly owning all of the issued and outstanding equity interests of Clarity Holdings (the "Python Transaction"). Upon completion of the Python Transaction, Clarity Holdings became a wholly owned subsidiary of Transferee. Clarity remains a wholly owned subsidiary of Clarity Holdings and became an indirect, wholly owned subsidiary of Transferee.

Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



Catherine Wang  
Brett P. Ferenchak  
Patricia Cave

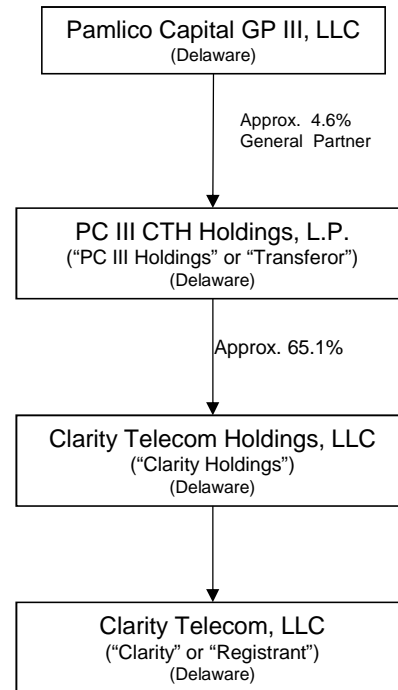
Counsel for the Parties

**ATTACHMENT A**

**Diagrams of the Pre-Python Transaction and Current Corporate Ownership Structure**

# Pre-Python Transaction Ownership Structure of Clarity\*

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



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

# Current Ownership Structure of Clarity\*

