

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

In the Matter of

Python Holdings, L.P.,
Transferor,

Clarity Telecom, LLC
Licensee,

and

GI DI Rushmore TopCo LLC,
Transferee,

Application for Consent to Transfer Control
of Domestic and International Section 214 Authorities
Under the Communications Act of 1934, as Amended

WC Docket No. 20-_____

File No. ITC-T/C-2020-_____

**CONSOLIDATED APPLICATION FOR CONSENT TO TRANSFER OF CONTROL
OF INTERNATIONAL AND DOMESTIC SECTION 214 AUTHORITY**

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”),¹ and Sections 63.04, 63.18, and 63.24 of the Commission’s Rules,² Python Holdings, L.P. (“Python Holdings” or “Transferor”), Clarity Telecom, LLC (“Clarity” or “Licensee”), and GI DI Rushmore TopCo LLC (“Transferee”) (collectively the “Applicants”), by their undersigned representatives, request Commission consent to transfer indirect control of the Licensee, which holds domestic and international Section 214 authorizations.

As discussed in more detail below, the Applicants have entered into an agreement whereby Transferee will indirectly acquire all of the ownership interests in Clarity (the “Transaction”). The

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.04, 63.18 and 63.24.

Section 214 authorizations currently held by Clarity will continue to be held by Clarity following consummation of the proposed Transaction. The Transaction will not result in any loss or impairment of service for any of Clarity’s customers and will have no adverse effects upon competition in any areas where Clarity provides telecommunications service. As a result of the proposed Transaction, Clarity will enjoy access to the financial resources and management expertise of Transferee, which will serve to strengthen Clarity’s ability to compete and provide customer service. Consequently, the Commission should find that the change in the ownership of Clarity will serve the public interest. The parties request streamlined treatment with respect to this application.

Pursuant to Section 63.04(b) of the Commission’s Rules,³ Applicants are filing a combined application for the proposed transfer of control of Clarity, including domestic and international authorizations. Applicants provide below the information required by Sections 63.24(e)(2) and 63.04(a)(6) through (a)(12) of the Commission’s Rules.⁴ In support of this Application, Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS

A. Transferor (Python Holdings, L.P.) and Licensee (Clarity Telecom, LLC)

Clarity, a Delaware limited liability company, is a wholly owned subsidiary of Clarity Telecom Holdings, LLC (“Clarity Holdings”), a Delaware limited liability company. Clarity Holdings is an indirect, wholly owned subsidiary of Python Holdings, L.P. Python Holdings, L.P. is an investment fund 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.

³ 47 C.F.R. § 63.04(b).

⁴ 47 C.F.R. §§ 63.24(e)(2), 63.04(a)(6)-(12).

The equity in the Pamlico Capital and Oak Hill Capital Partners funds is held through passive limited (and insulated) partnership interests, some of which are held in Cayman Island entities, but primarily held by U.S.-based investors, including individuals, trusts, institutions and business entities. Control of these funds ultimately rests in U.S. entities or citizens. Please see **Exhibit A** for charts depicting the current ownership of Licensee and **Exhibit B** for a detailed description of the current ownership and control of Licensee.

Clarity is headquartered in Sikeston, Missouri. Clarity 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. Clarity is managed by a team of experienced telecommunications professionals who have operated telecommunications and cable television systems together for more than twenty years.

B. Transferee (GI DI Rushmore TopCo LLC)

Transferee is a newly formed company created for the purpose of completing the Transaction. As described in more detail below, Transferee is primarily owned and is controlled by private equity funds GI Partners Data Infrastructure Fund LP and GI Partners Data Infrastructure Fund-A LP (collectively “GI Partners”). GI Partners Data Infrastructure Fund LP’s and GI Partners Data Infrastructure Fund-A LP’s investments focus on data centers, data transport, wireless access and tech-enabled infrastructure, predominantly in North America. The equity in GI Partners funds is held through passive limited (and insulated) partnership interests, and include U.S.-based public and private pension plans, financial institutions, investment management firms, and foundations. Control of these GI Partners funds ultimately rests in U.S. entities and citizens. Following close of the Transaction, no foreign entity will hold, directly or indirectly, a ten percent (10%) or greater interest in Clarity. GI Partners has retained a management team to run

Clarity post-close that has decades of experience in the cable industry, including many years in leadership roles in WOW!.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the Securities Purchase Agreement dated October 13, 2020, between NTS Communications, LLC (“NTS”), Transferee, Python Holdings, and Python Intermediate I, LLC (“Python Intermediate”), Transferee will purchase the equity interests of Python Intermediate and its subsidiaries, except for NTS, which is currently a subsidiary of Clarity (the “Transaction”). In connection with the Transaction, but prior to closing, the Applicants will complete a *pro forma* transfer of control of NTS from Clarity to Python Holdings so that the NTS entity will be spun out from Clarity ownership and become a direct subsidiary of Python Holdings; NTS will not be transferred to Transferee. As a result of the Transaction, Clarity (but not NTS) will then become a wholly owned, indirect subsidiary of Transferee. Diagrams depicting the pre- and post-Transaction corporate ownership structures are provided as **Exhibit A**.

III. PUBLIC INTEREST CONSIDERATIONS

A. The Transaction Satisfies the Commission’s Public Interest Test

Under 47 U.S.C. § 214(a), the Commission must determine whether a proposed transfer of control of a provider of interstate or international telecommunications services is consistent with the public interest, convenience, and necessity.⁵ In making such a determination, the Commission,

⁵ See, e.g., *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd. 9581, 9585 ¶ 8 (2017) (“*Level 3-CenturyLink Order*”); *Applications of AT&T Inc. and DIRECTV For Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd. 9131, 9139-40 ¶ 18 (2015) (“*AT&T-DIRECTV Order*”); *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd. 12,501, 12,504-05 ¶ 7 (Wireline Comp., Int’l, and Wireless Tel. Burs. 2016) (“*Verizon-XO Order*”).

among other matters, assesses “whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission’s rules”⁶ and then, second, if a proposed transaction would not violate the Act, any other applicable statute, or any of the Commission’s rules, the Commission then considers whether a proposed transaction “could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the [Communications] Act or related statutes.”⁷ Applicants are not aware of any public interest harms that will arise from the Commission’s approval of this Transaction.

Applicants respectfully submit that approval of the instant requests would not substantially frustrate or impair the Commission’s implementation or enforcement of the Communications Act of 1934, as amended (the “Act”) or interfere with the objectives of the Act or other statutes. To the contrary, as detailed below, the proposed Transaction will offer substantial public interest benefits without any material countervailing harms. In the absence of any such harms, Applicants submit that transaction-specific conditions are unnecessary.

B. The Proposed Transaction Will Serve the Public Interest

The Transaction will serve the public interest. “[T]he Commission has long recognized the clear public interest benefits in a license or authorization holder being able to assign or transfer

⁶ See *Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 8; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9139-40 ¶ 18 (citations omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citations omitted); *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp.*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd. 9642, 9650 ¶ 23 (citations omitted) (“*Softbank-Sprint-Clearwire Order*”); *Applications Filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a CenturyLink For Consent to Transfer Control*, Memorandum Opinion and Order, 26 FCC Rcd. 4194, 4198-99 ¶ 7 (citation omitted) (“*Qwest-CenturyLink Order*”).

⁷ See *Level 3-CenturyLink Order*, 32 FCC Rcd. 9581, at 9585 ¶ 9; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citation omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd. at 9651 ¶ 23 (citation omitted); *Qwest-CenturyLink Order*, 26 FCC Rcd. at 4199 ¶ 7.

control of its license or authorization freely.”⁸ The Transaction will have no adverse impact on the customers or operations of Clarity. Upon closing of the Transaction, Clarity will continue to provide service at the same rates, terms, and conditions, as governed by existing contracts. The Transaction will be transparent to Clarity’s customers. All existing customers of Clarity will continue to be served under its existing authorizations, as well as under existing tariffs and contracts. The Transaction will not result in service disruption, contract termination, or customer confusion. Clarity will continue to operate under experienced and knowledgeable management. The expected change resulting from the Transaction will be that Clarity will be owned by Transferee rather than its current shareholders. Transferee and its ultimate owners are financially well-qualified to become the new owners of Clarity, and following closing, Clarity will enjoy access to the financial resources and broader management expertise of Transferee and its ultimate owners.

The Transaction would not create a new combination that would adversely affect competition on any U.S.-international route. In addition, Transferee does not currently control, and is not affiliated with, any foreign carrier regulated as dominant on any U.S.-international route.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

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

⁸ *In the Matter of Applications of T-Mobile US, Inc., & Sprint Corp., for Consent to Transfer Control of Licenses & Authorizations, Applications of Am. H Block Wireless L.L.C., Dbsd Corp., Gamma Acquisition L.L.C., & Manifest Wireless L.L.C. for Extension of Time*, 34 FCC Rcd. 10578, ¶ 41 (2019). *See also CenturyLink-Level 3 Order*, 32 FCC Rcd. at 9586, ¶ 10; *Verizon-Straight Path Order*, 33 FCC Rcd. at 190-91, ¶ 7.

Responses to Section 63.18(a)-(d)

(a) Name, address, and telephone number of each applicant

Transferee:

GI DI Rushmore TopCo LLC
FRN: 0030151054
188 The Embarcadero
Suite 700
San Francisco, CA 94105
Tel: 415-688-4800

Transferor:

Python Holdings, L.P.
FRN: 0029992195
263 Tresser Blvd., 15th Floor
Stamford, CT 06901
Tel: 203-328-1600

Licensee:

Clarity Telecom, LLC
FRN: 0023758238
912 South Main Street, Suite 106
Sikeston, MO 63801
Tel: 573-481-2265

(b) **Place of organization**

Transferee: Transferee is a Delaware limited liability company.

Transferor: Transferor is a Delaware limited liability company.

Licensee: Licensee is a Delaware limited liability company.

(c) **Name, title, post office address, and telephone number of official and any other contact point (Answer to Question 10)**

Correspondence concerning these applications should be directed to:

For Transferor and Clarity:

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Brett P. Ferenchak
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For Transferee:

John T. Nakahata
Henry Shi
Harris, Wiltshire & Grannis LLP
1919 M Street N.W., 8th Floor,
Washington, D.C. 20036-3537
Tel: (202) 730-1320
Fax: (202) 730-1301
jnakahata@hwglaw.com
hshi@hwglaw.com

with a copy to:

Keith Davidson, CFO
Clarity Telecom, LLC
912 South Main Street
Suite 106
Sikeston, MO 63801
Keith.Davidson@vastbroadband.com

with a copy to:

David A. Smolen
188 The Embarcadero, Suite 700
San Francisco, CA 94105
415-688-4800 (tel)
David.Smolen@gipartners.com

(d) Statement as to whether applicants have previously received authority under Section 214

Transferee: Transferee does not hold domestic or international Section 214 authorization.

Transferor: Transferor does not hold domestic or international Section 214 authorization.

Licensee: Clarity holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File Nos. ITC-214-20020619-00300 and ITC-214-19990625-00428. Clarity also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01.

Responses to Section 63.18(h)-(p)

(h) Post-Transaction Ownership of Licensee (Answer to Questions 11 and 12)

Upon consummation of the Transaction, Clarity will remain a direct, wholly owned subsidiary of Clarity Telecom Holdings, LLC (“Clarity Holdings”) and indirect wholly owned subsidiary of Python Intermediate I, LLC and Python Intermediate II, LLC. Python Intermediate I,

LLC will become a direct, wholly owned subsidiary of GI DI Rushmore TopCo LLC. Clarity will become an indirect, wholly owned subsidiary of Transferee. Transferee is ultimately controlled by GI Partners DI Fund LP and GI Partners DI Fund-A LP, which exercise management control pursuant to governance, management, and advisory agreements. Information about the entities that are expected to hold or control a 10% or greater direct or indirect ownership interest in Clarity upon completion of the Transaction is set forth in **Exhibit C**.

Applicants do not have any interlocking directorates with a foreign carrier.

(i) Foreign Carrier Affiliates (Answer to Question 14)

Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this Transaction.

(j) Operations to Foreign Destinations (Answer to Question 15)

Transferee certifies that, through its acquisition of control of Licensee, Transferee does not seek to provide international telecommunications services to any destination country where two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States. Upon completion of the Transaction, Transferee certifies it will not be affiliated with a foreign carrier in any country. Applicants certify that the remaining provisions of Section 63.18(j) will not apply.

(k) Foreign Carrier Certification

Not applicable.

(m) Presumption of Non-Dominance

Not applicable.

(n) No Special Concessions

Applicants certify that they have not agreed to accept special concessions directly or indirectly from a 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 affect competition adversely in the U.S. market and will not enter into any such agreements in the future.

(o) Anti-Drug Abuse Act Certification

Applicants certify that 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, because of a conviction for possession or distribution of a controlled substance.

(p) Eligibility for Streamlined Processing

Applicants respectfully request streamlined processing of this Application pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 62.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

V. **INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES IN RELATION TO TRANSFER OF DOMESTIC 214 AUTHORIZATION**

In support of the Applicants' request for consent to transfer control to Transferee of the domestic Section 214 authorization held by the Licensee, the following information is submitted pursuant to Section 63.04 of the Commission's Rules.

A. Section 63.04(a)(6) – Description of the transaction

A description of the Transaction is set forth at Section II above and demonstration of how the transaction will serve the public interest is provided in Section III, above.

B. Section 63.04(a)(7) – Description of the geographic area in which the transferor and transferee (and affiliates) offer domestic telecommunications services, and what services are provided in each area

(i) Transferee does not itself provide telecommunications services.

Transferor does not itself provide telecommunications services.

Clarity is authorized to provide competitive local exchange and/or interexchange in Minnesota and South Dakota. Clarity is also an incumbent local exchange carrier in South Dakota, serving fewer than 2% of the nation's subscriber lines. Clarity also operates cable systems in certain communities in Minnesota and South Dakota. In connection with its cable services Clarity holds C-Band receive-only earth station registrations for Viborg and Rapid City, SD (Call Signs E970192 and E180002, respectively). Clarity also has a pending application for Priority Access Licenses won under Auction 105 (ULS File No. 0009227214).

(ii) Transferee does not own or control a 10% or greater, direct or indirect interest in any domestic telecommunications carrier. To Transferee's knowledge, Transferee is affiliated with the following domestic telecommunications carriers through the persons or entities that own or control a 10% or greater, direct or indirect interest in Transferee:

- Flexential Corp. (approximately 98.6%). Flexential Corp., a Delaware corporation, is a local reseller providing service in Florida, Georgia, Kentucky, North Carolina, Ohio, Tennessee, and Virginia.
- Single Digits, Inc. (approximately 95.6%). Single Digits, Inc., a Delaware corporation, provides interconnected Voice over Internet Protocol services in all 50 states, the District of Columbia, and Puerto Rico.
- Blue Stream Communications LLC (“Blue Stream”) (100%). Blue Stream provides interconnected Voice over Internet Protocol service in Florida.
- ITS Telecommunications Systems, Inc. (“ITS”) (100% indirectly owned by GI Partners DI Fund LP (direct 34.8%) and GI Partners DI Fund-A LP (indirect 65.2%)).⁹ ITS is a Delaware limited liability company that provides communications, cable television, video and broadband services in South Florida.

The following entities in Transferee’s chain of ownership own or control a 10% or greater, direct or indirect interest in Flexential Corp. and Single Digits, Inc.:

GI Manager LP
 GI Manager Holdings LLC
 GI Manager LLC
 Magnuson Living Trust

The following entities in Transferee’s chain of ownership own or control owns and, in the case of ITS, is expected to own or control post-closing, a 10% or greater, direct or indirect interest in Blue Stream and in ITS:

⁹ The application for the transfer of indirect control of ITS’s domestic Section 214 authorization to an affiliate of Transferee is currently pending before the Commission in WC Docket No. 20-256. The application to transfer indirect control of ITS’s international Section 214 was granted on October 29, 2020, IBFS File No. ITC-T/C-20200810-00154.

GI Data Infrastructure Fund LP
GI Data Infrastructure Fund-A LP
GI GP DI LP
GI GP DI LLC
GI Manager LP
GI Manager Holdings LLC
GI Manager LLC
Magnuson Living Trust

C. Section 63.04(a)(8) – Statement as to how the Application qualifies for streamlined treatment

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission’s Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(ii) and (iii) because, immediately following the Transaction, (1) Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than ten percent (10%), and (2) Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and Clarity’s ILEC serves fewer than 2% of nationwide subscriber lines.

D. Section 63.04(a)(9) – Identification of all other Commission applications related to this transaction

Other than Clarity’s receive-only earth station licenses, and Section 214 authorizations described in this Application, Clarity does not hold any other authorizations or licenses from the Commission to provide telecommunications services. Clarity holds various Cable Community

Registrations, and has a pending application for Priority Access Licenses (“PAL”) won under Auction 105 (*see* ULS File No. 000922721). A separate application amending the PAL application will be filed with respect to the proposed change in substantial ownership of Clarity.

E. Section 63.04(a)(10) – Statement of whether the Applicants request special consideration because either party is facing imminent business failure

No party is requesting special consideration because it is facing imminent business failure.

F. Section 63.04(a)(11) – Identification of any separately filed waiver requests being sought in conjunction with this Application

No separately filed waiver requests are sought in conjunction with this application.

G. Section 63.04(a)(12) – Statement showing how grant of the Application will serve the public interest, convenience and necessity

A demonstration of how the Transaction will serve the public interest, convenience, and necessity is provided in Section III, above.

VII. CONCLUSION

For the reasons stated above, the Applicants respectfully request that the Commission grant these applications for consent to transfer direct control of international and domestic Section 214 authorizations of Clarity from Transferor to Transferee.

Respectfully submitted,

/s/

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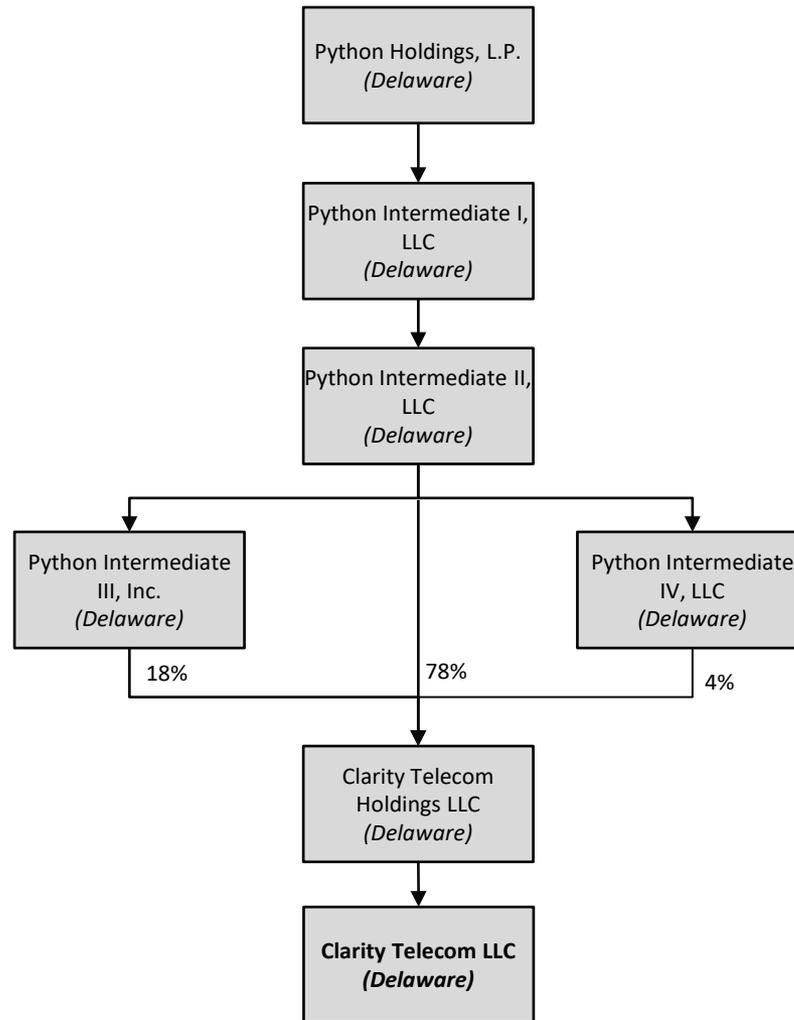
Date: November 6, 2020

EXHIBIT A

Current and Post-Transaction Corporate Ownership Structure Charts

Pre-Close, Post-Restructuring Ownership of Licensee

Interests are 100% unless otherwise indicated



Post-Close Ownership of Licensee

[See page 2 for upstream ownership]

Interests are 100% unless otherwise indicated

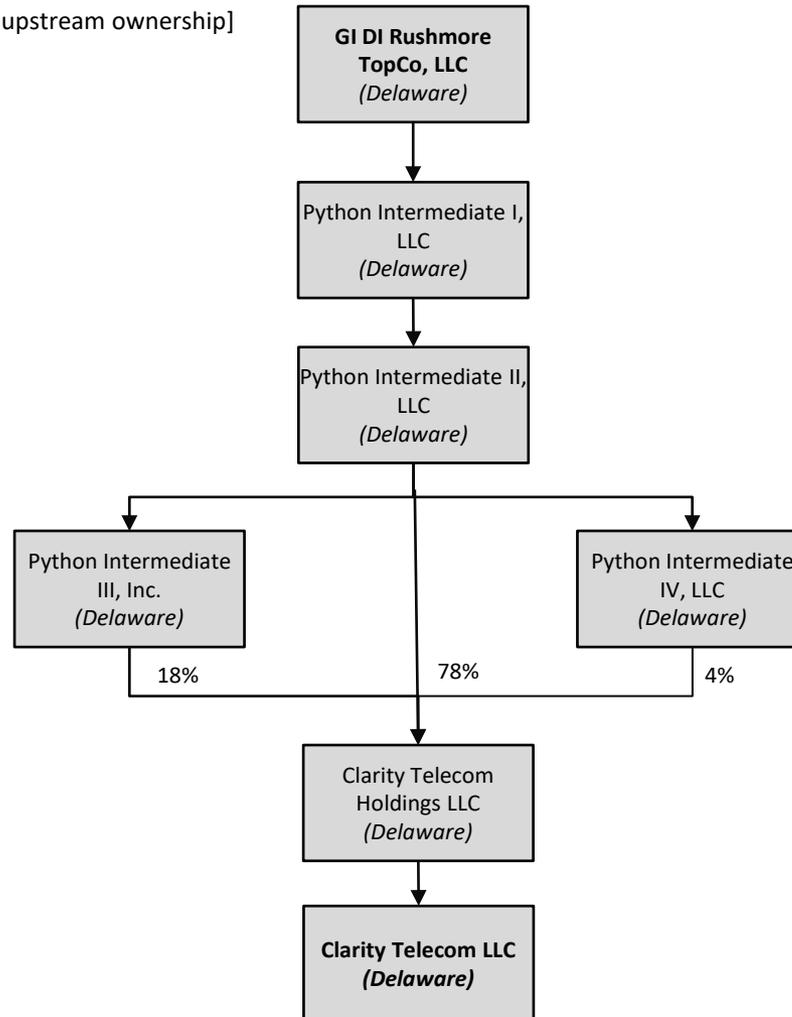


EXHIBIT B

Current Ownership Structure of Licensee

The following entity directly, wholly owns Clarity:

Name:	Clarity Telecom Holdings, LLC (“Clarity 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 Clarity)

Currently, the following entities directly or indirectly, own a 10% or greater interest in Clarity Holdings:

Name:	Python Intermediate II, LLC (“Python Intermediate II”)
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 78.08% direct membership interest in Clarity Holdings and indirectly in Clarity Holdings as the sole owner or member, respectively, of the following two Delaware entities that directly own the remaining membership interests in Clarity Holdings: (i) Python Intermediate III, Inc. (“Python Intermediate III”), a Delaware corporation that has 17.74% direct membership interest in Clarity Holdings and (ii) Python Intermediate IV, LLC, a Delaware limited liability that has 4.19% direct membership interest in Clarity Holdings.)

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% (indirectly as the sole member of Python Intermediate II)

Name: Python Holdings, L.P. (“Python Holdings” or “Transferor”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest Held: 100% (indirectly, as the sole member of Python Intermediate I)

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

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 currently 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 the Transferor’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 currently 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.¹ 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 will own or control a ten percent (10%) or greater interest in Python Holdings through PC IV LP.

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

¹ These individuals also directly or indirect, own or control interests in an entity that directly owns less than 5% of Python Holdings.

EXHIBIT C

Post-Transaction Ownership Structure of Licensee

The following entities will hold, directly or indirectly, a 10% or greater interest in Transferee, as calculated pursuant to the Commission ownership attribution rules for international telecommunications carriers:

Name:	GI DI Rushmore Parent LP (“Rushmore Parent”)
Address:	188 The Embarcadero Suite 700 San Francisco, CA 94105
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Interest Held:	100% directly in Transferee

Currently, the following entities are expected to hold indirectly a 10% or greater interest in Transferee through Rushmore Parent:

Name:	GI DI Rushmore Holdings LP (“Rushmore Holdings”)
Address:	188 The Embarcadero Suite 700 San Francisco, CA 94105
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Interest Held:	100 % equity in Rushmore Parent

Currently, the following entities are expected to hold indirectly a 10% or greater interest in Transferee through Rushmore Holdings:

Name:	GI Partners Data Infrastructure Fund LP (“GI DI Fund”)
Address:	188 The Embarcadero Suite 700 San Francisco, CA 94105
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Interest Held:	28.3% equity in Rushmore Holdings as a limited partner

Name: GI Partners Data Infrastructure Fund-A LP
("GI DI Fund-A")
Address: 188 The Embarcadero
Suite 700
San Francisco, CA 94105
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest Held: 54% equity in Rushmore Holdings as a limited partner

Name: Rushmore Opportunity LP
Address: 188 The Embarcadero
Suite 700
San Francisco, CA 94105
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest Held: 17.7% equity in Rushmore Holdings as a limited partner

One limited partner of Rushmore Opportunity LP is expected to hold a 10% or greater indirect interest in Transferee:

California State Teachers' Retirement System
Address: 100 Waterfront Pl West Sacramento, CA 95605
Citizenship: U.S. (California)
Principal Business: Statutorily-created pension plan
Interest Held: 100% equity as a limited partner in Rushmore Opportunity LP

Name: GI DI Rushmore GP LLC ("Rushmore GP")
Address: 188 The Embarcadero
Suite 700
San Francisco, CA 94105
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest Held: 100% voting in Rushmore Holdings as its general partner;
100% voting in Rushmore Parent as its general partner

Name: GI GP DI LP
Address: 188 The Embarcadero
Suite 700
San Francisco, CA 94105
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest Held: 100% of Rushmore GP as its sole member; 100% voting of GI DI Fund, GI DI Fund-A, and Rushmore Opportunity LP, as the general partner of each.

The following persons are expected to hold indirectly a 10% or greater interest in Transferee through GI GP DI LP.

Name: GI GP DI LLC
Address: 188 The Embarcadero
Suite 700
San Francisco, CA 94105
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest Held: 100% of GI GP DI LP as its general partner

Name: GI Manager LP
Address: 188 The Embarcadero
Suite 700
San Francisco, CA 94105
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest Held: 100% of GI DP GI LLC as its sole member

Name: GI Manager Holdings LLC
Address: 188 The Embarcadero
Suite 700
San Francisco, CA 94105
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest Held: 100% of GI Manager LP as its general partner

Name: GI Manager LLC
Address: 188 The Embarcadero
Suite 700
San Francisco, CA 94105
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest Held: 100% of GI Manager Holdings LLC as its sole member

GI Manager LLC is controlled by Rick Magnuson, a U.S. citizen, as Trustee of the Magnuson Living Trust, a California trust that is the Managing Member of GI Manager LLC.

No other individual or entity owns directly or indirectly 10% or greater of Transferee or has the ability to exercise affirmative or negative control over Transferee.

Following close of the Transaction, no foreign entity will hold, directly or indirectly, a ten percent (10%) or greater interest in Clarity. According to the Commission’s October 1, 2020 Order,¹ the Commission will continue referring joint domestic and international Section 214 transfer of control applications with reportable foreign ownership to the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector (the “Committee”). Given that no foreign entity will hold, directly or indirectly, a ten percent (10%) or greater interest in Clarity, this Transaction need not be referred to the Committee.

¹ *In the Matter of Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, IB Docket No. 16-155, Report and Order (rel. October 1, 2020) (this Report and Order has not yet been published in the Federal Register and therefore is not effective).

VERIFICATIONS

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 31st day of October, 2020.

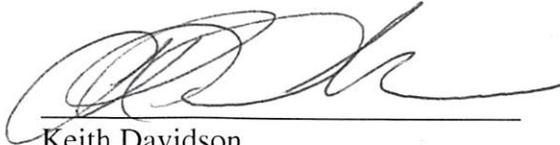


Christopher Taylor
Authorized Representative
Python Holdings, L.P.

VERIFICATION

I, Keith Davidson, hereby declare that I am Chief Financial Officer of Clarity Telecom, LLC d/b/a Vast Broadband (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 29 day of October, 2020.

A handwritten signature in black ink, appearing to read 'Keith Davidson', written over a horizontal line.

Keith Davidson
Chief Financial Officer
Clarity Telecom, LLC d/b/a Vast Broadband

VERIFICATION

I, David Smolen, hereby declare that I am an authorized person for GI DI Rushmore TopCo 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 7th day of November, 2020.



David A. Smolen
