

# Morgan Lewis

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March 31, 2021

## Via Overnight Courier

Brandon Frey, Executive Secretary  
Louisiana Public Service Commission  
Galvez Building, 12<sup>th</sup> Floor  
602 North Fifth Street  
Baton Rouge, Louisiana 70821

**RE: Section 301.M Request Regarding the Proposed *Pro Forma Change* in the Direct Ownership of NTS Communications, LLC d/b/a Vexus Fiber**

Dear Mr. Frey:

NTS Communications, LLC d/b/a Vexus Fiber ("Vexus"), by its undersigned representatives and pursuant to Section 301.M of the Local Competition Regulations and Louisiana Public Service Commission's ("Commission") December 14, 2006 General Order<sup>1</sup>, requests authority from the Commission, to the extent required, to complete a *pro forma* change in ownership involving the insertion of an intermediate holding company between Vexus and its direct parent company, Python Holdings, L.P. ("Python Holdings" or "Parent"). The *Pro Forma Change*, as defined below, will not change the ultimate parent company of Vexus or change the entity providing service in Louisiana. Vexus emphasizes that the *Pro Forma Change* will not result in a change in rates or terms of service, or cause service disruption or confusion to its customers.

<sup>1</sup> *In re: Telephone Service Provider Applications Procedures and Local Competition Regulations*, General Order (Dec. 14, 2006).

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✉ +1.202.739.3001

*Handwritten signature*

*FD-603-7*

### **Description of the Parties**

Vexus, a Delaware limited liability company, currently is a wholly owned, direct subsidiary of Python Holdings, which is an investment fund primarily owned and controlled by funds and entities affiliated with Pamlico Capital and Oak Hill Capital Partners, both of which are private equity funds based in the United States.

Vexus provides integrated communications services, which includes voice, video, and data over its FTTP and other networks in Arizona, New Mexico, Louisiana, and Texas. In Louisiana, Vexus is authorized to provide Competitive Local Exchange and Interexchange Carrier services pursuant to Certificate No. TSP00443-C.

NTS Communications Holdings, LLC ("NTS Holdings"), a Delaware limited liability company, is a newly formed holding company and a direct subsidiary of Python Holdings.

### **Designated Contacts**

Inquiries or copies of any correspondence, orders, or other materials pertaining to this filing should be directed to counsel for NTS:

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with a copy to:  
  
Keith Davidson, CFO  
Vexus Fiber  
912 South Main Street  
Suite 106  
Sikeston, MO 63801  
[keith.davidson@vexusfiber.com](mailto:keith.davidson@vexusfiber.com)

### **Description of the *Pro Forma* Change**

Pursuant to a Contribution Agreement, Python Holdings will contribute the membership interests of Vexus to NTS Holdings (the "*Pro Forma Change*"). As a result of the *Pro Forma Change*, Vexus will become a wholly owned, direct subsidiary of NTS Holdings. NTS Holdings, in turn, will remain a wholly owned, direct subsidiary of Python Holdings; Vexus, therefore, will be a wholly owned, indirect subsidiary of Parent. The *Pro Forma Change*, therefore, will not change the ultimate ownership of Vexus. Appended hereto as **Exhibit A** is a chart illustrating the current and post-*Pro Forma* Change corporate ownership structure of Vexus.

### **Public Interest Considerations**

The *Pro Forma Change* will serve the public interest by facilitating financing arrangements for Vexus that will support and grow its operations. The *Pro Forma Change* will not change actual working control of Vexus. The *Pro Forma Change* will not alter the name, management, or operations of the entity providing service. Further, the telecommunications services provided by Vexus and the rates, terms and conditions of those services will not change as a result of the *Pro Forma Change*. Vexus' Louisiana customers will not be affected in any way by the *Pro Forma Change*. The net effect of the *Pro Forma Change* will be to simplify Vexus' ownership and control chain. Taken together, all of these facts demonstrate that the *Pro Forma Change* is in the public interest.

### **Conclusion**

For the foregoing reasons, Vexus submits that the public interest, convenience, and necessity would be furthered by publishing notice in the Commission's next available Official Bulletin, with a 15-day intervention period, so that this filing will be deemed approved as soon as possible.

An original and two (2) copies of this filing are enclosed. Please date-stamp the extra copy and return it in the envelope provided. Please do not hesitate to contact us if you have any questions.

Respectfully submitted,



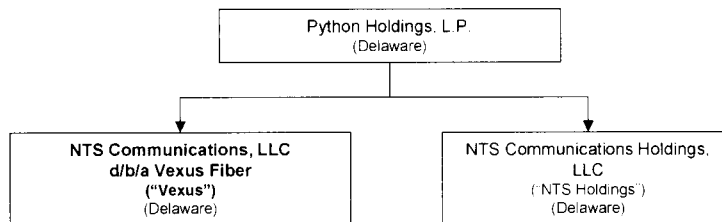
Catherine Wang  
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*Counsel to NTS Communications, LLC d/b/a Vexus Fiber*

**EXHIBIT A**

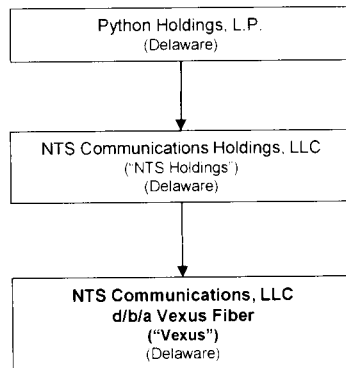
**Current and Post-*Pro Forma* Change Entity Ownership Charts**

## Current Ownership Structure of Vexus



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

## Post-Pro Forma Change Ownership of Vexus



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

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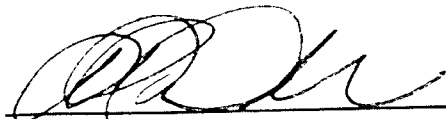
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COUNTY OF SCOTT

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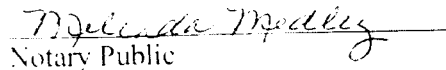
**VERIFICATION**

I, J. Keith Davidson, state that I am Chief Financial Officer of NTS Communications, LLC d b a Vexus Fiber (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.



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

SWORN TO AND SUBSCRIBED before me on the 3<sup>rd</sup> day of March, 2021.

  
Notary Public

My commission expires: 09-13-2021

