

ATTACHMENT 1

Joint International and Domestic Section 214 Application to Transfer Control of Meriplex Telecom, LLC

This joint application seeks Commission consent under Section 214 of the Communications Act of 1934, as amended (the “Act”), and Sections 63.04 and 64.24 of the Commission’s rules¹ to transfer control of Meriplex Telecom, LLC (“Meriplex Telecom”) from Henley Investments, Ltd. (“Henley” or “Transferor”) to Clairvest Group Inc. (“Clairvest” or “Transferee”). Meriplex Telecom holds an international Section 214 authorization as well as blanket Section 214 domestic operating authority. As explained further below, grant of the application serves the public interest.

I. RESPONSES TO QUESTIONS SET FORTH IN THE FCC 214 MAIN FORM

Responses to certain questions set forth in the application’s FCC 214 Main Form are as follows:

Answers to Question 10

Contact Information for Henley and Meriplex Telecom

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and

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Transferee Contact Information

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¹ 47 U.S.C. § 214; 47 C.F.R. §§ 63.04, 64.24.

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Place of Organization

Meriplex Telecom (FRN: 0019621796) is a limited liability company organized under the laws of the State of Texas. Henley (FRN: 0027959493) is a limited partnership organized under the laws of the State of Texas. Clairvest (FRN: 0027928340) is a corporation organized under the laws of the Provinces of Ontario and Manitoba (Canada).

Prior International Section 214 Authorizations

Meriplex Telecom holds an international Section 214 authorization to provide global facilities-based and resold services between the United States and international points pursuant to Section 63.18(e)(1) and 63.18(e)(2) of the Commission's rules (File No. ITC-214-20100805-00325). (Meriplex Telecom provides *de minimis* international telecommunications services, and such services are less than \$5,000.00 per month.) Clairvest does not hold any international Section 214 authorizations.

Answer to Question 11

Pursuant to Section 63.18(h) of the Commission's rules, the following entities will directly or indirectly hold a ten percent or greater equity interest in Meriplex Telecom upon consummation of this transaction. Charts showing the pre- and post-transaction ownership of Meriplex Telecom also are attached.

Meriplex Communications, Ltd. ("MCom"), will hold 100 percent of the ownership interest of Meriplex Telecom. MCom is a Delaware corporation located at 10111 Richmond Avenue, Suite 500, Houston, TX 77042. Its principal business is the provision of managed solutions.

Clairvest holds approximately 59.9 percent of the ownership interests of MCom indirectly through three investment funds. CEP V Co-Investment Limited Partnership ("CEP Co-Invest") holds directly approximately 18 percent of the ownership interest of MCom; Clairvest Equity Partners V Limited Partnership ("Clairvest Equity V") holds directly approximately 35.2 percent of the ownership interests of MCom; and Clairvest Equity Partners V-A Limited Partnership ("Clairvest Equity V-A") holds directly approximately 6.7 percent of the ownership interests of MCom. Clairvest General Partner V Limited Partnership ("Clairvest GP V") is a general partner of CEP Co-Invest, Clairvest Equity V, and Clairvest Equity V-A. Clairvest GP Manageco Inc. ("Clairvest Manageco") also is a general partner of Clairvest Equity V and Clairvest Equity V-A, as well as manager of Clairvest Equity V-A. Clairvest GP (GPLP) Inc. ("Clairvest GPLP") is the general partner of Clairvest GP V. Clairvest holds 100 percent of the ownership interests of Clairvest GPLP and Clairvest Manageco. Each of the preceding Clairvest entities is formed under the laws of Canada, and its principal business of each is investment company. Kenneth B. Rotman and Gerald R. Heffernan each hold approximately 50.2 percent and 13.3 percent, respectively, of the ownership interests of Clairvest. Mr. Rotman and Mr.

Heffernan are each Canadian citizens. The address for the Clairvest entities, Mr. Rotman, and Mr. Heffernan is 22 St. Clair Avenue East, Suite 1700, Toronto, ON M4T 2S3, Canada.

David Henley directly holds approximately 30 percent of the ownership interests of MCom. Mr. Henley is a U.S. citizen, and his address is 10111 Richmond Avenue, Suite 500, Houston, TX 77042.

Dusty Corning directly holds approximately 10.1 percent of the ownership interests of MCom. Mr. Corning is a U.S. citizen, and his address is 10111 Richmond Avenue, Suite 500, Houston, TX 77042.

No other entity or individual will directly or indirectly hold a 10 percent or greater ownership interest in Meriplex Telecom post-closing.

Answer to Question 13

Description of Transaction and Public Interest Statement

Meriplex Telecom is a Texas limited liability company headquartered in Houston, Texas. Meriplex Telecom is currently controlled by Henley, its general partner. Meriplex Telecom provides voice and other telecommunications services to MCom's enterprise customers. MCom is a managed solution provider specializing in delivering intelligent network solutions, cloud enablement, and managed services for the mid-enterprise market.

MCom is indirectly controlled by Clairvest, a private equity management firm headquartered in Toronto, Canada. Clairvest is a publicly listed company on the Toronto Stock Exchange (TSX: CVG). It invests its own capital and that of third parties in emerging and established companies. In addition to providing financing, Clairvest contributes strategic expertise and execution ability to support the growth and development of its partners.

A Purchase Agreement between Henley, certain investment funds controlled by Clairvest, and MCom (the "Agreement"), proposes to transfer the membership interests of Meriplex Telecom from Henley and its limited partners to MCom.² Upon receipt of FCC approval and consummation of the transaction, Meriplex will become a wholly-owned subsidiary of MCom, which in turn is majority-owned and controlled by Clairvest through various investment funds.

The transaction will serve the public interest by providing additional capital to Meriplex Telecom, which in turn will enhance its ability to maintain and improve its network and services and better compete in the telecommunications marketplace. The transaction will have no adverse impact on Meriplex Telecom's customers, and will be transparent to customers in terms of the service they now receive. Meriplex Telecom will continue to provide services at the same rates

² On October 2, 2018, Meriplex Telecom was spun off in a *pro forma* transaction from MCom, its then immediate parent company; and its membership interests were distributed to those who, immediately prior to the spin-off, were the principal owners of MCom. See Notification of the Pro Forma Transfer of Control of Meriplex Telecom, LLC, File No. ITC-T/C-INTR2018-09638 (filed Oct. 29, 2018). Under the proposed transaction, MCom, now as controlled by Clairvest, would reacquire Meriplex Telecom.

and on the same terms and conditions as are currently in effect. Moreover, the transaction poses no risk of competitive harm to the domestic or U.S.-international telecommunications markets. Meriplex Telecom holds only a *de minimis* share of each of the domestic and U.S.-international markets, and consumers will continue to have a wide range of competitive choices following consummation of the transaction. Clairvest also is not itself and is not affiliated with any U.S. telecommunications carriers, thus the transaction will not result in a reduction in competitors.

Answer to Question 20

This application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules. Neither Meriplex Telecom nor Clairvest has any foreign carrier affiliates, and will have no such affiliates post-closing. They therefore qualify for a presumption of non-dominance under Section 63.10 of the Commission's rules on all U.S.-international routes.

II. INFORMATION REQUIRED BY SECTION 63.04 OF THE FCC'S RULES IN RELATION TO TRANSFER OF BLANKET DOMESTIC SECTION 214 AUTHORITY

In support of the applicants' request for consent to transfer control of Meriplex Telecom to Clairvest, the following information is submitted pursuant to Section 63.04 of the Commission's rules.³ Specifically, Section 63.04(b) provides that applicants submitting a joint international/domestic Section 214 application should submit in an attachment to the international Section 214 application responses to the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04:

(a)(6) Description of the transaction:

A description of the transaction is set forth in Section I above.

(a)(7) Description of the geographic areas in which the applicants offer domestic telecommunications services, and what services are provided in each area:

Meriplex Telecom provides telecommunications services to enterprise customers primarily in the Southwest U.S. Neither Clairvest nor or its affiliates provide telecommunications services.

(a)(8) Statement as to how the application qualifies for streamlined treatment:

This application qualifies for streamlined treatment under Section 63.03(b) of the Commission's rules because: (1) the Transferee is not a telecommunications provider; (2) Meriplex Telecom's market share of the interstate, interexchange market is significantly less than 10 percent; and (3) Meriplex Telecom provides competitive telecommunications services exclusively in geographic markets served by a dominant local exchange carrier that is not a party to this transaction. No applicant is dominant with respect to any telecommunications service offered in the United States.

³ 47 C.F.R. § 63.04.

(a)(9) Identification of all other Commission applications related to this transaction:

No other FCC applications related to this transaction are being filed.

(a)(10) Statement of whether the applicants request special consideration because either party is facing imminent business failure:

The applicants request no special consideration of this application for reasons relating to imminent business failure.

(a)(11) Identification of any separately filed waiver requests being sought in conjunction with this transaction:

The applicants seek no separately filed waiver requests in conjunction with this transaction.

(a)(12) Statement showing how grant of the Application will serve the public interest, convenience, and necessity:

A demonstration of how the grant of application serves the public interest, convenience, and necessity is set forth in Section I above.