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, 63.18 and 64.24 of the Commission's rules[1] to transfer control of Meriplex Telecom, LLC ("Meriplex Telecom") from The Clairvest Group, Inc. ("Clairvest" or "Transferor") to Vitruvian Partners LLP ("Vitruvian" 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 Transferor (Clairvest)
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With a copy to the representative for Transferor:

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Contact Information for Transferee (Vitruvian)
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General Counsel
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With a copy to:
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[1] 47 U.S.C. § 214; 47 C.F.R. §§ 63.04, 64.24.

Place of Organization

Meriplex Telecom (FRN: 0019621796) is a limited liability company organized under the laws of the State of Texas. Clairvest (FRN: 0027928340) is a corporation organized under the laws of the Province of Ontario, Canada. Vitruvian is a limited liability partnership incorporated under the laws of England and Wales with registration number OC319894.

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). Vitruvian 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. Meriplex Communications will be 100% held by a series of successive holding companies—Aggie Holdco Inc., Aggie Midco Inc., and Aggie Topco Inc.—as shown in the attached organizational chart. All three are Delaware corporations conduct principle business as holding companies with a registered office at Corporation Trust Center, 1209 Orange Street, Wilmington DE 19801. Aggie Topco, Inc. has upstream ownership, as described further below, by Vitruvian Partners, Clairvest, and David Henley.

Vitruvian Entities

A holding company, Maggie Lux S.C. Sp ("Maggie") will hold approximately 54.96% of the shares of Aggie Topco Inc. Maggie is a Luxembourg Société en Commandite Spéciale with a registered office at 21, rue Philippe II, L-2340 Luxembourg, Grand Duchy of Luxembourg. The general partner of Maggie, with 100% voting, is Kind Lux Manager S.à r.l. ("Kind Lux Manager"), a Société à responsabilité limitée incorporated and existing under the laws of Luxembourg, with a registered office at 21, rue Philippe II, L-2340 Luxembourg, Grand Duchy of Luxembourg. The equity interests in Maggie are 100% held by its limited partner, VIP IV Luxembourg S.C.Sp ("VIP IV Lux"), a Luxembourg Société en Commandite Spéciale with a registered office at 21, rue Philippe II, L-2340 Luxembourg, Grand Duchy of Luxembourg. The general partner, with 100% voting, of VIP IV Lux and 100% holder of the issued share capital of Kind Lux Manager is VIP IV Luxembourg Manager S.à r.l. ("VIP IV Manager"), a Société à responsabilité limitée incorporated and existing under the laws of Luxembourg, having its registered office at 21, rue Philippe II, L-2340 Luxembourg, Grand Duchy of Luxembourg. The equity interests in VIP IV Lux are 100% held by its limited partner, VIP IV Nominees Limited

("VIP IV Nominees"), which also holds 100% of the issued share capital of VIP IV Manager as bare nominee for the VIP IV fund (which is the beneficial owner of all securities held by VIP IV Nominees). VIP IV Nominees is a United Kingdom (English) private limited company with a registered office at 105 Wigmore Street, London, W1U 1QY.

VIP IV LP ("VIP IV"), which is a private investment fund managed by Vitruvian Partners LLP (defined below), is a United Kingdom (English) limited partnership with registration number LP020918 holding 93.9% beneficial ownership in VIP IV Nominees. The general partner of VIP IV LP is Vitruvian General Partner LLP, which holds 100% voting and 0% equity and is a United Kingdom (English) limited liability partnership with registration number OC417145. In addition, VIP IV Feeder LP is a limited partner in VIP IV LP and is a United Kingdom (Scottish) limited partnership with 49.19% equity interest in VIP IV LP. Its principal place of business is located at 50 Lothian Road, Festival Square, Edinburgh EH3 9WJ. Vitruvian General Partner LLP is wholly owned by Vitruvian Partners LLP. Vitruvian Partners LLP is a United Kingdom (English) limited liability partnership.

Vitruvian Partners LLP is owned by the following individual members (the "Partners"): Michael Risman (a citizen of the United Kingdom), David Nahama (a U.S. citizen), Torsten Winkler (a citizen of Germany), Stephen Byrne (a citizen of the Republic of Ireland), Benjamin Johnson (a citizen of the United Kingdom), Jussi Wuoristo (a citizen of Finland), Thomas Studd (a citizen of the United Kingdom), Joseph O'Mara (a citizen of the Republic of Ireland), Sophie Straziota (a citizen of the United Kingdom), Robert James Sanderson (a citizen of the United Kingdom), Fabian Wasmus (a citizen of Germany), and Yarrowmena AB (which is a Swedish company owned by Oscar Severin, a Partner of Vitruvian, and a citizen of Sweden). Committees composed of these Partners manage portfolio activities for Vitruvian Partners LLP, including those dealing with Meriplex Telecom, using a consensus process where no single Partner can exercise control of investment decisions. The address for the Vitruvian entities and the named Vitruvian Partners is 105 Wigmore Street, London, W1U 1QY, United Kingdom. Each of the preceding entities conducts as its principal business investments and investment management.

Clairvest Entities

As noted on the pre-transaction chart, the Clairvest entities which hold interests in Aggie Topco Inc. post-transaction were greater than 10% owners of Meriplex Telecom pre-transaction.

For clarity and as already reflected in the Commission's records: (i) the Clairvest entities are CEP V Co-Investment Limited Partnership ("CEP Co-Invest"), Clairvest Equity Partners V Limited Partnership ("Clairvest Equity V"), and Clairvest Equity Partners V-A Limited Partnership ("Clairvest Equity V-A"); (ii) Clairvest General Partner V Limited Partnership ("Clairvest GP V") is a general partner of the preceding three Clairvest entities; (iii) 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; (iv) Clairvest GP (GPLP) Inc. ("Clairvest GPLP") is the general partner of Clairvest GP V; (v) Clairvest Group, Inc. ("Clairvest") holds 100 percent of the ownership interests of Clairvest GPLP and Clairvest Manageco; (vi) each of the preceding Clairvest entities is formed under the laws of Canada and the principal business of each is investment company; and (vii) 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

Mr. David Henley is a U.S. citizen and resident of Texas. He holds (and held pre-transaction) his interests in Meriplex through an inheritance trust, in his personal capacity (David Henley Separate Property) and through an investment vehicle (Henley Capital Investments, a Texas limited liability company). Mr. Henley's address is 10111 Richmond Avenue, Suite 500, Houston, TX 77042.

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 Clairvest and Mr. Henley. 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 Vitruvian. Vitruvian is an independent European-centred private equity firm which specializes in making control-centric investments in higher-growth, middle-market companies, predominantly across the EMEA region. Principally based in London, but with offices in Munich, Stockholm, Luxembourg, Madrid, Shanghai and San Francisco, Vitruvian consists of over 130 professionals, including an investment team of over 70 members. Vitruvian helps portfolio companies in which funds managed by Vitruvian are invested to scale their operations by providing an operational support system and assistance with strategic initiatives, including acquisitions. The core sectors in which funds managed by Vitruvian invest are the following: business services, consumer services and media, financial services, life sciences and healthcare and technology.

An Agreement and Plan of Merger, dated as of May 10, 2022 and amended as of July 15, 2022, between an acquisition vehicle controlled by Vitruvian, Henley and MCom, among others (the "Agreement"), proposes to transfer the membership interests of Meriplex Telecom from its current owners 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 Vitruvian, as described herein.

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[2] In July 2022, 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-20220725-00091(filed July 25, 2022). Under the proposed transaction, MCom, now as controlled by Vitruvian, would reacquire Meriplex Telecom.

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 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. Also, Vitruvian also is not itself a U.S. or other telecommunications carrier and is not affiliated with any U.S. telecommunications or other 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 Vitruvian 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 Vitruvian, 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 primarily to enterprise customers in Texas. Neither Vitruvian 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)

[3] 47 C.F.R. § 63.04.

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.

(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.

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