

ATTACHMENT 1 – Answer to Question 10

Notification of the Pro Forma Transfer of Control of Meriplex Telecom, LLC

Pursuant to Section 64.24(f) of the Commission's rules (47 C.F.R. § 64.24(f)), the Commission is hereby notified of the *pro forma* transfer of control of Meriplex Telecom, LLC ("Meriplex Telecom"), which holds an international Section 214 authorization. As described in the Answer to Question 13 below, because ultimate control of Meriplex Telecom did not change, the transfer was *pro forma* in nature.

Answer to Question 10

All communications in connection with this notification should be directed to the following:

Mr. David Henley
c/o Meriplex Communications, Ltd.
10111 Richmond Avenue, Suite 500
Houston, TX 77042
281-404-2296
dhenley@meriplex.com

with a copy to the following individuals:

Jim Miller
Clairvest Group, Inc.
22 St. Clair Avenue East Suite 1700
Toronto, Ontario M4T 2S3
416-371-8019
jmiller@clairvest.com

and

Mr. Dana Frix
Frix Advisory Group, LLC
6649 Sorrel Street
McLean, VA 22101
703-725-9685
dana@frixadvisory.com

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).

Answer to Question 11

Pursuant to Section 63.18(h) of the Commission's rules, the following entity holds a direct or indirect ten percent or greater equity interest in Meriplex Telecom:

I. 10% or Greater Ownership of Meriplex Telecom

A. MTL Holdco LLC

Ownership Interest:	100%
Address:	10111 Richmond Ave Suite 500 Houston, TX 77042
Citizenship:	Limited Liability Company, Delaware
Principal Business:	Investments

II. 10% or Greater Ownership of MTL Holdco LLC

A. David Henley Investments I, LLC

Ownership Interest:	26.59083%
Address:	3014 E Hickory Park Cir Sugar Land, TX 77479
Citizenship:	Limited Liability Company, Texas
Principal Business:	Investments

B. Clairvest Equity Partners V Limited Partnership

Ownership Interest:	43.18662%
Address:	22 St. Clair Avenue East Suite 1700 Toronto, Ontario M4T 2S3
Citizenship:	Limited Partnership Ontario, Canada
Principal Business:	Investments
Note:	Clairvest Equity Partners V is a passive limited partnership. Its investments, including in Meriplex Telecom, are managed by the Clairvest Group, Inc. ("Clairvest"), as identified below.

C. CEP V Co-Investment Limited Partnership

Ownership Interest:	22.02275%
Address:	22 St. Clair Avenue East Suite 1700 Toronto, Ontario M4T 2S3
Citizenship:	Limited Partnership Manitoba, Canada
Principal Business:	Investments

III. 10% or Greater Ownership of David Henley Investments I, LLC

The following persons hold a direct or indirect ten percent or greater equity interest in David Henly Investments I, LLC.

A. David Arthur Henley Separate Property

Ownership Interest:	100%
Address:	3014 E Hickory Park Cir Sugar Land, TX 77479
Citizenship of Mr. Henley:	American
Principal Business:	Investments

IV. 10% or Greater Ownership of Clairvest Equity Partners V Limited Partnership

As noted above, Clairvest Equity Partners V is a passive investor in Meriplex Telecom. Its interest is managed by Clairvest, information on which is provided below. The following entities hold a direct or indirect ten percent or greater equity interest in Clairvest Equity Partners V Limited Partnership.

- Trustees of the Musicians' Pension Fund of Canada (17.00%) 200 Yorkland Blvd., suite 605, Toronto, Ontario M2J 5C1 Canada
- RBC Investor Services Trust, acting in its capacity as Trustee for RBC Canadian Master Trusts (17.00%) 155 Wellington Street West 10th Floor Toronto, ON M5V 3L3 Canada

V. 10% or Greater Ownership of CEP V Co-Investment Limited Partnership

This entity is 100% owned by the Clairvest, information on which is provided below.

VI. Clairvest Group, Inc.

The Clairvest Group, Inc., is a leading Canadian middle market private equity firm listed on the Toronto Stock Exchange. As noted above, Clairvest manages Clairvest Equity Partners V's investment in Meriplex Telecom, and Clairvest owns 100% of CEP V Co-Investment Limited Partnership. The 10% or greater owners of Clairvest are Kenneth B. Rotman and Gerald R. Heffernan. Each hold approximately 50.8 percent and 12.6 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.

Answer to Question 13

Meriplex Telecom is a Texas limited liability company headquartered in Houston, Texas. On July 15, 2022, Meriplex Telecom was spun off from its immediate parent company, Meriplex Communications, Ltd. ("MCom"), and its membership interests distributed to the ownership interests described above, which constituted, at the time of the spin-off, the principal owners of MCom. Because the transaction did not change the ultimate control of Meriplex Telecom, the transaction was *pro forma* in nature.