



# PUBLIC NOTICE

Federal Communications Commission  
45 L St., N.E.  
Washington, D.C. 20554

News Media Information 202 / 418-0500  
Internet: <http://www.fcc.gov>

DA 22-1274  
Released: December 9, 2022

**DOMESTIC SECTION 214 APPLICATION FILED FOR  
THE TRANSFER OF CONTROL OF  
MERIPLEX TELECOM, LLC TO VITRUVIAN PARTNERS LLP  
NON-STREAMLINED PLEADING CYCLE ESTABLISHED**

**WC Docket No. 22-400**

**Comments Due: December 23, 2022**

**Reply Comment Due: December 30, 2022**

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed Meriplex Telecom, LLC (Meriplex Telecom), The Clairvest Group, Inc. (Clairvest), and Vitruvian Partners LLP (Vitruvian) (collectively, Applicants), pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.03-04 of the Commission's rules, requesting consent to transfer control of Meriplex Telecom from Clairvest to Vitruvian.<sup>1</sup>

Meriplex Telecom, a Texas limited liability company, provides competitive telecommunications services in Texas primarily to the enterprise customers of Meriplex Communication, Ltd. (MCom), a Delaware corporation and provider of network management services.<sup>2</sup> Meriplex Telecom is currently controlled by Clairvest, owned by Canadian investment entities<sup>3</sup> and Mr. David Henley, a U.S. citizen.<sup>4</sup>

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<sup>1</sup> See 47 U.S.C. § 214; 47 CFR §§ 63.03-04. Joint Section 214 Application to Transfer Control of Meriplex Telecom, LLC, WC Docket No. 22-400 (filed Nov. 17, 2022) (Application). On December 5, 2022, Applicants filed a supplement to their domestic section 214 application. Letter from Dana Frix, Advisor to Meriplex Communications Ltd., and Rebekah Goodheart, Counsel to Vitruvian Partners LLP, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 22-400 (filed Dec. 5, 2022) (Supplement). Applicants also filed applications for the transfer of authorizations associated with international services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications.

<sup>2</sup> Application at 5. Applicants state that, in July 2022, Meriplex Telecom was spun off in a *pro forma* transaction from its then immediate parent company, MCom, and that under the current proposed transaction, MCom, controlled by Vitruvian, would reacquire Meriplex Telecom. *Id.* at n. 2.

<sup>3</sup> *Id.* at 4. Clairvest will collectively continue to hold a 19% interest interests in Meriplex Telecom post-consummation. *Id.* at 3; Post Organizational Chart at 1; Supplement at 3. Applicants provide further information on general partners holding interests in Clairvest. *Id.* at 3. Kenneth B. Rotman and Gerald R.

Vitruvian, a United Kingdom (English) private equity firm, will, post-consummation, indirectly control MCom.<sup>5</sup> According to the Applicants, MCom will be indirectly wholly-owned by Aggie Topco Inc. (Aggie Topco), a Delaware holding corporation,<sup>6</sup> which in turn, will be owned (54.96%) by Maggie Lux S.C. Sp (Maggie), a Luxembourg entity.<sup>7</sup> Maggie is indirectly owned (98%) by VIP IV Nominees Limited (VIP IV Nominees), a United Kingdom (English) entity,<sup>8</sup> which, in turn, is owned (93.9%) by VIP IV LP, a United Kingdom (English) private investment fund managed by Vitruvian.<sup>9</sup> Applicants state that neither Vitruvian nor its affiliates provide telecommunications services.<sup>10</sup>

Pursuant to terms of the proposed transaction, Meriplex Telecom will become a directly wholly-owned subsidiary of MCom, which in turn is controlled by Vitruvian.<sup>11</sup>

Applicants assert that a grant of the Application would serve the public interest, convenience, and necessity.<sup>12</sup>

Because the proposed transaction is more complex than those accepted for streamlined treatment, and in order to analyze whether the proposed transaction would serve the public interest, we accept the Application for non-streamlined processing.<sup>13</sup>

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Heffernan, each Canadian citizens, hold approximately 50.2% and 13.3%, respectively, of Clairvest. *Id.* at 3-4.

<sup>4</sup> *Id.* at 4. Following the consummation of the proposed transaction, Mr. Henley, through an inheritance trust, in his personal capacity, and through an investment vehicle, will collectively hold approximately 14% of Meriplex Telecom. Application at 4; Post Organizational Chart at 1; Supplement at 3.

<sup>5</sup> Application at 2-3.

<sup>6</sup> Following the consummation of the proposed transaction, Clairvest and Mr. Henley will each hold over a 10% interest in Aggie Topco. *Id.* at 3-4 and Post Organizational Chart at 1; *see also supra* notes 3 and 4.

<sup>7</sup> Application at 2. The general partner of Maggie holding all the voting interest is Kind Lux Manager S.à r.l. (Kind Lux Manager), and all the equity interests in Maggie are held by its limited partner, VIP IV Luxembourg S.C.Sp (VIP IV Lux). The general partner holding all the voting interest of VIP IV Lux and all the issued share capital of Kind Lux Manager is VIP IV Luxembourg Manager S.à r.l. (VIP IV Manager). *Id.* Each of these are Luxembourg entities.

<sup>8</sup> VIP IV Nominees holds all the equity interest of VIP IV Lux and also holds all of the issued share capital of VIP IV Manager. *Id.* at 2-3.

<sup>9</sup> The general partner of VIP IV LP is Vitruvian General Partner LLP, which is wholly owned by Vitruvian. *Id.* Applicants state that Vitruvian is owned by the following members: 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). *Id.*

<sup>10</sup> *Id.* at 5. Applicants state that, other than what is described in the Application, neither Mr. David Henley, Clairvest, nor any of their affiliates, provide any telecommunications services. Supplement at 3.

<sup>11</sup> *Id.* at 4.

<sup>12</sup> *Id.* at 5.

<sup>13</sup> 47 CFR § 63.03(c)(1)(v).

Referral to Executive Branch Agencies. Through this Public Notice, pursuant to Commission practice, the Application and the associated international application, ITC-T/C-20221117-00135, are being referred to the relevant Executive Branch agencies for their views on any national security, law enforcement, foreign policy, or trade policy concerns related to the foreign ownership of the Applicants.<sup>14</sup>

Domestic Section 214 Application Filed for the Transfer of Control of Meriplex Telecom, LLC to Vitruvian Partners LLP, WC Docket No. 22-400 (filed Nov. 17, 2022).

## **GENERAL INFORMATION**

The application identified herein has been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies.

Interested parties may file comments **on or before December 23, 2022**, and reply comments **on or before December 30, 2022**. Comments may be filed using the Commission's Electronic Comment Filing System (ECFS) or by paper.

- **Electronic Filers:** Comments may be filed electronically by accessing ECFS at <http://apps.fcc.gov/ecfs/>.
- **Paper Filers:** Parties who choose to file by paper must file an original and one copy of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, filers must submit two additional copies for each additional docket or rulemaking number.
  - Filings can be sent by commercial overnight courier or by first-class or overnight U.S. Postal Service mail.<sup>15</sup> All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.
  - Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9050 Junction Drive, Annapolis Junction, MD 20701. U.S. Postal Service first-class, Express, and Priority mail must be addressed to 45 L Street, NE, Washington, DC 20554.

**People with Disabilities:** We ask that requests for accommodations be made as soon as possible in order to allow the agency to satisfy such requests whenever possible. Send an email to [fcc504@fcc.gov](mailto:fcc504@fcc.gov) or call the Consumer and Governmental Affairs Bureau at (202) 418-0530.

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<sup>14</sup> 47 CFR § 1.40001. See *Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, IB Docket 16-155, Report and Order, 35 FCC Rcd 10927 (2020), Erratum (Appendix B — Final Rules), DA 20-1404 (OMD/IB rel. Nov. 27, 2020). See also *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market; Market Entry and Regulation of Foreign-Affiliated Entities*, IB Docket Nos. 97-142 and 95-22, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891, 23918-19, paras. 61-63 (1997) (*Foreign Participation Order*), recon. denied, 15 FCC Rcd 18158 (2000).

<sup>15</sup> Effective March 19, 2020, and until further notice, the Commission no longer accepts any hand or messenger delivered filings. This is a temporary measure taken to help protect the health and safety of individuals, and to mitigate the transmission of COVID-19. See *FCC Announces Closure of FCC Headquarters Open Window and Change in Hand-Delivery Policy*, Public Notice, 35 FCC Rcd 2788 (OS 2020).

**In addition, e-mail one copy of each pleading to each of the following:**

- 1) Gregory Kwan, Competition Policy Division, Wireline Competition Bureau, [gregory.kwan@fcc.gov](mailto:gregory.kwan@fcc.gov);
- 2) David Krech and Sumita Mukhoty, Telecommunications and Analysis Division, International Bureau, [david.krech@fcc.gov](mailto:david.krech@fcc.gov); [Sumita.mukhoty@fcc.gov](mailto:Sumita.mukhoty@fcc.gov); and
- 3) Jim Bird, Office of General Counsel, [jim.bird@fcc.gov](mailto:jim.bird@fcc.gov)

The proceeding in this Notice shall be treated as a “permit-but-disclose” proceeding in accordance with the Commission’s *ex parte* rules. Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter’s written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 CFR § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission’s *ex parte* rules.

To allow the Commission to consider fully all substantive issues regarding the application in as timely and efficient a manner as possible, petitioners and commenters should raise all issues in their initial filings. New issues may not be raised in responses or replies.<sup>16</sup> A party or interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously. Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.

For further information, please contact Gregory Kwan at (202) 418-1191.

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<sup>16</sup> See 47 CFR § 1.45(c).