

# Morgan Lewis

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February 17, 2021

**Via Electronic Filing**

Barcy McNeal, Commission Secretary  
Public Utilities Commission of Ohio  
180 East Broad Street, 11th Floor  
Columbus, OH 43215-3793  
Attention: Docketing Division

**Re: Case No. 21-0149-TP-CIO**

**Application of Clear Rate Holdings, Inc., and Clear Rate Communications, Inc. for Approval of a Transfer of Control of Clear Rate Communications, Inc. to Clear Rate Holdings, Inc.**

Dear Ms. McNeal:

Enclosed for filing with the Commission is an Application for Approval of a Transfer of Control of Clear Rate Communications, Inc. ("Clear Rate") to Clear Rate Holdings, Inc. ("Holdings").

Please acknowledge receipt and acceptance of this filing. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,

*/s/ Joshua M. Bobeck*

Joshua M. Bobeck  
JiaZhen (Ivon) Guo

*Counsel for Clear Rate Holdings, Inc.*

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*The Public Utilities Commission of Ohio*  
**TELECOMMUNICATIONS FILING FORM**

(Effective: 04-01-2020)

Per the Commission's 5/29/2019 "Implementation Order" in Case No. 19-0173-TP-ORD

This form is intended to be used with most types of required filings. It provide check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in anyway.

In the Matter of the Application of Clear Rate Holdings, Inc., and ) TRF Docket No. 90- -TP-TRF  
Clear Rate Communications, Inc. for Approval of a Transfer of ) Case No. 21-0149-TP-CIO  
Control of Clear Rate Communications, Inc. to Clear Rate ) NOTE: Unless you have reserved a Case #, leave  
Holdings, Inc. ) the "Case No." field BLANK.

Name of Registrant(s) Clear Rate Communications, Inc.

DBA(s) of Registrant(s) N/A

Address of Registrant(s) 2600 W. Big Beaver Road, Suite 450, Troy, Michigan 48084

Company Web Address <https://www.clearrate.com/>

Regulatory Contact Person(s) Jeffery Ortwine

Phone (248)556-9525

Fax (248)960-1669

Regulatory Person's Email Address [legal@clearrate.com](mailto:legal@clearrate.com)

Contact Person for Annual Report Sam H. Namy

Phone (248)556-4525

Consumer Contact Information Kathleen Gobart

Phone (248)556-4514 Address (if different from above) N/A

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

**Notes:**

Sections I and II are pursuant to Ohio Administrative Code (OAC) [4901:1-6](#).

Section III – Part I - Carrier to Carrier is pursuant to OAC [4901:1-7](#) and Pole Attachment to OAC [4901:1-3](#)

Section III – Part II - Wireless is pursuant to OAC [4901:1-6-24](#).

Section IV – Attestation.

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

(2) For requirements for various applications, see identified section of the Ohio Administrative Code Chapter 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the PUCO may be obtained from the PUCO's website at [www.PUCO.ohio.gov](http://www.PUCO.ohio.gov) under the docketing information system section (Procedural filing requirements), by calling the Docketing Division at 614-466-4095 or by visiting the Docketing Division at the offices of the PUCO.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

**All filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits:**

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s).
B	The tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

## Section I – Part I - Common Filings:

<b>Carrier Type:</b> <input type="checkbox"/> Other (Explain below)	<b>For Profit ILEC</b>	<b>Not for Profit ILEC</b>	<b>CLEC</b>
Change terms & conditions of existing BLES.	<input type="checkbox"/> ATA <a href="#">1-6-14(I)(2)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)
Introduce non-recurring charge, surcharge or fee to BLES	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)		<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)
Revisions to BLES Cap	<input type="checkbox"/> ZTA <a href="#">1-6-14(E)</a> (0 day notice )		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA <a href="#">1-6-14(E)</a> (0 day notice)	<input type="checkbox"/> ZTA <a href="#">1-6-14(E)</a> (0 day notice )	<input type="checkbox"/> ZTA <a href="#">1-6-14(E)</a> (0 day notice )
Change BLES Rates	<input type="checkbox"/> TRF <a href="#">1-6-14(E) &amp; (G)</a> (0 day notice)	<input type="checkbox"/> TRF <a href="#">1-6-14(E)</a> (0 day notice)	<input type="checkbox"/> TRF <a href="#">1-6-14(H)</a> (0 day notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS <a href="#">1-6-14(C)(1)(c)</a> (Auto 30 days)		
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA <a href="#">1-6-27(C)</a> (0 day notice)	<input type="checkbox"/> ZTA <a href="#">1-6-27(C)</a> (0 day notice)	
Change in boundary	<input type="checkbox"/> ACB <a href="#">1-6-32</a> (Auto 14 days)	<input type="checkbox"/> ACB <a href="#">1-6-32</a> (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF <a href="#">1-6-08(G)</a> (0 day notice)
BLES withdrawal	<input type="checkbox"/> WBL <a href="#">4927.10</a> (120 day notice)		<input type="checkbox"/> ZTA <a href="#">1-6-25(B)</a> (0 day notice)
<b>Other</b> (explain):			

\*Other exhibits may be required under the applicable rule, see the 4901:106-14(E) Filing Requirements on the PUCO's webpage for a complete list of exhibits.

## Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-07 OAC

<b>Type of Notice</b>	<b>Direct Mail</b>	<b>Bill Insert</b>	<b>Bill Notation</b>	<b>Electronic Mail</b>
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Date Notice Sent:</b>				

## Section I – Part III – Inmate Operator Service Pursuant to Chapter 4901:1-6-22 OAC

<b>Introduce New</b>	<b>Tariff Change</b>	<b>Price Change</b>	<b>Withdraw</b>
<input type="checkbox"/> TRF (0 day notice)	<input type="checkbox"/> ATA (Auto 30 days)	<input type="checkbox"/> TRF (0 day notice)	<input type="checkbox"/> UNC (Non-Auto)

**Section II – Part I – Carrier Certification – Pursuant to Chapter 4901:1-6-08 & 10 OAC and Competitive Eligible Telecommunications Carrier Designation (CETC) – Pursuant to Chapter 4901:1-6-09 OAC**

ILEC (Out of territory)	CLEC	Telecommunications Service Provider Not Offering Local Service	CESTC	CETC
<input type="checkbox"/> ACE <a href="#">1-6-08</a> (Auto 30-day)*	<input type="checkbox"/> ACE <a href="#">1-6-08</a> (Auto 30-day)*	<input type="checkbox"/> ACE <a href="#">1-6-08</a> (Auto 30-day)*	<input type="checkbox"/> ACE 1-6-10 (Auto 30-day)	<input type="checkbox"/> UNC 1-6-09 (Non-Auto)*

\*Supplemental forms can be found on the PUCO webpage – [Telecommunications application forms](#).

**Section II – Part II – Change in Operation or Ownership**

Change in Operation or Ownership	ILEC	CLEC	Telecommunications Service Provider Not Offering Local Service
Abandon all services		<input type="checkbox"/> ABN <a href="#">1-6-26</a> (Auto 30 days)	<input type="checkbox"/> ABN <a href="#">1-6-26</a> (Auto 30 days)
Change of official name *	<input type="checkbox"/> ACN <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> ACN <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0-day notice)
Change in ownership *	<input type="checkbox"/> ACO <a href="#">1-6-29(E)(1)</a> (Auto 30 days)	<input type="checkbox"/> ACO <a href="#">1-6-29(E)(1)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0-day notice)
Merger *	<input type="checkbox"/> AMT <a href="#">1-6-29(E)(1)</a> (Auto 30 days)	<input type="checkbox"/> AMT <a href="#">1-6-29(E)(1)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0-day notice)
Transfer certificate *	<input type="checkbox"/> ATC <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> ATC <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0-day notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> ATC <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0-day notice)
FCC Authorized Change in Ownership or Merger	<input type="checkbox"/> CIO <a href="#">1-6-29 (E)(2)</a> (0-day notice)	<input checked="" type="checkbox"/> CIO <a href="#">1-6-29 (E)(2)</a> (0-day notice)	<input type="checkbox"/> CIO <a href="#">1-6-29 (E)(2)</a> (0-day notice)

\*Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR, and CIO applications see the [4901:1-6-29 Filing Requirements](#) on the PUCO webpage for a complete list of exhibits.

**Section III – Part I - Carrier to Carrier (Pursuant to 4901:1-7) & Attachments to Utility Equipment or Rights of Way (Pursuant to 4901:1-3)**

Carrier to Carrier	ILEC	CLEC
Interconnection agreement or amendment to an approved agreement	<input type="checkbox"/> NAG <a href="#">1-7-07</a> (Auto 90 days)	<input type="checkbox"/> NAG <a href="#">1-7-07</a> (Auto 90 days)
Request for arbitration	<input type="checkbox"/> ARB <a href="#">1-7-09</a> (Non-Auto)	<input type="checkbox"/> ARB <a href="#">1-7-09</a> (Non-Auto)
Introduce or change carrier to carrier tariffs	<input type="checkbox"/> ATA <a href="#">1-7-14</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-7-14</a> (Auto 30 days)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC <a href="#">1-7-04 or 05</a> (Auto 30 days)	
Changes in rates, terms & conditions to pole attachments, conduit occupancy and rights of way. (13-579-AU-ORD 11/30/16 Entry)	<input type="checkbox"/> ATA <a href="#">1-3-04</a> (Auto 60 days)	

### Section III – Part II – Facilities-based Wireless Service Providers (Pursuant to 4901:1-6-24)

Registration and Change in Operations*	<input type="checkbox"/> RCC <a href="#">1-6-24(B)</a> (0 day notice)
Interconnection Agreement or amendment to an approved Agreement.	<input type="checkbox"/> NAG <a href="#">1-7-07</a> (0 day notice)

\*Change in Operations filing must be filed in the original RCC case designation code established during the registration process.

### Section IV. – Attestation

Registrant hereby attests to its compliance with the pertinent entries and orders issued by the Commission.

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#### VERIFICATION

I, [Click here to enter text.](#), verify I have utilized the Telecommunications Filing Form for the most proceedings provided by the Commission and that all of the information submitted here and all additional information in connection with this case, is true and correct to the best of my knowledge.

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\*Signature and Title

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Date

See attached

\*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

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File document electronically as directed in case number 06-900-AU-WVR

or

*Send your completed Filing Form, including all required attachments as well as the required number of copies to:*

Public Utilities Commission of Ohio  
Attention: Docketing Division  
180 East Broad Street, Columbus, OH 43215-3793

## **NOTICE FILING**

**This filing is filed by Clear Rate Holdings, Inc. and Clear Rate Communications, Inc. as a zero-day notice pursuant to Ohio Revised Code Sections 4905.402(G) and (H)(1), which state:**

(G) A domestic telephone company or a holding company controlling a domestic telephone company that files an application with the federal communications commission seeking authority for a merger or transfer of control shall file notice of the application with the public utilities commission. The notice shall include an internet link to the application.

(H)(1) Divisions (B)(1) and (2) of this section do not apply to the acquisition of control of a domestic telephone company or a holding company controlling a domestic telephone company if there is a pending application with the federal communications commission regarding the acquisition. If the federal communications commission waives the exercise of its authority regarding the acquisition or otherwise chooses not to exercise its authority regarding the acquisition, then divisions (B)(1) and (2) of this section apply.

**As of the date of this filing, the Federal Communications Commission has not waived the exercise of its authority regarding the acquisition.**

## **LIST OF EXHIBITS**

Exhibit A	Description of Transaction
Exhibit B	Management of Transferee and Licensee
Exhibit C	Current and Post-Transaction Control Structure of Licensees
Exhibit D	Superseded Tariff Sheets
Exhibit E	Revised Tariff Sheets
Exhibit F	Customer Notice
Exhibit G	Certificate of Good Standing for Licensee
Exhibit H	Copy of the 214 Application filed with the FCC
Exhibit I	Verifications

## **EXHIBIT A**

### **DESCRIPTION OF THE TRANSFER OF CONTROL**

Clear Rate Holdings, Inc. (“Transferee” or “Holdings”) and Clear Rate Communications, Inc. (“Licensee” or “Clear Rate”) (collectively, “Applicants”) respectfully request approval from the Public Utilities Commission of Ohio (“Commission”), as may be necessary or required for approval of a transfer of control of Clear Rate to Holdings (the “Transaction”). Under Ohio Revised Code § 4905.402, Commission approval is not required for a transaction that is also under review by the Federal Communications Commission (“FCC”). The Parties submitted their Joint Application to the FCC on January 21, 2021. A copy of the 214 application submitted to the FCC is set forth in **Exhibit H**. The following links to an electronic copy of the 214 application submitted to the FCC:

[https://ecfsapi.fcc.gov/file/10121197834168/Clear%20Rate%20FCC%20Transfer%20Application\\_FINAL.pdf](https://ecfsapi.fcc.gov/file/10121197834168/Clear%20Rate%20FCC%20Transfer%20Application_FINAL.pdf). Also, the following links to the FCC docket in which the 214 application was submitted: [https://www.fcc.gov/ecfs/search/filings?proceedings\\_name=21-24&sort=date\\_disseminated,DESC](https://www.fcc.gov/ecfs/search/filings?proceedings_name=21-24&sort=date_disseminated,DESC). The FCC has issued a public notice seeking comment on the parties’ 214 Application.<sup>1</sup>

### **DESCRIPTION OF THE APPLICANTS**

#### **A. Clear Rate Holdings (“Transferee” or “Holdings”)**

Holdings is a Delaware corporation and a holding company established as an acquisition vehicle solely for purposes of this Transaction. L Four, LLC will be the manager of the co-investment vehicle L4-CR Co-Invest, LLC that will hold a majority of the stock of Clear Rate

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<sup>1</sup> Public Notice, Domestic Section 214 Application Filed for The Transfer of Control of Clear Rate Communications, Inc. and Clear Rate Telecom, LLC To Clear Rate Holdings, Inc., DA 21-107 (rel. Feb 2, 2021).



Holdings, Inc. L Four, LLC is owned 50/50 by Barbara Henagan and Giny Mullins. Mrs. Mullins and Mrs. Henagan have worked together for approximately 15 years at Linx Partners, a private equity investment firm, and through L Four, LLC, will be the managers of L4-CR Co-Invest, LLC. Mrs. Henagan has been investing in privately held businesses for over 40 years. Most recently, Mrs. Henagan founded Linx Partners where she has worked as a Managing Director and Founder for over 20 years. Mrs. Mullins has been investing in privately held businesses for approximately 15 years during her time at Linx Partners. At Linx, Mrs. Henagan and Mrs. Mullins have invested through Linx funds and co-investment vehicles in 19 platforms, as well as a number of add-on acquisitions and financial recapitalizations. Mrs. Mullins and Mrs. Henagan have primarily invested in US-based industrial distribution, business services and manufacturing businesses in the lower middle market. Currently, across the investment funds managed by Mrs. Henagan and Mrs. Mullins, assets under management are approximately \$200 million, and there are approximately 1,175 employees at existing portfolio companies. To date, they have made one investment that focuses on the telecommunications, cable/MSO and enterprise end markets which is Sagent, Inc. Sagent is an equipment distributor and repair services provider to those industries.

**B. Clear Rate Communications, Inc. (“Licensee” or “Clear Rate”)**

Clear Rate, a Michigan corporation, is a Competitive Local Exchange Carrier (“CLEC”) with its corporate headquarters located in Troy, Michigan. Clear Rate, in operation for two decades, provides a full suite of telecommunication services for both consumers and businesses including Voice, Internet, wireless, colocation and IT Managed Services. Currently, Clear Rate has approximately 27,000 customers in 19 different states. Clear Rate’s business and government customers include customers in the higher and secondary education, financial, automotive, manufacturing, and hospitality sectors.



Clear Rate is currently owned by six private investors: Thane Namy (35%), Sam Namy (12%), Robert Fantin (20%), Linda Kallabat (14%), Joseph Morelli (9.5%) and Kenneth Morelli (9.5%). Clear Rate's management team includes Thane Namy as the CEO and Sam Namy as the CFO. Both Thane and Sam Namy have been with Clear Rate since inception of the business.

Clear Rate is authorized by the Commission to provide local exchange services in identified telephone exchanges and interexchange services, pursuant to a Certificate of Public Convenience and Necessity ("CPCN") granted in Case No. 07-1131-TP-ACE on January 31, 2008. Clear Rate is also authorized by the Federal Communications Commission ("FCC") to provide interstate and international telecommunications services and an application for authorization to transfer control of Clear Rate's FCC licenses to Holdings was filed on January 21, 2021.

### **DESCRIPTION OF TRANSACTION**

On December 30, 2020, Holdings entered into a Membership Interest Purchase Agreement (the "Purchase Agreement") by and among Holdings, Clear Rate, the stockholders of Clear Rate (the "Stockholders") and Sam Namy, in his capacity as the Stockholders Representative. The Purchase Agreement provides that prior to the occurrence of the closing thereof, the Stockholders and Clear Rate will complete a restructuring transaction (the "*Pro Forma* Restructuring") pursuant to which (i) the Stockholders will incorporate a new holding company, NNFKMM Holdings, Inc., a to be formed Michigan corporation (the "Seller"), (ii) the Stockholders will contribute all of the outstanding equity interests of Clear Rate to the Seller, and (iii) following such contribution, the Seller will convert Clear Rate from a Michigan corporation to Clear Rate Communications LLC, a to be formed Delaware limited liability company (the "CR LLC"). Following completion of the *Pro Forma* Restructuring, the Seller will then sell 100% of the outstanding equity interests in CR LLC (as the successor to Clear Rate) to Holdings at the closing of the transactions contemplated

by the Purchase Agreement. A portion of the consideration to be paid to the Seller in connection with closing will be equity of Holdings, which will ultimately to be held by each of Thane and Sam Namy representing 10% each, or 20% in total, of the outstanding equity of Holdings.

The remaining equity of Holdings will be held by L4 CR Co-Invest, LLC (79.1%) and other investors, including management. Thane and Sam Namy will remain in management positions as the Chief Operating Officer and Chief Financial Officer respectively and will be joined by Thomas A. Prestwood as the new Chief Executive Officer. Mr. Prestwood has over 30 years experience in the telecommunications industry.

Applicants therefore request Commission approval of the transfer of control of Clear Rate to Holdings but also request approval for Clear Rate to engage in the *Pro Forma* Restructuring prior to closing of the transaction with Holdings. Because under the *Pro Forma* Restructuring the ultimate ownership of Clear Rate will not change it is *pro forma* in nature. Further, as with the transaction with Holdings, the *Pro Forma* Restructuring will have no effect on Clear Rate, its customers or operations, but will facilitate the sale to Holdings.

For the Commission's reference, diagrams depicting the pre- and post-Transaction corporate ownership structures are provided in **Exhibit C**.

## **CONTACTS**

Questions, correspondence or other communications concerning this filing should be directed to:

For Clear Rate Holdings:

Joshua M. Bobeck  
JiaZhen (Ivon) Guo  
Morgan, Lewis & Bockius LLP  
1111 Pennsylvania Ave., N.W.  
Washington, DC 20004-2541  
Tel: 202-739-3000  
joshua.bobek@morganlewis.com  
ivon.guo@morganlewis.com

with copies to:

Giny Mullins  
C/o L Four, LLC  
3330 Cumberland Boulevard  
Suite 500  
Atlanta, GA 30339  
Tel: 404-788-4005  
gmullins@linxpartners.com

For Clear Rate Communications:

Roderick S. Coy  
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Omar Bustami  
CLARK HILL PLC  
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Suite 1300 South  
Washington, D.C 20004  
Tel: 202-640-6656  
obustami@clarkhill.com

with copies to:

Sam H. Namy  
Chief Financial Officer  
Clear Rate Communications, Inc.  
2600 W. Big Beaver Road  
Suite 450  
Troy, MI 48084  
Tel: 248.556.4525  
snamy@clearrate.com

## **PUBLIC INTEREST CONSIDERATIONS**

The proposed Transaction will serve the public interest, convenience, and necessity by providing Licensee with access to Transferee's financial and operational expertise, permitting Licensee to continue to provide robust communications solutions to their customers and to better compete in the Ohio telecommunications marketplace. Holdings is managerially, technically, and financially well-qualified to complete the Transaction and assume ownership and control of Clear Rate, which is expected to continue to be managed and operated by the same officers and key personnel. Clear Rate will continue to have the managerial, technical, and financial qualifications to provide high quality telecommunications services to customers in Ohio.

The Transaction and the *Pro Forma* Restructuring will be seamless to customers and will not affect any of the operations or Clear Rate's legal identity. After the transfer of control to Holdings, Clear Rate will continue to provide high-quality communications services under the Clear Rate brand name on reasonable terms and conditions to customers, and there will be no interruption of service. Upon the *Pro Forma* Restructuring and after closing of the Transaction, Clear Rate will continue to provide service at the same rates, terms, and conditions, as governed by existing tariffs and contracts, which are subject to change in the ordinary course of business. Future changes, if any, in rates, terms and conditions of service will be made in accordance with applicable rules and notice requirements.

In short, the only change immediately following the closing from a customer's perspective will be the new ownership of Clear Rate. Holdings and its owners further expect that existing management will continue to oversee Clear Rate on a day-to-day basis, especially as the existing Clear Rate management will have an equity stake in Holdings.

Lastly, the Transaction will enhance not diminish competition. Because Holdings is neither itself a provider of telecommunications nor affiliated with any such providers, there will be no reduction in competition. Indeed, the purchase by Holdings will provide fresh capital for Clear Rate to continue and expand its operations to the benefit of competition and consumers.

## **EXHIBIT B**

### **Management of Transferee and Licensee**

#### **Holdings Officers and Directors**

**Thomas A. Prestwood, Jr.**

Chief Executive Officer of Clear Rate Communications (post-close)

**Giny E. Mullins**

Director, Chairman and President

**Barbara M. Henagan**

Director, Secretary and Treasurer

The officers of Clear Rate Holdings, who are identified below, can be reached at:

C/o L Four, LLC  
3330 Cumberland Boulevard  
Suite 500  
Atlanta, GA 30339

#### **Clear Rate Officers and Directors**

**Thane Namy**

Chief Executive Officer (Chief Operating Officer Post-Close)

**Sam Namy**

Chief Financial Officer

The officers of Clear Rate Holdings, who are identified below, can be reached at:

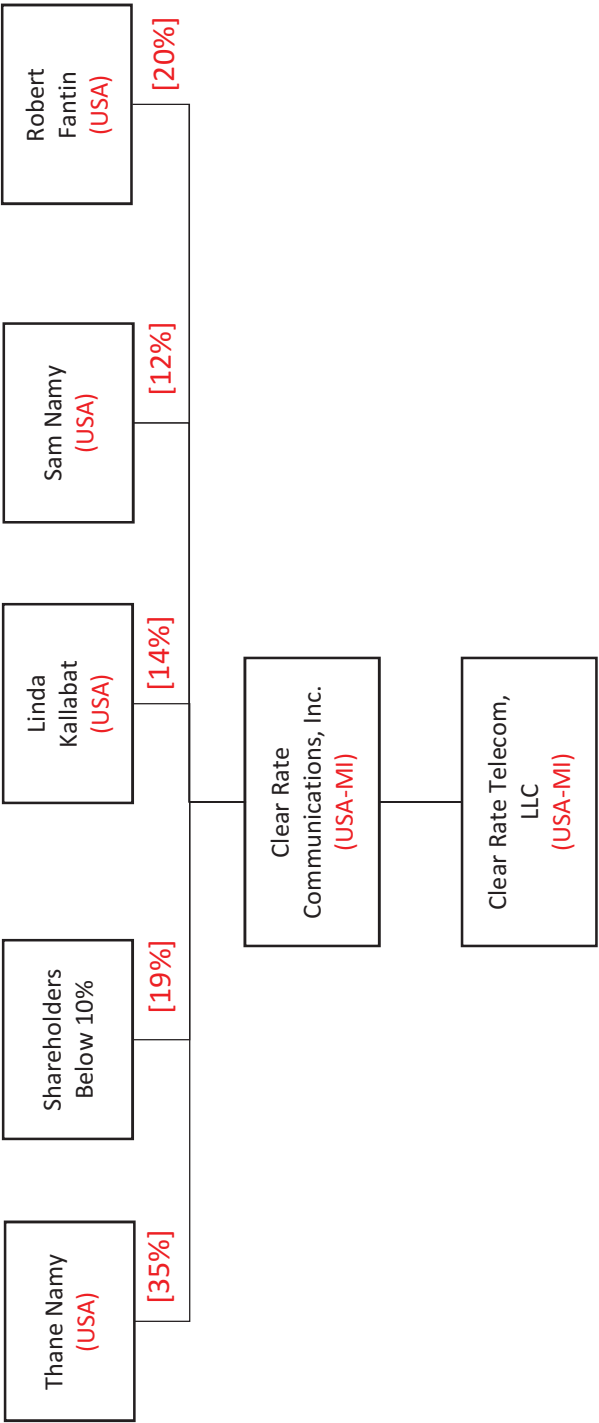
2600 W. Big Beaver Road  
Suite 450  
Troy, MI 48084

## **EXHIBIT C**

### **Current and Post-Transaction Control Structure of Licensees**



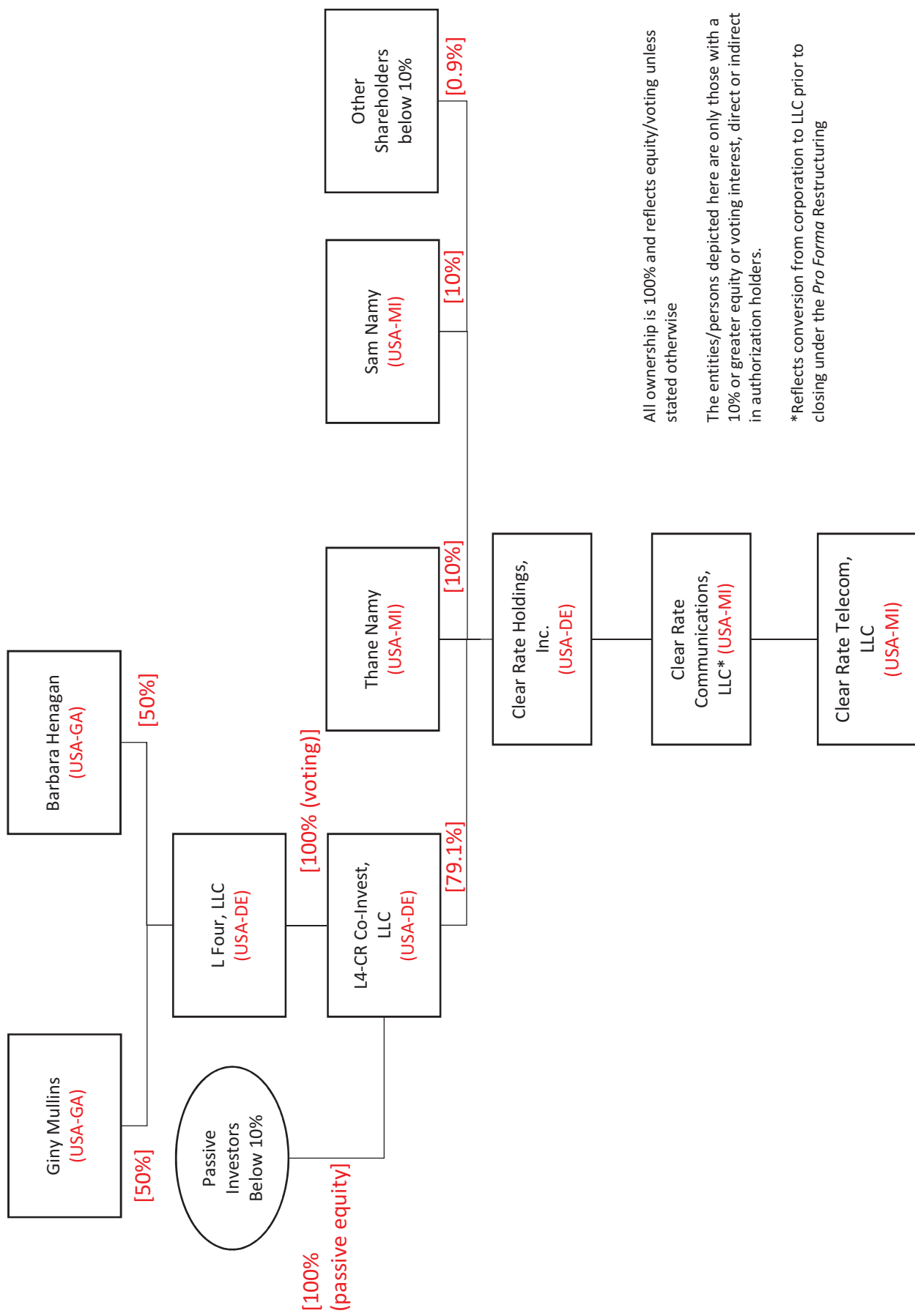
Pre-Transaction Corporate Structure of  
Clear Rate Communications, Inc.



All ownership is 100% unless stated otherwise

The entities/persons depicted here are only those with a 10% or greater equity or voting interest, direct or indirect in authorization holders.

Post-Transaction Corporate Structure of  
Clear Rate Communications, LLC\*



**EXHIBIT D**

**Suspended Tariff Sheet**

Not applicable. The Transaction does not result in any changes to the Ohio tariff(s) of Licensee.

**EXHIBIT E**

**Revised Tariff Sheet**

Not applicable. The Transaction does not result in any changes to the Ohio tariff(s) of Licensee.

## **EXHIBIT F**

### **Customer Notice**

Not applicable. The Transaction is structured only as a change of ownership will not affect any of the operations or legal identity of the Licensees. The Transaction will also not result in any changes to the services received by Clear Rate's customers including rates, terms, and conditions of service. As further explained in **Exhibit A**, the Transaction will not impact customers; rather, it will be seamless. Therefore, the Parties do not intend to provide customers notice of the Transaction. The Transaction does not result in any changes to the Ohio tariff(s) of Licensee.

**EXHIBIT G**

**Certificate of Good Standing for Licensee**

UNITED STATES OF AMERICA  
STATE OF OHIO  
OFFICE OF THE SECRETARY OF STATE

*I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show CLEAR RATE COMMUNICATIONS, INC., a Michigan corporation, having qualified to do business within the State of Ohio on June 12, 2002 under License No. 1324308 is currently in GOOD STANDING upon the records of this office.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 11th day of February, A.D. 2021.*

A handwritten signature in blue ink that reads "Frank LaRose".

**Ohio Secretary of State**

**Validation Number: 202104204364**



**EXHIBIT H**

**Copy of the 214 Application Filed with the FCC**

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of the Joint Application of	)	
	)	
<b>Clear Rate Holdings Inc.</b> , Transferee	)	
<b>Clear Rate Communications, Inc.</b> ,	)	WC Docket No. 21-_____
Transferor/Licensee,	)	
	)	IB File No. ITC-T/C-2021_____
and	)	
	)	
<b>Clear Rate Telecom, LLC</b> , Licensee	)	
	)	
for authority pursuant to Section 214 of the	)	
Communications Act of 1934, as amended,	)	
to Transfer Indirect Control of Domestic	)	
and International Section 214	)	
Authorization Holders to Clear Rate	)	
Holdings, Inc.	)	
	)	

**JOINT APPLICATION**

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”),<sup>1</sup> and Sections 63.04, 63.18, and 63.24 of the Commission’s Rules,<sup>2</sup> Clear Rate Holdings, Inc. (“Holdings” or “Transferee”), Clear Rate Communications, Inc. (“Clear Rate” or “Transferor”), and Clear Rate Telecom, LLC (“Clear Rate Telecom”) (Clear Rate and Clear Rate Telecom collectively, “Licensees” and, together with Transferee “Applicants”), by their undersigned representatives, request Commission consent to transfer indirect control of Licensees, each of which holds domestic and/or international Section 214 authorization(s), to Holdings. Such authority is necessary to complete a transaction (detailed below), whereby Holdings will become

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<sup>1</sup> 47 U.S.C. § 214.

<sup>2</sup> 47 C.F.R. §§ 63.04, 63.18 and 63.24.

the parent company of Clear Rate and the indirect parent of Clear Rate Telecom (the “Transaction”). Diagrams depicting the pre- and post-Transaction corporate ownership structures are included as **Exhibit A**. The Section 214 authorizations currently held by the Licensees will continue to be held by those same entities following consummation of the proposed Transaction. There are no overlapping or adjacent local exchange service territories between the Licensees and any subsidiary or affiliate of Transferee.

Applicants provide the following information in support of their Application.

**I. DESCRIPTION OF THE APPLICANTS**

**A. Transferee – Clear Rate Holdings Inc. (“Holdings” or “Transferee”)**

Clear Rate Holdings is a Delaware corporation. Clear Rate Holdings is a holding company established as an acquisition vehicle solely for purposes of this Transaction. L Four, LLC will be the manager of the co-investment vehicle L4-CR Co-Invest, LLC that will hold a majority of the stock of Clear Rate Holdings, Inc. L Four, LLC is owned 50/50 by Barbara Henagan and Giny Mullins. Mrs. Mullins and Mrs. Henagan have worked together for approximately 15 years at Linx Partners, a private equity investment firm, and through L Four, LLC, will be the managers of L4-CR Co-Invest, LLC. Mrs. Henagan has been investing in privately held businesses for over forty-years. Most recently, Mrs. Henagan founded Linx Partners where she has worked as a Managing Director and Founder for over 20 years. Mrs. Mullins has been investing in privately held businesses for approximately 15 years during her time at Linx Partners. At Linx, Mrs. Henagan & Mrs. Mullins have invested through Linx funds and co-investment vehicles in 19 platforms, as well as a number of add-on acquisitions and financial recapitalizations. Mrs. Mullins and Mrs. Henagan have primarily invested in US-based industrial distribution, business services and manufacturing businesses in the lower middle market. Currently, across the investment funds

managed by Mrs. Henagan and Mrs. Mullins, assets under management are approximately \$200 million, and there are approximately 1,175 employees at existing portfolio companies. To date, they have made one investment that focuses on the telecommunications, cable/MSO and enterprise end markets which is Sagent, Inc. Sagent is an equipment distributor and repair services provider to those industries.

**B. Transferor/Licensees -- Clear Rate and Clear Rate Telecom**

Clear Rate, and its wholly owned subsidiary Clear Rate Telecom is a Competitive Local Exchange Carrier (“CLEC”) with its corporate headquarters located in Troy, Michigan. Clear Rate, in operation for two decades, provides a full suite of telecommunication services for both consumers and businesses including Voice, Internet, wireless, colocation and IT Managed Services. Currently, Clear Rate has approximately 27,000 customers in 19 different states. Clear Rate’s business and government customers include customers in the higher and secondary education, financial, automotive, manufacturing and hospitality sectors.

Clear Rate is currently owned by six private investors: Thane Namy (35%), Sam Namy (12%), Robert Fantin (20%), Linda Kallabat (14%), Joseph Morelli (9.5%) and Kenneth Morelli (9.5%). Clear Rate’s management team includes Thane Namy, as the CEO and Sam Namy as the CFO. Both Thane and Sam Namy have been with Clear Rate since inception of the business.

Clear Rate is licensed as a CLEC in the following states: California, Colorado, Florida, Idaho, Illinois, Indiana, Iowa, Massachusetts, Michigan, Minnesota, Nebraska, New York, Ohio, Oregon, Pennsylvania, South Carolina, Texas, Utah, Washington, and West Virginia.

Clear Rate Telecom is licensed as a CLEC in Arizona and Virginia.

*Current Ownership of Clear Rate and Clear Rate Telecom*

To the knowledge of Clear Rate, the following persons and/or entities currently holding or controlling a 10% or greater ownership interest in **Clear Rate Telecom**:

Name: Clear Rate Communications, Inc.  
Address: 2600 W. Big Beaver Road, Suite 450, Troy, MI 48084  
Citizenship: USA (Michigan)  
Principal Business: Telecommunications  
Interest Held: 100% (directly, as sole member of Clear Rate Telecom)

To the knowledge of Clear Rate, the following persons and/or entities currently holding or controlling a 10% or greater ownership interest in Clear Rate:

Name: Sam Namy  
Address: 2676 Lari Court, West Bloomfield, MI 48324  
Citizenship: USA  
Principal Business: Individual Investor  
Interest Held: 12% (as 12% shareholder in Clear Rate)

Name: Thane Namy  
Address: 535 Chase Lane, Bloomfield Hills, MI 48304  
Citizenship: USA  
Principal Business: Individual Investor  
Interest Held: 35% (as 35% shareholder in Clear Rate)

Name: Robert Fantin  
Address: 8320 High Meadow Trail, Clarkston, MI 48348  
Citizenship: USA  
Principal Business: Individual Investor  
Interest Held: 20% (as 12% shareholder in Clear Rate)

Name: Linda Kallabat  
Address: 8180 Flagstaff, Commerce Township, MI 48382  
Citizenship: USA  
Principal Business: Individual Investor  
Interest Held: 14% (as 14% shareholder in Clear Rate)

To the knowledge of Clear Rate, no other individuals or entities currently hold or controlling a 10% or greater ownership interest in Clear Rate.

## **II. DESCRIPTION OF THE TRANSACTION**

On December 30, 2020, Holdings entered into a Membership Interest Purchase Agreement (the “Purchase Agreement”) by and among Holdings, Clear Rate, the stockholders of Clear Rate

(the “Stockholders”) and Sam Namy, in his capacity as the Stockholders Representative. The Purchase Agreement provides that prior to the occurrence of the closing thereof, the Stockholders and Clear Rate will complete a restructuring transaction (the “*Pro Forma* Restructuring”) pursuant to which (i) the Stockholders will incorporate a new holding company, NNFKMM Holdings, Inc., a to be formed Michigan corporation (the “Seller”), (ii) the Stockholders will contribute all of the outstanding equity interests of Clear Rate to the Seller, and (iii) following such contribution, the Seller will convert Clear Rate from a Michigan corporation to Clear Rate Communications, LLC, a to be formed Delaware limited liability company (the “CR LLC”). Following completion of the *Pro Forma* Restructuring, the Seller will then sell 100% of the outstanding equity interests in CR LLC (as the successor to Clear Rate) to Holdings at the closing of the transactions contemplated by the Purchase Agreement. A portion of the consideration to be paid to the Seller in connection with closing will be equity of Holdings, which will ultimately to be held by each of Thane and Sam Namy representing 10% each, or 20% in total, of the outstanding equity of Holdings.

The remaining equity of Holdings will be held by L4 CR Co-Invest, LLC (79.1%) and other investors, including management. Thane and Sam Namy will remain in management positions as the Chief Operating Officer and Chief Financial Officer respectively and will be joined by Thomas A. Prestwood as the new Chief Executive Officer. Mr. Prestwood has over 30 years experience in the telecommunications industry.

Applicants therefore request Commission approval of the transfer of control of Clear Rate and Clear Rate Telecom to Holdings but also request approval for Clear Rate to engage in the *Pro Forma* Restructuring prior to closing of the transaction with Holdings. Because under the *Pro Forma* Restructuring the ultimate ownership of Clear Rate (and thus of Clear Rate Telecom indirectly) will not change it is *pro forma* in nature. Further, as with the transaction with Holdings,

the *Pro Forma* Restructuring will have no effect on Clear Rate, Clear Rate Telecom, their customers or operations, but will facilitate the sale to Holdings.

### **III. INFORMATION REQUIRED BY SECTION 63.24(e)**

Applicants submit the information below in support of the following requests for consent to transfer control:

- Transfer of indirect control of the international Section 214 authority held by Clear Rate to Transferee. Authorization File No. ITC-214-20010514-00280.
- Transfer of indirect control of domestic Section 214 authorizations held by Clear Rate and Clear Rate Telecom to Transferee.

### **IV. INFORMATION REQUIRED BY SECTION 63.18**

Pursuant to Section 63.24(e)(2) of the Commission's Rules, Applicants submit the following information requested in Section 63.18(a)-(d) and (h)-(p) in support of this Application:

#### **A. Responses to Section 63.18(a)-(d)**

##### **(a) Name, address, and telephone number of each applicant**

###### Transferee:

Clear Rate Holdings, Inc.  
c/o L-4, LLC  
3300 Cumberland Blvd  
Suite 500  
Atlanta, GA 30339  
Tel: (404) 788-4005

FRN: 0030391601

###### Transferor:

Clear Rate Communications, Inc.  
  
2600 W. Big Beaver Road, Suite 450  
Troy, MI 48084  
Tel: (248) 556-4500

FRNs: 0004349734  
0022923494



Licensees:

Clear Rate Communications, Inc.

FRNs: 0004349734

0022923494

Clear Rate Telecom, LLC  
2600 W. Big Beaver Road, Suite 450  
Troy, MI 48084  
Tel: (248) 556-4500

**(b) Place of organization**

Transferee:

Transferee is a Delaware corporation.

Transferor:

Clear Rate is a Michigan corporation.

Licensees:

Clear Rate Telecom, LLC is a Michigan limited liability company.

**(c) Name, title, post office address, and telephone number of official and any other contact point (Answer to Question 10)**

Correspondence concerning these applications should be directed to:

For Transferee:

Joshua M. Bobeck  
JiaZhen (Ivon) Guo  
MORGAN, LEWIS & BOCKIUS LLP  
1111 Pennsylvania Ave. NW  
Washington, DC 20004  
Tel: 202-739-3000  
Fax: 202-739-3001  
joshua.bobek@morganlewis.com  
ivon.guo@morganlewis.com

For Transferor and Licensees:

Roderick S. Coy  
CLARK HILL PLC  
212 East Cesar Chavez Avenue  
Lansing, Michigan 48906  
Tel: 517-318-3028  
Fax: 517-318-3076  
rcoy@clarkhill.com

Steven R. Pacynski  
CLARK HILL PLC  
500 Woodward Ave, Suite 3500  
Detroit, Michigan 48226  
Tel: 313-965-8368  
Fax: 313-309-6812  
spacynski@clarkhill.com

Omar Bustami  
CLARK HILL PLC  
1001 Pennsylvania Ave.  
Suite 1300 South  
Washington, DC 20004  
Tel: 202-640-6656  
Fax: 202-772-0919  
obustami@clarkhill.com

With a copy to:

Giny Mullins  
C/o L Four, LLC  
3330 Cumberland Boulevard  
Suite 500  
Atlanta, GA 30339  
Tel: 404-788-4005  
gmullins@linxpartners.com

With a copy to:

Sam H. Namy  
Chief Financial Officer  
Clear Rate Communications, Inc.  
2600 W. Big Beaver Road  
Suite 450  
Troy, MI 48084  
Tel: 248-556-4525  
Fax: 248-556-4515  
snamy@clearrate.com

**(d) Statement as to whether applicants have previously received authority under Section 214**

Transferee: Transferee does not hold international or domestic (interstate) Section 214 authorization.

Transferor/Licensees:

- Clear Rate is authorized to provide domestic, interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. Clear Rate holds the following international Section 214 Authorization: IBFS File No. ITC-214-20010514-00280.
- Clear Rate Telecom is authorized to provide domestic, interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. Clear Rate Telecom does not hold an international Section 214 authorization.

**B. Responses to Section 63.18(h)-(p)**

**(h) Post-Transaction Ownership of Licensees (Answer to Questions 11 & 12)/Interlocking Directorates**

Please see the attached ownership **Exhibit B.**

To Applicants' knowledge, no person serving on the board or as an officer of Clear Rate Holdings serves as an officer or director of a foreign carrier or domestic carrier affiliate of a foreign carrier.

**(i) Foreign Carrier Affiliates (Answer to Question 14)**

Applicants certify that they are not foreign carriers within the meaning of Section 63.09(d) of the Commission's Rules, 47 C.F.R. § 63.09(d). Transferee further certifies that it is not affiliated within the meaning of Section 63.09(d).

**(j) Operation To Foreign Destinations (Answer to Question 15)**

Transferee certifies that, through its acquisition of control of Licensees, Transferee does not seek to provide international telecommunications services to any destination country where two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States. Upon completion of the Transaction, Transferee certifies it will not be affiliated with any foreign carriers, as described in (i) above. Applicants certify that the remaining provisions of Section 63.18(j) will not apply.

**(k) Foreign Carrier Certification**

Not applicable.

**(m) Non-dominant Status**

Applicants are neither foreign carriers nor affiliated with foreign carriers and therefore Section 63.18(m) is not applicable.

**(n) No Special Concessions**

Applicants certify that they have not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign

carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.

**(o) Anti-Drug Abuse Act Certification**

Applicants certify that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance.

**(p) Eligibility for Streamlined Processing**

Applicants respectfully submit that the Application to transfer control of Clear Rate's International Section 214 Authorization should be subject to streamlined treatment under Section 63.12(a)-(c) of the Commission's rules, as none of the exceptions to streamlined treatment under Section 63.12(c) apply.

**V. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES IN RELATION TO TRANSFER OF DOMESTIC 214 AUTHORIZATION**

In support of the Applicants' request for consent to transfer control to Transferee of the domestic Section 214 authorizations held by Licensees, the following information is submitted pursuant to Section 63.04 of the Commission's Rules.

**A. Section 63.04(a)(6) – Description of the transaction**

A description of the transaction is set forth at Section II above.

**B. Section 63.04(a)(7) – Description of the geographic area in which the transferor and transferee (and affiliates) offer domestic telecommunications services, and what services are provided in each area**

Transferee does not itself provide telecommunications services nor does it have any affiliates that provide telecommunications services. Similarly, Transferee's upstream owners (as set forth in Section IV above) do not have a ten percent (10%) or greater ownership interest in any telecommunications provider, and will not have such an ownership interest except in Licensees

upon closing.

**C. Section 63.04(a)(8) – Statement as to how the Application qualifies for streamlined treatment**

Applicants respectfully submit that the Application for a transfer of control of the domestic authorizations held by Clear Rate and Clear Rate Telecom are entitled to presumptive streamlined treatment pursuant to Section 63.03(b)(1)(ii) as the Transferee, Clear Rate Holdings, is not a Telecommunications provider.

**D. Section 63.04(a)(9) – Identification of all other Commission applications related to this transaction**

None.

**E. Section 63.04(a)(10) – Statement of whether the Applicants request special consideration because either party is facing imminent business failure**

The Applicants are not requesting special consideration because no parties to this transaction are facing imminent business failure.

**F. Section 63.04(a)(11) – Identification of any separately filed waiver requests being sought in conjunction with this Application**

No separately filed waiver requests are sought in conjunction with this application.

**G. Section 63.04(a)(12) – Statement showing how grant of the Application will serve the public interest, convenience and necessity**

Approval of this Application and the proposed Transaction including the *Pro Forma* Restructuring is consistent with the public interest. Clear Rate and Clear Rate Telecom have a long history of providing competitive wireline telecommunications services in Arizona, California, Colorado, Florida, Idaho, Illinois, Indiana, Iowa, Massachusetts, Michigan, Minnesota, Nebraska, New York, Ohio, Oregon, Pennsylvania, South Carolina, Texas, Utah, Virginia, Washington, and

West Virginia.<sup>3</sup> Clear Rate has applications pending for authorization to provide intrastate telecommunications services in New Mexico, North Carolina, and South Dakota. The Applicants anticipate that the Transaction will enable Clear Rate and Clear Rate Telecom to continue to serve these customers and expand its fiber network in Michigan.

In addition, the Transaction as well as the *Pro Forma* Restructuring will be seamless to customers and will not affect any of the operations or legal identities of Clear Rate and Clear Rate Telecom. After the transfer of control to Holdings, Clear Rate and Clear Rate Telecom will continue to provide high-quality communications services under the Clear Rate brand name on reasonable terms and conditions to customers, and there will be no interruption of service. Upon and after closing of the Transaction, Clear Rate and Clear Rate Telecom will continue to provide service at the same rates, terms, and conditions, as governed by existing tariffs and contracts, which are subject to change in the ordinary course of business. Future changes, if any, in rates, terms and conditions of service will be made in accordance with applicable rules and notice requirements.

In short, the only change immediately following the closing from a customer's perspective will be the new ownership of Clear Rate. Holdings and its owners further expect that while existing management will continue working at Clear Rate and Clear Rate Telecom on a day-to-day basis, especially as the existing Clear Rate management will have an equity stake in Holdings, the new owners are bringing in Mr. Prestwood, a thirty-year telecom industry veteran, as CEO. Mr. Prestwood was previously the CEO of Centerline Solutions LLC, a large U.S. based wireless infrastructure services providers, the President and CEO of Truenet Communications, a national infrastructure and specialty contractor, Managing Partner of Conterra Tower Group, the 14th

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<sup>3</sup> Clear Rate Telecom operates in Arizona and Virginia; Clear rate is the licensed carrier in the remaining states.

largest wireless tower real estate portfolio in U.S., and various other experiences at Conterra BroadBand Services, Tolt Services, and Nsoro Telecom Services among others.

Lastly, the Transaction will enhance not diminish competition. Because Holdings is neither itself a provider of telecommunications nor affiliated with any providers there will be no reduction in competition. Indeed, the purchase by Holdings will provide fresh capital for Clear Rate to continue and expand its operations to the benefit of competition and consumers.

## **VI. CONCLUSION**

For the reasons stated above, the Applicants respectfully request that the Commission grant these applications for consent to transfer indirect control of international and domestic Section 214 authorizations of Licensees to Transferee.



Respectfully submitted,

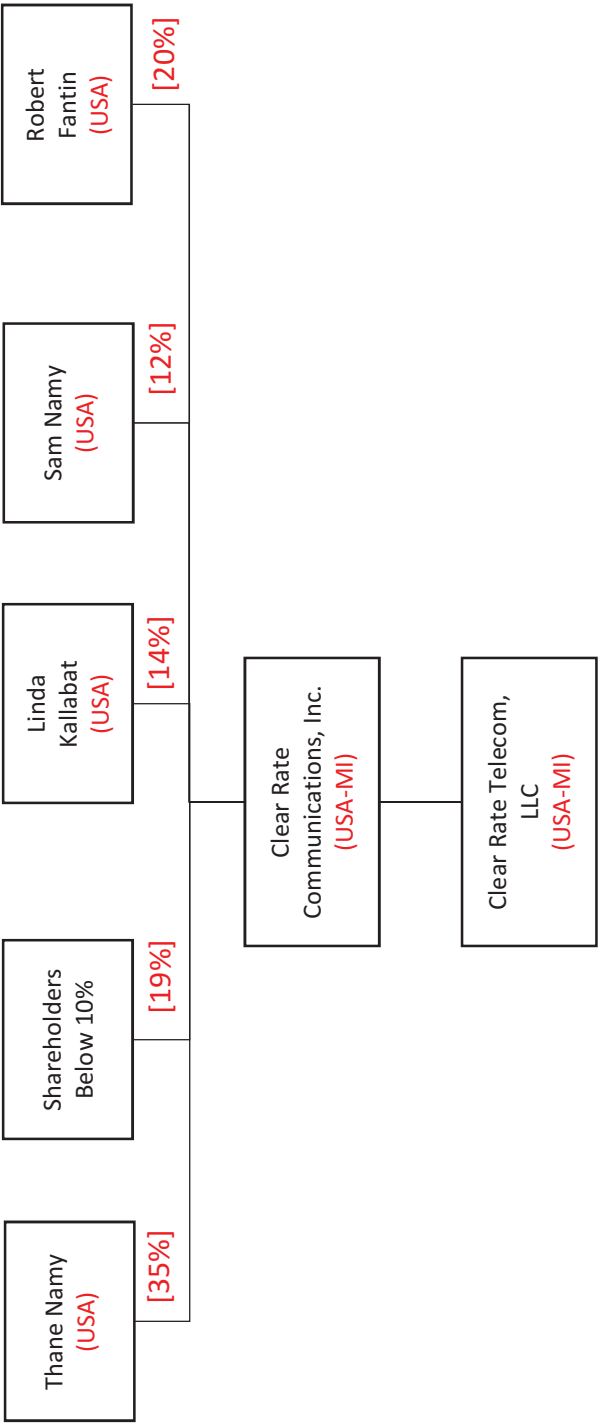
<p><u>/s/ Joshua M. Bobeck</u> Joshua M. Bobeck JiaZhen (Ivon) Guo MORGAN, LEWIS &amp; BOCKIUS LLP 1111 Pennsylvania Ave. NW Washington, DC 20004 Tel: 202-739-3000 Fax: 202-739-3001 joshua.bobeck@morganlewis.com <a href="mailto:ivon.guo@morganlewis.com">ivon.guo@morganlewis.com</a>  <i>Counsel for Clear Rate Holdings, Inc.</i></p>	<p><u>/s/ Roderick S. Coy</u> Roderick S. Coy CLARK HILL PLC 212 East Cesar Chavez Avenue Lansing, Michigan 48906 Tel: 517-318-3028 Fax: 517-318-3076 rcoy@clarkhill.com  Steven R. Pacynski CLARK HILL PLC 500 Woodward Ave, Suite 3500 Detroit, Michigan 48226 Tel: 313-965-8368 Fax: 313-309-6812 spacynski@clarkhill.com  Omar Bustami CLARK HILL PLC 1001 Pennsylvania Ave. Suite 1300 South Washington, D.C 20004 Tel: 202-640-6656 Fax: 202-772-0919 obustami@clarkhill.com  <i>Counsel for Clear Rate Communications, Inc. and Clear Rate Telecom, LLC</i></p>
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Dated: January 21, 2021

**EXHIBIT A**

**Pre- and Post-Transaction Corporate Ownership Structure Charts**

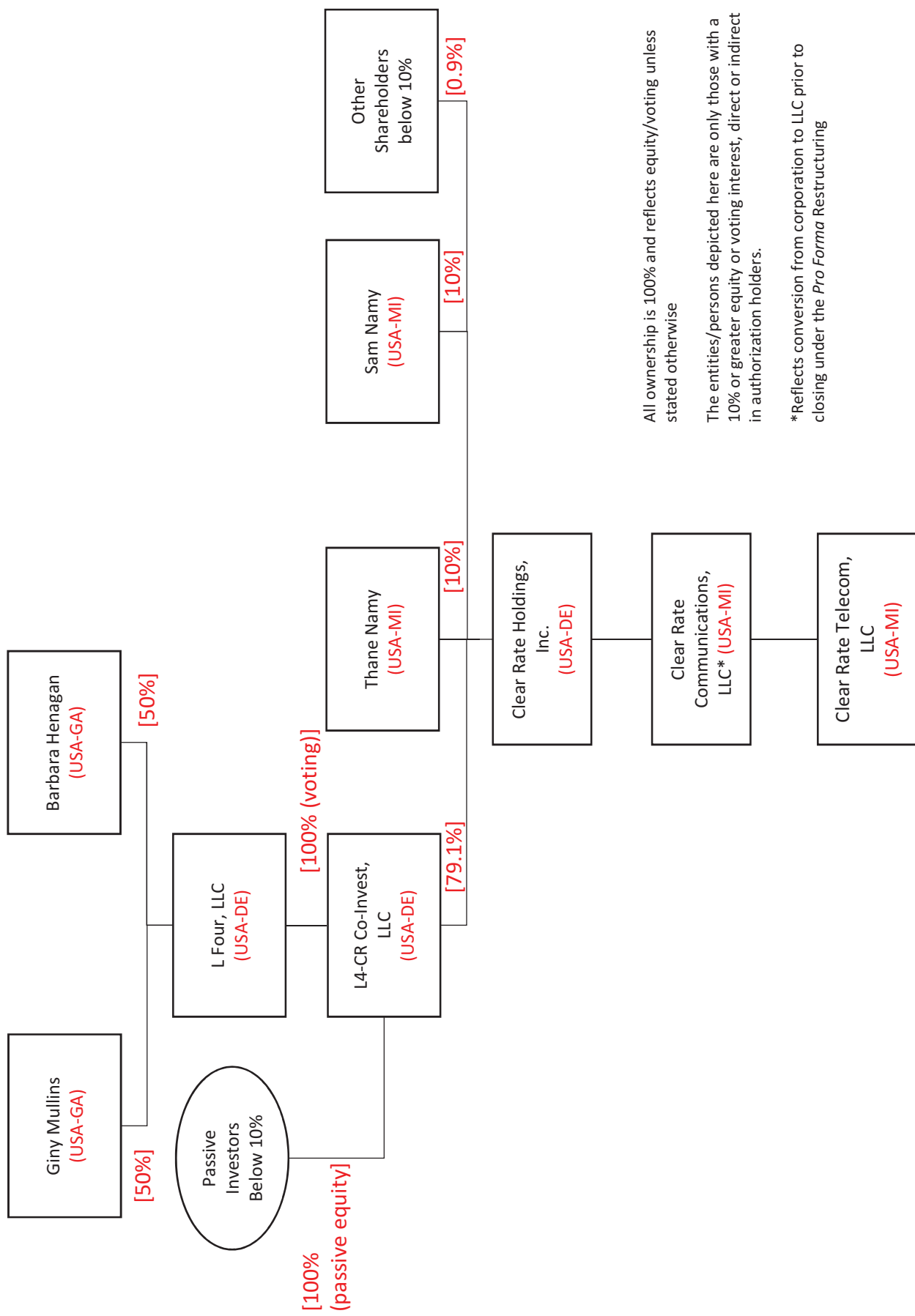
Pre-Transaction Corporate Structure of  
Clear Rate Communications, Inc.



All ownership is 100% unless stated otherwise

The entities/persons depicted here are only those with a 10% or greater equity or voting interest, direct or indirect in authorization holders.

Post-Transaction Corporate Structure of  
Clear Rate Communications, LLC\*



All ownership is 100% and reflects equity/voting unless stated otherwise

The entities/persons depicted here are only those with a 10% or greater equity or voting interest, direct or indirect in authorization holders.

\*Reflects conversion from corporation to LLC prior to closing under the *Pro Forma* Restructuring

**EXHIBIT B**

**Post-Closing Ownership of Licensee**

### **Post-Closing Ownership of Licensees**

Upon closing the Transaction,<sup>1</sup> the sole member of **Clear Rate Telecom, LLC** will be:

1. Name: Clear Rate Communications LLC (f/k/a Clear Rate Communications, Inc.)
  - a. Jurisdiction of Formation: USA (Delaware)
  - b. Address: 2600 W. Big Beaver Road, Suite 450, Troy, MI 48084
  - c. Principal Business: Telecommunications
  - d. Interest Held: 100% direct (as sole member of Clear Rate Telecom, LLC)<sup>2</sup>

Upon closing the Transaction, the sole member of **Clear Rate Communications LLC** will be:

2. Name: Clear Rate Holdings, Inc.
  - a. Jurisdiction of Formation: USA (Delaware)
  - b. Address: 3300 Cumberland Blvd, Suite 500, Atlanta, GA 30339
  - c. Principal Business: Holding Company
  - d. Interest Held: 100% direct (as sole member of Clear Rate Communications, LLC (100% indirect in Clear Rate Telecom, LLC)

Upon closing the transaction, the ten (10) percent or greater shareholders of **Clear Rate Holdings, Inc.** will be:

3. Name: L4-CR Co-Invest, LLC
  - a. Jurisdiction of Formation: USA (Delaware)
  - b. Address: 3300 Cumberland Blvd, Suite 500, Atlanta, GA 30339
  - c. Principal Business: Holding Company
  - d. Interest Held: 100% indirect (as 79.1% shareholder in Clear Rate Holdings, Inc.)
4. Name: Thane Namy
  - a. Citizenship: USA
  - b. Address: 535 Chase Lane, Bloomfield Hills, MI 48304
  - c. Principal Business: Individual investor
  - d. Interest Held: 10% indirect (as 10% shareholder in Clear Rate Holdings, Inc.)
5. Name: Sam Namy
  - a. Citizenship: USA
  - b. Address: 2676 Lari Court, West Bloomfield, MI 48324
  - c. Principal Business: Individual investor
  - d. Interest Held: 10% indirect (as 10% shareholder in Clear Rate Holdings, Inc.)

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<sup>1</sup> Including the *Pro Forma* Restructuring whereby Clear Rate Communications, Inc. will be converted from a Michigan corporation to a Delaware limited liability company.

<sup>2</sup> Except where noted, all interests described are equity and voting shares.

Upon closing the transaction, the only entity with a 10% or greater indirect interest in Clear Rate Holdings, Inc. by virtue of an indirect interest in **L4-CR Co-Invest, LLC** will be:

6. Name: L Four, LLC
  - a. Jurisdiction of Formation: USA (Delaware)
  - b. Address: 3300 Cumberland Blvd, Suite 500, Atlanta, GA 30339
  - c. Principal Business: Holding Company
  - d. Interest Held: 100% indirect (as Sole Manager of L4-CR Co-Invest, LLC)<sup>3</sup>

L Four, LLC has two member managers with a 10% or greater indirect interest in Clear Rate Communications, LLC:

7. Giny Mullins
  - a. Citizenship: USA
  - b. Address: 3300 Cumberland Blvd, Suite 500, Atlanta, GA 30339
  - c. Principal Business: Investment Manager
  - d. Interest Held: 100% indirect (as 50% member and manager of L Four, LLC)<sup>4</sup>
8. Barbara Henagan
  - a. Citizenship: USA
  - b. Address: 3300 Cumberland Blvd, Suite 500, Atlanta, GA 30339
  - c. Principal Business: Investment Manager
  - d. Interest Held: 100% indirect (as 50% member and manager of L Four, LLC)

To the best of Applicants' knowledge, upon closing the Transaction no other entity or individual is expected to have a 10% or greater direct or indirect equity or voting interest in Clear Rate Communications, LLC or Clear Rate Telecom, LLC.

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<sup>3</sup> The equity in L4-CR Co-Invest, LLC is held by passive third party investors, none of whom have a 10% or greater equity interest or the ability to exercise control directly over L4-CR Co-Invest, LLC or indirectly over Clear Rate.

<sup>4</sup> Ms. Mullins and Ms. Henagan each hold an additional 2.35% of indirect equity through an additional intermediate entity that itself holds below 10% of the equity, indirectly, in Clear Rate.

## **VERIFICATIONS**

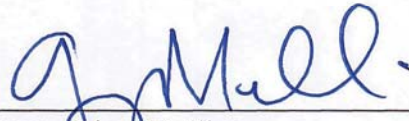


## VERIFICATION

I, Giny Mullins, state that I am Director, Chairman and President of Clear Rate Holdings, Inc. ("Holdings"); that I am authorized to make this Verification on behalf of Holdings; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding Holdings are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: January 18, 2021



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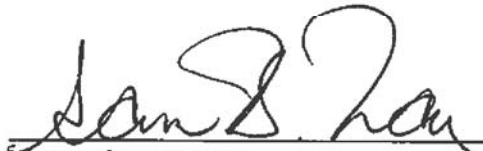
Name: Giny Mullins  
Title: Director, Chairman and President  
Clear Rate Holdings, Inc.

## VERIFICATION

I, Sam Namy, state that I am Vice President, Secretary-Treasurer, and Chief Financial Officer of Clear Rate Communications, Inc. and its subsidiaries (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 and the certifications contained therein regarding the Company and its subsidiaries are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: January 19, 2021

A handwritten signature in black ink, appearing to read "Sam Namy", written over a horizontal line.

Name: Sam Namy

Title: Vice President, Secretary-Treasurer, and  
Chief Financial Officer  
Clear Rate Communications, Inc.

**EXHIBIT I**

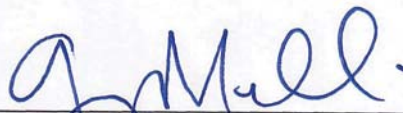
**Verifications**

### VERIFICATION

I, Giny Mullins, state that I am Director, Chairman and President of Clear Rate Holdings, Inc. ("Holdings"); that I am authorized to make this Verification on behalf of Holdings; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding Holdings are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: January 18, 2021



Name: Giny Mullins

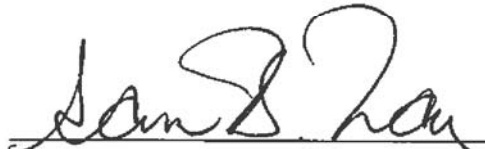
Title: Director, Chairman and President  
Clear Rate Holdings, Inc.

## VERIFICATION

I, Sam Namy, state that I am Vice President, Secretary-Treasurer, and Chief Financial Officer of Clear Rate Communications, Inc. and its subsidiaries (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 and the certifications contained therein regarding the Company and its subsidiaries are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: January 19, 2021

A handwritten signature in black ink, appearing to read "Sam Namy", written over a horizontal line.

Name: Sam Namy  
Title: Vice President, Secretary-Treasurer, and  
Chief Financial Officer  
Clear Rate Communications, Inc.

**This foregoing document was electronically filed with the Public Utilities**

**Commission of Ohio Docketing Information System on**

**2/17/2021 3:29:20 PM**

**in**

**Case No(s). 21-0149-TP-CIO**

Summary: Application Application of Clear Rate Holdings, Inc., and Clear Rate Communications, Inc. for Approval of a Transfer of Control electronically filed by Renee Britt on behalf of Clear Rate Holdings, Inc. and Clear Rate Communications, Inc.