

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

In the Matter of the Joint Application of)
)
Clear Rate Holdings Inc., Transferee)
Clear Rate Communications, Inc.,) WC Docket No. 21- _____
Transferor/Licensee,)
) IB File No. ITC-T/C-2021 _____
and)
)
Clear Rate Telecom, LLC, 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”),¹ and Sections 63.04, 63.18, and 63.24 of the Commission’s Rules,² 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

¹ 47 U.S.C. § 214.

² 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.³ 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

³ 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,

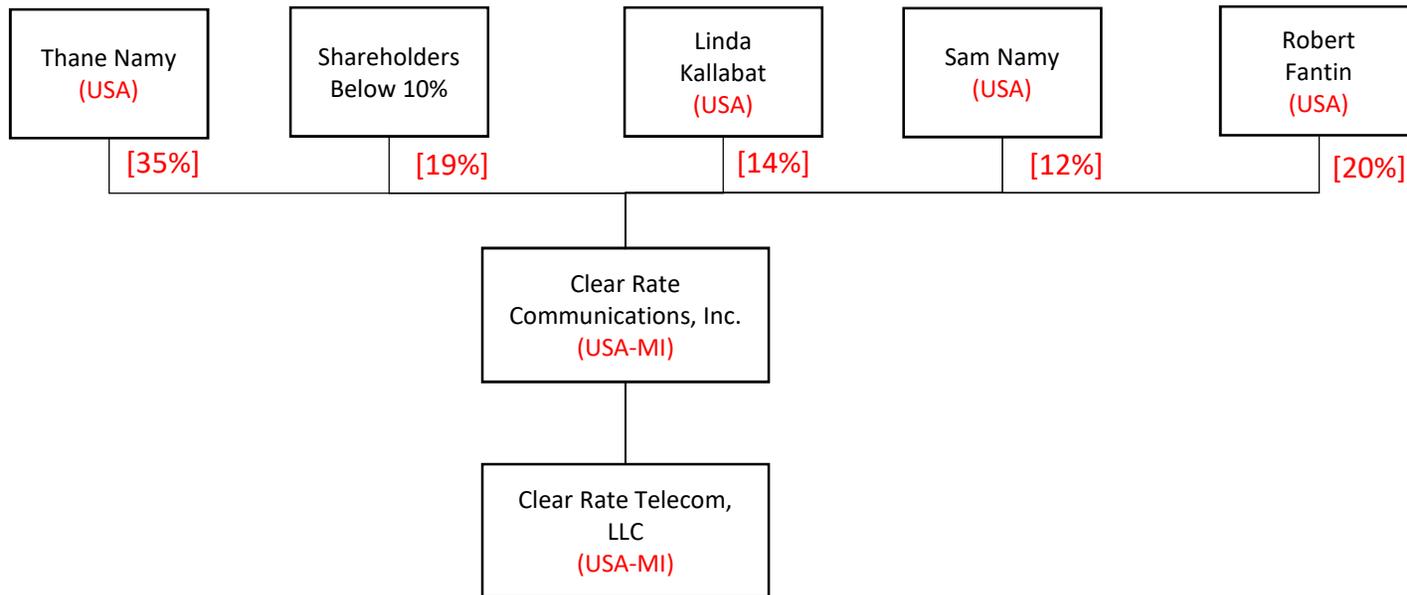
<p><u>/s/ Joshua M. Bobeck</u> Joshua M. Bobeck JiaZhen (Ivon) Guo MORGAN, LEWIS & BOCKIUS LLP 1111 Pennsylvania Ave. NW Washington, DC 20004 Tel: 202-739-3000 Fax: 202-739-3001 joshua.bobek@morganlewis.com ivon.guo@morganlewis.com</p> <p><i>Counsel for Clear Rate Holdings, Inc.</i></p>	<p><u>/s/ Roderick 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</p> <p>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</p> <p>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</p> <p><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

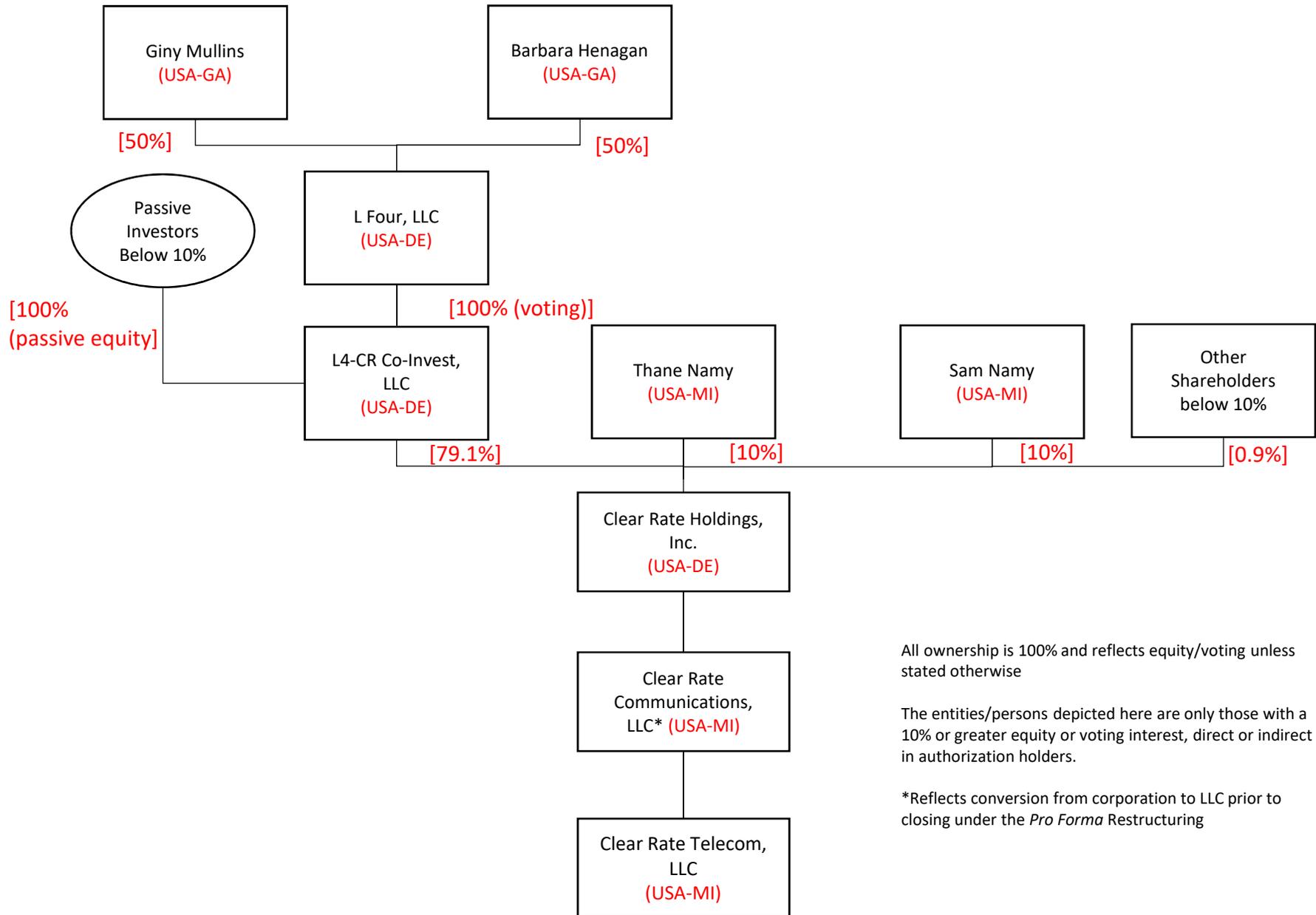
Pre-Transaction Corporate Structure of Clear Rate Communications, Inc.



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,¹ 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)²

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.)

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

² 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)³

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)⁴
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.

³ 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.

⁴ 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.

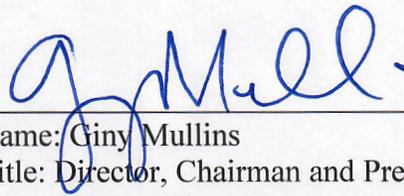
VERIFICATIONS

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



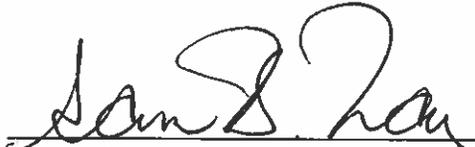
Name: Giny Mullins
Title: Director, Chairman and President
Clear Rate Holdings, Inc.

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.