

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

| | | |
|--|---|---------------------------------|
| In the Matter of the Joint Application of |) | |
| |) | |
| GTT Americas, LLC, |) | WC Docket No. 17-_____ |
| <i>Transferee,</i> |) | |
| |) | |
| Pivotal Global Capacity, LLC, |) | IB File Nos. ITC-T/C-2017-_____ |
| <i>Transferor,</i> |) | |
| |) | |
| and |) | |
| |) | |
| GC Pivotal, LLC, |) | |
| <i>Licensee</i> |) | |
| |) | |
| For Grant of Authority Pursuant to Section 214 |) | |
| of the Communications Act of 1934, as amend- |) | |
| ed, and Sections 63.04 and 63.24 of the Com- |) | |
| mission’s Rules to Transfer Control of a |) | |
| Company Holding Domestic and International |) | |
| Section 214 Authorizations |) | |

JOINT APPLICATION

GTT Americas, LLC (“GTTA” or “Transferee”), Pivotal Global Capacity, LLC (“Transferor”)¹ and GC Pivotal, LLC d/b/a Global Capacity (“Global Capacity” or “Licensee”) (collectively, the “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24, request Commission approval to transfer control of Licensee to Transferee and its direct parent company, GTT Communications, Inc. (“GTT Parent”).

In support of this Application, Applicants provide the following information:

¹ Mr. Kissel, who executed the attached verification for Global Capacity, is also an authorized representative of Transferor. Therefore, Applicants clarify that Mr. Kissel provides his verification on behalf of both Global Capacity and Transferor.

II. DESCRIPTION OF THE APPLICANTS

A. GTT Americas, LLC

GTTA is an operating subsidiary of GTT Communications, Inc. (“GTT Parent”). GTT Parent, through its operating subsidiaries (collectively with GTT Parent, “GTT”), including Transferee, is a global provider of cloud networking services. GTT offers a broad portfolio of global services including: wide area network (“WAN”) services; Internet services; managed network and security services; and voice and unified communications services.

B. GC Pivotal, LLC

GC Pivotal, LLC d/b/a Global Capacity, through its One Marketplace, brings together customers and suppliers in an automated platform that provides ubiquitous access network solutions that deliver on its brand promise – Connectivity Made Simple. One Marketplace provides simple, cost-effective and high-performance network solutions that support the exploding bandwidth requirements driven by Cloud, mobility and globalization. Global Capacity delivers its solutions to telecommunication carriers, managed service providers, application service providers, and enterprise customers globally.

C. Pivotal Global Capacity, LLC

Transferor is a portfolio company of Pivotal Group, an investment corporation that concentrates on private equity and real estate investments. Transferor does not offer any regulated telecommunications services. A summary of the current ownership of Transferor is provided in Exhibit A.

III. DESCRIPTION OF THE TRANSACTION

Pursuant to the Membership Interest Purchase Agreement, dated as of June 23, 2017, by and among Transferee, Licensee and Transferor, Transferee will acquire all of the outstanding equity interest in Licensee from Transferor. As a result, Licensee will be a direct, wholly-owned

subsidiary of Transferee and indirect, wholly-owned subsidiary of GTT Parent. Diagrams depicting the pre- and post-Transaction corporate ownership structure of Licensee are provided as Exhibit B.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

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

(a) Name, address and telephone number of each Applicant:

Transferee:

GTT Americas, LLC **FRN: 0025319039**
7900 Tysons One Place
Suite 1450
McLean, VA 22102
Tel: 703-442-5500

Transferor:

Pivotal Global Capacity, LLC **FRN: 0026627810**
c/o Pivotal Group
3200 East Camelback Road, Suite 295
Phoenix , AZ 85018
Tel: 602-956-7200

Licensee:

GC Pivotal, LLC **FRN: 0020748331**
265 Winter Street
Waltham, VA 02451
Tel: 312-673-2400

(b) Jurisdiction of Organizations:

Transferee: GTTA is a limited liability company formed under the laws of Delaware.

Transferor: Transferor is a limited liability company formed under the laws of Arizona.

Licensee: Global Capacity a limited liability company formed under the laws of Delaware.

(c) **(Answer to Question 10)** Correspondence concerning this Application should be

sent to:

For Transferee:

Andrew D. Lipman
Brett P. Ferenchak
Stephany Fan
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andrew.lipman@morganlewis.com
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stephany.fan@morganlewis.com

For Transferor and Licensee:

Katherine K. Mudge
Enoch Keever, PLLC
Bridgepoint Plaza
5918 W. Courtyard Dr., Suite 500
Austin, Texas 78730
512-615-1233 (tel)
512-615-1198 (fax)
kmudge@enochkeever.com

With copies for Transferee to:

Tony Hansel
VP, Deputy General Counsel
GTT Communications
7900 Tysons One Place, Suite 1450
McLean, VA 22102
Tony.Hansel@gtt.net

With copies for Transferor and Licensee to:

Jeremy Kissel
Deputy General Counsel
Global Capacity
180 N. LaSalle St. Ste. 2430
Chicago, IL 60601
jkissel@globalcapacity.com

(d) Section 214 Authorizations

Transferee: GTTA holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20020619-00332. GTTA also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

GTTA's affiliate, Hibernia Atlantic U.S. LLC ("HB Atlantic") holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20090612-00283. HB Atlantic also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Transferor: Transferor is a holding company with no operations and does not hold domestic or international Section 214 authority.

Licensee: Global Capacity holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20110201-00049. Licensee also is authorized to provide in-

terstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

(h) (Answer to Questions 11 & 12) The following entities will hold, directly or indirectly, a ten percent (10%) or greater interest² in Licensee upon completion of the Transaction as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:

Name: GTT Americas, LLC
Address: 7900 Tysons One Place, Suite 1450
McLean, VA 22102
Citizenship: U.S. (Delaware)
Principal Business: Telecommunications
% Interest: 100% (directly in Licensee)

Name: GTT Communications, Inc. ("GTT Parent")
Address: 7900 Tysons One Place, Suite 1450
McLean, VA 22102
Citizenship: U.S. (Delaware)
Principal Business: Communications
% Interest: 100% (indirectly, as 100% owner of Transferee)

GTT Parent is a publicly traded company (NYSE: GTT) whose stock ownership varies on a daily basis. Based on information filed with the SEC with respect to GTT Parent, to the knowledge of GTT Parent's management, no person or entity currently holds a 10% or greater direct or indirect interest in GTT Parent except as follows:

Name: Universal Telecommunications, Inc. ("UTI")
Address: 1950 Old Gallows Rd., Suite 201
Vienna, VA 22182
Citizenship: U.S. (Delaware)
Principal Business: Investments
% Interest: Approx. 16.60% (directly in GTT Parent)

² Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Name: H. Brian Thompson
Address: c/o Universal Telecommunications
1950 Old Gallows Rd., Suite 201
Vienna, VA 22182
Citizenship: U.S. and Ireland
Principal Business: Individual
% Interest: Approx. 16.60% (indirectly in GTT Parent, as the majority shareholder of UTI)

Except for the foreign carrier subsidiaries listed in (i) below, which may share certain officers and/or directors as Transferee, Transferee does not have any interlocking directorates with a foreign carrier.

(i) **(Answer to Question 14)** Transferee certifies that it is not a foreign carrier. Transferee, however, is affiliated within the meaning of Section 63.09(e) of the Commission's rules, 47 C.F.R. § 63.09(e), with the following foreign carriers (collectively, the "GTT Foreign Carriers"): (1) GTT EMEA, Ltd., a United Kingdom entity; (2) Tinet S.pA, an Italian entity; (3) Tinet GmbH, a German entity; (4) GTT Communications HK limited, a Hong Kong entity; ; (5) Hibernia Atlantic Communications (Canada) Company, a Canadian entity; (6) Hibernia Atlantic Cable System Limited, an Irish entity; (7) Hibernia Atlantic (UK) Limited, a United Kingdom entity; (8) Hibernia Media (UK) Limited, a United Kingdom entity; (9) Hibernia Atlantic (Singapore) Private Limited, a Singapore entity; (10) Hibernia Networks (Netherlands) B.V., a Dutch entity; (11) Hibernia Express (Ireland) Limited, an Irish entity; (12) Hibernia Express (Canada) Limited, a Canadian entity; and (13) Hibernia Express (UK) Limited, a United Kingdom entity. The GTT Foreign Carriers operate in the following countries, each a member of the WTO: Austria, Belgium, Bulgaria, Canada, Denmark, France, Germany, Hong Kong, Ireland, Italy, Netherlands, Poland, Romania, Singapore, Spain, Sweden, Switzerland and the United Kingdom.

Similarly, Licensee will be affiliated with GTT Foreign Carriers upon completion of the Transaction.

Currently, Licensee is a foreign carrier in Canada and the United Kingdom. In addition, Licensee's subsidiary Global Capacity Limited ("GCL"), a United Kingdom entity, is a foreign carrier in the United Kingdom. Upon completion of the Transaction, Global Capacity and GCL will be affiliated with Transferee and the GTT Foreign Carriers.

(j) (Answer to Question 15) Transferee and Licensee seek to maintain their authorities to provide telecommunications services to all international points, including the destination markets listed in (i) above where affiliates of Transferee and Licensee are non-dominant foreign carriers. Transferee certifies that, through its acquisition of control of Licensee, 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.

(k) Transferee certifies that each country listed in (i) above is a Member of the World Trade Organization ("WTO"). None of the GTT Foreign Carriers, Licensee or GCL is on the Commission's List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007. In addition, each of these foreign carriers offers services in competition with dominant foreign carriers and others.

(m) Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission's rules, 47 C.F.R. § 63.10(a)(1) & (3), because it is not a foreign carrier and is affiliated, and will become affiliated, with non-dominant foreign carriers only in countries that are Members of the WTO. The foreign carriers identified in (i) above, both collectively and individually, hold less than a 50 percent market share in the international

transport and local access markets in the foreign countries in which they provide service. Accordingly, they lack market power and Transferee and Licensee are entitled to a presumption of non-dominant treatment.

(n) Transferee and Licensees certify that they have not agreed to accept special concessions, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's rules, 47 C.F.R. § 63.12(a)-(b). Transferee qualifies for streamlined treatment under Section 63.12(c) because Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(3) for the reasons detailed in response to paragraphs (k) and (m) above.

V. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer control of Licensee to Transferee in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) (i) Licensee provides or is authorized to provide competitive local exchange, competitive access and/or interexchange telecommunications services in the District of Columbia

and every state except Alaska. Additional information about the services provided by Licensee is provided in Section I.

(ii) Transferee is authorized to provide competitive local exchange, competitive access and/or interexchange telecommunications services in California and New York. Transferee provides regulated and non-regulated interstate and international communications services to customers throughout the United States. Additional information about the services provided by Transferee is provided in Section I.

In addition, Transferee's affiliate, HB Atlantic, provides interstate telecommunications services to customers in Arizona, Connecticut, California, Colorado, the District of Columbia, Florida, Georgia, Illinois, Massachusetts, Maryland, Michigan, Minnesota, Missouri, Nevada, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Texas, Washington, Virginia, Wisconsin, and Wyoming.

(iii) To Transferee's knowledge, Transferee is not affiliated with any other telecommunications carriers.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(ii) because, immediately following the Transaction, (i) neither Transferee nor Licensee (nor their Affiliates, as defined in the Act) is dominant with respect to any services, (ii) Transferee (and its Affiliates, as defined in the Act) will have a market share in the interstate, interexchange market of less than ten percent (10%), and (ii) Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party (or affiliate to a party) to the Transaction.

(a)(9) Other than the Section 214 authorizations described in this Application, Licensee does not hold any other authorizations or licenses from the Commission.

(a)(10) No party is requesting special consideration because it is facing imminent business failure. However, the parties to the Transaction are targeting completion of the corporate steps resulting in the transfer of control within approximately 90 days of signing the Agreement. Therefore, Applicants respectfully request expedited processing of the review and approval of this application in order to allow the parties to meet this schedule.

(a)(11) Not applicable.

(a)(12) Applicants submit that the Transaction is in the public interest. The Transaction will bring together two successful enterprises that have demonstrated a long-standing commitment to excellence in a highly competitive marketplace. The financial, technical, and managerial resources of GTT are expected to enhance Global Capacity's ability to compete in the telecommunications marketplace. Further, combining the existing networks of GTT and Global Capacity will enhance their ability to serve their customers effectively and efficiently. At the same time, the Transaction will have no adverse impact on the customers of Global Capacity and should be seamless to the Global Capacity customers. Immediately following the Transaction, Global Capacity will continue to provide high-quality services at the same rates and on the same terms and conditions as are currently in effect. Any future changes to the rates, terms and conditions of service will be undertaken pursuant to the customers' contracts and applicable law. The only material change immediately following closing of the Transaction will be that Global Capacity's ownership will change, with Transferee, and ultimately GTT Parent, being the new owners.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application to transfer ownership and control of Licensee to Transferee.

Respectfully submitted,

/s/ Katherine K. Mudge

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*Counsel for Transferor and Global
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/s/ Brett P. Ferenchak

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Counsel for Transferee

Dated: June 26, 2017

EXHIBIT A

Current Ownership of Transferor

The following entities currently hold, directly or indirectly, a ten percent (10%) or greater interest³ in Transferor as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:

| | |
|---------------------|---|
| Name: | FFN Investments, LLC |
| Address: | 3200 East Camelback Rd., Suite 295 Phoenix, AZ 85018 |
| Citizenship: | U.S. (Arizona) |
| Principal Business: | Investment Management |
| % Interest: | 100% (directly) |

| | |
|---------------------|---|
| Name: | Najafi 2006 Irrevocable Trust Richard Garner, Trustee ⁴ |
| Address: | 3200 East Camelback Rd., Suite 295 Phoenix, AZ 85018 |
| Citizenship: | U.S. (Arizona) |
| Principal Business: | Trust |
| % Interest: | 60% (indirectly, as 60% direct owner of FFN Investments, LLC) |

| | |
|---------------------|---|
| Name: | Pivotal Capital Corporation |
| Address: | 3200 East Camelback Rd., Suite 295 Phoenix, AZ 85018 |
| Citizenship: | U.S. (Arizona) |
| Principal Business: | Investment Management |
| % Interest: | 10% (indirectly, as 10% direct owner of FFN Investments, LLC) |

³ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

⁴ Mr. Garner is a U.S. Citizen with the same business address as the Najafi 2006 Irrevocable Trust.

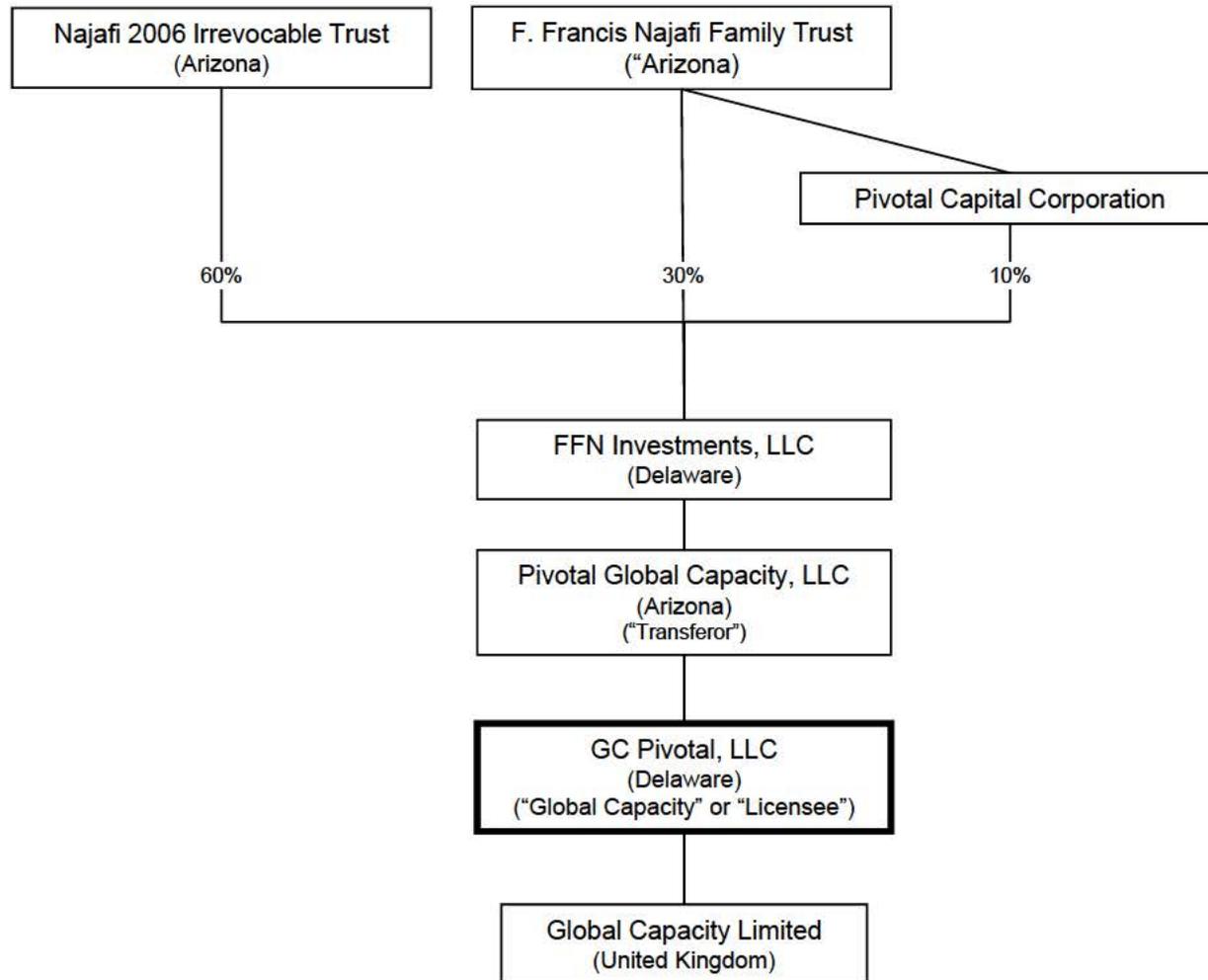
Name: F. Francis Najafi Family Trust
F. Francis Najafi, Trustee⁵
Address: 3200 East Camelback Rd., Suite 295
Phoenix, AZ 85018
Citizenship: U.S. (Arizona)
Principal Business: Investment Management
% Interest: 40% (indirectly, as (i) 40% direct owner of FFN Investments, LLC and (ii) 100% direct owner of Pivotal Capital Corporation)

⁵ Mr. Najafi is a U.S. citizen with the same business address as the F. Francis Najafi Family Trust.

EXHIBIT B

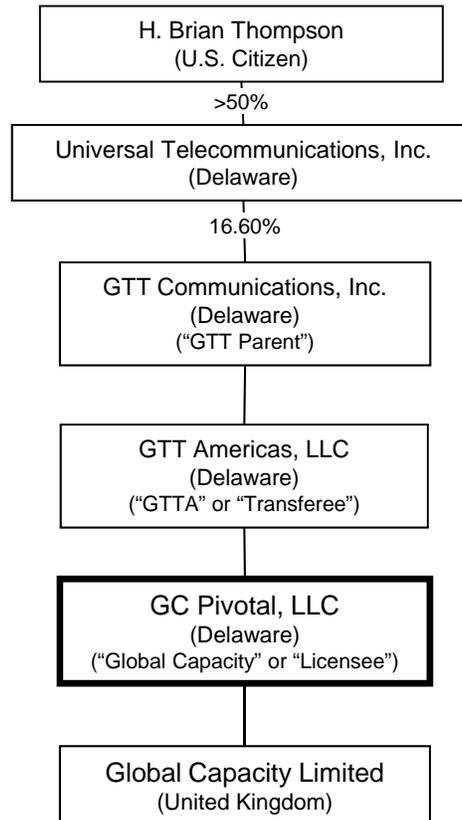
Pre- and Post-Transaction Corporate Ownership Structure Charts

Pre-Transaction Ownership Structure of Licensee



Unless indicated all ownership percentages are 100%.

Post-Transaction Ownership Structure of Licensee



Unless indicated all ownership percentages are 100%.

VERIFICATION

I, Tony Hansel, state that I am Vice President and Deputy General Counsel of GTT Communications, Inc.; that I am authorized to make this Verification on behalf of GTT Communications, Inc. and its subsidiaries, including GTT Americas, LLC (collectively, the “Company”); that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company 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 this 23rd day of June, 2017.



Tony Hansel
Vice President and Deputy General Counsel
GTT Communications, Inc.

VERIFICATION

I, Jeremy Kissel, state that I am Senior Vice President and Deputy General Counsel of GC Pivotal, LLC d/b/a Global Capacity (“Global Capacity”); that I am authorized to make this Verification on behalf of Global Capacity and its subsidiaries (collectively, the “Company”); that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company 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 this 15th day of June, 2017.



Jeremy Kissel
Senior Vice President and Deputy General Counsel
GC Pivotal, LLC d/b/a Global Capacity