

US BANK/FCC APR 05 2011

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US BANK/FCC APR 05 2011

IN REFERENCE TO
027111-00002

April 4, 2011

Via FedEx

Marlene H. Dortch
Secretary
Federal Communications Commission
Wireline Competition Bureau Application
P. O. Box 979091
St. Louis, MO 63197

Re: In the Matter of the Joint Application of Global Capacity Group, Inc. and Global Capacity Direct, LLC, Assignors, and GC Pivotal, LLC, Assignee, for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, and Section 63.04 to Complete the Transfer of Assets to GC Pivotal, LLC

Dear Ms. Dortch:

On behalf of Global Capacity Group, Inc. and Global Capacity Direct, LLC, enclosed for filing is an original and six copies of an Application for Grant of Authority to complete and Assignment of Assets (as defined and described in the Application) to GC Pivotal, LLC.

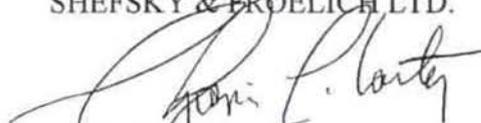
Simultaneously, the Applicants have filed an application with the International Bureau on the same transaction.

Also enclosed are two completed Fee Remittance Forms 159 containing a valid credit card number and expiration date for payment, each in the amount of \$1,050.00, to the Federal Communications Commission which satisfies the filing fee required for this Application.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions to the undersigned

Respectfully submitted,

SHEFSKY & FROELICH LTD.



M. Gavin McCarty
Counsel for Global Capacity Group, Inc., Global
Capacity Direct, LLC and GC Pivotal, LLC

MGM/ds/1178315_1
Enclosures

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
FORM 159-C

Page No 2 of 3

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME
Global Capacity Group, Inc.

(14) STREET ADDRESS LINE NO. 1
200 S. Wacker Dr. Suite 1650

(15) STREET ADDRESS LINE NO. 2

(16) CITY
Chicago

(17) STATE
IL

(18) ZIP CODE
60606

(19) DAYTIME TELEPHONE NUMBER (include area code)
312-660-5000

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)
0010294528

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

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(27F) TOTAL FEE

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| USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION | | |
| (13) APPLICANT NAME Global Capacity Direct, LLC | | |
| (14) STREET ADDRESS LINE NO. 1 200 S. Wacker, Suite 1650 | | |
| (15) STREET ADDRESS LINE NO. 2 | | |
| (16) CITY Chicago | (17) STATE IL | (18) ZIP CODE 60606 |
| (19) DAYTIME TELEPHONE NUMBER (include area code) 312-660-5000 | (20) COUNTRY CODE (if not in U.S.A.) | |
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| USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION | | | |
| (13) APPLICANT NAME Global Capacity Group, Inc. | | | |
| (14) STREET ADDRESS LINE NO. 1 200 S. Wacker Dr. Suite 1650 | | | |
| (15) STREET ADDRESS LINE NO. 2 | | | |
| (16) CITY Chicago | | (17) STATE IL | (18) ZIP CODE 60606 |
| (19) DAYTIME TELEPHONE NUMBER (include area code) 312-660-5000 | | (20) COUNTRY CODE (if not in U.S.A.) | |
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FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
FORM 159-C

Page No 3 of 3

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SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME
GC Pivotal, LLC.

(14) STREET ADDRESS LINE NO. 1
3200 East Camelback Road, Suite 295

(15) STREET ADDRESS LINE NO. 2

(16) CITY **Phoenix** (17) STATE **AZ** (18) ZIP CODE **85018**

(19) DAYTIME TELEPHONE NUMBER (include area code) **602-956-7200** (20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) **0019860030** (22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

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(28F) FCC CODE 1 (29F) FCC CODE 2

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

| | | |
|---|---|---------------------|
| Joint Application of |) | |
| |) | |
| Global Capacity Group, Inc. and Global |) | |
| Capacity Direct, LLC |) | |
| |) | |
| Assignors, |) | |
| |) | WC Docket No. _____ |
| and |) | |
| |) | |
| GC Pivotal, LLC, a wholly owned |) | |
| subsidiary of |) | |
| Pivotal Global Capacity, LLC |) | |
| |) | |
| Assignee, |) | |
| |) | |
| For Authority for Consent to Transfer |) | |
| Assets and Customers under Section 214 of |) | |
| the Communications Act, as Amended |) | |

APPLICATION FOR CONSENT TO TRANSFER ASSETS

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and § 63.04 of the Commission's rules, 47 C.F.R. § 63.04, Global Capacity Group, Inc. ("GCG"), Global Capacity Direct, LLC ("GCD") ("Assignor" or collectively, "Global Capacity") and GC Pivotal, LLC, a wholly owned subsidiary of Pivotal Global Capacity, LLC, ("Assignee" or "GCP") (collectively referred to as "Applicants") hereby request Commission consent to transfer assets and customers from Assignors to Assignee pursuant to an Asset Purchase Agreement. The Applicants respectfully request Commission approval or such authority as may be necessary or required to enable the parties to consummate a transaction whereby Global Capacity will transfer substantially all of its assets, including customers but

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excluding domestic international 214 Authorization, to GCP. As a result of this transaction, Global Capacity customers will be transferred to GCP (“Proposed Transaction”).

The Applicants have previously filed applications with the Commission for a similar transaction that was not completed. On May 21, 2010, Global Capacity and GCP previously filed an application seeking Commission consent to assign the domestic Section 214 authority and certain related telecommunications held by Global Capacity to GCP (the “Previous Proposed Transaction”). On July 23, 2010, Global Capacity filed for bankruptcy protection, affectively precluding the completion of the Previous Proposed Transaction. GCP then withdrew its application on August 11, 2010, via written notification to the Commission. A copy of that letter is attached as Exhibit A.

Additionally, the International Bureau approved a transaction that was not completed. Global Capacity currently operates pursuant to international Section 214 authorizations held by its parent, Global Capacity Holdings, LLC (“GCH”). In order to effectuate the Previous Proposed Transaction, GCH and GCP requested and received Commission consent to assign the international Section 214 authorizations held by GCH to GCP. See IBFS File No. ITC-ASG-20100526-00218. On August 11, 2010, GCP notified the Commission via letter that the parties did not intend to complete that transaction for the same reasons the application for the Previous Proposed Transaction was withdrawn at the Wireline Competition Bureau. Exhibit A.

As provided below, the Proposed Transaction assignment here will be virtually transparent to the business customers.

I. Request for Streamlined Processing

Applicants respectfully request that this Application be subject to streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission’s Rules, 47 C.F.R. §§ 63.03 : 63.02.

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This Application is eligible for streamlined processing pursuant to § 63.03(b)(2)(i) because, immediately following the transaction, Assignee will have a market share in the interstate, interexchange market of less than ten (10) percent, and the Assignee will provide competitive telephone exchange services or exchange access services (if any) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction, and none of the Applicants, or any affiliates, are dominant with respect to any service.

II. Description of the Applicants

In support of this application, and in accordance with the requirements of Section 63.04, the parties provide the following information:

(1) Name, FRN, address, and telephone number of each applicant.

For Assignor:

Global Capacity Group, Inc. FRN 10294528
Global Capacity Direct, LLC FRN 13207790
200 S. Wacker Drive, Suite 1650
Chicago, Illinois 60606
(312) 660-5000

For Assignee:

GC Pivotal, LLC
3200 East Camelback Road, Suite 295
Phoenix, AZ 85018
(602) 956-7200

(2) State under which laws of each applicant is organized.

GCG

GCG, a Texas corporation with principal offices located at 200 S. Wacker Drive, Suite 1600, Chicago, Illinois 60606, delivers telecommunications logistics solutions to a global client set consisting of systems integrators, telecommunications companies and enterprise

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customers. GCG is authorized to provide resold and facilities-based local exchange and interexchange services in Alabama, Arkansas, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Massachusetts, Michigan, Mississippi, Montana, Nebraska, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Oregon, Pennsylvania, Rhode Island, South Dakota, Vermont, Washington, West Virginia, Wisconsin and Wyoming.

GCD

GCD is a Delaware limited liability company with principal offices also located at 200 S. Wacker Drive, Suite 1600, Chicago, Illinois 60606. GCD is authorized to provide global facilities-based and resale services pursuant to authority granted in IBFS File No. ITC-214-20050331-00136¹. GCD is authorized to provide telecommunications services in Alabama, Arizona, Arkansas, California, Connecticut, Delaware, Georgia, Illinois, Indiana, Kentucky, Maine, Maryland, Massachusetts, Mississippi, Montana, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, Ohio, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Vermont, Virginia, Washington and Wisconsin. GCD is a wholly-owned subsidiary of Capital Growth Acquisition, Inc. (“CGA”), a Delaware limited liability company that operates as a holding company and maintains the same address and telephone number as GCD. CGA, in turn, is a wholly-owned subsidiary of Capital Growth Systems, Inc.

By way of background, Global Capacity Holdco, LLC (“GCH”) is a Delaware limited liability company with principal offices located at 200 South Wacker Drive, Suite 1650, Chicago, IL 60606. GCH is a holding company formed to hold Capital Growth Systems, Inc.

¹ See. fn. 1

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international 214 interests in Global Capacity Direct, LLC (“GCD”) and Global Capacity Group, LLC (“GCG”). Notification of the transfer *pro forma* of GCD and GCG international Section 214 authorizations was filed with this Commission on May 21, 2010 and action taken June 3, 2010.² The Applicants are simultaneously filing an Application for consent by the International Bureau for this same transaction.

(3) Legal counsel to whom correspondence concerning the application is to be addressed.

For the Assignor:

Mitchell D. Goldsmith
M. Gavin McCarty
Shefsky & Froelich Ltd.
111 East Wacker Drive, Suite 2800
Chicago, IL 60601
Phone: (312) 836-4195
Fax: (312) 275-7569
gmccarty@shesksylaw.com

For Assignee:

Mitchell D. Goldsmith
M. Gavin McCarty
Shefsky & Froelich Ltd.
111 East Wacker Drive, Suite 2800
Chicago, IL 60601
Phone: (312) 836-4195
Fax: (312) 275-7569
gmccarty@shesksylaw.com

(4) Name, address, citizenship, and principal business of entities that own at least 10 percent of the equity of the Assignee.

The name, address, citizenship, and principal business of Assignee are as follows:

| | |
|---------------------|-------------------|
| Name: | GC Pivotal, LLC |
| Principal Business: | Operating Company |

² ITC-ASG-20100521-00202
ITC-ASG-20100521-00203

Global Capacity Direct, LLC.— GC Pivotal, LLC
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Address: 3200 East Camelback Road, Suite 295
Phoenix, AZ 85018
Citizenship: Arizona
Ownership Interest: N/A

- (a) Assignee is wholly-owned by FFN Investments, LLC. The name, address, citizenship, and principal business of FFN Investments, LLC are as follows:

Name: FFN Investments, LLC (“FFN”)
Principal Business: Management Company
Address: 3200 East Camelback Road, Suite 295
Phoenix, AZ 85018
Citizenship: Arizona
Ownership Interest: 100 percent

- (b) The name, address, citizenship, and principal business of the members of FFN are as follows:

Name: Najafi 2006 Irrevocable Trust
Richard Garner, Trustee³
Principal Business: Trust
Address: 3200 East Camelback Road, Suite 295
Phoenix, AZ 85018
Citizenship: Arizona
Ownership Interest: 60 percent

Name: F. Francis Najafi Family Trust
F. Francis Najafi, Trustee⁴
Principal Business: Family Trust
Address: 3200 East Camelback Road, Suite 295
Phoenix, AZ 85018
Citizenship: Arizona
Ownership Interest: 40 percent⁵

³ Richard Garner is a U.S. Citizen with the same business address as the Najafi 2006 Irrevocable Trust. His principal business is as an investment manager. F. Francis Najafi is the beneficiary of the Najafi 2006 Irrevocable Trust. Mr. Najafi is a U.S. citizen and also can be reached at the same business address as the Najafi 2006 Irrevocable Trust. His principal business also is as an investment manager.

⁴ Information about Mr. Najafi is provided above in footnote 1. The beneficiaries of the F. Francis Najafi Family Trust are Mr. Najafi’s children, each of which is a minor not yet entitled to receive any distributions from the Trust.

⁵ This ownership interest reflects a 30 percent interest held directly in FFN, as well as a 10 percent interest held indirectly in FFN through Pivotal Capital Corporation

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Name: Pivotal Capital Corporation
Principal Business: Management Company
Address: 3200 East Camelback Road, Suite 295
Phoenix, AZ 85018
Citizenship: Arizona
Ownership Interest: 10 percent

(c) Pivotal Capital Corporation is wholly owned by the F. Francis Najafi Family Trust, the details of which are provided above.

(5) Certification pursuant to sections 1.2001 through 1.2003 of the Commission's rules that no party to the application is subject to a denial of Federal benefits.

By their signatures below, Assignor and Assignee certify that no party to this Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(6) Description of the transaction.

On July 23, 2010, Global Capacity, its affiliates and its parent commenced voluntary petitions for relief pursuant to Chapter 11 of Title 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Cases" "Global Capacity Debtors"⁶).

By order entered on January 26, 2011, the Bankruptcy Court for the District of Delaware approved the sale of substantially all of the assets of the jointly-administered Global Capacity Debtors, including direct and indirect subsidiaries of Capital Growth Systems, Inc., to Pivotal Global Capacity, LLC or its wholly-owned subsidiary assignee GC Pivotal, LLC (the "Bankruptcy Court Order Approving Sale"). A copy of the Bankruptcy Order Approving Sale is attached hereto as Exhibit B. The sale closes and becomes effective upon required regulatory

⁶ In Re: Global Capacity Holdco, LLC., et. al., Bkrpt. DE, Case No. 10-12302

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approvals being obtained. Section 4.1 of the Asset Purchase Agreement (“APA”) approved under the order defines the Closing Date as occurring as soon as practicable after all conditions in Article XI have occurred. Section 11.1(h) requires regulatory approval of all relevant governmental entities, and Section 8.5 of the APA provides for the parties to use commercially reasonable efforts to obtain such regulatory approvals. If all regulatory approvals have not been obtained by an outside deadline of the Regulatory Approval Date (which will be August 8, 2011), the closing may still occur, with assets lacking such regulatory approval to be transferred thereafter, when such approval is obtained. Such assets will be managed by the seller pursuant to a management agreement until regulatory approval is granted.

In addition, Pivotal as successor to the Debtor in Possession Lenders, has been authorized to advance additional amounts under the DIP Loan Documents (secured by the collateral pledged thereunder, including the assets being transferred pursuant to the Proposed Transaction) for the Purchase Price, including through a credit bid of all amounts advanced.

Assignors’ principal business activities involve the delivery of network logistics solutions that enable customers to optimize and manage their complex global networks, resulting in improved efficiency, reduced cost, and simplified operations. The companies leverage a proprietary knowledge base of global telecommunications pricing and supply data, customized tools that analyze and optimize complex networks, and structured processes focused on the entire telecom supply chain to deliver logistics solutions to its clients. GCD and GCG are the only affiliates of Capital Growth Systems, Inc. that provide domestic or international telecommunications services within the United States.

(a) Assignee

Assignee holds a blanket domestic and international authorization to provide global facilities-based and resale services pursuant to authority effective April 1, 2011 in IBFS File No. ITC-214-20110201-00049. Assignee is a holding company formed to facilitate the ability of its parent, FFN, to acquire control of Global Capacity and its related companies. As discussed above, FFN is a management company owned and controlled by a series of trusts formed for the benefit of F. Francis Najafi and his family members.

(b) Description of Proposed Transaction

The Bankruptcy Order Approving Sale was issued on January 26, 2011, and under the terms of that order, Pivotal is purchasing substantially all of the assets of Global Capacity. The transfer of assets does not include the transfer of telecommunications licenses. Upon completion of the Proposed Transaction, the assignment of assets from Global Capacity to GCP will have no adverse impact on customers. Customers will continue to receive their existing services at the same rates, terms and conditions as at present. Services will be provided pursuant to Section 214 domestic authority and international license held by GCP. There are no material changes in management, operations or customer points of contact of Assignor. Furthermore, upon closing of the Proposed Transaction, Pivotal will change its name to Global Capacity, LLC and will make all necessary filings to effectuate the name change with the Commission. If for any reason the sale order is not effectuated, Pivotal intends to acquire the assets by foreclosure of the security interests of Pivotal Holdco. Capital Growth and its affiliates are party to a series of Pledge Agreements, and a Term Loan and Security Agreement, dated as of November 19, 2008. The original lender's rights under those Pledge Agreements subsequently were assigned to Pivotal Holdco, the parent of Pivotal.⁷ Further, Pivotal Holdco is the successor Debtor in

⁷ On May 21, 2010.

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Possession lender in the Bankruptcy Cases, holding a first priority security interest in all of the Debtors' assets to collateralize the Debtor in Possession loan facility. Under these agreements, Pivotal Holdco may foreclose on its security interests and acquire the assets held by Global Capacity if certain repayment and other conditions are not met. If Pivotal Holdco does so, it would assign the assets to Assignee subject to any and all necessary authorizations.

The Proposed Transaction will provide Assignee as the successor in interest to Global Capacity, with greater operating flexibility to pursue operating purposes, including, without limitation, (a) expansion of its telecommunications infrastructure; (b) improvement of customer service, billing, financial reporting and other management information systems; and (c) possible acquisitions, future investments or strategic alliances.

Organizational charts, showing the current ownership structure, and the ownership structure after the Proposed Transaction is completed, are attached hereto as Exhibit C.

In connection with the Proposed Transaction, customers of Global Capacity will be transferred to Pivotal after being notified of the pending transaction in compliance with Section 64.1120(e) of the FCC's rules, 47 C.F.R. § 64.1120(e), and applicable state requirements. Given the nature and timing of the Proposed Transaction, the process of sending that notice has been begun and with the form of notice consistent with Exhibit D. GCP will ensure that the required notice is provided at least 30 days prior to the consummation of the Proposed Transaction, and will provide a copy to the Commission once it is sent.

This Application is one of a number of applications/notifications filed with respect to the Proposed Transaction. Specifically, approval is being sought from the FCC and several states, including Alabama, California, Georgia, Hawaii, Indiana, Maryland, Mississippi,

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Nebraska, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, South Carolina, Tennessee and West Virginia.

The Proposed Transaction will not adversely affect the operation of the carriers. There are no anticipated changes to management, key personnel, systems or customer points of contact that would potentially impact service to customers. In it anticipated that this transition will be seamless to the customer.

(7) Description of the geographic areas in which the Assignor and Assignee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.

The services currently provided by the Global Capacity are described above. No other affiliate of Assignor provides domestic or international telecommunications services. No affiliate of Assignee currently provides domestic or international telecommunications services. Assignee does not currently provide domestic or international telecommunications. Assignee has no plans to alter either the geographic scope or type of services provided by the Global Capacity following the consummation of the proposed transaction. Assignee is in the process of obtaining all necessary state approvals to provide services in the same geographic areas as Global Capacity.

(8) Identification of all other Commission applications related to the same transaction.

The parties plan to file separate applications to transfer assets of the Global Capacity from Assignor to Assignee from the International Bureau. Global Capacity currently operates pursuant to international 214 authorizations held by its parent, Global Capacity Holdco, LLC (“GCH”).

(9) Statement whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure.

The parties are not seeking any such special consideration.

Global Capacity Direct, LLC.— GC Pivotal, LLC
Application for Consent to Transfer Assets and Customers

(10) Identification of any separately filed waiver requests being sought in conjunction with the transaction.

The parties are not seeking any waiver in conjunction with the proposed transaction.

(11) A statement showing how grant of the application will serve the public interest, convenience, and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.

Grant of this application would serve the public interest, convenience, and necessity by strengthening the Authorized Entities' financial position, thereby affording them the resources to continue to serve customers. The proposed transaction would be transparent to consumers, and would not affect the day-to-day service that they receive. Moreover, the proposed transaction would not result in the consolidation of any domestic telecommunications market, or otherwise have an adverse impact on competition in any such market.

* * * * *

For the reasons set forth herein, the parties request that the Commission grant this application in an expedited manner.

Dated: March __, 2011

Respectfully submitted:

[SIGNATURE PAGES FOLLOW]

Capital Growth Systems, Inc.— GC Pivotal, LLC
Application for Consent to Transfer Assets and Customers

For:

Global Capacity Direct, LLC

Global Capacity Group, Inc.:

Dan Kardatzke
EVP of Corporate Development/CFO
Global Capacity Direct, LLC
Global Capacity Group, Inc.
200 South Wacker Drive
Suite 1650
Chicago, IL 60606
(312) 881-4954

Global Capacity Direct, LLC.— GC Pivotal, LLC
Application for Consent to Transfer Assets and Customers

For GC Pivotal, LLC:



Richard Garner, Secretary Treasurer
GC Pivotal, LLC
3200 East Camelback Road, Suite 295
Phoenix, AZ 85018
(602) 956-7200

EXHIBIT A

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555 W. 5th Street, Suite 800
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www.lw.com

LATHAM & WATKINS LLP

FILED/ACCEPTED

August 11, 2010

AUG 11 2010

Federal Communications Commission
Office of the Secretary

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

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Re: Application of Global Capacity Group, Inc. and Global Capacity Direct, LLC and GC Pivotal, LLC for Consent to Assign Domestic Section 214 Authority and Telecommunications Assets, WC Docket No. _____

Application of Global Capacity Holdco, LLC and GC Pivotal, LLC for Consent to Assign International Section 214 Authorizations, IBFS File No. ITC-ASG-20100526-00218

Dear Ms. Dortch:

On May 21, 2010, Global Capacity Group, Inc. and Global Capacity Direct, LLC (collectively, "Global Capacity") and GC Pivotal LLC ("GC Pivotal") filed an application seeking Commission consent to assign the domestic Section 214 authority and certain related telecommunications held by Global Capacity to GC Pivotal (the "Proposed Transaction"). On July 23, 2010, Global Capacity filed for bankruptcy protection, effectively precluding the completion of the Proposed Transaction. Accordingly, GC Pivotal hereby withdraws that application.

Global Capacity currently operates pursuant to international Section 214 authorizations held by its parent, Global Capacity Holdco, LLC ("GC Holdco"). In order to effect the Proposed Transaction, GC Holdco and GC Pivotal requested and received Commission consent to assign the international Section 214 authorizations held by GC Holdco to GC Pivotal. See IBFS File No. ITC-ASG-20100526-00218. In light of Global Capacity's bankruptcy, GC Pivotal hereby notifies the Commission that the parties do not intend to consummate that assignment.

Please contact the undersigned should you have any questions.

LATHAM & WATKINS LLP

Sincerely,

A handwritten signature in black ink, appearing to read "Jarrett S. Taubman", with a long horizontal flourish extending to the right.

Jarrett S. Taubman

Counsel to GC Pivotal, LLC

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

| | | |
|----------------------------|---|--|
| In re: |) | Chapter 11 |
| |) | (Jointly Administered) |
| GLOBAL CAPACITY HOLDCO, |) | |
| LLC, |) | Case No. 10-12302 (PJW) |
| <u>et al.</u> ¹ |) | |
| Debtors. |) | <u>Re: Docket No. 171, 288, 292, 305, 316, 325, 369</u> |
| |) | <u>and 561</u> |
| |) | |

**ORDER APPROVING (1) BID OF PIVOTAL GLOBAL CAPACITY, LLC OR
SUBSIDIARY AS THE HIGHEST AND BEST SALE QUALIFYING BID FOR THE
PURCHASE OF SUBSTANTIALLY ALL OF DEBTORS' ASSETS UNDER AND IN
CONJUNCTION WITH ITS PLAN OF REORGANIZATION; AND (2)
CONSUMMATION OF THE SALE TRANSACTION WITH
PIVOTAL GLOBAL CAPACITY, LLC OR ITS SUBSIDIARY, GC PIVOTAL, LLC**

On August 11, 2010, Global Capacity Holdco, LLC and the other above-captioned debtors in possession (collectively, the "Debtors")² filed and served a motion for entry of an order approving bidding procedures in connection with the sale of substantially all of the Debtors' assets (the "Sale"), approving procedures relating to assumption and assignment of executory contracts and unexpired leases, approving stalking horse bid protections, approving the form and manner of notice of a sale hearing, and for entry of an order approving and authorizing the sale of substantially all of the Debtors' assets free and clear of liens, claims, interests and encumbrances and authorizing the assumption and assignment of executory contracts and unexpired leases as part of the sale [DE 115, 142] (the "Sale Motion"). The Sale

¹ The Debtors in these cases, along with their case numbers, addresses, and the last four digits of each Debtor's federal tax identification number, are: Global Capacity Holdco, LLC, 200 S. Wacker Drive, Suite 1650, Chicago, IL 60606 (10-12302)(8858); Global Capacity Group, Inc., 730 North Post Oak Road, Houston, TX 77024 (10-12303)(0073); 20/20 Technologies, Inc., 200 South Wacker, Suite 1650, Chicago, IL 60606 (10-12304)(5612); Centrepath, Inc., 275 Winter Street, Waltham, MA 02451 (10-12305)(9034); Capital Growth Systems, Inc., 200 South Wacker Drive, Suite 1650, Chicago, IL 60606 (10-12306)(3505); Global Capacity Direct, LLC (f/k/a Vanco Direct USA, LLC), 200 South Wacker Drive, Suite 1650, Chicago, IL 60606 (10-12307)(1970); FNS 2007, Inc. (f/k/a Fronrunner Network Systems, Corp.), 200 South Wacker Drive, Suite 1650, Chicago, IL 60606 (10-12308)(7892); Nexvu Technologies, LLC, 200 South Wacker Drive, Suite 1650, Chicago, IL 60606 (10-12309)(4626); and 20/20 Technologies I, LLC, 200 South Wacker Drive, Suite 1650, Chicago, IL 60606 (10-12310)(5514).

² All capitalized terms not defined herein have the meaning in the documents referenced thereby, including the Modified Pivotal APA and the Bidding Procedures.

Motion was filed in conjunction with the Joint Chapter 11 Plan of Reorganization for Global Capacity Holdco, LLC and Its Filed Affiliates Dated as of August 11, 2010 [DE 113] (the "Plan"), which provided for Plan funding through the Sale.

On August 24, 2010, the Court entered an order approving sale and contract assumption and assignment procedures (as amended thereafter, the "Bidding Procedures"), scheduling an auction (the "Auction") for October 14, 2010 and a sale approval hearing (the "Sale Hearing") for October 19, 2010, and granting related relief (the "Sale Procedures Order") [DE 171]. The Debtors filed a Notice of Proposed Asset Purchase Agreement with Stalking Horse Bidder on October 1, 2010 [DE 288], which was served that day on all required parties [DE 306], then filed a Notice of Termination of Stalking Horse Bidder Status of Global Acquisition NewCo Corp. ("GC Newco"), Modification of Bidding Procedures and Revised Asset Purchase Agreement on October 4, 2010 [DE 292], which was served that day on all Required Parties [DE 307], to which GC Newco objected [DE 300] ("GC Newco Objection"). Further notices were filed with respect to Auction procedures and timing. [DE 305, 316, 325, 369], and timely served [DE 317, 327, 337, 390].

On November 8, 2010, the Debtors filed a Motion to Approve Debtors' Selection of the Bid of Pivotal Global Capacity LLC ("Pivotal GC") as the Qualifying Bid for the Purchase of Substantially all of the Debtors' Assets Under or in Conjunction with its Plan of Reorganization and Consummation of the Sale Transaction with Pivotal Global Capacity LLC [DE 392] (the "Pivotal GC Bid Motion"). Objections to the Pivotal GC Bid Motion were filed by Universal Service Administrative Company ("USAC") [DE 414], supplementing prior objections [DE 136, 310], with an additional supplemental objection by USAC on January 24, 2011 [DE 592] (collectively, "USAC Objection"), by the Prepetition Debenture Holders, Tranche B DIP Lenders and Stalking Horse Bidder [DE 419] ("Debenture Holders Objection"), in which Global Telecom & Technology joined [DE 420] ("GTT Joinder"), and by Capstone Investments [DE 429], supplemented on January 24, 2011 [DE 588] ("Capstone Objection"). On January 24, 2011, an Opposition and Reservation of Rights was filed by Vanco US, LLC [DE 583] ("Vanco