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PUBLIC SERVICE
COMMISSION

May 23, 2018

VIA OVERNIGHT COURIER

Jeff Derouen, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-8294

**Re: GC Pivotal, LLC d/b/a Global Capacity
Notification Regarding a Change in Indirect Minority Ownership**

Dear Mr. Derouen:

By this letter, GC Pivotal, LLC d/b/a Global Capacity ("Global Capacity") notifies the Commission that The Spruce House Partnership LP ("Spruce House") is expected to acquire a minority ownership interest greater than 10 percent but presently anticipated to be less than 50 percent in GTT Communications, Inc. ("GTT Parent"), the ultimate parent company of Global Capacity. Pursuant to the Orders issued in Admin. Case No. 359 on June 21, 1996 and Admin. Case No. 370 on January 8, 1998 and 807 KAR 5:011, Section 11, prior action by the Commission is not required to complete the transaction described herein. Accordingly, Global Capacity submits this letter for informational purposes.

Description of the Parties

A. Global Capacity

Global Capacity is a Delaware limited liability company. Global Capacity is a direct, wholly owned subsidiary of GTT Americas, LLC ("GTTA"), which in turn is a direct, wholly owned subsidiary of GTT Parent, a Delaware corporation. GTT Parent and Global Capacity have headquarters at 7900 Tysons One Place, Suite 1450, McLean, Virginia 22102. GTT Parent, through its subsidiaries (collectively with GTT Parent, "GTT"), including Global Capacity, is a global provider of cloud networking services. In Kentucky, Global Capacity is registered to provide intrastate telecommunications services as a Competitive Local Exchange Carrier (Utility ID 5056710) and Long Distance Carrier (Utility ID 5179360). Global Capacity also holds authority from the Federal Communications Commission ("FCC") to provide interstate and international telecommunications services.

GTT Parent is a publicly traded company (NYSE: GTT) with no majority shareholder. Currently, the sole shareholder of GTT Parent with greater than 10% ownership or control is Universal Telecommunications, Inc. ("UTI"), which currently owns approximately 15.3% of the stock in

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Jeff Derouen, Executive Director
May 23, 2018
Page 2

GTT Parent. UTI is a small private equity investment and advisory firm run and majority owned by H. Brian Thompson, GTT Parent's Chairman of the Board.

B. Spruce House

The Spruce House Partnership LP is a privately-owned pooled investment fund headquartered in New York, NY. Spruce House does not provide telecommunications services or have a certificate from the Commission to provide such services.

Contacts

For the purposes of this filing, contacts are as follows:

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With copies to:

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VP, Deputy General Counsel
GTT Communications
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For Spruce House:

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Description of the Transaction

Global Capacity notifies the Commission that Spruce House is expected to acquire more than 10 percent of the voting capital stock in GTT Parent and therefore an indirect minority interest in Global Capacity. Spruce House will acquire this minority interest in connection with a transaction whereby GTT Parent, directly or indirectly, will acquire all the stock of Interoute Communications Holdings S.A. ("Interoute") (the "Interoute Transaction"). In connection with the Interoute Transaction, Spruce House has agreed to purchase 170 shares of nonvoting Series A Convertible Preferred Stock in GTT Parent. The Convertible Preferred Stock is convertible, subject to certain conditions, into shares of Common Stock of GTT Parent with full voting rights. Upon conversion, Spruce House would hold in excess of 10 percent (but presently anticipated to be less than 50 percent) of the outstanding voting capital stock of GTT Parent. Global Capacity therefore notifies the Commission that Spruce House is expected

Jeff Derouen, Executive Director
May 23, 2018
Page 3

to acquire more than 10 percent of the voting capital stock of GTT Parent and, indirectly of Global Capacity (the "Minority Ownership Change").

Global Capacity respectfully submits that the Minority Ownership Change will serve the public interest. The additional capital to be supplied by Spruce House will assist GTT in financing the Interoute Transaction and thereby expand the global scope and reach of its network. The Minority Ownership Change will be transparent to Global Capacity's customers and will not transfer actual working control of Global Capacity or create a new majority equity owner in GTT Parent. Because the Minority Ownership Change will occur at the holding company level and will not affect the rates, terms and conditions under which Global Capacity operate or the day-to-day operations of Global Capacity, the Minority Ownership Change will have no effect on the services Global Capacity provide. Following completion of the Minority Ownership Change, Global Capacity will continue to provide high-quality communications services to its customers without interruption.

* * * *

An original and four (4) copies of this notification letter are enclosed. Please date-stamp the enclosed extra copy and return it in the envelope provided. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



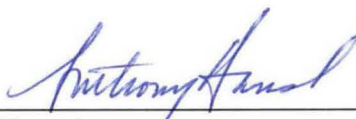
Russell M. Blau
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Counsel for Global Capacity

COMMONWEALTH OF VIRGINIA §
 § ss:
COUNTY OF FAIRFAX §

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 (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.



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

Sworn and subscribed before me this 23 day of March, 2018.



Notary Public

My commission expires 08/31/2020

