



Katherine K. Mudge
(512) 615-1233
kmudge@enochkever.com

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PUBLIC SERVICE
COMMISSION

Via Overnight Delivery

Mr. John Lyons
Acting Executive Director
Kentucky Public Service Commission
P.O. Box 615
Frankfort, Kentucky 40602-0615

RE: Notification of the Proposed Transfer of Control from GC Pivotal, LLC d/b/a Global Capacity to GTT Americas, LLC

Dear Mr. Lyons:

GC Pivotal, LLC d/b/a Global Capacity (“Global Capacity”), Pivotal Global Capacity, LLC (“Pivotal GC”), and GTT Americas, LLC (“GTTA”) (collectively, the “Parties”) hereby notify the Kentucky Public Service Commission (“Commission”) of their intention to complete a transaction whereby Pivotal GC will transfer control of Global Capacity to GTTA and its direct parent company, GTT Communications (“GTT Parent”).¹ The Parties anticipate and are working towards a closing on or before September 15, 2017.

Description of the Parties

A. GC Pivotal, LLC and Pivotal Global Capacity, LLC

Global Capacity is a Delaware limited liability company with headquarters at 265 Winter Street, Waltham, Massachusetts 02451. Through its One Marketplace, Global Capacity 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. In Kentucky, Global Capacity is registered to provide intrastate telecommunications services as a Competitive Local Exchange

¹ 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 for the transactions described herein.

Carrier (Utility ID 5056710) and Long Distance Carrier (Utility ID 5179360) pursuant to Docket Nos. TFS2011-00136, 137. Global Capacity also holds authority from the Federal Communications Commission (“FCC”) to provide interstate and international telecommunications services.

Global Capacity is a direct, wholly-owned subsidiary of Pivotal GC, an Arizona limited liability company. Pivotal GC is a portfolio company of Pivotal Group, a leading investment corporation that concentrates on private equity and real estate investments. Pivotal GC does not offer any regulated telecommunications services.

B. GTT Americas, LLC and GTT Communications, Inc.

GTTA is a Delaware limited liability company and direct, wholly owned subsidiary of GTT Parent, a Delaware corporation. GTT Parent is a publicly traded company (NYSE: GTT) with no majority shareholder. GTT Parent and GTTA have headquarters at 7900 Tysons One Place, Suite 1450, McLean, Virginia 22102. GTT Parent, through its subsidiaries (collectively with GTTA Parent, “GTT”), including GTTA, is a global provider of cloud networking services. GTT provides regulated and non-regulated interstate and international communications services to customers throughout the United States. GTTA is authorized to provide intrastate telecommunications services in New York and California. GTTA holds authority from the FCC to provide interstate and international telecommunications services.

Description of the Transaction

Pursuant to the Membership Interest Purchase Agreement, dated as of June 23, 2017, by and among GTTA, Global Capacity and Pivotal GC, GTTA will acquire all of the outstanding equity interest in Global Capacity from Pivotal GC (the “Transaction”). As a result, Global Capacity will be a direct, wholly-owned subsidiary of GTTA and indirect, wholly-owned subsidiary of GTT Parent. Diagrams depicting the pre- and post-Transaction corporate ownership structure of Global Capacity are provided as Exhibit A.

GTT is managerially, technically, and financially well-qualified to complete the Transaction. As noted above, GTTA currently provides telecommunications services throughout the country. Additional detail on the managerial and financial qualifications of GTT, please see www.gtt.net.² Additionally, GTT will utilize the experience of management and employees with Global Capacity to support continued provision of services. Supported by the experienced management and financial resources of GTT, Global Capacity will therefore continue to have the managerial, technical and financial qualifications to provide high quality telecommunications services.

² GTT Parent’s complete SEC Form 10-Q is available at:
<http://app.quotemedia.com/data/downloadFiling?webmasterId=101533&ref=11581783&type=HTML&symbol=GTT&companyName=GTT+Communications+Inc.&formType=10-Q&dateFiled=2017-05-09&cik=1315255>.

Public Interest Considerations

The Transaction described herein will serve 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 that Global Capacity's ownership will change, with GTTA, and ultimately GTT Parent, being the new owners.

Conclusion

An original and four copies of this letter are enclosed for filing. Please date-stamp the extra copy and return it in the envelope provided. Please do not hesitate to contact us if you have any questions.

Respectfully submitted,

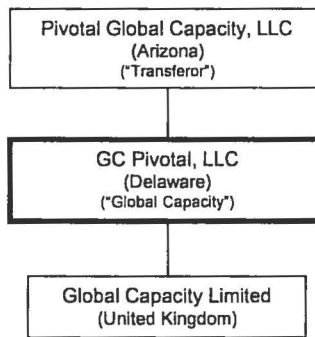


Katherine K. Mudge
Counsel for GC Pivotal, LLC and Pivotal
Global Capacity, LLC

cc: Mr. Brett Ferencak (Counsel for GTT Americas, LLC)
Mr. Tony Hansel
Mr. Jeremy Kissel

EXHIBIT A

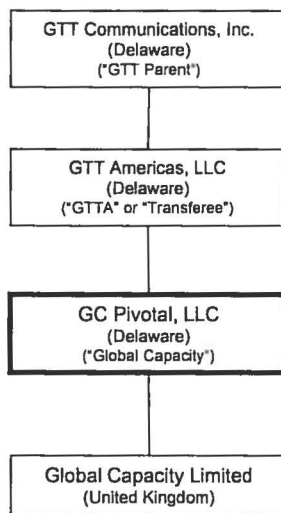
Pre-Transaction Ownership Structure of Global Capacity



Unless indicated all ownership percentages are 100%.

EXHIBIT A

Post-Transaction Ownership Structure of Global Capacity



Unless indicated all ownership percentages are 100%.