



State of Utah

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March 28, 2022

Tom W. Davidson
Matthew B. Berry
Randall W. Sifers
Akin Gump Strauss Hauer & Feld LLP
2001 K Street NW
Washington, DC 20006

Douglas Maynard
General Counsel and Secretary
GTT Communications, Inc.
7900 Tysons One Place, Suite 1450
McLean, VA 22012

Re: *GC Pivotal, LLC d/b/a Global Capacity's Notice of Indirect Transfer of Control to GTT Communications, Inc.*; Docket 22-2539-01

Dear All,

The Public Service Commission (PSC) reviewed the Notice Regarding Indirect Transfer of Control of GC Pivotal, LLC d/b/a Global Capacity ("Notice") filed by GC Pivotal, LLC d/b/a Global Capacity ("GC Pivotal") and GTT Communications, Inc. ("GTT Parent,") on March 3, 2022, informing the PSC of the indirect transfer of control of GC Pivotal, LLC an entity that holds a certificate of public necessity and convenience (CPCN) to provide public telecommunications services in Utah. The Notice also states that the indirect transfer of control will occur pursuant to a Plan of Reorganization of GTT Parent ("Restructuring") under United States Code Title 11, Chapter 11. GC Pivotal is a direct, wholly-owned subsidiary of GTT Americas, LLC, which the Notice states is "ultimately indirectly owned and controlled by GTT Parent." The Parties assert that GC Pivotal need only provide notice to the PSC of the Restructuring because GC Pivotal is a competitive entrant under Utah Code Ann. §§ 54-8b-2.1 and 54-8b-3.4.

The Division of Public Utilities (DPU) filed comments on March 22, 2022 recommending the PSC acknowledge the Notice. DPU references the Notice's statement that the transaction will serve the public interest in Utah by allowing GTT Parent to improve its financial and operational status and reduce debt while continuing to serve customers, including in Utah. DPU also references the Notice's statement that the Restructuring will be conducted in a manner that is transparent to GC Pivotal's customers, and will not result in any customer change of carrier, any reassignment of authorizations, or discontinuance, reduction, loss, or impairment of

Acknowledgment Letter from the PSC

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service. DPU ultimately comments that the Parties comply with Utah Admin. Code R746-349-7, and provided reasonable documentation of the Restructuring.

DPU's comments do not address whether PSC approval of the transaction is required, no party has identified a statutory or other legal requirement for the PSC to approve the change in material control, and no party has requested a declaratory ruling on the issue pursuant to Utah Admin. Code R746-101-1, *et seq.* Accordingly, the PSC acknowledges that the Notification was filed with the PSC and gives notice it will take no further action in this docket unless a party files a request for action and explains the basis on which the PSC may or should act.

Sincerely,

/s/ Gary L. Widerburg

PSC Secretary

DW#323185