

**SUPPLEMENTAL EXHIBIT 1**  
**To Joint Application**  
**(Docket No. 14-2539-01)**

# BINGHAM

Russell M. Blau  
Jeffrey R. Strenkowski  
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October 1, 2014

**Via Overnight Delivery**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Wireline Competition Bureau Applications  
P.O. Box 979091  
St. Louis, MO 63197-9000

**Re: In the Matter of the Application of MegaPath Corporation and GC Pivotal, LLC d/b/a Global Capacity for authority pursuant to Section 214 of the Communications Act of 1934, as amended, to Complete the Assignment of Assets of Authorized Domestic Carriers**

Dear Ms. Dortch:

On behalf of MegaPath Corporation ("Assignor" or "MegaPath") and GC Pivotal, LLC d/b/a Global Capacity ("Assignee" or "Global Capacity"), (together, the "Applicants"), enclosed please find an original and six (6) copies of an application for approval to complete the assignment of assets from MegaPath to Global Capacity.

Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined domestic section 214 transfer of control application and international section 214 transfer of control application ("Combined Application"). Applicants are simultaneously submitting for filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$1,130.00, to the Federal Communications Commission, which satisfies the filing fee required for this Application under line 1 of Section 1.1105 of the Commission's Rules.

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

Respectfully submitted,



Russell M. Blau  
Jeffrey R. Strenkowski

Beijing  
Boston  
Frankfurt  
Hartford  
Hong Kong  
Lexington (GSC)  
London  
Los Angeles  
New York  
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**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554**

In the Matter of the Joint Application of	)	
	)	
<b>MegaPath Corporation,</b>	)	
Assignor,	)	File No. ITC-T/C-2014 _____
	)	
and	)	WC Docket No. 14- _____
	)	
<b>GC Pivotal, LLC d/b/a Global Capacity,</b>	)	
Assignee,	)	
	)	
For Grant of Authority Pursuant to	)	
Section 214 of the Communications Act of 1934,	)	
as amended, and Sections 63.04, and 63.24 of the	)	
Commission's Rules to Complete the	)	
Transfer of Assets of Authorized	)	
Domestic Section 214 Carriers	)	
	)	

**JOINT APPLICATION**

MegaPath Corporation (“MegaPath” or “Assignor”) and GC Pivotal, LLC d/b/a Global Capacity (“Global Capacity” or “Assignee,” and together with MegaPath, “Applicants”), pursuant to Section 214 of the Communications Act, as amended, 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, respectfully request Commission approval or such authority as may be necessary or required to complete a transaction whereby Global Capacity will acquire from MegaPath certain network assets and non-telephone service customers.<sup>1</sup> The Applicants seek streamlined processing of this Joint Application pursuant to Section 63.03 of the Commission's Rules.

<sup>1</sup> Because Global Capacity already holds blanket domestic Section 214 authority and international 214 authority, the acquired assets will not include MegaPath’s Section 214 authorizations.

**A. Request for Streamlined Processing**

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, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Assignees (and their Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and Assignees (and their 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 to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

With respect to international authority, 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). In particular, none of the exclusionary criteria set forth in Section 63.12(c) apply as described more fully below. Accordingly, this Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules.

In support of this Joint Application, the Applicants respectfully submit the following information:

**I. DESCRIPTION OF THE APPLICANTS**

**A. MegaPath Corporation**

MegaPath Corporation ("MegaPath") is a Virginia corporation with principal offices at 6800 Koll Center Parkway, Suite 200, Pleasanton, CA 94566. MegaPath is a leading nationwide provider of integrated voice and data communications. MegaPath offers commercial DSL, Voice over IP ("VoIP"), T1, Ethernet, Web hosting, managed security, IP and dial-up, wireless broadband, and bundled VoIP and data services to small medium-sized businesses, enterprise

businesses through MegaPath's network and through Internet Service Providers, value-added resellers, telecommunications carriers and affinity groups, as well as commercial DSL, T1, Ethernet, and other data services to wholesale customers who provide their own services using the MegaPath network.

CCGI Holding Corporation ("CCGI Holding") is a Delaware corporation with offices located at 555 Anton Blvd., Ste. 200, Costa Mesa, CA 92626. CCGI Holding is the parent company of MegaPath. CCGI is privately held by investors, including Platinum Equity LLC ("Platinum"). Neither CCGI Holding nor Platinum offer any regulated telecommunications services. Platinum is a privately held Delaware limited liability company with offices located at 360 North Crescent Drive, Beverly Hills, California 90210. Platinum is a global firm specializing in the merger, acquisition, and operation of companies that provide services and solutions to customers in a broad range of business markets, including information technology, telecommunications, logistics, manufacturing, and entertainment distribution.

**B. GC Pivotal, LLC**

GC Pivotal, LLC, d/b/a Global Capacity ("Global Capacity") is a Delaware limited liability company with principal offices located at 180 North LaSalle Street Suite 2430 Chicago, IL 60601. Global Capacity improves the efficiency and reduces the cost of buying access networks globally. 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.

Global Capacity is a portfolio company of Pivotal Group ("Pivotal"), a leading investment corporation headquartered in Phoenix, Arizona, that concentrates on private equity and real estate investments. Pivotal does not offer any regulated telecommunications services.

## II. DESCRIPTION OF THE TRANSACTION

MegaPath and Global Capacity entered into a Membership Interest Purchase Agreement dated as of September 5, 2014 (the "Agreement") whereby Global Capacity intends to obtain certain network assets and certain customers served by those assets from MegaPath (the "Transaction"). The assets to be transferred consist of MegaPath's network, composed of equipment in the company's collocation spaces (e.g., DSLAMs, routers, cable, and racks), applications used to provide service, equipment related to the company's points of presence and transport, wholesale and certain direct access customers and their respective contracts, and other associated assets (the "Subject Assets"). MegaPath does not intend to transfer its certifications and other authority to provide telecommunications services to Global Capacity; nor will it undergo a transfer of control as a result of this Transaction.

The Applicants emphasize that the customers being transferred are data broadband service customers and not telephone voice service customers. As no voice service customers are being transferred to Global Capacity as a result of the Transaction (only non-telecommunications broadband service customers), and since Global Capacity will not be providing voice service to any customers, the Applicants respectfully assert that the FCC's anti-slamming rules do not apply to the customer transfer taking place as part of the Transaction. Rule 64.1100 *et seq.* contemplates changes in carrier selections where telecommunications or telephone services are provided. As the customers to be transferred do not receive telecommunications (or telephone) services from MegaPath, nor will they receive telecommunications (or telephone) services from Global Capacity, the FCC's requirements concerning customer verification, waivers, and notifications do not apply. Nonetheless, the Applicants intend to notify customers of the assignment of their service and contracts to Global Capacity as provided in their existing service contract, or at least 30 days prior to such transfer. In the interest of assuring seamless and

uninterrupted service, all of the assigned customers will continue to receive service from Global Capacity under the same rates, terms and conditions of service as were previously provided by MegaPath. Future changes in the rates, terms and conditions of service to the affected customers will be undertaken pursuant to customer contracts and any applicable federal and state notice and tariff requirements.

**III. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(3) 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:**

Assignor

MegaPath Corporation  
6800 Koll Center Parkway  
Suite 200, Pleasanton  
CA 94566  
Tel: 925-201-2500

FRN: 0003753787

Assignee

GC Pivotal d/b/a Global Capacity  
180 North LaSalle Street Suite 2430  
Chicago, IL 60601  
Tel: 312-673-2400

FRN: 0019860030

**(b) Jurisdiction of Organizations:**

Assignors

MegaPath is a Virginia corporation.

Assignee

Global Capacity is a Delaware limited liability company.

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

sent to:

Russell M. Blau  
Jeffrey R. Strenkowski  
Bingham McCutchen LLP  
2020 K Street, N.W.  
Washington, DC 20006-1806  
Tel: 202-373-6000  
Fax: 202-373-6001  
russell.blau@bingham.com  
jeffrey.strenkowski@bingham.com

With a copy to:

Katherine K. Mudge  
Vice President – Regulatory Affairs &  
Litigation  
MegaPath  
1835-B Kramer Lane, Suite 100  
Austin, Texas 78758  
T 512.794.6197  
F 512.794.6006  
Katherine.mudge@megapath.com

and:

Jeremy M. Kissel  
General Counsel  
Global Capacity  
180 North LaSalle Street  
Suite 2430  
Chicago, Illinois 60601  
T: 312.673.2400  
F: 312.673.2422  
jkissel@globalcapacity.com

**(d) Section 214 Authorizations**

MegaPath holds blanket domestic authority to provide interstate services pursuant to 47 C.F.R. § 63.01. MegaPath also holds global facilities-based and resale Section 214 authority to provide international services pursuant to authority granted in File No. ITC-214-20021126-00558.

Global Capacity holds blanket domestic authority to provide interstate services pursuant to 47 C.F.R. § 63.01. Global Capacity also holds global resale and facilities-based Section 214 authority to provide international services pursuant to authority granted in File No. ITC-214-20110201-00049.



(h) (Answer to Questions 11 & 12) The ownership of the Assignor and the Assignee will not change as a result of the proposed asset transfer transaction. The following entities hold, directly or indirectly a 10% or greater interest<sup>2</sup> in Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:<sup>3</sup>

1) The following entities hold a 10 percent or greater direct or indirect ownership/control of **MegaPath**:

Name: MegaPath Group, Inc.  
Address: 555 Anton Blvd., Ste. 200, Costa Mesa, CA 92626  
Citizenship: U.S.  
Primary Business: Parent Company  
Ownership: 100% direct ownership of MegaPath

Ownership of MegaPath Group, Inc. ("MPGI")

Name: MegaPath Holding Corporation  
Address: 555 Anton Blvd., Ste. 200, Costa Mesa, CA 92626  
Citizenship: U.S.  
Primary Business: Holding Company  
Ownership: 100% deemed indirect ownership/control of MegaPath as 100% owner of MPGI

Ownership of MegaPath Holding Corporation ("MPHC"):

The following entity has a 10% or greater direct interest in MPHC:

Name: CCGI Holdings, LLC  
Address: 360 North Crescent Drive, South Building  
Beverly Hills, CA 90210  
Citizenship: U.S.  
Primary Business: Holding Company  
Ownership: 68% deemed indirect ownership/control of MegaPath as 68% owner of MPHC

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

<sup>3</sup> While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, *see* 47 C.F.R. §§ 63.04(b), 63.24(3)(2), Applicants are providing ownership information for both parties.

### Ownership of CCGI Holdings, LLC:

CCGI Holdings, LLC (“CCGI Holdings”) is ultimately controlled by Platinum Equity, LLC (“Platinum”). Three private equity funds and one investment entity, all of which are ultimately controlled by Platinum and Tom Gores, hold direct equity interests totaling 100% in CCGI Holdings, and therefore 68% indirectly in MegaPath Corporation. The three private equity funds are: (a) Platinum Equity Capital Partners II, L.P. (“PECP”); (b) Platinum Equity Capital Partners-A II, L.P. (“PECP-A”); and (c) Platinum Equity Capital Partners-PF II, L.P. (“PECP-PF”); and the investment entity is Platinum Blackberry Principals, LLC (“PBP”) (PECP, PECP-A, PECP-PF and PBP collectively, the “CCGI Holding Shareholders”). The names, addresses, citizenship, primary business, and ownership/control of CCGI Holdings of each of the CCGI Holding Shareholders is as follows:

Name: Platinum Equity Capital Partners II, L.P. (“PECP”)<sup>4</sup>  
Address: 360 North Crescent Drive, South Building  
Beverly Hills, California 90210  
Citizenship: U.S.  
Primary Business: Investments  
Ownership: 41% deemed indirect ownership/control of MegaPath as  
60.6% direct owner of CCGI Holdings

Name: Platinum Blackberry Principals, LLC (“PBP”)<sup>5</sup>  
Address: 360 North Crescent Drive, South Building  
Beverly Hills, California 90210  
Citizenship: U.S.  
Primary Business: Investments  
Ownership: 13.6% deemed indirect ownership/control of MegaPath as  
20% direct owner of CCGI Holdings

Name: Platinum Equity Capital Partners-A II, L.P. (“PECP-A”)<sup>6</sup>

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<sup>4</sup> The limited partnership interests in PECP are held by institutional investors and Platinum Equity Investment Holdings II, LLC (“PEIH”), a Delaware limited liability company. With the exception of PEIH, these limited partners have no control over the day-to-day business operations, activities, or decisions of PECP or CCGI. With the exception of PEIH, none of these limited partners ultimately has an ownership/controling interest in CCGI greater than 10%. The sole general partner of PECP is Platinum Equity Partners II, LLC (“PEP”), a Delaware limited liability company. The senior managing member and controlling entity of PEP is PEIH, the sole member of which is Platinum. PEP, PEIH and Platinum are described more fully below.

<sup>5</sup> The senior managing member of PBP is PEIH. The remaining membership interests in PBP are held by Platinum principals and other related individuals. With the exception of PEIH, these members have no control over the day-to-day business operations, activities, or decisions of PECP, MPH, or MPGI. With the exception of PEIH, none of these members ultimately has an ownership/controling interest in MPGI greater than 10%. The sole member of PEIH is Platinum. PEIH and Platinum are described more fully below.

Address: 360 North Crescent Drive, South Building  
Beverly Hills, California 90210  
Citizenship: U.S.  
Primary Business: Investments  
Ownership: 6.5% deemed indirect ownership/control in MegaPath as  
9.6% direct owner of CCGI Holdings

Name: Platinum Equity Capital Partners-PF II, L.P. ("PECP-PF")<sup>7</sup>  
Address: 360 North Crescent Drive, South Building  
Beverly Hills, California 90210  
Citizenship: U.S.  
Primary Business: Investments  
Ownership: 6.6% deemed indirect ownership/control of MegaPath as  
9.8% direct owner of CCGI Holdings

Ownership of PECP, PECP-A and PECP-PF:

Name: Platinum Equity Partners II, LLC ("PEP")  
Address: 360 North Crescent Drive, South Building  
Beverly Hills, California 90210  
Citizenship: U.S.  
Primary Business: Private equity investments  
Ownership: 54% deemed indirect ownership/control of of MegaPath  
through its interests in PECP, PECP-A, and PECP-PF (as  
sole general partner of those entities)<sup>8</sup>

Ownership of PEP and PBP:

Name: Platinum Equity Investment Holdings II, LLC ("PEIH")<sup>9</sup>  
Address: 360 North Crescent Drive, South Building

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<sup>6</sup> The sole general partner of PECP-A is PEP. The senior managing member and controlling entity of PEP is PEIH, the sole member of which is Platinum. PEP, PEIH and Platinum are described more fully below.

<sup>7</sup> The limited partnership interests in PECP-PF are held by institutional investors. These limited partners have no control over the day-to-day business operations, activities, or decisions of PECP-PF or CCGI. None of these limited partners ultimately holds equity interests in MPHIC greater than 10%. The sole general partner of PECP-PF is PEP. The senior managing member and controlling entity of PEP is PEIH, the sole member of which is Platinum. PEP, PEIH and Platinum are described more fully below.

<sup>8</sup> The senior managing member and controlling entity of PEP is PEIH. The remaining membership interests in PEP are held by Platinum principals and other individuals. With the exception of PEIH, these members have no control over the day-to-day business operations, activities, or decisions of PEP. With the exception of PEIH, none of these members ultimately has an ownership/controlling interest in CCGI greater than 10%. The sole member of PEIH is Platinum. PEIH and Platinum are described more fully below.

<sup>9</sup> The sole member of PEIH is Platinum. Platinum is described more fully below.

Citizenship: Beverly Hills, California 90210  
U.S.  
Primary Business: Private equity investments  
Ownership: 68% deemed indirect ownership/control of MegaPath through its interests in PBP and PEP (as senior managing member and controlling entity for each)

Ownership of PEIH:

Name: Platinum Equity, LLC ("Platinum")  
Address: 360 North Crescent Drive, South Building  
Beverly Hills, California 90210  
Citizenship: U.S.  
Principal Business: Investments  
Ownership: 68% deemed indirect ownership/control of MegaPath through 100% interest in PEIH

Ownership of Platinum:

Name: Tom Gores  
Address: 360 North Crescent Drive, South Building  
Beverly Hills, CA 90210  
Citizenship: U.S.  
Principal Business: Individual  
Ownership: 68% deemed indirect ownership/control of MegaPath through 100% interest in Platinum

To the best of the MegaPath's knowledge, no other person or entity holds a ten percent (10%) or greater direct or indirect ownership/controlling interest in MegaPath.

2) The following entities hold a 10 percent or greater direct or indirect interest in

**Global Capacity:**

Name: Pivotal Global Capacity, LLC  
Address: 3200 East Camelback Road, Suite 295, Phoenix, AZ 85018  
Citizenship: Arizona  
Principal Business: Holding Company  
Ownership: 100% direct in Global Capacity

Ownership of Pivotal Global Capacity, LLC:

Name: FFN Investments, LLC  
Address: 3200 East Camelback Road, Suite 295, Phoenix, AZ 85018  
Citizenship: Arizona  
Principal Business: Management Company  
Ownership: 100% indirect in Global Capacity as 100% owner of Pivotal Global Capacity, LLC

Ownership of FFN Investments, LLC:

Name: Najafi 2006 Irrevocable Trust  
Richard Garner, Trustee<sup>10</sup>  
Address: 3200 East Camelback Road, Suite 295, Phoenix, AZ 85018  
Citizenship: Arizona  
Principal Business: Trust  
Ownership: 60% indirect in Global Capacity as 60% owner of FFN Investments, LLC

Name: F. Francis Najafi Family Trust  
F. Francis Najafi, Trustee<sup>11</sup>  
Address: 3200 East Camelback Road, Suite 295, Phoenix, AZ 85018  
Citizenship: Arizona  
Principal Business: Trust  
Ownership: 40% indirect in Global Capacity as 30% direct owner of FFN Investments, LLC and 10% indirect owner of FFN Investments, LLC through Pivotal Capital Corporation.

Name: Pivotal Capital Corporation  
Address: 3200 East Camelback Road, Suite 295, Phoenix, AZ 85018  
Citizenship: Arizona  
Principal Business: Management Company  
Ownership: 10% owner of FFN Investments, LLC

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

To the best of Global Capacity's knowledge, no other individual or entity holds a ten percent or greater direct or indirect ownership interest in Global Capacity.

Global Capacity does not have any interlocking directorates with a foreign carrier.

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<sup>10</sup> 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. The beneficiaries of the Najafi 2006 Irrevocable Trust are Mr. Najafi's children, each of which is not yet entitled to receive any distributions from the Trust.

<sup>11</sup> F. Francis Najafi is the beneficiary of the F. Francis Najafi Family Trust. Mr. Najafi is a U.S. citizen and also can be reached at the same business address as the F. Francis Najafi Family Trust. His principal business also is as an investment manager.

MegaPath does not have any interlocking directorates with a foreign carrier.

(i) (Answer to Question 14) Assignee is not a foreign carrier. Assignee is not affiliated with any foreign carriers.

(j) (Answer to Question 15) Assignee certifies that, through its acquisition of the assets of Assignor, Assignee does not seek to provide international telecommunications services to any destination country where:

(1) Assignee is a foreign carrier in that country; or

(2) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Assignee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.

(k) Not applicable. Assignee is not a foreign carrier or affiliated with a foreign carrier.

(l) Not applicable.

(m) Not applicable. Assignee is not a foreign carrier or affiliated with a foreign carrier.

(n) Assignee certifies that it has 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). In

particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

#### **IV. INFORMATION REQUIRED BY SECTION 63.04**

In lieu of an attachment, 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 in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

##### **63.04(a)(6): Description of the Transaction**

A description of the proposed transaction is set forth in **Section II** above.

##### **63.04(a)(7): Geographic Areas Served**

MegaPath is authorized to provide services (or provides services pursuant to deregulation) in: Alabama, Arizona, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Virginia, Washington, West Virginia, Wisconsin and Wyoming.

Global Capacity is authorized to provide services (or provides services pursuant to deregulation) in: Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Hawaii, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina,

North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Texas, Utah, Vermont, Virginia, West Virginia, Wisconsin and Wyoming.

**63.04(a)(8): Streamlining Categorization**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – ("Affiliates")) combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction) and; (3) none of the Applicants or their Affiliates are dominant with respect to any service.

**63.04(a)(9): Additional FCC Applications**

No other applications are being filed with the Commission with respect to this transaction.

**63.04(a)(10): Special Consideration Requests**

Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.

**63.04(a)(11): Waiver Requests**

No waiver requests are being filed in conjunction with the transaction.



**63.04(a)(12): Public Interest Statement**

Assignors' customers will continue to enjoy high quality service following the transaction. Global Capacity is well-qualified to replace MegaPath as the service provider for the affected customers and will be able to bring its experienced management and technical expertise to the Assignors' operations. Moreover, although as a technical matter their carrier will change once the transaction is completed, the proposed Transaction will not be confusing to customers because the rates, terms and conditions of service will not change as a result of the transfer. Therefore, the proposed Transaction will be transparent to customers in terms of the services those customers receive.

**V. CONCLUSION**

For the foregoing reasons, the Applicants respectfully submit that grant of this Joint Application by the Commission would serve the public interest, convenience and necessity.

Respectfully submitted,

By: 

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Jeffrey R. Strenkowski  
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russell.blau@bingham.com  
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COUNSEL FOR APPLICANTS

Dated: October 1, 2014

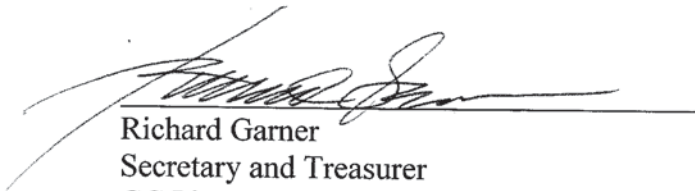
## Verifications

STATE OF ARIZONA  
COUNTY OF MARICOPA

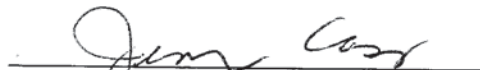
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**VERIFICATION**

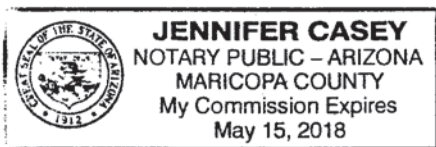
I, Richard Garner, state that I am Secretary and Treasurer of GC Pivotal, LLC; that I am authorized to make this Verification on behalf of GC Pivotal, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

  
Richard Garner  
Secretary and Treasurer  
GC Pivotal, LLC

Sworn and subscribed before me this 19 day of September, 2014.

  
Notary Public

My commission expires May 15, 2018



STATE OF CALIFORNIA

§  
§  
§

COUNTY OF ALAMEDA


**VERIFICATION**

I, Steven B. Chisholm, state that I am the Senior Vice President, Business Development, Legal and Regulatory of MegaPath Corporation, that I am authorized to make this Verification on behalf of MegaPath Corporation; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Steven B. Chisholm  
Senior Vice President, Business Development,  
Legal and Regulatory  
MegaPath Corporation

Sworn and subscribed before me this 17<sup>th</sup> day of September, 2014.

  
Notary Public

My commission expires March 8, 2017

