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**BEFORE THE
PUBLIC SERVICE COMMISSION OF UTAH**

In the Matter of the Joint Application of

**GTT America, LLC
Pivotal Global Capacity, LLC
and
GC Pivotal, LLC d/b/a Global Capacity**

for Approval to Transfer Control of GC Pivotal,
LLC to GTT Americas, LLC

JOINT APPLICATION FOR APPROVAL TO
TRANSFER CONTROL

Docket No. 17-2539-01

JOINT APPLICATION FOR APPROVAL TO TRANSFER CONTROL

GTT Americas, LLC (“GTTA” or “Transferee”); Pivotal Global Capacity, LLC (“Transferor”); and GC Pivotal, LLC d/b/a Global Capacity (“Global Capacity”) (collectively, “Applicants”),¹ through their undersigned counsel, submit this Application pursuant to Utah Code Ann. § 54-4-29 and 54-8b-3(1)(b) and the rules of the Public Service Commission of Utah (the “Commission”), including R746-349-7 and R746-110. Applicants request Commission approval to transfer control of Global Capacity to Transferee and its direct parent company, GTT Com-

¹ Mr. Kissel, who executed the attached verification for Global Capacity, is also an authorized representative of Transferor. Therefore, Applicants clarify that Mr. Kissel provides his verification on behalf of both Global Capacity and Transferor.

munications, Inc. (“GTT Parent”). In support of this Application, Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS

A. GTT Americas, LLC

GTTA is a Delaware limited liability company and direct, wholly owned subsidiary of GTT Parent, a Delaware corporation. GTT Parent and Transferee have headquarters at 7900 Tysons One Place, Suite 1450, McLean, Virginia 22102. GTT Parent, through its subsidiaries (collectively with GTT Parent, “GTT”), including Transferee, is a global provider of cloud networking services. Transferee provides regulated and non-regulated interstate and international communications services to customers throughout the United States. Transferee is authorized to provide intrastate telecommunications services in California and New York. Transferee holds authority from the Federal Communications Commission (“FCC”) to provide interstate and international telecommunications services.

B. Pivotal Global Capacity, LLC and GC Pivotal, 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 Utah, Global Capacity is authorized to provide public telecommunications services pursuant to Certificate No. 2539 granted in Docket No. 11-2539-01.

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

II. DESIGNATED CONTACTS

Questions, correspondence or other communications concerning this Application should be directed to:

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With copies for Transferor and Global Capacity to:

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III. DESCRIPTION OF THE TRANSACTION

Pursuant to the Membership Interest Purchase Agreement, dated as of June 23, 2017, by and among Transferee, Global Capacity and Transferor, Transferee will acquire all of the outstanding equity interest in Global Capacity from Transferor (the “Transaction”). As a result, Global Capacity will be a direct, wholly owned subsidiary of Transferee 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, Transferee currently provides telecommunications services throughout the country. Biographies of GTT’s key management demonstrating such qualifications are provided as Exhibit B. For additional detail on the managerial and financial qualifications of GTT, please see www.gtt.net. 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.

IV. INFORMATION REQUIRED BY R746-349-7

Pursuant to R746-349-7, Applicants provide the following information:

a. identification that it is not an ILEC,

Applicants confirm that none of the Applicants or their affiliates serve as an ILEC in Utah.

b. identification that it seeks approval of the Application pursuant to this rule,

Applicants confirm that they seek approval of the Application pursuant to the informal adjudication process set forth in this rule.

Applicants further request that the Commission issue a report and order granting this Application without a hearing consistent with Utah Code Ann. § 54-8b-3 and R746-110. If Applicants' request for informal adjudication is uncontested, the Application in the present case meets the conditions of Utah Code Ann. § 54-8b-3(1)(b) because this matter is not one of the proceedings described in Section 54-1-3(2)(a)² and the Applicants have requested that the Application be adjudicated informally. In that situation, the Commission should designate this Application as an informal adjudicative proceeding, presume that approval of the Transaction is in the public interest pursuant to R746-349-7(A)(3), and grant the Application without a hearing.

- c. a reasonably detailed description of the transaction for which approval is sought,**

A reasonably detailed description of the transaction is provided in Section III, above.

- d. a copy of any filings required by the Federal Communications Commission or any other state utility regulatory agency in connection with the transaction, and**

Applicants will file a Domestic and International Section 214 Application with the FCC. A copy of the Domestic Section 214 Application is provided as Exhibit C. In connection with this transaction, Applicants also expect to request approval from the utility regulatory agencies ("PUCs") in the following jurisdictions: California, Colorado, Delaware, the District of Columbia, Georgia, Hawaii, Indiana, Louisiana, Maryland, Minnesota, Mississippi, Nebraska, New Jersey, New York, Ohio, Pennsylvania, Texas, Utah, Virginia, and West Virginia. Due to the voluminous nature of the state filings, most of which contain the same information, Applicants have only

² Utah Code Ann. § 54-1-3(2)(a) provides:

The following proceedings shall be heard by at least a majority of the commissioners:

(i) general rate proceedings to establish rates for public utilities which have annual revenues generated from Utah utility service in excess of \$200,000,000; or

(ii) any proceeding which the commission determines involves an issue of significant public interest.

Utah Code Ann. § 54-1-3(2)(a) (2016).

attached as Exhibit D a copy of the New York filing requesting approval. Applicants will also provide notice to certain other PUCs. Due to the voluminous and repetitive nature of the notices to be sent to the PUCs, Applicants have not included copies of the notice filings. Applicants will provide any additional filings or notices at the request of the Commission or the parties to this docket.

- e. **copies of any notices, correspondence or orders from any federal agency or any other state utility regulatory agency reviewing the transaction which is the subject of the Application.**

Applicants have not yet received any notices, correspondence or orders from any federal agency or PUC reviewing the transaction. To the extent requested by the Commission, Applicants will forward any orders or similar actions granting or denying the request for transfer of control.

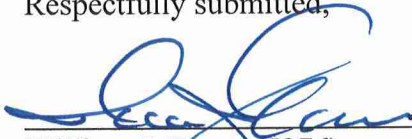
V. **PUBLIC INTEREST CONSIDERATIONS**

Applicants submit that 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 Transferee, and ultimately GTT Parent, being the new owners.

VI. CONCLUSION

For the foregoing reasons, Applicants submit that the public interest, convenience, and necessity would be furthered by the Transaction described above, and respectfully request that the Commission grant the relief requested in this Application. In order to consummate the Transaction in time to meet critical business objectives, Applicants request that the Commission issue an Order approving the Transaction at the earliest possible date.

Respectfully submitted,


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Dated: June 26, 2017

LIST OF EXHIBITS

EXHIBIT A **Pre- and Post-Transaction Corporate Ownership Structures**

EXHIBIT B **Key Management Biographies**

EXHIBIT C **FCC Application**

EXHIBIT D **New York Application**

VERIFICATIONS