

ATTACHMENT 1

Answer to Question 10

Correspondence concerning this application should be sent to:

For Global Capacity Holdco, LLC (Assignor):

M. Gavin McCarty
Shefsky & Froelich Ltd.
111 East Wacker Drive, Suite 2800
Chicago, IL 60601
Phone: (312) 836-4195
Fax: (312) 275-7569
gmccarty@shefskylaw.com

For GC Pivotal, LLC (Assignee):

Karen Brinkmann
Latham & Watkins LLP
555 Eleventh Street, NW
Suite 1000
Washington, DC 20004
Phone: (202) 637-2200
Fax: (202) 637-2201
karen.brinkmann@lw.com

The Assignor holds the international Section 214 authorizations identified on the attached FCC form. The Assignee has not previously received authority under Section 214 of the Act.

Answer to Question 11

- (a) The name, address, citizenship, and principal business of GC Pivotal, LLC (“Pivotal”), the proposed assignee, are as follows:

Name:	GC Pivotal, LLC
Principal Business:	Holding Company
Address:	3200 East Camelback Road, Suite 295 Phoenix, AZ 85018
Citizenship:	Delaware
Ownership Interest:	N/A

- (b) Pivotal is wholly owned by Pivotal Global Capacity, LLC. The name, address, citizenship, and principal business of Pivotal Global Capacity, LLC are as follows:

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

- (c) Pivotal Global Capacity, LLC is wholly-owned by FFN Investments, LLC (“FFN”). The name, address, citizenship, and principal business of FFN are as follows:

Name: FFN Investments, LLC
Principal Business: Management Company
Address: 3200 East Camelback Road, Suite 295
Phoenix, AZ 85018
Citizenship: Arizona
Ownership Interest: 100 percent

- (d) The name, address, citizenship, and principal business of the members of FFN are as follows:

Name: Najafi 2006 Irrevocable Trust
Richard Garner, Trustee¹
Principal Business: Trust
Address: 3200 East Camelback Road, Suite 295
Phoenix, AZ 85018
Citizenship: Arizona
Ownership Interest: 60 percent

¹ 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. F. Francis Najafi is the beneficiary of the Najafi 2006 Irrevocable Trust. Mr. Najafi is a U.S. citizen and also can be reached at the same business address as the Najafi 2006 Irrevocable Trust. His principal business also is as an investment manager.

Name: F. Francis Najafi Family Trust
F. Francis Najafi, Trustee²
Principal Business: Family Trust
Address: 3200 East Camelback Road, Suite 295
Phoenix, AZ 85018
Citizenship: Arizona
Ownership Interest: 40 percent³

Name: Pivotal Capital Corporation
Principal Business: Management Company
Address: 3200 East Camelback Road, Suite 295
Phoenix, AZ 85018
Citizenship: Arizona
Ownership Interest: 10 percent

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

Answer to Question 13

By this application, Global Capacity Holdco, LLC (“GC Holdco”) and GC Pivotal, LLC (“Pivotal”) seek Commission consent to assign the international Section 214 authorizations held by GC Holdco to Pivotal.

I. THE PARTIES

Global Capacity Holdco, LLC GC Holdco is a holding company with principal offices located at 200 S. Wacker Drive, Suite 1650, Chicago, Illinois 60606. GC Holdco is a direct, wholly-owned subsidiary of Capital Growth Systems, Inc. (“CGSI”). CGSI is a publicly-traded Florida corporation with principal offices located at 200 South Wacker Drive, Suite 1650, Chicago, Illinois 60606. CGSI’s principal business activities involve the delivery of network logistics solutions that enable customers to optimize and manage their complex global networks, resulting in improved efficiency, reduced cost, and simplified operations.

GC Holdco is the direct parent of two wholly-owned operating subsidiaries, Global Capacity Group, Inc. (“GCG”) and Global Capacity Direct, LLC (“GCD”), each of which holds blanket domestic Section 214 authority and operates pursuant to the international Section 214 authority held by GC Holdco. GCG, a Texas corporation with principal offices located at 200 S.

² Information about Mr. Najafi is provided above in footnote 1. The beneficiaries of the F. Francis Najafi Family Trust are Mr. Najafi’s children, each of which is a minor not yet entitled to receive any distributions from the Trust.

³ This ownership interest reflects a 30 percent interest held directly in FFN, as well as a 10 percent interest held indirectly in FFN through Pivotal Capital Corporation.

Wacker Drive, Suite 1650, Chicago, Illinois 60606, delivers telecommunications logistics solutions to a global client set consisting of systems integrators, telecommunications companies and enterprise customers. GCG is authorized to provide intrastate resold and facilities-based local exchange and interexchange services in Alabama, Arkansas, California, Colorado, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Massachusetts, Michigan, Mississippi, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Oregon, Pennsylvania, Rhode Island, South Dakota, Texas, Utah, Vermont, Washington, West Virginia, Wisconsin and Wyoming.

GCD is a Delaware limited liability company with principal offices also located at 200 S. Wacker Drive, Suite 1650, Chicago, Illinois 60606. GCD is authorized to provide intrastate telecommunications services in Alabama, Arkansas, California, Delaware, Georgia, Illinois, Indiana, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Mississippi, Montana, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, Ohio, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Vermont, Virginia, Washington and Wisconsin.

II. DESCRIPTION OF THE PROPOSED TRANSACTION

GC Holdco and its affiliates are party to a series of Pledge Agreements, and a Term Loan and Security Agreement, each dated as of November 19, 2008. The original lender's rights under those agreements subsequently were assigned to Pivotal Global Capacity, LLC. Among other things, those rights permit Pivotal Global Capacity, LLC to foreclose on the telecommunications assets held by GCG and GCD if certain repayment conditions are not met. Pivotal Global Capacity, LLC has the right to foreclose on those assets. Accordingly, the parties are seeking Commission approval to assign the international Section 214 authority necessary to operate those assets to Pivotal.

Upon foreclosure, the proposed assignment from GC Holdco to Pivotal would have no adverse impact on customers. Customers would continue to receive their existing services at the same rates, terms and conditions as at present. If any future changes to the rates, terms and conditions of service are made, those changes would be made consistent with Commission requirements. Pivotal would provide advance written notice to customers at least thirty (30) days prior to the transfer. The advance written notice would explain the change in service provider in accordance with applicable Commission and state requirements for a transaction of this type. To comply with the Commission's slamming requirements, Pivotal would file the required notice with the Commission in CC Docket No. 00-257 pursuant to Section 64.1120(e) of the Commission's rules, 47 C.F.R. § 64.1120(e).

Exhibit A depicts the pre-transaction organizational structure of GC Holdco, and the post-transaction organizational structure of Pivotal.

III. PUBLIC INTEREST BENEFITS OF THE PROPOSED TRANSACTION

Grant of this application would serve the public interest, convenience, and necessity by facilitating the assignment of the telecommunications assets of GCG and GCD, including their

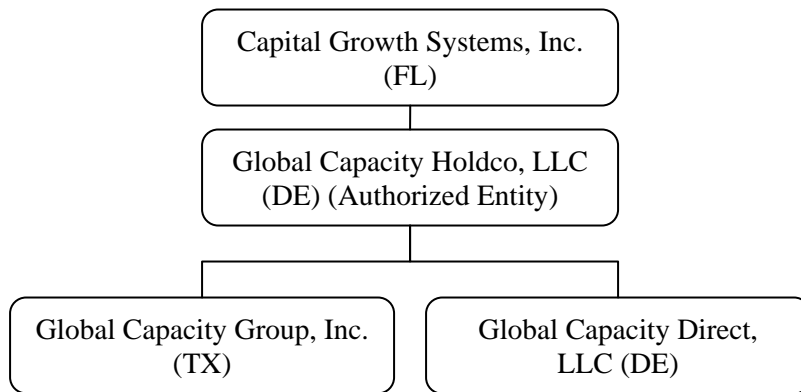
customer bases, to Pivotal, which has the financial strength and resources to ensure continuity of service to the existing customers of GCG and GCD. Absent this assignment, GCG and GCD would be in financial distress, and possibly would be liquidated—both of which would place that continuity of service in jeopardy. Thus, the proposed transaction is necessary to ensure that there is no interruption of service to customers. In fact, the proposed transaction would not affect the day-to-day service that they receive and would be offered on the same terms as presently in place and in accordance with Commission rules as stated above. Moreover, the proposed transaction would not result in the consolidation of any domestic telecommunications market, or otherwise have an adverse impact on competition in any such market.

Answer to Question 20

This Application is eligible for streamlined processing pursuant to Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12, as: (i) neither Pivotal nor any affiliate is a foreign carrier or affiliated with a foreign carrier; and (ii) neither Pivotal nor any affiliate is affiliated with any dominant U.S. carrier whose international switched or private line services they seek authority to resell.

Exhibit A

Pre-Transaction Ownership of the Authorized Entities



Post-Transaction Ownership of Pivotal

