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March 31, 2021

Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street SW
Washington, DC 20554

Re: Notification, pursuant to Section 63.24(f) of the Commission’s Rules, of a *pro forma* assignment of assets, including a submarine cable landing license and related facilities

Dear Ms. Dortch:

GTT Communications, Inc. (“GTT Communications”) (FRN: 0019208248) and Interoute US LLC (“Interoute US”) (FRN: 0030287973), together the “Parties,” by their attorneys and pursuant to Section 63.24(f) of the Federal Communications Commission (“Commission”) rules, hereby notify the Commission of a *pro forma* transaction (the “*Pro Forma* Assignments”), pursuant to which several GTT Communications operating subsidiaries have assigned regulated assets and a submarine cable landing license to Interoute US, an indirect, wholly-owned subsidiary of GTT Communications. In accordance with Section 63.24(f)(2) of the Commission’s Rules, the Parties provide below the information requested in paragraphs (a) through (d) and (h) of Section 63.18 of the Commission’s Rules.

GTT Communications, a corporation formed under the laws of the State of Delaware, operates through its subsidiaries as a global provider of cloud networking services. Interoute US, a Delaware limited liability company, is an indirect, wholly-owned subsidiary of GTT Communications.¹ Prior to the *Pro Forma* Assignments, Interoute did not hold Commission operating authority and did not provide services, regulated or otherwise. GTT Americas LLC (“GTT Americas”), a limited liability company formed under the laws of the State of Delaware, is a direct, wholly-owned operating subsidiary of GTT Communications. GTT Americas holds

¹ GTT Communications and Interoute US are parties to a substantive transaction with pending applications at the Commission. *See* WC Docket No. 20-427, ITC-T/C-20201215-00209, SCL-T/C-20201226-00048. The *pro forma* event described in this filing is preparatory to the consummation of that substantive transaction and anticipated in the associated applications. These applications identified Interoute US as a direct subsidiary of GTT Communications. Since their filing, and prior to the March 1 assignments discussed herein, Interoute US became a wholly-owned subsidiary of GTT Americas.

domestic Section 214 authority and global or limited global facilities-based and resale international Section 214 authority.² Prior to the *Pro Forma* Assignments, GTT Americas also held the submarine cable landing license granted in File No. SCL-LIC-19990804-00012 on January 13, 2000, and modified in File No. SCL-MOD-20020412-00022.³ GC Pivotal, LLC, a limited liability company formed under the laws of the State of Delaware, like Interoute US, is a direct wholly-owned subsidiary of GTT Americas. GC Pivotal holds domestic Section 214 authority as well as facilities-based and resale international Section 214 authority.⁴ GTT Communications, Interoute US, GTT Americas, and GC Pivotal have principal offices at 7900 Tysons One Place, Suite 1450, McLean, VA 22102; telephone number (703) 442-5500.

Description of the Pro Forma Assignments

On March 1, 2021, in preparation for the pending substantive transaction referenced above (*see* note 1, *supra*), involving the proposed substantive sale of the GTT U.S. Infrastructure business, intercompany assignments among several GTT Communications subsidiaries were conducted to move the assets associated with the GTT U.S. Infrastructure business into Interoute US. Material steps included the following:

- Assignment by GTT Americas of its submarine cable landing license and associated cable assets, as well as other U.S. infrastructure business operating assets and customers, to Interoute US *and*
- Assignment by GC Pivotal LLC of U.S. infrastructure business operating assets and customers to Interoute US.

As a result of the *Pro Forma* Assignments, Interoute US now operates as the primary carrier for the GTT U.S. Infrastructure business. Post-*Pro Forma* Assignments, Interoute US holds, and

² *See* File No. ITC-214-20020619-00332 (granted August 9, 2002). Domestic authority was obtained by operation of rule. *See* 47 C.F.R. §63.01.

³ The Commission-authorized submarine cable landing station is part of the system, known as the GTT Atlantic Cable System, which connects landing stations located in the United States (Lynn, Massachusetts), and abroad (Herring Cove (Halifax), Nova Scotia, Canada; Dublin, Ireland; and Southport, United Kingdom). Prior to the *Pro Forma Assignments*, GTT Americas owned the Lynn cable landing station (“CLS”) and the submarine cable facilities extending from the Lynn CLS to the limit of U.S. territorial waters in the Atlantic on the segment of the GTT Atlantic Cable System between Lynn and Herring Cove. Interoute US now holds these GTT Atlantic Cable System assets.

⁴ *See* File Nos. ITC-214-20110201-00049 (granted March 18, 2011) and ITC-214-20061101-00500 (granted originally to Transbeam in 2006). Domestic authority was obtained by operation of rule. *See* 47 C.F.R. §63.01.

operates pursuant to, the submarine cable landing license previously held by GTT Americas. Interoute US now holds blanket domestic Section 214 authority by operation of law.⁵ And, as permitted to 47 C.F.R. §63.21(h), any international telecommunications services that Interoute US now provides are provided pursuant to the Section 214 international authority of its immediate parent, GTT Americas.⁶

The *Pro Forma* Assignments did not change the ultimate control of the GTT operating subsidiaries or of the Commission authorizations or assets which they hold. Immediately following the *Pro Forma* Assignments, the GTT U.S. Infrastructure operations continue to be conducted by a wholly-owned subsidiary of GTT Communications, as previously. The submarine cable landing license and the assets associated with the GTT U.S. Infrastructure operations continue to be held – and the customers for this business division continue to be served – by a wholly-owned subsidiary of GTT Communications. Consequently, the *Pro Forma* Assignments were *pro forma* pursuant to the Commission’s Rules. Diagrams of the *Pro Forma* Assignments steps and of the post-*Pro Forma* Assignments corporate structure of Interoute US are provided as ***Exhibit A***.

Contact Information

Correspondence concerning this filing should be sent to:

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⁵ See 47 C.F.R. §63.01.

⁶ Notice of Interoute US’s operations pursuant to 47 C.F.R. §63.21(h) is being submitted to the Commission concurrent with this filing.

Ownership Information

Post-*Pro Forma* Assignments, Interoute US is a direct wholly-owned subsidiary of GTT Americas. The following individuals or entities hold a ten percent (10%) or greater ownership interest in GTT Americas:

Name: GTT Communications, Inc.
Address: 7900 Tysons One Place
Suite 1450
McLean, VA 22102
Citizenship: U.S. (Delaware)
Principal Business: Communications
Interest held: 100% indirect interest in GTT Americas

GTT Communications is a publicly-traded and widely-held corporation and, as such, its stock ownership varies daily. Based on filings made with the Securities and Exchange Commission and other information known to or provided to GTT Communications, to the best of the Parties' knowledge, the only individuals or entities directly or indirectly holding a ten percent (10%) or greater ownership interest in GTT Communications, calculated in accordance with the Commission's ownership attribution rules, are as follows:

Name: Universal Telecommunications, Inc. ("UTI")
Address: 1950 Old Gallows Rd., Suite 201
Vienna, VA 22182
Citizenship: U.S. (Delaware)
Principal Business: Investments
Interest held: Approx. 10.7% (directly in GTT Communications)

Name: Brian Thompson
Address: c/o Universal Telecommunications, Inc.
1950 Old Gallows Rd., Suite 201
Vienna, VA 22182
Citizenship: United States and Ireland
Principal Business: Individual
Interest held: Approx. 10.7% (indirectly in GTT Communications, as Chief Executive Officer and majority shareholder in UTI, a family-held business)

Name: Spruce House Investment Management LLC (“Spruce House Investment”)
Address: 435 Hudson Street, 8th Floor
New York, NY 10014
Citizenship: U.S. (Delaware)
Principal Business: Partnership
% Interest: Approx. 27.1% (directly in GTT Communications)

Name: Zachary Sternberg
Benjamin Stein
Address: c/o Spruce House Investment Management LLC
435 Hudson Street, 8th Floor
New York, NY 10014
Citizenship: U.S.
Principal Business: Individuals
% Interest: Approx. 27.1% (indirectly in GTT Communications as the co-equal managing members of Spruce House Investment)

To the Parties’s knowledge, no other person or entity has a 10% or greater ownership interest in GTT Communications through Spruce House.

Apart from those individuals and entities identified above, no other individual or entity holds a ten percent (10%) or greater ownership interest in Interoute US, directly or indirectly, under the FCC’s ownership attribution rules.

Interlocking Directorates

Except for the foreign carriers listed immediately below, with which Interoute US is affiliated and may share certain officers and/or directors, Interoute US does not have interlocking directorates with a foreign carrier.

Interoute US’s foreign carrier affiliates operate within the following World Trade Organization member countries: Austria, Belgium, Brazil, Bulgaria, Canada, China, Czech Republic, Denmark, Finland, France, Germany, Hong Kong, Hungary; Ireland, Italy, Japan, Lithuania, Luxembourg, Netherlands, Poland, Portugal, Romania, Singapore, Slovakia, Spain, Sweden, Switzerland, Turkey, and the United Kingdom.

Accelerated Connections, Inc.
Easynet SAS
GC Pivotal LLC
GTT Americas LLC
GTT Austria GmbH (Austria)
GTT Belgium BV (Belgium)
GTT Cloud Austria GmbH
GTT Communications Belgium NV
GTT Communications d.o.o. Beograd (Serbia)
GTT Communications GmbH
GTT Communications HK Limited
GTT Communications India Private Limited
GTT Communications Srl
GTT Communications Switzerland Sarl
GTT Communications, Inc.
GTT Finland Oy
GTT France SAS
GTT Germany GmbH
GTT Hungary Telecommunications Limited Liability (Hungary) (also known as Interoute Hungary)
GTT International BV (Netherlands) (Belgium, Luxembourg)
GTT International BV (United Kingdom)
GTT International BV also known as KPN Eurorings BV (United Kingdom)
GTT International Germany BV
GTT International Network Services Hong Kong Limited (Hong Kong)
GTT International Telekomunikasyon Hizmetleri Limited Sirketi
GTT Italy Srl (Italy))
GTT Poland sp z.o.o (Poland)
GTT Romania Srl
GTT Slovakia S.R.O
GTT Switzerland SARL

GTT-EMEA Limited
Hibernia Atlantic (UK) Limited (UK)
Hibernia Atlantic Cable System Limited (Ireland) (Austria, Belgium, France, Germany, Luxembourg, Netherlands, Poland, Portugal, Spain, Sweden, Switzerland, United Kingdom)
Hibernia Atlantic Communications (Canada) Company (Canada)
Hibernia Atlantic Singapore Pvt Ltd (Singapore)
Hibernia Express (Ireland) Limited (Ireland)
Hibernia Express (UK) Limited (UK)
Hibernia Express Ireland Limited (Ireland) (United Kingdom)
Hibernia Media (UK) Limited (UK) (Austria, Finland, France, Germany, Lithuania, Netherlands, Spain, Sweden)
Interoute Cloud Czech s.r.o
Interoute Cloud Italy S.r.l
Interoute Cloud Netherlands B.V.
Interoute Cloud Netherlands B.V. - Hungary Branch
Interoute Cloud Netherlands B.V. - Norway Branch
Interoute Cloud Netherlands B.V. - Poland Branch
Interoute Cloud Netherlands B.V. - Romania Branch
Interoute Cloud Netherlands B.V. - Slovakia Branch
Interoute Cloud Spain S.L.U.
Interoute Cloud UK Limited (UK)
Interoute Communications Holding Limited (UK)
Interoute Communications Limited (Sweden)
Interoute Communications Limited (UK) (Luxembourg, United Kingdom)
Interoute Communications LLC
Interoute Czech SRO (Czech)
Interoute Hong Kong Limited (Hong Kong)
Interoute Iberia SAU (Spain)
Interoute iletism Hizmetleri Sirketi (Turkey)
Interoute Managed Services AB (Sweden)
Interoute Managed Services Denmark A/S
Interoute Managed Services Hong Kong Limited
Interoute Media Services Ltd (UK)

Interoute Networks Limited (UK)
Interoute Singapore Pte. Limited
Perseus Technology Holdings USA Inc.
Perseus Telecom Limited
Videokonferensbolaget Försäljning I Sverige AB

The Parties provide, as ***Exhibit B***, a certification that the Pro Forma Assignments were *pro forma* pursuant to Commission Rule 63.24 and that, together with all previous *pro forma* transactions, they do not result in a change in control.

Please contact the undersigned counsel if you have any questions regarding this matter.

Respectfully submitted,

/s/ Edward A. Yorkgitis, Jr.

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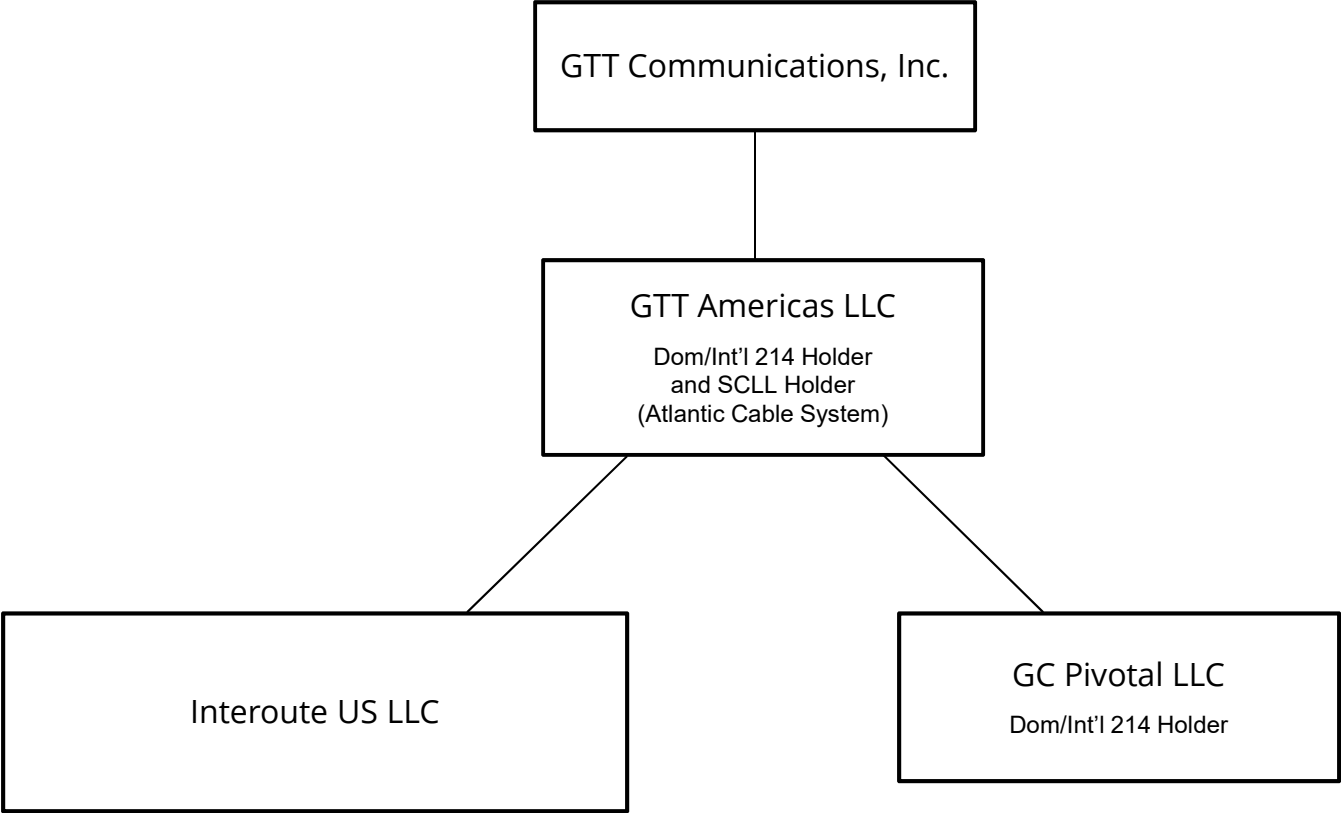
EXHIBITS

Exhibit A	Diagrams of the pre- <i>Pro Forma</i> Assignments and the post- <i>Pro Forma</i> Assignments Corporate Ownership Structure of Interoute US
Exhibit B	Certification

Exhibit A

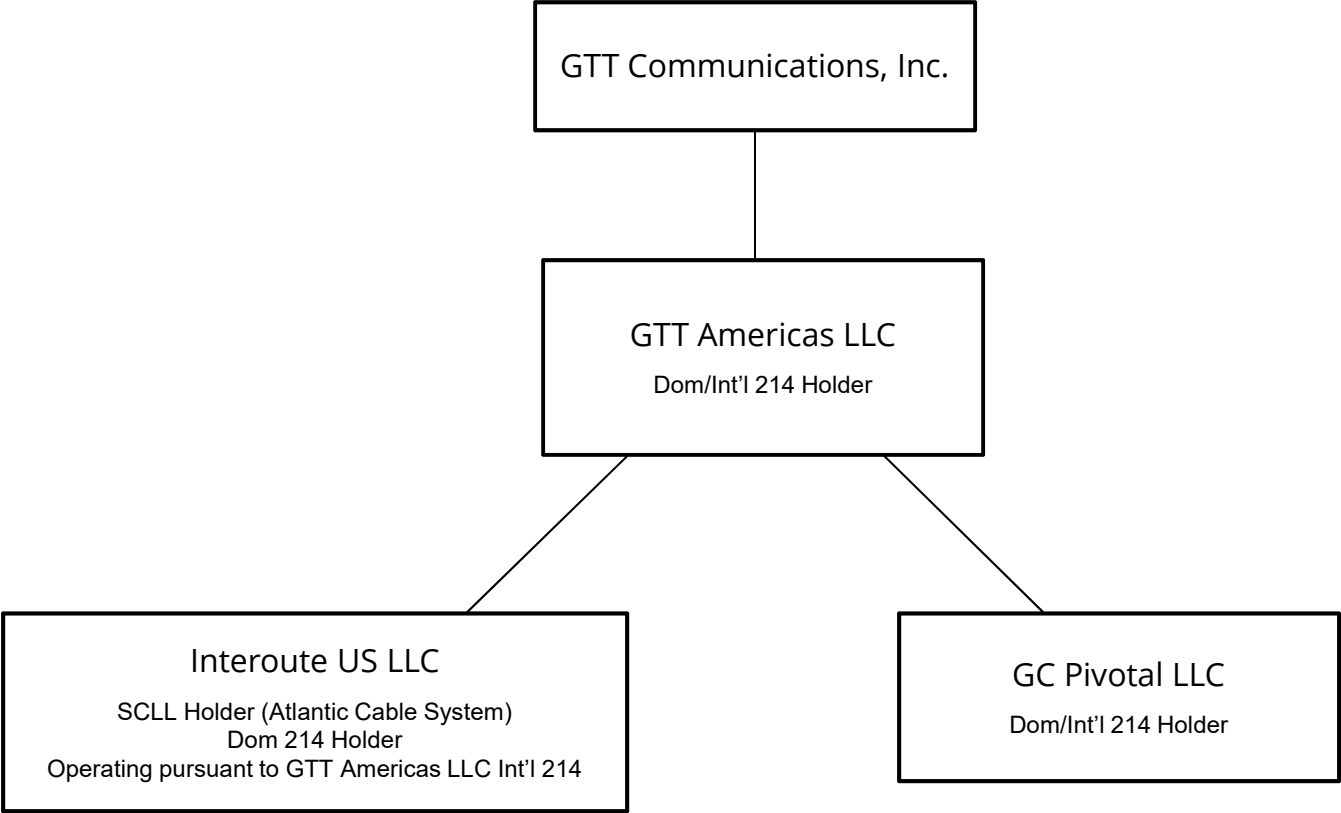
Diagrams of the pre-*Pro Forma* Assignments
and the post-*Pro Forma* Assignments Corporate Ownership
Structure of Interoute US

GTT Communications & Key Subsidiaries
Prior to March 1, 2021 *Pro Forma* Assignments



Intermediary entities that are not directly involved in the assignments are not included in this chart

**GTT Communications & Key Subsidiaries
After March 1, 2021 *Pro Forma* Assignments**




Intermediary entities that are not directly involved in the assignments are not included in this chart

Exhibit B

Certification

Certification

The undersigned hereby certifies, on behalf of GTT Communications, Inc. and Interoute US LLC, and with respect to the foregoing notification of *pro forma* assignments, that the statements in the notification are true and correct to the best of my belief and are made in good faith; that the assignments were *pro forma* as described in Section 63.24(d) of the Commission's Rules; and that these assignments, together with all previous *pro forma* transactions, did not result in a change in ultimate control.

By: 

Tony Hansel
SVP, Deputy General Counsel
GTT Communications, Inc.

Date: March 31, 2021