

**Before the
Federal Communications Commission
Washington, D.C. 20554**

_____)
In the Matter of)
)
GTT Communications, Inc., Debtor-in-)
Possession and its Wholly-Owned Debtor-in-) WC Docket No. 21-_____
Possession Operating Subsidiaries)
) IB File Nos. ITC-ASG-2021_____
)
)
)
Joint Application for Consent to Assign and)
Transfer Control of Domestic and International)
Authorizations Pursuant to Section 214 of the)
Communications Act of 1934, as Amended,)
and Sections 63.04, 63.18, and 63.24 of the)
Commission’s Rules.)
)
)

**JOINT APPLICATION FOR CONSENT TO ASSIGN AND TRANSFER
CONTROL OF DOMESTIC AND INTERNATIONAL 214
AUTHORIZATIONS**

I. INTRODUCTION

Pursuant to section 214(a) of the Communications Act of 1934, as amended (the “Act”),¹ and Sections 63.04, 63.18, and 63.24 of the rules of the Federal Communication Commission (the “FCC” or “Commission”),² GTT Communications, Inc., as debtor-in-possession (“GTT” and, together with its direct and indirect subsidiaries, the “Company” and, collectively with the GTT Subsidiaries (as defined below), the “Applicants”) request Commission consent to the assignment and transfer of control of the GTT Subsidiaries’ domestic and international authorizations issued pursuant to section 214 of the Act (“Section 214 Authorizations”) to effectuate a prepackaged plan of reorganization (the “Plan” and, the transactions contemplated thereunder, the “Restructuring”)

¹ 47 U.S.C. §§ 214(a).

² 47 C.F.R. §§ 63.04, 63.18, and 63.24.

under chapter 11 (“Chapter 11”) of title 11 of the United States Code (the “Bankruptcy Code”). On October 31, 2021, GTT and certain of its direct and indirect subsidiaries filed voluntary petitions (the “Bankruptcy Petitions”) for relief under Chapter 11 in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).³ The Plan and related disclosure statement also were filed with the Bankruptcy Court on October 31, 2021.⁴

The Section 214 Authorizations are held by GTT’s wholly owned (directly or indirectly) operating subsidiaries, GTT Americas, LLC, debtor-in-possession (“GTT Americas”), and GC Pivotal, LLC, debtor-in-possession (“GC Pivotal” and, together with GTT Americas, the “GTT Subsidiaries”). The Restructuring involves the assignment of the Section 214 Authorizations held by the GTT Subsidiaries, as debtors-in-possession, to the reorganized GTT Subsidiaries, and the transfer of control of the ownership of GTT from the existing stockholders to new equity holders of reorganized GTT (“Reorganized GTT”) following its emergence from Chapter 11 pursuant to the Plan (“Emergence”). After Emergence, the GTT Subsidiaries will continue to operate and offer certain services pursuant to state certifications in all of the 48 states in the continental United States plus Hawaii and the District of Columbia in the same manner as they operate today.

The Company is a global provider of network connectivity and internet service to over 13,000 customers in more than 100 countries. Founded in 2005, the Company has approximately 2,300 employees. The Company’s principal executive offices are located in McLean, Virginia, and GTT is incorporated in Delaware. The Company has offices, colocation facilities and points of presence throughout North America, Europe, Asia, South America, Africa, and Australia. The

³ The Chapter 11 Cases are being jointly administered under the caption *In re GTT Communications, Inc., et al.*, Case No. 21-11880 (MEW). Additional information related to the Restructuring and the Chapter 11 Cases is available via a dedicated web page at: <https://cases.primeclerk.com/GTT>, which will be updated periodically.

⁴ On November 1 & 11, 2021, the Applicants filed with the Commission’s Wireline Competition Bureau and International Bureau, respectively, *pro forma* notifications for the assignment of their FCC authorizations to them as debtors-in-possession.

Applicants currently operate their businesses in the ordinary course as debtors-in-possession under the protections of Chapter 11. As discussed more fully below, the Applicants are presently securing all necessary approvals so that they may emerge from Chapter 11 by early 2022.

The Company previously owned certain “hard assets,” including, most significantly: (i) three undersea transatlantic cables that route data between Europe and North America; (ii) a large fiber-optic network in Europe; and (iii) the Company’s data center infrastructure (collectively, the “Infrastructure Business”). In an effort to pay down a substantial portion of its secured indebtedness, the Company decided to sell the Infrastructure Business. On September 16, 2021, the Infrastructure Business was sold to Cube Telecom Europe Bidco Limited, a company controlled by funds managed and/or advised by I Squared Capital Advisors (US) LLC, for approximately \$2.13 billion in maximum total consideration.⁵

The Restructuring of the Company’s remaining businesses will not result in any competitive harms and will promote competition in the areas currently being served by the Applicants. The Restructuring contemplates no immediate changes to the existing network of, or impairment of services provided by, the GTT Subsidiaries. Other than administrative matters, the Restructuring is not expected to interrupt the ordinary course of the GTT Subsidiaries’ business operations. In fact, the Restructuring will improve the GTT Subsidiaries’ ability to provide high-quality communications services. Moreover, as discussed in Exhibit 1, the Restructuring raises no significant foreign ownership or control issues that would implicate U.S. national security, law enforcement, foreign policy, or trade policy concerns.

⁵ The Commission granted the application filed by GTT Communications, Inc., Interoute US LLC and Cube Telecom Europe BidCo Limited requesting consent to transfer control of Interoute from GTT and its wholly owned subsidiary, GTT Americas, LLC, to Cube Telecom Europe, LLC. *Domestic Section 214 Application Granted for the Transfer of Control of Interoute Us LLC to Cube Telecom Eur. (Us Bidco), LLC*, Public Notice, 2021 WL 3159743 (Rel. July 16, 2021); *Section 1.767(a) Cable Landing Licenses, Modifications, & Assignments or Transfers of Control of Ints. in Cable Landing Licenses*, Public Notice, 2021 WL 3128239 (Rel. July 22, 2021).

Consistent with Section 63.04(b) of the Commission’s rules and Commission practice, the Applicants have consolidated their request for Commission consent to the Restructuring into a joint application.⁶ Specifically, the Applicants seek consent to (i) the transfer of control of GTT, the ultimate owner of GTT Americas and GC Pivotal, holders of blanket domestic and international Section 214 Authorizations; (ii) the assignment of the domestic and international 214 Authorizations held by GTT Americas, as debtor-in-possession (IB File No. ITC-214-20020619-00332) to reorganized GTT Americas; and (iii) the assignment of the domestic and international 214 Authorizations held by GC Pivotal, as debtor-in-possession (IB File Nos. ITC-214-20110201-00049 and ITC-214-20061101-00500) to reorganized GC Pivotal. Moreover, for the reasons specified in Section V of Exhibit 1, the Applicants respectfully request Commission approval of their applications as soon as possible so that they may effectuate the Restructuring.

This narrative provides the information required by the International Section 214 Main Form and Sections 63.04 and 63.18 of the Commission’s rules. Attached as Exhibit 1 is a statement providing a more detailed description of the parties and of the Restructuring, and a discussion demonstrating that the Restructuring will serve the public interest.

II. RESPONSE TO ITEMS ON INTERNATIONAL SECTION 214 MAIN FORM

A. Answer to Question 10 – Section 63.18(c)-(d)

GTT, a Delaware corporation, is a holding company with a number of direct and indirect wholly owned subsidiaries, including the GTT Subsidiaries. Such wholly owned subsidiaries provide communications services and hold certain FCC authorizations. GTT does not hold any Section 214 authorizations itself, but directly or indirectly controls the GTT Subsidiaries that hold

⁶ GTT Americas currently holds certain common carrier wireless microwave licenses. GTT Americas is in the process of decommissioning all common carrier microwave license facilities and will cancel all of such licenses prior to Emergence. Accordingly, the Applicants are not seeking FCC consent to transfer control of such licenses. On November 10, 2021, GTT Americas filed with the Commission’s Wireless Telecommunications Bureau *pro forma* notifications for the assignment of these licenses to it as debtor-in-possession.

such authorizations to provide domestic and international telecommunications services. GTT Americas, a Delaware limited liability company, holds domestic Section 214 authority and global or limited global facilities-based and resale international Section 214 authority, pursuant to IB File No. ITC-214-20020619-00332. GC Pivotal, a Delaware limited liability company, holds domestic Section 214 authority and global or limited global facilities-based and resale international Section 214 authority, pursuant to IB File Nos. ITC-214-20110201-00049 and ITC-214-20061101-00500.

Correspondence concerning these applications and the proposed Restructuring should be directed to:

Douglass B. Maynard
General Counsel and Secretary
GTT Communications, Inc.
7900 Tysons One Place, Suite 1450
McLean, VA 22102
(703) 442-5500
Doug.Maynard@gtt.net

Tom W. Davidson
Matthew B. Berry
Randall W. Sifers
Akin Gump Strauss Hauer & Feld LLP
2001 K Street, NW
Washington, DC 20554
(202) 887-4011
tdavidson@akingump.com
mberry@akingump.com
rsifers@akingump.com

B. Answer to Question 11 – Section 63.18(h)

Reorganized GTT will be widely held after Emergence. Based upon holdings as of the date of this Application, as a result of the Restructuring, Anchorage Capital Group, L.L.C. (“Anchorage”) will hold a 10% or greater indirect interest in Reorganized GTT. Anchorage is a New York-based registered investment adviser founded in 2003. The firm manages private investment funds across the credit, special situations and illiquid investment markets of North

America and Europe using an active long and short basis, with particular focus on defaulted and leveraged issuers.

Based on its current holdings, various Anchorage-affiliated investment funds managed and controlled by Anchorage will acquire an approximate 12.25% direct equity and voting interest in Reorganized GTT at Emergence. None of these investment funds individually will hold a 10% or greater direct or indirect equity or voting interest in Reorganized GTT. None of such investment funds have previously held or are currently holding any FCC licenses or authorizations, and none of such investment funds have ever been involved or associated with a previous application to the FCC. Finally, none of such investment funds will have any management role in Reorganized GTT.

Interests in Anchorage, a Delaware limited liability company, are held by its managing member, Anchorage Advisors Management, L.L.C. ("Anchorage Advisors"), a Delaware limited liability company, which holds 86.5% of Anchorage, and various non-managing members, which collectively hold 13.5% of Anchorage. Interests in Anchorage Advisors are held by its managing member, Kevin Ulrich, a citizen of Canada, who holds a greater than 75% interest in Anchorage Advisors, and various non-managing members who collectively hold a less than 25% interest in Anchorage Advisors.

Accordingly, after Emergence, only the following entities and individual will own, in aggregate, a disclosable 10% or greater indirect ownership interest in Reorganized GTT:

Name: Anchorage Capital Group, L.L.C.
Address: 610 Broadway, 6th Floor
New York, NY 10012
Principal Business: Investment Management Company
Citizenship: Delaware
Percentage of Ownership: An estimated 12.25% equity and voting interest indirectly in Reorganized GTT via direct interest in various affiliated investment funds holding, in aggregate, an estimated 12.25% direct interest in Reorganized GTT

Name: Anchorage Advisors Management, L.L.C.
Address: c/o Anchorage Capital Group, L.L.C.
610 Broadway, 6th Floor
New York, NY 10012
Principal Business: Investment Management Company
Citizenship: Delaware
Percentage of Ownership: An estimated 12.25% equity interest indirectly in Reorganized GTT as an 86.5% equity-holding managing member of Anchorage Capital Group, L.L.C.

Name: Kevin Ulrich
Address: c/o Anchorage Capital Group, L.L.C.
610 Broadway, 6th Floor
New York, NY 10012
Principal Business: Investment Activities
Citizenship: Canada
Percentage of Ownership: An estimated 12.25% equity and voting interest indirectly in Reorganized GTT as a greater than 75% equity-holding managing member of Anchorage Advisors Management, L.L.C.

Upon Emergence, no other person or entity, individually or in the aggregate, will hold a 10% or greater direct or indirect equity or voting interest in Reorganized GTT.

As can be seen in the organizational diagrams attached as Exhibit 2, the following entities hold a ten percent (10%) or greater direct or indirect ownership interest in GTT Americas and GC Pivotal:

Name: GTT Apollo, LLC
Address: 7900 Tysons One Place, Suite 1450
McLean, VA 22102
Principal Business: Holding company
Citizenship: Delaware
Percentage of Ownership: 100% direct interest in GTT Americas and
100% indirect interest in GC Pivotal

Name: GTT Apollo Holdings, LLC
Address: 7900 Tysons One Place, Suite 1450
McLean, VA 22102
Principal Business: Holding company
Citizenship: Delaware
Percentage of Ownership: 100% indirect interest in GTT Americas
and GC Pivotal

Name: GTT RemainCo, LLC
Address: 7900 Tysons One Place, Suite 1450
McLean, VA 22102
Principal Business: Holding company
Citizenship: Delaware
Percentage of Ownership: 95% direct interest in GTT Apollo
Holdings, LLC and 100% indirect interest
in GTT Americas and GC Pivotal

Name: GTT Communications, Inc.
Address: 7900 Tysons One Place, Suite 1450
McLean, VA 22102
Principal Business: Holding company
Citizenship: Delaware
Percentage of Ownership: 100% indirect interest in GTT Americas
and GC Pivotal

C. Answers to Question 12 – Interlocking Directorates, and Question 14 – Foreign Affiliates

GTT Americas and GC Pivotal certify that they are not foreign carriers. GTT Americas and GC Pivotal certify that they have foreign carrier affiliates that operate within the following World Trade Organization member countries: Austria, Belgium, Brazil, Bulgaria, Canada, Czech Republic, Denmark, Finland, France, Germany, Hong Kong, Hungary, India, Italy, Mexico, Netherlands, Norway, Poland, Romania, Singapore, Slovakia, Spain, Sweden, Switzerland, Turkey, and the United Kingdom. Specifically, GTT Americas and GC Pivotal are affiliated with the foreign carriers listed in the table below.

Donna Granato is Chief Financial Officer of GTT and Vice President, Secretary, Treasurer, and Chief Financial Officer of GTT Americas and GC Pivotal. Don MacNeil is Chief Operating Officer of GTT and Vice President, Chief Operating Officer, and Assistant Secretary of GTT Americas and GC Pivotal. Ms. Granato and Mr. MacNeil may also serve as officers or directors of the identified foreign carriers.

Foreign Affiliate	Country
Accelerated Connections, Inc.	Canada
Communications GTT Mexico	Mexico
Easynet SAS	France
GTT Cloud Austria GmbH	Austria
GTT Communications Belgium NV	Belgium
GTT Brasil Telecomunicacoes Ltda	Brazil
GTT Bulgaria JSCo	Bulgaria
GTT Communications GmbH	Germany
GTT Communications HK Limited	Hong Kong
GTT Communications India Private Limited	India
GTT Communications Srl	Italy
GTT Communications Switzerland Sarl	Switzerland
GTT Finland Oy	Finland
GTT International Telekomunikasyon Hizmetleri Limited Sirketi	Turkey
GTT-EMEA Limited	United Kingdom
Interoute Cloud Czech s.r.o.	Czech Republic
Interoute Managed Services Denmark A/S	Denmark
Interoute Cloud Netherlands BV	Netherlands

Interoute Cloud Netherlands BV – Amsterdam Sucursala Bucuresti – Bucharest Branch	Romania
Interoute Cloud Netherlands BV – Norway Branch	Norway
Interoute Cloud Netherlands BV – Slovakia Branch	Slovakia
Interoute Cloud Netherlands BV – Hungary Branch	Hungary
Interoute Cloud Netherlands BV – Poland Branch	Poland
Interoute Cloud Netherlands BV – Romania Branch	Romania
Interoute Cloud Italy S.r.l.	Italy
Interoute Cloud Spain S.L.U.	Spain
Interoute Singapore Pte. Limited	Singapore
Videokonferensbolaget Försäljning I Sverige AB	Sweden

D. Answer to Question 13 – Narrative of Transfer of Control and Public Interest Statement

A description of the Restructuring and demonstration of how the Restructuring is in the public interest is attached as Exhibit 1.

E. Answer to Question 15 – Foreign Carrier and Destination Countries

GTT Americas and GC Pivotal seek to maintain their authorities to provide services to any international point, including the destination markets listed in Section II.C above where they have affiliates that are non-dominant foreign carriers. GTT Americas and GC Pivotal certify that they do not seek to provide international telecommunications services to destination countries for which (1) GTT Americas or GC Pivotal is a foreign carrier in that country; or (2) GTT Americas or GC Pivotal controls a foreign carrier in that country; or (3) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of GTT Americas or GC Pivotal and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States. GTT Americas and GC Pivotal each certifies that it seeks to provide international telecommunications services to destination countries within which any entity that owns more than 25 percent of GTT Americas or GC Pivotal, or that controls GTT Americas or GC Pivotal, also controls a foreign carrier in that country. GTT certifies that it does not hold

international Section 214 authority and it does not seek to provide international telecommunications services.

F. Answer to Question 16 – Non-Dominant Regulatory Classification

Upon completion of the Restructuring, GTT Americas and GC Pivotal will qualify for a presumption of non-dominant classification, pursuant to Section 63.10(a)(3) of the Commission's rules, with respect to each destination country identified above in Section II.C. GTT Americas and GC Pivotal are not affiliated with any dominant foreign carrier entities. The foreign carrier affiliates of GTT Americas and GC Pivotal, listed in Section II.C, individually and collectively, do not have market power in any of the foreign countries in which they provide service. The foreign carrier affiliates of GTT Americas and GC Pivotal, individually and collectively, hold less than a 50 percent market share in the international transport and the local access markets in the any foreign country in which they operate. Accordingly, the GTT Americas and GC Pivotal foreign carrier affiliates lack market power, and GTT Americas and GC Pivotal presumptively are entitled to classification as non-dominant on the destination country routes.

G. Answer to Question 20 – Section 63.12

The Applicants request streamlined treatment of their international Section 214 applications pursuant to Section 63.12 of the Commission's rules. Applicants qualify for streamlined treatment under 47 C.F.R. § 63.12(c)(1)(ii) because any affiliated foreign carriers qualify for a presumption of non-dominance under 47 C.F.R. § 63.10(a)(3).

III. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES IN RELATION TO TRANSFER OF BLANKET DOMESTIC 214 AUTHORITY

The following information is submitted pursuant to Section 63.04 of the Commission's rules. Specifically, Section 63.04(b) provides that applicants submitting a joint

domestic/international Section 214 application should include the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04.

A. Section 63.04(a)(6) – Description of the transaction:

A description of the Restructuring and demonstration of how the Restructuring is in the public interest is attached as Exhibit 1.

B. Section 63.04(a)(7) – Description of the geographic area in which the domestic telecommunications services are offered, and what services are provided in each area:

A description of the geographic area in which domestic telecommunications services are offered, and a description of the services provided, is contained in Exhibit 1.

C. Section 63.04(a)(8) – Statement as to how the application qualifies for streamlined treatment:

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission’s rules. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission’s rules because, immediately following the Restructuring, (i) neither GTT nor Reorganized GTT nor any of its affiliates will be dominant with respect to any services, (ii) Reorganized GTT and its affiliates will have a market share in the interstate, interexchange market of less than ten percent (10%), and (iii) Reorganized GTT and its 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 (or an affiliate to a party) to the Restructuring.

D. Section 63.04(a)(9) – Identification of all other Commission applications related to this transaction:

GTT Americas holds domestic Section 214 authority and global or limited global facilities-based and resale international Section 214 authority pursuant to IB File No. ITC-214-20020619-

00332.

GC Pivotal holds domestic Section 214 authority and global or limited global facilities-based and resale international Section 214 authority pursuant to IB File Nos. ITC-214-20110201-00049 and IC-214-20061101-00500.

E. Section 63.04(a)(10) – Statement of whether the applicants request special consideration because either party is facing imminent business failure:

The Applicants do not request special consideration because no parties to the Restructuring are facing imminent business failure.

F. Section 63.04(a)(11) – Identification of any separately filed waiver requests being sought in conjunction with this application:

No separately filed waiver requests are sought in conjunction with the Restructuring.

G. Section 63.04(a)(12) – Statement showing how grant of the application will serve the public interest, convenience, and necessity:

A demonstration of how the Restructuring is in the public interest is attached as Exhibit 1.

IV. CONCLUSION

For the reasons stated above and in Exhibit 1, the Applicants respectfully request that the Commission approve the Restructuring.

Respectfully submitted,

By: GTT COMMUNICATIONS, INC.

/s/ Douglass B. Maynard
Douglass B. Maynard
General Counsel and Secretary
GTT Communications, Inc.
7900 Tysons One Place, Suite 1450
McLean, VA 22102
Doug.Maynard@gtt.net

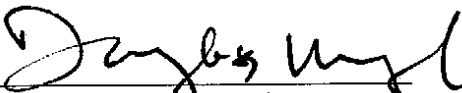
Tom W. Davidson
Matthew B. Berry
Randall W. Sifers
Akin Gump Strauss Hauer & Feld LLP
2001 K Street, NW
Washington, DC 20554
(202) 887-4011
tdavidson@akingump.com
mberry@akingump.com
rsifers@akingump.com
Attorneys to GTT COMMUNICATIONS, INC.

November 11, 2021

VERIFICATION

I, Douglass Maynard, state that I am General Counsel and Secretary of GTT Communications, Inc. ("GTT"); that I am authorized to make this Verification on behalf of GTT; and that the contents of the foregoing Application, including all Exhibits, with respect to GTT are true and correct to the best of my knowledge, information, and belief.

November 10, 2021
Date



Douglass B. Maynard
General Counsel and Secretary
GTT Communications, Inc.

EXHIBIT 1

Description of the Parties Description of the Transaction Public Interest Statement

I. INTRODUCTION

As explained in the Introduction of this Application and as described in Section III below, on October 31, 2021, GTT, GTT Americas, GC Pivotal, and certain of GTT's other direct and indirect subsidiaries (collectively, the "Debtors"⁷) filed the Bankruptcy Petitions in order to effectuate the joint prepackaged Plan. The Applicants anticipate that the Plan will be confirmed by the United States Bankruptcy Court for the Southern District of New York in December 2021, and that the Debtors will emerge from Chapter 11 in early 2022, subject to obtaining the necessary regulatory approvals, including approval from the Commission and from regulatory authorities in certain states and the District of Columbia in which the GTT Subsidiaries operate. Any delay or impediment to the implementation of the Plan could adversely impact the financial viability of the Company and could undermine its ability to provide services to customers. An extended approval process would cause the Company to incur significant administrative, legal, and bankruptcy-related expenses and would deplete resources that could otherwise be invested in and used to operate the Company's businesses, including those of the GTT Subsidiaries. Accordingly, the Applicants respectfully request Commission approval of their applications as soon as possible to permit the completion of the Restructuring.

⁷ The Debtors in the Chapter 11 Cases identified in this Application are: GTT, GTT Americas; GC Pivotal; GTT RemainCo, LLC; GTT Apollo Holdings, LLC; and GTT Apollo, LLC.

II. DESCRIPTION OF THE PARTIES

A. GTT Communications, Inc.

The Company is a global provider of cloud networking services and provides its customers with a wide variety of services, including internet, email, instant messaging, videoconferencing, and teleconferencing. The GTT Subsidiaries offer certain services in all of the 48 states in the continental United States plus Hawaii and the District of Columbia. GTT's customers span a wide variety of industries, including technology, health care, defense, government and finance. The Company currently serves approximately 13,000 customers in more than 100 countries around the world. It employs over approximately 2,300 employees throughout the world, approximately 650 of whom are employed by the Debtors. GTT and the other Debtors currently operate their businesses in the ordinary course as debtors-in-possession under the protections of Chapter 11.

B. GTT Americas

GTT Americas is an indirect, wholly-owned subsidiary of GTT and the direct parent of GC Pivotal. GTT Americas holds authority from the FCC to provide interstate and international telecommunications services. GTT Americas is authorized to provide limited facilities-based and resold local exchange telecommunications services as a competitive local carrier in California.

C. GC Pivotal

GC Pivotal is a direct, wholly-owned subsidiary of GTT Americas. GC Pivotal has been issued authority to provide competitive local exchange services in the states of Alabama, Arizona, Arkansas, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Kansas, Kentucky, Massachusetts, Maryland, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, New Hampshire, New Jersey, New Mexico, New York, North Carolina, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, West Virginia, and Wyoming, as well as the District of Columbia. GC

Pivotal has been issued authority to provide interexchange service in the states of Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Illinois, Indiana, Iowa, Kansas, Kentucky, Maryland, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, New Hampshire, New Jersey, New York, North Carolina, Oklahoma, Oregon, Pennsylvania, South Carolina, South Dakota, Tennessee, Vermont, Virginia, West Virginia, and Wyoming. GC Pivotal offers services primarily to enterprise and business customers.

III. DESCRIPTION OF THE CHAPTER 11 FILING AND RESTRUCTURING TRANSACTIONS

A confluence of events and circumstances contributed to the Debtors' need to file the Chapter 11 Cases, including difficulties implementing the Debtors' historical acquisition strategy. As a result of these challenges, the Debtors engaged in a deliberate process to evaluate operating and restructuring alternatives. The Plan and related disclosure statement filed with the Bankruptcy Court⁸ provide a detailed background of the Restructuring and the steps that the board of directors of GTT (the "Board")⁹ took to evaluate restructuring alternatives. In short, the Board determined that comprehensively addressing the Debtors' balance sheet was necessary to create financial flexibility. Without a significant reduction in the Debtors' debt load, the Board concluded, among other things, the Debtors would not be able to dedicate sufficient capital to their operations.

On September 1, 2021, the Debtors entered into a restructuring support agreement ("RSA") with key stakeholders, including holders of in excess of a majority in principal amount of their secured and unsecured debt, to implement a comprehensive restructuring of the Company's balance sheet following completion of the sale of its Infrastructure Business (as defined below).¹⁰

⁸ Copies of the Plan and related disclosure statement, as filed with the Bankruptcy Court on October 31, 2021 are attached as Exhibit 3.

⁹ A new board of directors will be appointed after Emergence. The new board will initially consist of seven directors, comprised of the CEO, one director designated by the consenting holders of Senior Notes Claims and five directors designated by the consenting holders of 2018 Credit Facility Claims.

¹⁰ The division consisted of a pan-European, North American, and subsea fiber network, data center assets and

The Company previously owned certain “hard assets” including, most significantly: (i) three undersea transatlantic cables that route data between Europe and North America; (ii) a large fiber-optic network in Europe; and (iii) the Company’s data center infrastructure (collectively, the “Infrastructure Business”). In an effort to pay down a substantial portion of its secured indebtedness, the Company decided to sell the Infrastructure Business. On September 16, 2021, the Infrastructure Business was sold to Cube Telecom Europe Bidco Limited, a company controlled by funds managed and/or advised by I Squared Capital Advisors (US) LLC, for \$2.13 billion in maximum total consideration.¹¹

The Company used a portion of the proceeds from such sale to repay approximately \$1.673 billion in then existing funded debt. Prior to consummation of the sale of the Infrastructure Business, the Debtors had approximately \$3.695 billion in principal amount of funded debt. Following such repayment and a subsequent interest payment, the Debtors have approximately \$2.015 billion in principal amount of funded debt.

The Debtors have worked with their key stakeholders to memorialize the terms of the RSA into the Plan. On September 24, 2021, the Debtors commenced solicitation of votes on the Plan. Prior to the commencement of the Chapter 11 Cases, all of the holders of the Debtors’ secured and unsecured funded debt that voted on the Plan voted to accept the Plan. As a result of the prepackaged nature of the Chapter 11 Cases, the Debtors have requested that the Bankruptcy Court confirm the Plan prior to the end of 2021, and the Bankruptcy Court has scheduled a confirmation

associated infrastructure services.

¹¹ The Commission granted the application filed by GTT Communications, Inc., Interoute US LLC and Cube Telecom Europe BidCo Limited requesting consent to transfer control of Interoute from GTT and its wholly owned subsidiary, GTT Americas, LLC, to Cube Telecom Europe, LLC. *Domestic Section 214 Application Granted for the Transfer of Control of Interoute Us LLC to Cube Telecom Eur. (Us Bidco), LLC*, Public Notice, 2021 WL 3159743 (Rel. July 16, 2021); *Section 1.767(a) Cable Landing Licenses, Modifications, & Assignments or Transfers of Control of Ints. in Cable Landing Licenses*, Public Notice, 2021 WL 3128239 (Rel. July 22, 2021).

hearing for December 15, 2021. Given the overwhelming support for the Debtors' restructuring by the Debtors' major stakeholders, the Debtors elected to pursue prepackaged Chapter 11 Cases to maximize value by minimizing both the costs of restructuring and the impact on the Debtors' businesses.

A. The Chapter 11 Plan

Consummation of the Plan will result in a change in ownership of Reorganized GTT vis-à-vis prepetition GTT. Under the Plan, all existing equity interests in GTT will be cancelled and extinguished upon Emergence. The Plan provides for the issuance of new equity interests representing 100% of the voting and equity ownership in Reorganized GTT at Emergence to the Debtors' Funded Debt Creditors (as defined herein). Specifically, upon Emergence, the holders of the 2018 Credit Facility Claims¹² will receive on a pro rata basis 88% of the new equity interests in Reorganized GTT and the holders of Senior Notes Claims¹³ will receive 12% of the new equity interests in Reorganized GTT (the holders of such 2018 Credit Facility Claims and Senior Notes Claims, collectively, the "Funded Debt Creditors").¹⁴

Through a combination of the distribution of proceeds from the sale of the infrastructure business and the balance sheet deleveraging contemplated by the Plan, the Debtors will reduce their funded debt burden from approximately \$2.015 billion to a projected \$929 million upon Emergence. The reorganization of the Debtors through the bankruptcy process is expected to

¹² "2018 Credit Facility Claims" means certain secured indebtedness issued and outstanding pursuant to that certain credit agreement dated as of May 31, 2018.

¹³ "Senior Notes Claims" means any claims on account of those certain 7.875% Senior Notes due 2024 issued by GTT.

¹⁴ The Plan also provides for the issuance of warrants in Reorganized GTT upon Emergence from Chapter 11 to holders of the Senior Notes Claims and to existing holders of equity interests in GTT. Both types of warrants will be exercisable at the option of the holder only after GTT's Emergence. If all of the warrants issued to the existing holders of equity interests were exercised, equity interests issued upon such exercise would represent in the aggregate 4.9% of the new equity interests in Reorganized GTT at Emergence. If all of the warrants issued to holders of Senior Notes Claims were exercised, equity interests issued upon such exercise would represent in the aggregate 30% of the new equity interests in Reorganized GTT at Emergence. All equity interests in Reorganized GTT will be subject to dilution from a management incentive plan for officers and directors of Reorganized GTT.

improve the Company's financial and operational status to the benefit of its customers and other stakeholders by allowing the Company to restructure its consolidated balance sheet and reduce its outstanding debt while continuing to operate and provide service to its customers in the ordinary course of business.

As described further herein, the Debtors solicited votes for approval of the Plan prior to commencing the Chapter 11 Cases. The Bankruptcy Court has scheduled a hearing on December 15, 2021 (the "Confirmation Hearing") to consider confirmation of the Plan. The Applicants anticipate that the Plan will be confirmed by the Bankruptcy Court at the Confirmation Hearing or shortly thereafter. The Debtors' impaired creditors, whose votes were solicited prepetition, voted overwhelmingly to accept the Plan, and the Debtors have obtained the necessary votes required under the Bankruptcy Code to confirm the Plan. Specifically, the Bankruptcy Code requires that holders of more than two-thirds in number and one-half in amount of the claims that vote on the Plan in each voting class vote in favor of the Plan. And here, the Plan has the support of the holders of 100% of 2018 Credit Facility Claims and 100% of Senior Notes Claims that voted on the Plan, which are the only classes of impaired claims entitled to vote on the Plan. Moreover, there is no risk that a competing plan will be filed in the Chapter 11 Cases prior to the Confirmation Hearing. This is because, pursuant to section 1121 of the Bankruptcy Code, only the Debtors may file a plan in the initial 120 days of a bankruptcy case.

Exhibit 2 contains both a pre- and post-Restructuring organizational chart that reflects the organizational structure of the Applicants. The Restructuring may include the creation of one or more direct or indirect wholly owned subsidiaries of Reorganized GTT for financing and organizational purposes, none of which will affect the ultimate ownership, control, management or operations of the Applicants. The Applicants are including a post-reorganization chart as

Exhibit 2 that does not include any of these potential new subsidiaries and will provide an updated chart to reflect the final post-reorganization structure upon Emergence.

B. The Chapter 11 Cases

The Debtors commenced the Chapter 11 Cases on October 31, 2021. They filed several motions to facilitate the smooth and efficient administration of the Chapter 11 Cases and allow the Debtors to operate in the ordinary course of business with minimal disruption to operations. These motions were granted by the Bankruptcy Court on November 3 and 4, 2021, and authorize the Debtors to operate in the ordinary course.

The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to applicable provisions of the Bankruptcy Code. The filing of the Chapter 11 Cases did not result in any changes to the Company's service operations or the rates and terms of its service offerings. The Debtors expect to emerge from the Chapter 11 Cases in early 2022.

IV. PUBLIC INTEREST STATEMENT

Pursuant to sections 214(a) of the Act, the Commission must determine whether the Restructuring is consistent with the public interest, convenience, and necessity.¹⁵ The Restructuring will yield substantial public interest benefits and will not result in any adverse impacts to the Company's customers. Accordingly, the Commission should promptly approve the applications for transfer of control of GTT, the indirect holder of the FCC authorizations necessary

¹⁵ See, e.g., *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd 9581, 9585 ¶ 8 (2017) (“*Level 3-CenturyLink Order*”); *Applications of AT&T, Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd 9131, 9139-40 ¶ 18 (2015) (“*AT&T-DIRECTV Order*”); *WorldCom, Inc. and its Subsidiaries (Debtors-in-Possession), and MCI, Inc., Applications for Consent to Transfer and/or Assign Section 214 Authorizations, Section 310 Licenses, and Submarine Cable Landing Licenses*, Memorandum Opinion and Order, 18 FCC Rcd 26484, 26492-93 ¶ 12 (2003) (“*WorldCom Order*”); *Stanford Springel as Chapter 11 Trustee for the Bankruptcy Estate of Innovative Communication Corporation, and National Rural Utilities Cooperative Finance Corporation and its Subsidiaries, Applications for Consent to Assign and Transfer Control*, Order, 24 FCC Rcd 14360, 14364-65 ¶ 12 (WCB, MB, WTB, IB 2009) (“*Innovative Communications Order*”).

to implement the Restructuring.

The Commission considers the following questions in making its public interest assessment: (i) whether the transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission’s rules; (ii) whether the transaction could result in public interest harms by substantially frustrating or impairing the Commission’s implementation or enforcement of the Act or interfering with the objectives of that and other statutes; and (iii) whether the transaction will yield affirmative public interest benefits beyond fostering the free transferability of licenses and authorizations.¹⁶ The Restructuring satisfies the first prong of the Commission’s public interest test because it does not violate any provisions of the Act, other statutes, or the Commission’s rules.

In assessing the balance of public interest benefits and harms required by the remaining two prongs, the Commission considers whether the Restructuring could result in public interest harms by determining whether it would substantially frustrate or impair the objectives or implementation of the Act or related statutes, and then considers the Restructuring’s public interest benefits.¹⁷ Additionally, the Commission “has long recognized the clear public interest benefits in a license or authorization holder being able to assign or transfer control of its license or authorization freely.”¹⁸ The Commission also considers “facilitating the successful resolution of a bankruptcy proceeding” as part of its public interest analysis, and it is Commission policy “to support the bankruptcy laws, and where possible to accommodate them in a manner that is consistent with the Act.”¹⁹ Indeed, the Commission has long held that “facilitating a

¹⁶ See, e.g., *Level 3-CenturyLink Order*, 32 FCC Rcd at 9585-86 ¶¶ 8–10; *AT&T-DIRECTV Order*, 30 FCC Rcd at 9139-40 ¶ 18; *WorldCom Order*, 18 FCC Rcd at 26492-93 ¶ 12; *Innovative Communications Order*, 24 FCC Rcd at 14364-65 ¶ 12.

¹⁷ See, e.g., *Level 3-CenturyLink Order*, 32 FCC Rcd at 9585-87 ¶¶ 9–11; *AT&T-DIRECTV Order*, 30 FCC Rcd at 9139-40 ¶ 18.

¹⁸ *Level 3-CenturyLink Order*, 32 FCC Rcd at 9586 ¶ 10.

¹⁹ *Innovative Communications Order*, 24 FCC Rcd at 14369-70 ¶ 19; *WorldCom Order*, 18 FCC Rcd at 26503 ¶ 29.

telecommunications service provider's successful emergence from bankruptcy advances the public interest by providing economic and social benefits, especially the compensation of innocent creditors."²⁰

Here, the Restructuring will not result in any public interest harms and will yield significant public interest benefits. The Restructuring will not frustrate or otherwise interfere with the objectives of the Act or related statutes. Rather, the Restructuring will allow the Company to remain a valuable competitor and provider of telecommunications services²¹ because maintaining the FCC authorizations is critical to the Company's restructuring efforts and its viability after Emergence. Without the FCC authorizations, the Company would be unable to fulfill its obligations to its valuable customers who rely on the Company to provide uninterrupted service. Therefore, Commission grant of the instant application is in the public interest and would be consistent with Commission treatment of previous Chapter 11 proceedings.

A. The Restructuring Will Not Result in Any Public Interest Harms

The Restructuring Will Be Seamless for Customers. The Restructuring will be seamless for customers and will not adversely affect operations, management, or employees. The Chapter 11 process is specifically designed to enable companies to continue to operate as usual while they develop and implement a financial restructuring plan. The Applicants will continue to operate as normal before and after the Plan takes effect.

The Restructuring Will Cause No Changes to Rates, Terms or Conditions of Services for Customers. At Emergence, customers will continue to receive services at the same rates,

²⁰ *WorldCom Order*, 18 FCC Rcd at 26503 ¶ 29; *see also Innovative Communications Order*, 24 FCC Rcd at 14369-70 ¶ 19.

²¹ *Global Crossing Ltd. (Debtor-in-Possession), and GC Acquisition Limited, Applications for Consent to Transfer Control of Submarine Cable Landing Licenses, International and Domestic Section 214 Authorizations, and Common Carrier and Non-Common Carrier Radio Licenses, and Petition for Declaratory Ruling Pursuant to Section 310(b)(4) of the Communications Act*, Order and Authorization, 18 FCC Rcd 20301, 20346 ¶ 57 (IB, WTB, WCB 2003) (“*Global Crossing Order*”).

terms, and conditions as they did immediately prior to the Restructuring. The Applicants will remain bound by their existing contracts and arrangements with customers, and existing facilities and arrangements will remain undisturbed. No interruption in services provided by the Applicants will result from the Restructuring.

The Restructuring Will Enhance Rather than Harm Competition. The Restructuring will enhance competition. As described above, the Restructuring effectuates a significant financial restructuring of the Company, which will provide the Applicants with greater financial stability and flexibility, and the ability to support continuing operations, meet financial obligations, and focus on enhancing service offerings and improving service to customers. As the Company is able to offer higher quality and more robust products, competition will be enhanced, and competitors will be forced to improve their services and prices. The Restructuring also will not impede competition or eliminate the Company as a competitor in any state or eliminate the possibility of a future new competitor in any area

B. The Restructuring Will Generate Substantial Public Interest Benefits and Promote Competition

The Restructuring will serve the public interest by allowing the Company to continue its operations uninterrupted. The Restructuring is designed to ensure that the Debtors will emerge from the Chapter 11 Cases to enable the Company to be a financially stronger service provider and competitor. The Plan provides for a comprehensive restructuring of the Debtors' balance sheet and will strengthen the Company by providing it with a quick and efficient means to shed burdensome debt, increase liquidity, and ensure its ability to remain a significant participant in a highly competitive market.

As a result of the Restructuring, the Company will have greater financial capacity to continue to operate its business. In addition to the substantial alleviation of the Company's debt,

the Plan provides for a new revolving credit facility of up to \$75 million. This new financial flexibility will allow the Company to provide the same leading products and services to its customers, who should see no interruption or degradation of their services or any changes in the way they interact with the Company.

Because the Company will be allowed to continue its operations uninterrupted as a viable competitor and because of the greater financial flexibility afforded by the Restructuring supporting such operations, the public interest will benefit from grant of the applications to allow the Debtors to emerge from the Chapter 11 Cases.

The Restructuring will also serve the public interest by promoting job preservation and creation. As discussed above, the Restructuring will significantly improve the Company's financial condition, which will allow the Company to invest additional capital in its business. The investments will permit the Company to retain its employees at the GTT Subsidiaries and, presumably, lead to additional job creation. Such retention and creation are essential as the U.S. economy and U.S. workers continue to navigate the severe economic and social impacts of the COVID-19 pandemic.

C. The Restructuring Transaction Will Not Implicate U.S. National Security

The Restructuring raises no significant foreign ownership or control issues that would implicate U.S. national security, law enforcement, foreign policy, or trade policy concerns. The Company is already subject to a mitigation agreement with the Committee for the Assessment of Foreign Participation in the United States Telecommunications Sector ("Team Telecom") and the Restructuring does not raise any new national security issues that are not already addressed by the existing agreement.

The entities that will directly or indirectly hold equity interests in Reorganized GTT pursuant to the Restructuring are primarily passive investment funds. The investors in these

passive investment funds will not have a role in the day-to-day management of the Company and will not otherwise have the ability to control the Company. Only one such fund will hold a greater than 10% interest in Reorganized GTT.

Anchorage Capital Group, LLC (“Anchorage”), a Delaware limited liability company, which will be the largest individual indirect shareholder of Reorganized GTT, manages private investment funds across the credit, special situations and illiquid investment markets of North America and Europe using an active long and short basis, with particular focus on defaulted and leveraged issuers. Based on its current holdings of the 2018 Credit Facility Claims, various Anchorage-affiliated investment funds managed and controlled by Anchorage will acquire on a pro rata basis a 12.25% direct equity and voting interest in Reorganized GTT at Emergence. Anchorage is a New York-based registered investment adviser founded in 2003. None of these investment funds individually will hold a 10% or greater direct or indirect interest in Reorganized GTT. Interests in Anchorage are held by its managing member, Anchorage Advisors Management, L.L.C. (“Anchorage Advisors”), a Delaware limited liability company, which holds 86.5% of Anchorage, and various non-managing members, which collectively hold 13.5% of Anchorage. Interests in Anchorage Advisors are held by its managing member, Kevin Ulrich, a citizen of Canada, who holds a greater than 75% interest in Anchorage Advisors, and various non-managing members who collectively hold a less than 25% interest in Anchorage Advisors.

None of these investment funds have previously held or are currently holding any FCC licenses or authorizations, and none of such investment funds have ever been involved or associated with a previous application to the FCC. And none of such investment funds will have any management role in Reorganized GTT. Anchorage itself will not have any day-to-day

involvement in the management or operation of Reorganized GTT

Following the Restructuring, Reorganized GTT will continue to be operated and managed on a day-to-day basis primarily by U.S. citizens in the same manner as the Debtors are currently operated and managed. In light of the foregoing, the Restructuring raises no significant U.S. national security, law enforcement, foreign policy, or trade policy concerns because neither Anchorage nor any foreign individuals or entities will have any meaningful rights to control the business decisions and operations of Reorganized GTT or any of its direct or indirect subsidiaries.

V. JUSTIFICATION FOR PROMPT ACTION

The Company expects that the Applicants will emerge from bankruptcy upon obtaining the necessary regulatory approvals, including approval from the Commission. Any delay or other impediment to the implementation of the Plan would be detrimental to the ongoing financial viability of the Applicants and would undermine their ability to provide services to customers. An extended approval process would cause the Company to incur significant administrative, legal, and bankruptcy-related expenses and would deplete resources that could otherwise be invested in and used to operate the Company's businesses. Accordingly, the Applicants respectfully request prompt Commission approval of their applications to permit the Restructuring as soon as possible.

In particular, the Applicants respectfully request that the Commission proceed expeditiously to accept the applications for filing and seek comment on the applications. As detailed above, the Chapter 11 Cases involve a prepackaged Plan that has already obtained the necessary votes from creditors under the Bankruptcy Code for confirmation, and there is no risk that a competing plan will be filed prior to the Confirmation Hearing. Consequently, this is not an instance where there is a meaningful risk that the Plan will change subsequent to its filing with the Bankruptcy Court on October 31, 2021.

Moreover, seeking comment on the applications before the Confirmation Hearing would be consistent with recent Commission precedent, including in proceedings involving the bankruptcy of larger companies than this one. For example, with respect to Frontier's recent bankruptcy, the Wireline Competition Bureau, International Bureau, and Wireless Telecommunications Bureau sought comment on Frontier's assignment and transfer of control applications on July 23, 2020,²² more than one month before Frontier's bankruptcy plan was confirmed.²³ Likewise, with respect to Intelsat S.A.'s ("Intelsat's") current bankruptcy, the International Bureau, Wireless Telecommunications Bureau, and Office of Engineering and Technology sought comment on Intelsat's assignment and transfer of control applications on September 24, 2021,²⁴ even though Intelsat's non-consensual bankruptcy plan has not been confirmed as of this date. Furthermore, the Media Bureau regularly accepts for filing, and thus begins the comment cycle on, assignment and transfer of control applications related to bankruptcy proceedings prior to court confirmation of a bankruptcy plan, with the recent iHeart Media, Inc. and Cumulus Media, Inc. cases being only two examples of many.²⁵

Given the prepackaged nature of the Plan and the fact that the Plan has already garnered

²² See *Applications Filed for the Assignment and Transfer of Control of Authorizations Held by Frontier Communications Corporation, Debtor-In-Possession and Its Wholly-Owned Subsidiaries*, Public Notice, WC Docket No. 20-197, DA 20-782, (July 23, 2020).

²³ See Letter to Marlene Dortch, Secretary, from William F. Maher, Counsel to Frontier Communications Parent, Inc., *Notice of Emergence from Bankruptcy*, WC Docket No. 20-197, (May 3, 2021).

²⁴ *Applications Filed for Assignment and Transfer of Control by Intelsat S.A., as Debtor-In-Possession*, Public Notice, IB Docket No. 21-375, DA 21-1200, (Sept. 24, 2021); see also, e.g., *Applications Accepted for Filing*, Public Notice, Report No. SES-02338 (Feb. 3, 2021) (accepting for filing the Applications for Consent for Assignment of Speedcast Communications, Inc., as Debtor-in-Possession, IBFS File Nos. SES-ASG-20201217-01448 and SES-ASG-20201217-01449)..

²⁵ See *In the Matter of iHeart Media, Inc., Debtor-in-Possession Seeks Approval to Transfer Control of and Assign FCC Authorizations and Licenses, et. al.*, Memorandum Opinion and Order, 34 FCC Rcd 2409, 2411-12 (Apr. 24, 2019); *In the Matter of Cumulus Media, Inc., Debtor-in-Possession Seeks Approval to Transfer Control of and Assign FCC Authorizations and Licenses, Current Shareholders of Cumulus Media, Inc., Debtor-in-Possession (Transferors) and Shareholders of Cumulus Media, Inc. (as Reorganized) (Transferees) for Consent to Transfer of Control, Cumulus Licensing, LLC (Assignors) and The Mainstay Station Trust LLC (Assignee) For Consent to Assignment of Licenses*, Memorandum Opinion and Order, 33 FCC Rcd 5243, 5243-44 (June 1, 2018).

the votes required for confirmation under the Bankruptcy Code, the Applicants do not believe that there would be any reason for the Commission to deviate from these precedents in this proceeding. Indeed, given the specific facts set forth above, the case for the Commission to move forward in a prompt manner here is stronger than it was in those other proceedings.

VI. CONCLUSION

For the foregoing reasons, the Applicants respectfully request that the Commission expeditiously grant its consent to the instant applications in order to enable the Applicants to effectuate the Restructuring.