

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
Global Telecom & Technology, Inc.)
) **WC Docket No.** _____
and)
) **IB File No.** _____
WBS Connect, L.L.C.)
)
)
Application for Consent to Transfer Control)
of a Company Holding an International)
Authorization and Blanket Domestic)
Authorization Pursuant to Section 214 of the)
Communications Act of 1934, as Amended)

APPLICATION

Global Telecom & Technology, Inc. (“GTT”) and WBS Connect, L.L.C. (“WBS” and together with GTT, “Applicants”) hereby respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 (the “Act”), and Sections 63.04 and 63.24(e) of the Commission’s Rules, 47 CFR §§ 63.04, 63.24(e), to consummate a transaction resulting in the transfer of ultimate control of WBS to GTT. WBS is a global provider of high bandwidth Internet connectivity and data transport services.

As described in more detail below, and pursuant to the terms of a Purchase Agreement (“Agreement”) by and among GTT’s direct, wholly-owned operating subsidiary, Global Telecom & Technology Americas, Inc. (“GTT Americas”), GTT-EMEA, Limited (“GTT-EMEA”), WBS and the affiliates and owners of WBS, GTT Americas intends to purchase all of the membership interests in WBS in exchange for

cash and securities, subject to adjustment. As a result, GTT will become the new ultimate parent company of WBS.¹

The transaction will be entirely transparent to WBS's customers. After the transaction, all current customers of WBS will continue to be served by WBS pursuant to its existing international and domestic Section 214 authorizations. The existing subsidiaries of GTT will continue to hold their telecommunications licenses and their operations will not be affected by the transaction described herein.² The proposed transaction will not result in any loss or impairment of service for any customers.

Immediately following the transaction, current WBS customers will remain customers of WBS and receive their existing services at the same rates, terms and conditions as at present. Any future changes in the rates, terms and conditions of service will be made pursuant to applicable Commission requirements. WBS customers will continue to see "WBS" as the service provider on their invoices following the transaction. The only significant change that will take place following the closing of the transaction from the customers' perspective is that their service provider will be directly owned by GTT Americas.³

¹ Pursuant to the Agreement, GTT Americas will also purchase all of the equity of WBS's affiliate, TEK Channel Consulting, LLC, an entity that is not authorized by the Commission to provide telecommunications services. GTT Americas' affiliate, GTT-EMEA, will also purchase all of the equity of a subsidiary of WBS, WBS Connect Europe, Limited, also an entity that is not authorized by the Commission to provide telecommunications services. The existing owners of WBS, as described herein, are Scott Charter and Michael Hollander.

² GTT Americas, formerly known as Global Internetworking, Inc., will continue to hold its domestic and international Section 214 authorizations and provide service to its existing customers unaffected by the transaction described herein.

³ Because the transaction does not involve the migration of customers to a new service provider, and all services, rates, terms and conditions of service will remain the same for customers, the Applicants believe that the Commission's slamming rules are inapplicable and that no change in carrier notice is required.

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), the Applicants are filing a combined application for the proposed transfer of control. The Applicants provide below the information required by Section 63.24(e)(2) of the Commission's Rules, 47 C.F.R. § 63.24(e)(2). *Exhibit A* provides the additional information requested by Section 63.04(a)(6) through (a)(12) of the Commission's Rules, 47 C.F.R. § 63.04(a)(6)-(12).

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because (1) the proposed transaction will result in the Applicants (including their affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (2) Applicants (including their affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of its affiliates are regulated as dominant with respect to any service. This Application also qualifies for streamlined treatment under Section 63.12(a) and (b). In particular, Section 63.12(c)(1) is inapplicable because, as set forth below, Applicants qualify for a presumption of non-dominance pursuant to Section 63.10(a)(3) of the Commission's Rules. Furthermore, none of the other provisions contained in Section 63.12(c)(2) and (3) of the Commission's Rules apply.

The Applicants respectfully request approval of this Application as soon as possible.

I. APPLICANTS

A. GTT

GTT, formerly known as Mercator Partners Acquisition Corp.,⁴ is a publicly traded corporation (OTCBB:GTLT) organized and existing under the laws of Delaware. GTT is headquartered at 8484 Westpark Drive, Suite 720, McLean, Virginia 22102. While GTT is a holding company that does not directly provide telecommunications service in any jurisdiction, GTT is well qualified financially and managerially to acquire control of WBS.⁵ GTT's senior management team has experience with companies like Sprint, MCI, Broadwing, Winstar and various mobility service providers. Through its subsidiaries, GTT provides wide-area network and wireless mobility services to more than 300 enterprise, government and carrier clients in over 70 countries, worldwide.

GTT's direct, wholly owned subsidiary, GTT Americas, is a corporation organized under the Commonwealth of Virginia and is also located at 8484 Westpark Drive, Suite 720, McLean, Virginia 22102. GTT Americas provides point to point private line, Ethernet and IP data connectivity services to carriers, service providers, systems integrators, government agencies and medium to large sized enterprises. GTT Americas holds blanket domestic Section 214 authority and international Section 214 authority to provide global facilities-based and resold international services pursuant to

⁴ Mercator Partners Acquisition Corp. ("Mercator") acquired 100% ownership and control of Global Internetworking, Inc. ("Internetworking") in File No. ITC-T/C-20060623-00329. Mercator subsequently changed its name to GTT. Internetworking subsequently changed its name to Global Telecom & Technology Americas, Inc., holder of international Section 214 authorization ITC-214-20020619-00332.

⁵ GTT's most recent SEC Form 10-Q and additional information regarding its managerial qualifications will be provided to the Commission upon request.

authority granted by the Commission in File No. ITC-214-20020619-00332, on August 15, 2002. GTT Americas provides private line data services, dedicated Internet access service and Ethernet to its customers on a nationwide basis.

The ownership of GTT is described in detail in Section IV below. Other than GTT Americas, GTT does not have any affiliates that offer domestic telecommunications services.

B. WBS

WBS Connect, L.L.C. is a privately-held Colorado limited liability company located at 700 N. Colorado Boulevard, Suite 307, Denver, Colorado 80206. Founded in 2002, WBS is a provider of global technology services, offering high bandwidth Internet connections and data transport services worldwide. WBS also offers data center collocation, managed network services, business video communications services and cloud computing services. WBS has domestic Section 214 authority and international Section 214 authority granted by the Commission in File No. ITC-214-20080904-00419 to provide global or limited global resold telecommunications services. WBS provides IP transit, IP transport and collocation services on a nationwide basis.

WBS is a privately-held limited liability company equally owned by Mr. Scott Charter (50%) and Mr. Michael Hollander (50%), both U.S. citizens who can be reached at 700 North Colorado Boulevard, Denver, Colorado 80206. The business of Mr. Charter and Mr. Hollander is telecommunications investment. No other individual or entity currently holds an ownership interest of 10% or greater in WBS. WBS has no affiliates that offer domestic telecommunications services.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of the Agreement, GTT Americas will purchase all of the membership interests in WBS in exchange for cash and securities, subject to any post-closing purchase price adjustments as more fully specified in the Agreement. As a result of this transaction (the "Transaction"), GTT will become the new ultimate parent company of WBS. The current customers of WBS will continue to be served by WBS pursuant to its existing domestic authority and international Section 214 license. The Transaction will be transparent to customers, who will enjoy the same rates, terms and conditions of service as they did prior to the closing. The closing of the Transaction will be contingent upon the receipt of the required regulatory approvals among other things.

III. PUBLIC INTEREST STATEMENT

The proposed Transaction will serve the public interest. The Transaction will be transparent to customers and at the time of the Transaction they will not experience any change in their services, rates, terms and conditions of such service. Any future changes in rates, terms and conditions of service will be made in accordance with applicable Commission requirements. The only significant change following the closing of the Transaction from the customers' perspective will be that GTT will be the new ultimate owner of WBS.

Consummation of the proposed Transaction will serve the public interest by promoting competition. By combining the financial, technical and network resources and complementary managerial skills and experience of the Applicants in providing telecommunications service to the public, the proposed Transaction will bolster the Applicants' ability to continue to provision high quality and innovative

telecommunications services to the existing customers of WBS and to compete effectively.

Finally, the proposed Transaction does not present any anticompetitive issues. The Applicants will continue to compete as they do today in each market where they compete with other carriers, including ILECs and CLECs.

IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

The Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

- (a) Name, address and telephone number of Applicants:

Global Telecom & Technology, Inc.
8484 Westpark Drive, Suite 720
McLean, Virginia 22102
(703) 442-5500

WBS Connect, L.L.C.
700 North Colorado Boulevard, Suite 307
Denver, Colorado 80206
(866) 927-2669

- (b) GTT is a corporation organized under the laws of Delaware. WBS is a limited liability company formed under the laws of Colorado.

- (c) Correspondence concerning this Application should be sent to:

For GTT:
Chris McKee
General Counsel
8484 Westpark Drive, Suite 720
McLean, Virginia 22102
(703) 442-5500

For WBS:
Michael Hollander
CEO
700 North Colorado Boulevard, Suite 307

Denver, Colorado 80206
(866) 927-2669

With a copy to:

Melissa Conway, Esq.
Kelley Drye & Warren LLP
3050 K Street NW, Suite 400
Washington, D.C. 20007
Tel: (202) 342-8552
Fax: (202) 342-8451
mconway@kelleydrye.com

- (d) GTT does not hold international Section 214 authority. GTT's wholly owned subsidiary, GTT Americas, holds international Section 214 authority to provide global facilities-based and resold international services pursuant to authority granted by the Commission in File No. ITC-214-20020619-00332, on August 15, 2002. WBS has international Section 214 authority granted by the Commission in File No. ITC-214-20080904-00419 to provide global or limited global resold telecommunications services.
- (h) As described above, post-close, WBS will be 100% wholly owned by GTT Americas, a privately-held corporation organized under the laws of the Commonwealth of Virginia located at 8484 Westpark Drive, Suite 720, McLean, Virginia 22102. GTT Americas holds the FCC authorization referenced above and provides service as described herein. GTT Americas is wholly owned by GTT, a publicly held corporation organized under the laws of Delaware and located at 8484 Westpark Drive, Suite 720, McLean, Virginia 22102. GTT's principal business is to function as holding company for its telecommunications subsidiaries.

The following persons or entities hold 10% or more of the outstanding equity interests of GTT:

(1) Universal Telecommunications, Inc. ("Universal") and H. Brian Thompson ("Mr. Thompson"): Universal, a Delaware corporation, holds 27% of the outstanding common stock of GTT. Universal is located at 1950 Old Gallows Road, Vienna, Virginia 22182. Universal's principal business is private equity investment and advisory services. H. Brian Thompson ("Mr. Thompson") holds a majority of the outstanding common stock of Universal, with the remainder of the stock held by members of Mr. Thompson's family. Mr. Thompson is also Chairman, President and CEO of Universal. Thus, under the Commission's attribution rules, Mr. Thompson holds 27% of GTT through Universal. Mr. Thompson also holds additional shares of GTT directly, giving him a total ownership interest in GTT, including his ownership through Universal, of 30%. The address of Mr. Thompson, a U.S. citizen, is 8484 Westpark Drive, Suite 720,

McLean, Virginia 22102. The principal business of Mr. Thompson is telecommunications investment.

(2) J. Carlo Cannell (“Mr. Cannell”): Anegada Master Fund Limited (“Anegada”), Tonga Partners, L.P. (“Tonga”) and Tonga Partners QP, L.P. (“Tonga QP” and collectively with Anegada and Tonga, the “Funds”) collectively hold 22% of the outstanding common stock of GTT. Cannell Capital LLC acts as investment advisor to Anegada and is the general partner of and investment advisor to Tonga and Tonga QP. Mr. Cannell is the sole managing member of Cannell Capital LLC and possesses the sole power to vote the direct the disposition of all securities of GCC held by the Funds. Mr. Cannell is a U.S. citizen and his address is 240 West Deloney Avenue, P.O. Box 3459, Jackson, Wyoming 83001. The principal business of Mr. Cannell is telecommunications investment.

GTT has no interlocking directorates with any foreign carrier.

- (i) WBS currently is affiliated with WBS Europe, a company formed under the laws of Ireland that sells private line services in Ireland. As a result of the proposed transaction, WBS will become affiliated with (i) GTT Americas which holds authority to provide interexchange services in Canada on a resale basis; and (ii) the following subsidiaries of GTT: GTT - EMEA, formerly known as European Telecommunications & Technology, a non-dominant carrier formed under the laws of Great Britain that is authorized to provide telecommunications services in Singapore and the United Kingdom; Global Telecom & Technology SARL, a non-dominant carrier formed under the laws of France that is authorized to provide telecommunications services in France; GTT Global Telecom & Technology Deutschland GmbH, a non-dominant carrier formed under the laws of Germany that is authorized to provide telecommunications services in Germany; European Telecommunications & Technology (S) Pte Ltd, a non-dominant carrier formed under the laws of Singapore that is authorized to provide telecommunications services in Singapore; and ETT (European Telecommunications & Technology) Private Limited, a non-dominant carrier formed under the laws of India that is authorized to provide telecommunications services in India (collectively, the “GTT Foreign Subsidiaries”). GTT Americas and the GTT Foreign Subsidiaries lack market power in their respective destination markets. Furthermore, Canada, Singapore, the United Kingdom, France, Germany and India are all WTO member countries.
- (j) GTT certifies that it seeks to continue to provide international telecommunications services from the United States to the destination countries listed in paragraph (i) above. In those countries, an entity that will own or control more than 25% of WBS, GTT, also owns and controls GTT Americas and the GTT Foreign Subsidiaries, foreign carriers in their respective countries.
- (k) Canada, Singapore, the United Kingdom, France, Germany and India are all WTO member countries.

- (l) For routes between the United States on one end and Canada, Singapore, the United Kingdom, France, Germany and India on the other, GTT Americas and the GTT Foreign Subsidiaries satisfy the requirements of Section 63.10(a)(3) of the Commission's Rules. Specifically, GTT Americas and the GTT Foreign Subsidiaries hold significantly less than a 50% market share in the relevant international transport and local access markets. Moreover, as new entrant competitive carriers, they do not have any ability to discriminate against unaffiliated U.S. international carriers through the control of bottleneck services or facilities in the relevant countries. GTT Americas and the GTT Foreign Subsidiaries do not appear on the Commission's list of foreign telecommunications carriers presumed to possess market power in foreign telecommunications markets. Accordingly, GTT Americas and the GTT Foreign Subsidiaries are presumptively non-dominant and therefore presumed to lack sufficient market power to adversely affect competition on the international end of the U.S./Canada, Singapore, U.K., France, Germany and India routes.
- (m) For the reasons set forth in (l) above and pursuant to Commission Rule Section 63.10(a)(3), following the Transaction, the Applicants will continue to be presumptively classified as non-dominant carriers.
- (n) As evidenced by the signatures to this Application, the Applicants certify that they have 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 that the Applicants will not enter into such agreements in the future.
- (o) As evidenced by the signatures to this Application, Applicants certify that, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Applicants request streamlined processing of this Application pursuant to Section 63.12(a) and (b) of the Commission's Rules, 47 C.F.R. § 63.12(a) and (b). In particular, Section 63.12(c)(1) is inapplicable because, as set forth above, Applicants qualify for a presumption of non-dominance pursuant to Section 63.10(a)(3) of the Commission's Rules. Furthermore, none of the other provisions contained in Section 63.12(c)(2) and (3) of the Commission's Rules apply.

V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in *Exhibit A*.

VI. CONCLUSION

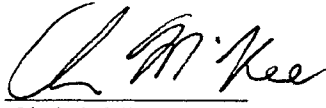
Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

WBS Connect, L.L.C.

By: _____
Michael Hollander
CEO
700 North Colorado Boulevard,
Suite 307
Denver, Colorado 80206
(866) 927-2669

**Global Telecom &
Technology, Inc.**

By: 
Chris McKee
General Counsel
8484 Westpark Drive,
Suite 720
McLean, Virginia 22102
(703) 442-5500

Date: October 30, 2009


VI. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

WBS Connect, L.L.C.

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Technology, Inc.**

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Date: October 30, 2009

EXHIBIT A

DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of their request.

63.04(b)(6): Description of the Transactions

The proposed transaction is described in Section II of the Application.

63.04(b)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is provided in Section I of the Application.

63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i). Following consummation of the proposed transaction, (1) Applicants (including their affiliates) will have a market share in the interstate, interexchange market of substantially less than 10 percent; (2) Applicants (including their affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not party to the transaction; and (3) none of the Applicants or their affiliates are dominant with respect to any service.

63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction

None.

63.04(b)(10): Special Considerations

None.

63.04(b)(11): Waiver Requests (If Any)

None.

63.04(b)(12): Public Interest Statement

The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.