

TENNESSEE REGULATORY AUTHORITY



502 Deaderick Street, 4th Floor
Nashville, Tennessee 37243

Russell M. Blau
Bingham McCutchen LLP
2020 K Street NW
Washington, DC 20006

RE: TRA Docket Number 14-00094: Joint Application of MegaPath Corporation and GC Pivotal, LLC d/b/a/ Global Capacity

Dear Mr. Blau:

Based upon the September 25, 2014 *Joint Application*, MegaPath Corporation (“MegaPath”) will transfer certain telecommunications assets to GC Pivotal, LLC d/b/a Global Capacity (“Global Capacity”). The *Joint Application* also indicates that Global Capacity intends to enter into a financing agreement where it will incur long-term debt obligations under a loan facility and encumber its property through the grant of a security interest in its assets, including assets being transferred from MegaPath, to support the financing arrangement. Approval of a transaction like that described in the Joint Application is governed by Tennessee Code Annotated 65-4-112 with respect to the asset transfer and 65-4-109 concerning the financing transaction.

In Docket Number 14-00090, MegaPath filed notification that it intends to operate pursuant to market regulation as described in Tennessee Code Annotated 65-5-109. Global Capacity indicated its intent to operate pursuant to market regulation by a filing in Docket Number 14-00168. For companies that have elected market regulation, the TRA does not have jurisdiction to consider transactions governed by Tennessee Code Annotated 65-4-109 or 65-4-112.

Based upon the election of market regulation by MegaPath and Global Capacity, TRA approval of the *Joint Application* is not required. As such, Docket Number 14-00095 will be administratively closed. If you have any questions related to this matter, feel free to contact me at 615-770-6894 or a jerry.kettles@tn.gov.

Sincerely,

Jerry Kettles
Chief, Economic Analysis And Policy

C: Charles B. Welch, Jr., Jeffrey Strenkowski, Katherine Mudge, Jeremy Kissel (via email)