

**PUBLIC DOCUMENT**  
**TRADE SECRET INFORMATION REDACTED**

Russell M. Blau  
 Jeffrey R. Strenkowski  
 russell.blau@bingham.com  
 jeffrey.strenkowski@bingham.com

October 7, 2014

**Via eFiling**

Dr. Burl W. Haar, Executive Secretary  
 Minnesota Public Utilities Commission  
 350 Metro Square Building  
 121 Seventh Place East  
 St. Paul, MN 55101

Re: MPUC Docket No. 14-817  
 Joint Application of MegaPath Corporation and GC Pivotal, LLC d/b/a  
 Global Capacity for Approval to Participate in an Asset Transfer  
 Transaction  
RESPONSE TO DATA REQUEST NO. 1

Dear Dr. Haar:

On behalf of MegaPath Corporation (“MegaPath”) and GC Pivotal, LLC d/b/a Global Capacity (“Global Capacity”) (collectively, the “Applicants”), this letter responds to the informal information requests of the Department of Commerce staff received via electronic mail on October 3, 2014. Specifically, Applicants respond to the following questions:

**1. Please provide the most recent financial statements for GC Pivotal.**

**Response:** Exhibit A hereto provides a copy of Global Capacity’s most recent financial statements. Please note that Exhibit A contains proprietary and confidential information constituting trade secrets under Minnesota Statutes § 13.37 (“Trade Secret Information”). Global Capacity has taken necessary measures to prevent disclosure of such Trade Secret Information to competitors. Unrestricted availability of the details of the Trade Secret Information would provide competitors with knowledge regarding Global Capacity’s business and finances that would otherwise be unavailable and could place Global Capacity at a significant competitive disadvantage. Trade secret treatment of Exhibit A is therefore required to avoid commercial and competitive injury. This redacted version of the submission is therefore being submitted for inclusion in the Commission’s public file

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Bingham McCutchen LLP  
 2020 K Street NW  
 Washington, DC  
 20006-1806

T 202.373.6000  
 F 202.373.6001  
 bingham.com

Burl W. Haar, Executive Secretary  
Minnesota Public Utilities Commission  
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without Exhibit A, and a confidential version containing the Trade Secret Information is being submitted under seal concurrently herewith.

**2. Please provide the provision for prior regulatory approval for the proposed transaction from the stock purchase agreement.**

**Response:** Exhibit B hereto provides a copy of the Merger Agreement. Please note that Exhibit B contains proprietary and confidential information constituting trade secrets under Minnesota Statutes § 13.37 (“Trade Secret Information”). Global Capacity and MegaPath have taken necessary measures to prevent disclosure of such Trade Secret Information to competitors. Unrestricted availability of the details of the Trade Secret Information would provide competitors with knowledge regarding Global Capacity’s and MegaPath’s business and finances that would otherwise be unavailable and could place them at a significant competitive disadvantage. Trade secret treatment of Exhibit B is therefore required to avoid commercial and competitive injury. This redacted version of the submission is therefore being submitted for inclusion in the Commission’s public file without Exhibit B, and a confidential version containing the Trade Secret Information is being submitted under seal concurrently herewith. Please note that Section 6.1(b) and Schedule 6.1(b) of the Agreement specifically contemplates the approval of the Minnesota Public Utilities Commission prior to the consummation of the transaction.

This letter is being filed via the Commission’s eFiling system. This letter transmits the Public Version of this letter, which does not contain Trade Secret Information. Please do not hesitate to contact us with any questions.

Respectfully submitted,



Russell M. Blau  
Jeffrey R. Strenkowski

Counsel for Applicants

**BEFORE THE  
MINNESOTA PUBLIC UTILITIES COMMISSION**

_____	)	
Joint Application of	)	
	)	
<b>MegaPath Corporation</b>	)	Docket No. 14-817
and	)	
<b>GC Pivotal, LLC d/b/a Global Capacity</b>	)	
	)	
for Approval to Participate in an Asset	)	
Transfer Transaction	)	
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**EXHIBIT A**

Financial Information the GC Pivotal, LLC

**PUBLIC DOCUMENT  
[TRADE SECRET INFORMATION REDACTED IN ITS ENTIRETY]**

**BEFORE THE  
MINNESOTA PUBLIC UTILITIES COMMISSION**

_____	)	
Joint Application of	)	
	)	
<b>MegaPath Corporation</b>	)	Docket No. 14-817
and	)	
<b>GC Pivotal, LLC d/b/a Global Capacity</b>	)	
	)	
for Approval to Participate in an Asset	)	
Transfer Transaction	)	
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**EXHIBIT B**

Merger Agreement

**[TRADE SECRET INFORMATION REDACTED IN ITS ENTIRETY]**