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DEPARTMENT OF
COMPETITIVE SERVICES

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COMMISSION
CLERK
(1922-2001)

JOSEPH J. BURGIE
(1926-1992)

THOMPSON BENNETT
(1912-2004)

June 27, 2006

Blanca Bayó
Florida Public Service Commission
Capital Circle Office Center
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

RE: Notice of Transfer of Ownership of Global Internetworking, Inc. to Mercator Partners Acquisition Corp.

Dear Ms. Bayó:

On behalf of Mercator Partners Acquisition Corp., a Delaware corporation, ("MPAC" or the "Buyer") and Global Internetworking, Inc., a Virginia corporation ("GII" or the "Company", collectively with Buyer, the "Parties"), we hereby notify the Commission of the proposed transfer of ownership of GII to MPAC.

The Parties

GII was organized on September 22, 1998 and is authorized to provide intrastate telecommunications services in 24 states. GII is also authorized by the FCC to provide domestic interstate and international services as a non-dominant carrier. In Florida, GII is authorized to provide facilities-based and resold competitive local exchange services, pursuant to Certificate No. 8512, which was issued by the Commission in Docket No. 040658-TA, on August 18, 2004. In addition, GII was issued Certificate No. 8137 to provide interexchange telecommunications services on June 26, 2002, in Docket No. 020330-TI. Further information concerning GII's technical and managerial qualifications to provide service was filed with its applications for authority to provide service. That information is, therefore, already a matter of public record at the Commission and GII respectfully requests that the Commission take official notice of that information and incorporate it herein by reference. Additional information is also available on GII's website at: <http://www.globalinternetworking.com>.

MPAC was formed on January 3, 2005 for the specific purpose of consummating a business combination in the telecommunications and technology sectors. In April 2005, MPAC raised \$59.5 Million in an initial public offering to carry out this purpose. Since its formation and the above-referenced capital raise, MPAC has reviewed and considered numerous investment opportunities in the communications and high-technology industries, and ultimately identified GII as an attractive candidate for a potential operating business combination. MPAC is publicly traded under the ticker symbol MPAQ.

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FPSC-BUREAU OF PROCEEDINGS

DOCUMENT NUMBER-DATE

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FPSC-COMMISSION CLERK

MPAC's address and telephone number are:

One Fountain Square
11911 Freedom Drive, Suite 1080
Reston, VA 20190
Telephone: (703) 995-5533
Facsimile: (703) 995-5535

The Transaction

As set forth below, the proposed transaction will be consummated at the ownership level of GII and will not affect GII's certificate or operations in Florida. As a result, it is our understanding that no formal approval of the Commission is required for this transaction. Accordingly, the Parties will proceed on the understanding that the Commission requires no approval or other formal action with respect to the proposed transaction.

On May 23, 2006, the Parties entered into a Stock Purchase Agreement (the "Agreement") whereby MPAC will acquire 100 percent of the issued and outstanding capital stock (the "Shares") of the Company. Each stockholder shall sell his Shares to Buyer, and Buyer shall purchase such Shares from each stockholder. As a result, GII will become a direct, wholly owned subsidiary of Buyer. An illustrative chart describing the proposed transaction is provided in **Exhibit A**.¹

The transfer of control of the Company to MPAC is in the public interest. This transaction will foster competition in the telecommunications market by providing GII with greater access to capital and the ability to draw upon the substantial experience of MPAC's management. As a result of the transaction, the Parties believe that GII will be better positioned to serve the needs of enterprise and carrier customers. At the same time, the transaction will not inconvenience, confuse, or otherwise harm customers. Immediately after the transaction, GII will continue to operate under its existing name. As a stock transaction completed at the ownership level of GII, the proposed transaction will not affect the Company's day to day operations or customers. The Company will operate as it has in the past, providing services to customers under the same rates, terms, and conditions as before and retaining the same assets used in the provision of those services. MPAC intends to retain all key Company personnel, including the senior management and technical personnel. The Corporate headquarters of both Buyer and the Company shall be located at the Company's current headquarters: 8484 Westpark Drive, Suite 720, McLean, VA 22102.

Conclusion

Thus, the transfer of ownership will be transparent to, and have no adverse impact upon the Company's customers. The transfer will result in an entity better equipped to compete as a telecommunications service provider by combining the telecommunications expertise of GII and the management experience and capital and other resources of MPAC. In sum, the proposed transaction is expected to enhance the ability of the Company to provide high-quality

¹ Further information regarding MPAC and the proposed transaction, including the Agreement, will be provided to the Commission upon request.

telecommunications services, which should invigorate competition and thereby benefit consumers of such services.

Questions concerning this matter should be directed to Patrick D. Crocker at the following:

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An original and seven (7) copies of this letter are enclosed. Please date stamp the extra copy and return it to our firm using the postage-paid envelope provided.

Respectfully submitted,



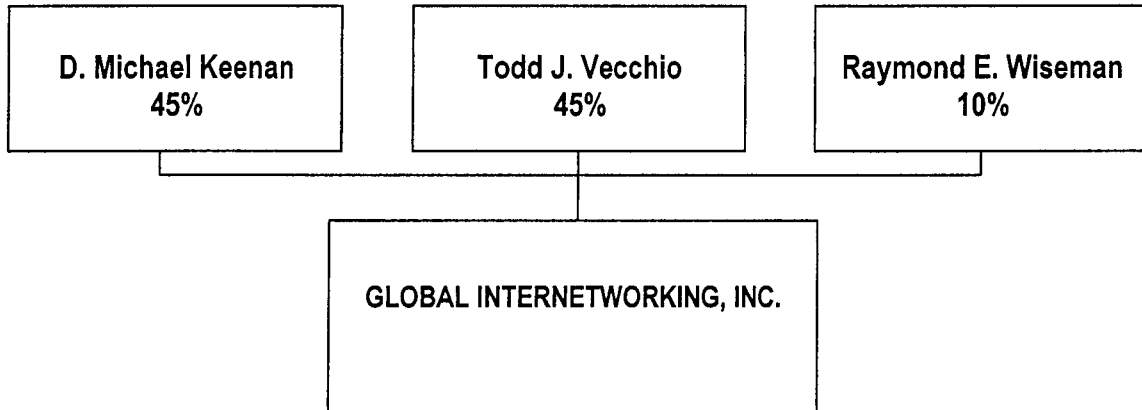
By: Patrick D. Crocker
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PDC/bmr

enc

EXHIBIT A

PRE-TRANSFER ORGANIZATIONAL CHART



POST-TRANSFER ORGANIZATIONAL CHART

