

January 28, 2014

**Via Overnight Delivery and IBFS**

Marlene H. Dortch, Secretary  
Office of the Secretary  
Federal Communications Commission  
445 12th Street, SW  
Washington, DC 20554

Re: *ITG, Inc., Assignor and iTalk, Inc., Assignee*  
*Request for Special Temporary Authority*

Dear Ms. Dortch:

ITG, Inc. (“ITG” or “Assignor”) and iTalk, Inc. (“iTalk” or “Assignee”) (collectively, the “Applicants”), through undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Section 63.24 of the Commission’s Rules, 47 C.F.R. § 63.24, respectfully request Special Temporary Authority (“STA”) for the assignment of domestic and international 214 authorization and assets from ITG, Inc., a non-dominant international service carrier, to iTalk, Inc. (the “Transaction”).<sup>1</sup> Applicants respectfully request that the Commission grant this STA request as soon as possible to permit continued operations by iTalk.

On June 5, 2013, ITG entered into an asset purchase agreement (the “Agreement”) with iTalk, pursuant to which in exchange for \$300,000, among other things, ITG sold all rights and interests to and in all of the customers of ITG to iTalk. The Transaction also resulted in the assignment of ITG’s blanket domestic 214 authority pursuant to 47 C.F.R. § 63.01, and international 214 authority to operate as a global or limited global resale carrier pursuant to File No. ITC-214-20090416-00200 granted on June 5, 2009. Further details describing the transaction and parties are included in the underlying domestic and international applications filed (jointly) concurrently herewith and attached hereto as Exhibit A (the “Applications”).

Unfortunately, the Applicants did not seek timely Commission approval of the transaction. The oversight was inadvertent and unintentional. At the time of the transaction, Applicants, lacking advice from communications counsel on this very small transaction, were not aware of the obligation to request Commission approval of the assignment of authorizations held by ITG. As soon as this noncompliance came to the Applicants’ attention, Applicants took steps to remedy the noncompliance to the extent

---

<sup>1</sup> Just prior to the Transaction, ITG, Inc. was named WQN, Inc. For purposes of simplicity, this STA and the accompanying Applications refer to the company’s name as “ITG, Inc.,” even though the filings on record with the FCC are under its former name, WQN, Inc. Thus, the company herein notifies the Commission of the company’s name change from WQN, Inc. to ITG, Inc.

Beijing  
Boston  
Frankfurt  
Hartford  
Hong Kong  
Lexington (GSC)  
London  
Los Angeles  
New York  
Orange County  
San Francisco  
Santa Monica  
Silicon Valley  
Tokyo  
Washington

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

T +1.202.373.6000  
F +1.202.373.6001  
bingham.com

Marlene H. Dortch, Secretary  
January 28, 2014  
Page 2

possible by seeking this authority. The Applicants regret this oversight and have taken steps to ensure compliance with all applicable FCC requirements going forward

Grant of the requested STA will serve the public interest. A grant will permit the continued, uninterrupted service to customers while the Commission reviews the underlying applications. It will also promote competition in the communications services marketplace. Without discounting the regulatory obligation to obtain prior approval, the Applicants note that it is not aware of specific harms to customers or to the market that occurred as a result of Applicants' oversight. Further, ultimately, once the noncompliance is addressed, the Transaction will have a positive impact on the affected operations, and the ability of iTalk to provide cutting edge, cost-effective services to customers. The Commission is respectfully requested to consider that the Applicants have acted in good faith to rectify the failure to file for approval of the assignment as quickly as possible after the noncompliance came to their attention.

The Applicants request sixty (60) days temporary authority while the regular Section 214 Applications are pending. The Applicants acknowledge that the grant of this STA will not prejudice any action the Commission may take on the Applications, and that once granted, the STA may be revoked on the Commission's own notice, without a hearing. The Applicants further acknowledge that grant of the STA will neither preclude nor dictate the scope of any enforcement action related to the underlying transaction.

This filing and the applicable credit card payment in the amount of \$1,050.00 which satisfies the filing fee required under line 2.d of Section 1.1107 of the Commission's rules, are being submitted electronically through the MyIBFS.

Should you have any questions or require further information, please do not hesitate to contact the undersigned.

Respectfully submitted,

/s/ Catherine Wang  
Catherine Wang  
Jeffrey R. Strenkowski  
Bingham McCutchen LLP  
2020 K Street, N.W.  
Washington, DC 20006  
Tel: (202) 373-6000  
Fax: (202) 373-6001  
Email: catherine.wang@bingham.com  
jeffrey.strenkowski@bingham.com

*Counsel for iTalk, Inc.*

## **EXHIBIT A**



base and customer contracts (the “Transaction”).<sup>2</sup> As described below, iTalk is well-qualified to hold the aforementioned Section 214 authorizations and own and operate the assigned licensed operations. Further, the transaction was virtually transparent to assigned customers with respect to the services that they receive.

**B. Request for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transaction, (1) Applicants and their affiliates, as defined in Section 3(1) of the Communications Act (“Affiliates”) combined held less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will not provide local exchange service; and (3) none of the Applicants or their Affiliates is dominant with respect to any service. This Application is eligible for streamlined processing pursuant to Section 63.12 of the Commission’s Rules, 47 C.F.R. § 63.12, because, as further described in Section IV below, none of the exclusionary criteria set forth in Section 63.12(c) applies.

In support of this Application, Applicants provide the following information:

**II. DESCRIPTION OF THE APPLICANTS**

**A. ITG, Inc. (Assignor)**

ITG, Inc., a Texas corporation, located at 14911 Quorum Drive, Suite 370, Dallas, Texas 75254, is a wholly owned subsidiary of DataJack, Inc. (“DataJack”), a Nevada corporation, located at the same address (OTC BB: “DJAK”). DataJack offers, through its subsidiaries, a

---

<sup>2</sup> The Applicants are concurrently filing Requests for Special Temporary Authority with the International and Wireline Competition Bureaus for approval of the Transaction pending approval of these applications.

comprehensive range of mobile broadband Internet access products and services that are designed to meet the needs of individual consumers, businesses, government subscribers and resellers. DataJack offers secure nationwide mobile broadband data transmission services primarily under the DataJack brand.<sup>3</sup>

Prior to the Transaction, DataJack's communications products included an international calling service delivered under the brand "WQN," through its subsidiary, WQN, Inc. ("WQN"). Just prior to the Transaction, WQN changed its name to ITG, Inc. d/b/a WQN. The company's international calling service delivers low cost international calls to consumers and businesses. Pursuant to the Transaction, ITG sold certain intangible and other assets to iTalk, Inc. The assets included in the Transaction were certain domain names, licenses (including FCC Section 214 licenses), service contracts including trade names and trademarks, and all rights and interests to and in all of the customers of the international long distance division of DataJack, Inc.

A chart depicting the ownership chain of Assignor is attached hereto as **Attachment 1**.

**B. iTalk, Inc. ("Assignee")**

iTalk, Inc. is a Nevada corporation with executive offices located at 2400 W Cypress Creek Road, Suite 111, Fort Lauderdale, Florida 33309 (OTC: "TALK"). iTalk designs and develops retail voice and data communications services and integrates these services with wireless hardware devices to create new and more cost effective and productive communication solutions.<sup>4</sup>

A chart depicting the ownership chain of Assignee is attached hereto as **Attachment 2**.

---

<sup>3</sup> Further information on DataJack, Inc. can be obtained through the company's most recent SEC Annual Report, available at: [http://corp.datajack.com/cfiles/investors\\_filings.asp](http://corp.datajack.com/cfiles/investors_filings.asp).

<sup>4</sup> Further information on iTalk, Inc. can be obtained through the company's most recent SEC Annual Report, available at: <http://www.italkmobility.com/investorsfilings>.

### **III. DESCRIPTION OF THE TRANSACTION**

Pursuant to an Asset Purchase Agreement (“Agreement”), dated June 5, 2013, Applicants undertook a transaction whereby iTalk acquired those operations of ITG related to the provision of regulated telecommunications services. The Transaction entailed a purchase of the ITG business operating pursuant to certain Section 214 authorizations and certain customer accounts. iTalk will continue to offer services pursuant to blanket domestic 214 authority as well as international 214 authority pursuant to File No. ITC-214-20090416-00200 granted to ITG on June 5, 2009, that it acquired from ITG. Customers have received, and will continue to receive service from iTalk under the comparable rates, terms and conditions of services immediately prior to the Transaction. Any future changes in the rates, terms and conditions of service for customers will be undertaken pursuant to applicable federal and state notice and tariff requirements.

As a result of the Transaction, iTalk acquired the assets and licenses of ITG. Unfortunately, through an oversight, Applicants did not request authority for the assignment of licenses and assets from ITG to iTalk at the time of the transaction and does so now.<sup>5</sup> Following consummation of the Transaction, iTalk offered service with no change in the rates or terms and conditions of service. Further, iTalk has provided service to its customers under the same “WQN” brand name. Therefore, the assignment was seamless and transparent to customers.

### **IV. PUBLIC INTEREST STATEMENT**

Applicants submit that approval of the Transaction will serve the public interest. Approval of the Transaction will enhance the ability of iTalk to retain an expanded line of products and services. Through the purchase of the ITG assets, iTalk became a more robust

---

<sup>5</sup> As discussed in the attached request for Special Temporary Authority, the Applicants were unaware of the prior approval requirement and inadvertently failed to obtain timely authority and have taken steps to ensure compliance with all applicable FCC requirements going forward.

competitor in the highly competitive telecommunications industry. Further, the Transaction was conducted in a manner that was transparent to customers of ITG. The assignment of ITG's business and licenses did not result in any changes to the terms or conditions of services of affected customers. Following consummation of the Transaction, iTalk continued to provide high-quality communications services to its customers without interruption.<sup>6</sup>

**V. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

**63.18 (a) Name, address and telephone number of each Applicant:**

Assignor:

ITG, Inc. (f/k/a WQN, Inc.)  
14911 Quorum Drive  
Suite 370  
Dallas, Texas 75254  
Tel: (972) 361-1980

FRN: 0016796914

Assignee:

iTalk, Inc.  
2400 West Cypress Creek Road  
Suite 111  
Fort Lauderdale, Florida 33309  
Tel: (877) 652-3834

FRN: 0023299464

**63.18 (b) Jurisdiction of Organizations:**

Assignor: ITG is a corporation formed under the laws of the State of Texas.

Assignee: iTalk is a corporation formed under the laws of the State of Nevada.

---

<sup>6</sup> As the ITG customers involved in the transfer did not receive presubscribed international, interstate, or inter-exchange intrastate long distance telecommunications services from ITG, the certification requirements set forth in Section 64.1120(e) of the Commission's Rules are inapplicable as no carrier subscription changes were undertaken for any customer.



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

For iTalk:

Catherine Wang  
Jeffrey R. Strenkowski  
Bingham McCutchen LLP  
2020 K St. NW, 11th Fl.  
Washington, DC 20006  
202-373-6000 (Tel)  
202-373-6001 (Fax)  
catherine.wang@bingham.com  
jeffrey.strenkowski@bingham.com

With a copy to:

David Levy  
iTalk, Inc.  
2400 West Cypress Creek Road  
Suite 111  
Fort Lauderdale, Florida 33309  
Tel: (877) 652-3834

For ITG:

Steven Ivester  
ITG, Inc.  
2400 W. Cypress Creek Rd.  
Suite 200  
Fort Lauderdale, FL 33309  
Tel: (954) 465-1658

**63.18 (d) Section 214 Authorizations**

Assignor: ITG holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. ITC-214-20090416-00200 on June 5, 2009.

Assignee: iTalk does not hold domestic or international Section 214 authority.

**63.18 (h) Ownership**

The following entities hold, directly or indirectly a 10% or greater interest in iTalk as calculated pursuant to Commission ownership attribution rules for wireline and international telecommunications carriers:

Ownership of iTalk, Inc.:

No individual or entity owns or controls more than 10% directly or indirectly of iTalk, Inc. iTalk, Inc. has no interlocking officers or directors with any other foreign carriers.

Ownership of ITG, Inc.:

The following entity owns or controls 10% or more of **ITG, Inc.**:

Name: DataJack, Inc.  
Address: 14911 Quorum Drive, Suite 370, Dallas, Texas 75254  
Citizenship: US  
Principal Business: Mobile Broadband Internet Services  
% Equity: 100%

Name: Gerald & Seena Sperling  
Address: 17899 Aberdeen Way, Boca Raton, Florida 33496  
Citizenship: US  
Principal Business: Individuals  
% Equity: 18% of DataJack, Inc. (18% Of ITG, Inc. indirectly)<sup>7</sup>

Name: Warren Gilbert  
Address: 1800 NE 114th St., Suite 2110, Miami, Florida 33181  
Citizenship: US  
Principal Business: Individual  
% Equity: 14% of DataJack, Inc. (14% Of ITG, Inc. indirectly)

No other individual or entity owns or controls more than 10% directly or indirectly of ITG, Inc. ITG, Inc. has no interlocking officers or directors with any other foreign carriers.

**63.18 (i)** iTalk certifies that it is not a foreign carrier and is not affiliated with any foreign carriers.

**63.18 (j)** iTalk certifies that it does not seek to provide international telecommunications services to any destination country where:

- (1) iTalk is a foreign carrier in that country; or
- (2) iTalk controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of iTalk, or that controls iTalk, controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of iTalk and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.

**63.18 (k)** Not applicable (no destination countries are listed in response to paragraph

---

<sup>7</sup> Gerald and Seena Sperling own their shares of DataJack, Inc. both directly and through a trust, with beneficial ownership held by Seena Sperling.

(j) above).

- 63.18 (l)** Not applicable (iTalk is not a foreign carrier and is not affiliated with any foreign carriers).
- 63.18 (m)** Not applicable (iTalk is not a foreign carrier and is not affiliated with any foreign carriers).
- 63.18 (n)** 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 will not enter into such agreements in the future.
- 63.18 (o)** Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- 63.18 (p)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because the Applicant is not affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

## **VI. INFORMATION REQUIRED BY SECTION 63.04**

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

- (a)(6)** A description of the Transaction is set forth in **Section III** above.
- (a)(7)** Applicants do not currently offer domestic telecommunications services.
- (a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their Affiliates combined held less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will not provide local exchange service; and (3)

none of the Applicants or their Affiliates is dominant with respect to any service.

- (a)(9) By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations. (This Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). Except with respect to the requests for Special Temporary Authority being filed concurrently with the Commission as outlined above, no other applications are being filed with the Commission with respect to this Application.
- (a)(10) The Applicants are seeking Special Temporary Authority with respect to the Transaction described in this Application. As such, Applicants respectfully request that the Commission approve this Application expeditiously.
- (a)(11) Not applicable (no other waiver requests are being filed).
- (a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

## VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants therefore respectfully request that the Commission consider and approve this Application as soon as possible.

Respectfully submitted,

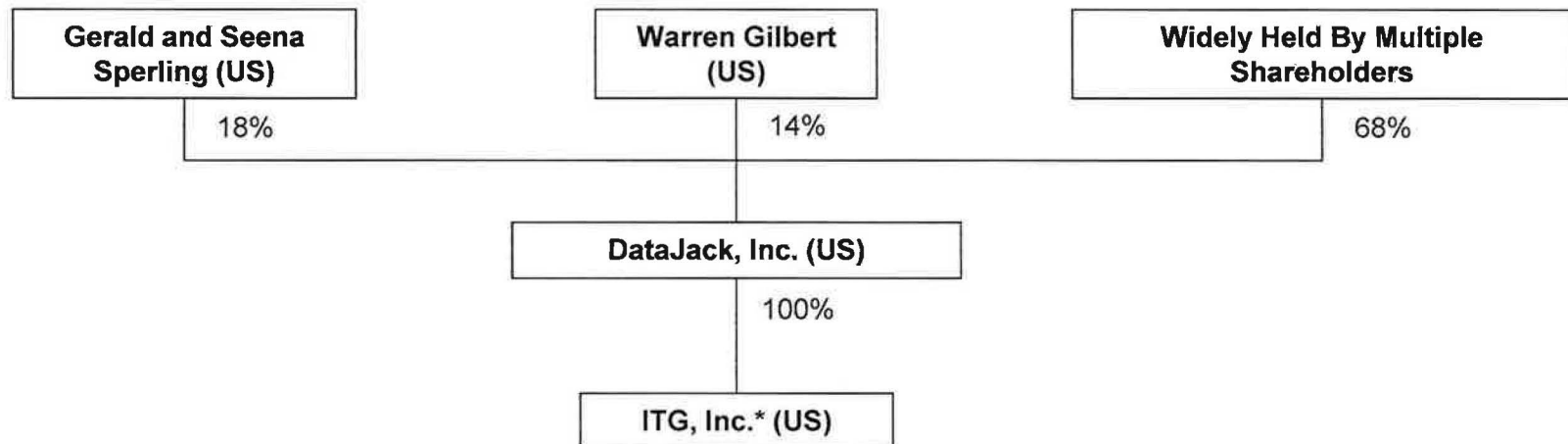
/s/ Catherine Wang  
Catherine Wang  
Jeffrey R. Strenkowski  
Bingham McCutchen LLP  
2020 K St., NW  
Washington, DC 20006  
202-373-6000 (Tel)  
202-373-6001 (Fax)  
catherine.wang@bingham.com  
jeffrey.strenkowski@bingham.com

*Counsel for iTalk, Inc.*

Dated: January 28, 2014

**ATTACHMENT 1**  
**ASSIGNOR OWNERSHIP**

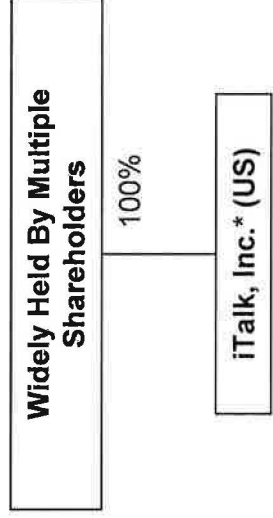
## Assignor Ownership



\* Assignor

**ATTACHMENT 2**  
**ASSIGNEE OWNERSHIP**

# Assignee Ownership



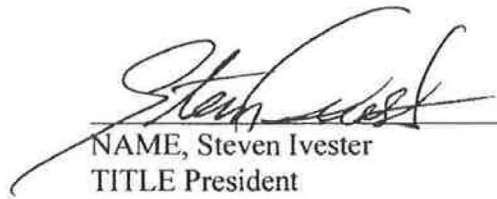
\* Assignee



## VERIFICATION

I, state that I am the President of ITG, Inc. ("ITG"); that I am authorized to make this Verification on behalf of ITG; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to IGT are true and correct to the best of my knowledge, information, and belief.


I declare under penalty of perjury that the foregoing is true and correct. Executed this 28th day of January, 2014.

  
NAME, Steven Ivester  
TITLE President  
ITG, Inc.

## VERIFICATION

I, David F. Levy, state that I am the CEO of iTalk, Inc. ("iTalk"); that I am authorized to make this Verification on behalf of iTalk; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to iTalk are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 28th day of January, 2014.

A handwritten signature in black ink, appearing to read 'D. Levy', is written over a horizontal line. The signature is stylized and cursive.

NAME, David F. Levy  
TITLE CEO  
iTalk, Inc.