

The instant application seeks Commission approval for a proposed transaction to transfer control of eKit.com, Inc. (“eKit”) to Jersey Telecom (UK) Limited (“Jersey UK”) (collectively, the “Applicants”).

ANSWER TO QUESTION 10:

In response to 47 C.F.R. § 63.18(c):

Please direct all correspondence concerning this application to the following telecommunications counsel:

For eKit/Transferor:

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For Jersey UK/Transferee:

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Additionally, correspondence concerning this application may be addressed to the following officers of the Applicants:

For eKit/Transferor:

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For Jersey UK/Transferee:

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In response to 47 C.F.R. § 63.18(d):

eKit previously received authority under Section 214 of the Act to provide international switched services on a facilities-based (Section 63.18(e)(1)) and resale basis (Section 63.18(e)(2)) under File No. ITC-214-20060810-00384 (granted 01/09/2007). Jersey UK has not previously received authority under Section 214 of the Act.

ANSWER TO QUESTION 11:

The following entities currently hold, directly or indirectly, at least ten (10) percent of the equity in Jersey UK as determined by successive multiplications in the manner specified in the note to Section 63.18(h) of the Commission's rules:

Name/Address	% of Shares	Country / State of Incorporation	Principal Occupation / Business
JT Group Limited No. 1 The Forum, Grenville Street Saint Helier, Jersey, JE4 8PB	100% direct ownership of Jersey UK	Bailiwick of Jersey	Holding company for the Government of the Bailiwick of Jersey

The following entities currently hold directly at least ten (10) percent of the equity in JT Group Limited and, consequently, indirectly hold at least ten (10) percent of the equity in Jersey UK:

Name/Address	% of Shares	Country / State of Incorporation	Principal Occupation / Business
States of Jersey Saint Helier, Jersey	100% direct ownership of JT Group Limited	Bailiwick of Jersey	Government of the Bailiwick of Jersey

No other entities or individuals hold a ten percent (10%) or greater attributable ownership interest in Jersey UK.

ANSWER TO QUESTION 12:

The proposed transferee, Jersey UK, has interlocking directorates with its foreign carrier sister companies, Wave Telecom Limited ("Wave Telecom") and Jersey Telecom Limited ("JTL"). Wave Telecom is a wholly-owned subsidiary of JT Group Limited and operates in the Bailiwick of Guernsey. JTL is also a wholly-owned subsidiary of JT Group Limited and operates in the Bailiwick of Jersey. Jersey UK does not have interlocking directorates with any other foreign carriers. The following individuals serve as directors of Jersey UK, Wave Telecom and JTL:

Graeme Millar
Geoff Weir

ANSWER TO QUESTION 13:

By the instant application, eKit (the 214 authorized company) and Jersey UK request Commission approval to have Jersey UK acquire 100% of the direct ownership interest in eKit pursuant to an Agreement and Plan of Merger (“Agreement”) executed on December 29, 2010. Under the Agreement, Commission approval must occur prior to consummation of the transaction. eKit will continue to exist as an operating company and will continue to operate under its existing 214 authorization (File No. ITC-214-20060810-00384) after the transaction has been consummated.

eKit, the 214 authorized company, is a company organized under the laws of the state of Delaware. Jersey UK is a holding company organized under the laws of the United Kingdom. Jersey UK does not provide any telecommunications services in the U.S. or the United Kingdom. Jersey Telecom, Inc. (“JTI”), a wholly-owned subsidiary of Jersey UK, is a company organized under the laws of Delaware for purposes of the merger. JTI is not an authorized telecommunications service provider in the U.S. or any foreign country. Pursuant to the Agreement, Jersey UK will acquire 100% of the direct ownership interest in eKit through a merger of eKit with JTI. Specifically, upon consummation of the proposed transaction JTI shall be merged with and into eKit under Delaware law. JTI will cease to exist after the merger, and eKit will then be the surviving corporation and a wholly-owned direct subsidiary of Jersey UK. After the transaction, eKit will continue to operate under its existing 214 authorization (except with different ownership) and will have (initially) the same company officers. The proposed merger transaction will have no operational effect on eKit’s customers, which will each continue to obtain service from, and be billed by, the same entity with the same contact information as before.

Illustrations of the current and proposed ownership structures for eKit are provided in **Diagram 1** and **Diagram 2**, further below.

ANSWER TO QUESTION 14:

Jersey UK is not a foreign carrier. However, upon consummation of the transaction, eKit will be affiliated with Jersey UK’s foreign carrier sister companies, JTL and Wave Telecom. JTL is a foreign carrier which provides telecommunications services in the Bailiwick of Jersey. Wave Telecom is a foreign carrier which provides telecommunications services in the Bailiwick of Guernsey. Applicants certify that, upon consummation of the proposed transaction, eKit will be a wholly owned subsidiary of Jersey UK and will be affiliated with foreign carriers in the Bailiwicks of Jersey and Guernsey.

ANSWER TO QUESTION 15:

Upon consummation of the proposed transaction, JT Group Limited will indirectly own and control 100% of eKit, the Section 214 authorization holder. Applicants certify that, upon consummation of the transaction, eKit would be authorized to provide services to destination

countries (Bailiwicks of Jersey and Guernsey) in which JT Group Limited controls foreign carriers (Wave Telecom and JTL).

ANSWER TO QUESTION 16:

Applicants request classification of eKit as “non-dominant” between the U.S. and the Bailiwicks of Jersey and Guernsey. eKit qualifies for a presumptive classification as non-dominant under Section 63.10 of the Commission’s rules for the following reasons. Wave Telecom is not a monopoly provider of telecommunications services in the Bailiwick of Guernsey, and the company lacks 50% of the market share in the international transport and the local access markets on the foreign end of the applicable route. Accordingly, eKit is presumptively classified as non-dominant with respect to Guernsey.¹ JTL has more than 50% of the international transport and the local access market share in the Bailiwick of Jersey, but eKit is presumptively classified as non-dominant with respect to that market because the company provides international switched services to Jersey solely through the resale (either directly or indirectly) of unaffiliated U.S. facilities-based carriers’ international switched services.²

ANSWER TO QUESTION 20:

Applicants request streamlined processing of the application. The application qualifies for streamlined processing as the Commission has determined that Wave Telecom and JTL do not possess market power in the destination markets of Guernsey and Jersey, as detailed in the ANSWER TO QUESTION 16, *supra*.³

¹ See 47 C.F.R. § 63.10(a)(3). The Commission presumes that Cable & Wireless Guernsey Ltd. (which is unaffiliated with the instant applicants) is the foreign carrier which possesses market power in the destination market of Guernsey. See *The International Bureau Revises and Reissues the Commission’s List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets*, Public Notice, DA 07-233, January 26, 2007 (“Foreign Carrier List”).

² See 47 C.F.R. § 63.10(a)(4). Significantly, no foreign carrier is presumed by the Commission to possess market power in the destination market of Jersey. See Foreign Carrier List.

³ See 47 C.F.R. §§ 63.12(c)(1)(i).

DOMESTIC APPLICATION SUPPLEMENT

Pursuant to 47 C.F.R. § 63.04 (b), the following information corresponding to 47 C.F.R. §§ 63.04(a)(6) – (a)(12) is supplied in connection with the Joint International and Domestic Application for the Consent to Transfer Control of 214 Authorized Carrier and is intended to fulfill the requirements for the transfer of control of a domestic carrier.

Section 63.04(a)(6) - Description of the transaction:

See ANSWER TO QUESTION 13, supra.

Section 63.04(a)(7) - A description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

Jersey UK does not provide domestic telecommunications services in the U.S. eKit offers domestic telecommunications services across the U.S.,⁴ but primarily focuses on providing telecommunications services for international travelers. eKit's services include: roaming SIM cards for travelers, mobile phone services, domestic SIM cards, prepaid phonecards and satellite phone services. Approximately 70% of eKit's customers are internationally traveling Americans, 20% English and European, and 10% Australian. eKit and Jersey UK are not affiliated with any other domestic telecommunications providers.

Section 63.04(a)(8) - A statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:

The proposed transaction would result in the transferee (Jersey UK) having less than a 10 percent market share in the interstate, interexchange market. The parties to the transaction will all continue to operate exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction. eKit and Jersey Telecom are not dominant with respect to any domestic telecommunications service. Accordingly, this application is appropriate for streamlined treatment pursuant to 47 C.F.R. § 63.03 (b)(2).

Section 63.04(a)(9) - Identification of all other Commission applications related to the same transaction:

This joint application is submitted concurrently with both the FCC's International Bureau and Wireline Competition Bureau. There are no other Commission applications related to the same transaction.

⁴ The company also holds authorization to provide intrastate services in the state of California.

Section 63.04(a)(10) - A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

Not applicable.

Section 63.04(a)(11) - Identification of any separately filed waiver requests being sought in conjunction with the transaction:

Not applicable.

Section 63.04(a)(12) - A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

Consummation of the proposed transaction will serve the public interest in promoting competition in the international and domestic telecommunications market by providing eKit the opportunity to strengthen its competitive positions through the addition of capital from Jersey UK, and by combining the resources and expertise of both companies. Accordingly, the proposed acquisition will benefit consumers through improved services and lower rates, thereby promoting competition in the international and domestic telecommunications market. Given the Commission's desire to foster competition in the international and domestic telecommunications services market, grant of the proposed transaction is in the public interest.

DIAGRAM 1
CURRENT EKIT OWNERSHIP STRUCTURE

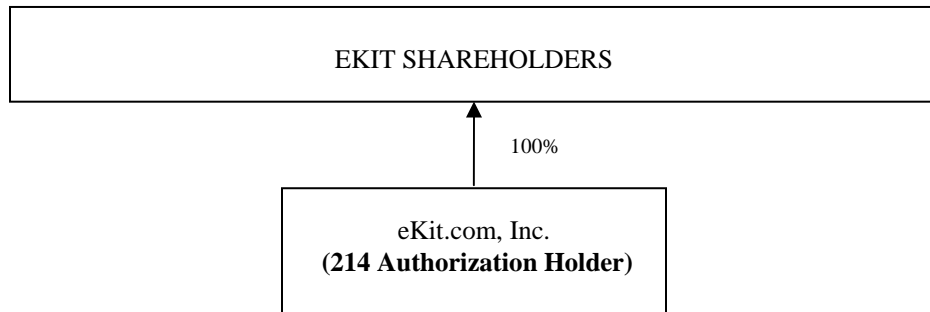


DIAGRAM 2
PROPOSED EKIT OWNERSHIP STRUCTURE
(showing also foreign carrier affiliates obtained through the transaction)

