

ATTACHMENT 1

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Application of)

G3 Telecom USA Inc., Transferor)
and)
Telehop Communications Inc., Transferee)

File No. ITC-T/C-2014_____

For Authority pursuant to Section)
Section 214 of the Communications Act of 1934,)
as amended, to Transfer Control of)
G3 Telecom USA Inc.)

Answer to Question 10:

Section 63.18(c)–Assignor and Assignee Contact Information

Assignor:

Mr. Rajan Arora, Secretary/Treasurer
G3 Telecom USA Inc.
1039 McNicoll Avenue
Toronto, Ontario
Canada M1W 3W6
Tel: 416-499-5463
Email: rajan@g3telecom.com

Assignee:

Mr. Rajiv Jagota
President/CEO
Telehop Communications Inc.
1039 McNicoll Avenue
Toronto, Ontario
Canada M1W 3W6
Tel: 416-494-5893
Email: rjagota@telehop.com

Consultant for Assignor and Assignee:

Sharon Thomas, Consultant
Technologies Management, Inc.
2600 Maitland Center Parkway, Suite 300
Maitland, FL 32751
Phone: 407-740-3031
Email: stthomas@tminc.com

Section 63.18(d) – Prior Section 214 authority

Neither Telehop Communications Inc. or G3 Telecom USA Inc. have previously received authority under Section 214 of the Act other than the existing authorization described herein that is the subject of this application (ITC-214-20110311-00063).

Answer to Question 11:

Section 63.18(h) – Assignee ownership

Mr. Rajan Arora
6 Tranvalley Crt.
Toronto, Ontario
Canada M3B 1C6
Citizenship: Canada
Principle Business: Investor
Ownership Interest: 24.79%

Mr. James Estill
23 Grange Street
Guelph, Ontario
Canada N1E 2T6
Citizenship: Canada
Principle Business: Investor
Ownership Interest: 17%

Ms. Mignonne Spiegelman
162 Colin Avenue
Toronto, ON
Canada M5P 2C6
Citizenship: Canada
Principle Business: Investor
Ownership Interest (Voting Rights): 13%

Answer to Question 12:

Telehop Communications Inc. is a foreign carrier (Canadian), but has no interlocking directorates with any other foreign carrier, other than its affiliated entities identified in Section II.B of Attachment II to this Application, and, upon closure of the Transaction, the G3 Companies, described in Section II.A of Attachment II. All of these entities will have the same officers and directors as Telehop Communications Inc.

Answer to Question 13:

Pursuant to a Purchase Agreement ("Agreement") between the Joint Applicants, Telehop Communications Inc. will purchase the shares of G3 Telecom USA Inc. and its various affiliated companies¹ for a combined sum of \$4.3 million, payable \$2.0 million in cash upon closing, \$1.5 million over 24 months with interest at 5% and \$800,000 by the issuance of eight million common shares of

¹ Under the Purchase Agreement, Telehop will also purchase certain assets and liabilities of two of those affiliates: G3 Telecom Corp. and G3 Telecom Services Inc.

Telehop. For purposes of the Transaction, a new corporation, Telehop Agencies Inc. was formed as a wholly-owned subsidiary of Telehop Communications Inc. Initially, G3 Telecom USA will be acquired as a wholly-owned subsidiary of Telehop Agencies Inc. Once the transaction is fully closed and all obligations of the Transaction are satisfied, Telehop Agencies will be dissolved into Telehop Communications Inc., leaving G3 Telecom USA as a direct wholly-owned subsidiary of Telehop Communications Inc. Telehop's acquisition of G3 Telecom USA Inc. is subject to required U.S. regulatory approvals, including that of the Federal Communications Commission.

Upon closing of the Transaction, Mr. Rajan Arora (currently co-owner of G3 Telecom USA Inc. via ownership of Suraj Holdings Inc.) will own 8,000,000 common shares, or 24.79% of Telehop Communications Inc. and will hold a seat on the Board of Directors.

Answer to Question 14:

Canada.

Answer to Question 15:

Through its purchase of G3 Telecom USA, Telehop seeks to provide international telecommunications services to Canada, where Telehop is authorized to engage in the provision of international telecommunications service to the public and is, therefore, defined as a foreign carrier under 47 CFR §63.09(d).

Answer to Question 16:

Telehop satisfies the requirements of §63.10(a)(3) for a presumption of non-dominance and therefore qualifies for regulation as a non-dominant carrier for the provision of international telecommunications service to Canada. Telehop lacks sufficient market power in Canada to adversely affect competition in the U.S. market. Telehop does not own any transport facilities and does not provide local access services in Canada. Accordingly, Telehop has a 0% share of the international and local access markets in Canada. Accordingly, it meets the standard for presumptive classification as a non-dominant carrier under §63.10(a)(3).

Answer to Question 20:

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to §63.12(a)-(b). Although Telehop is a foreign carrier in a destination market (Canada) where it intends to provide service through G3 Telecom USA, Telehop qualifies for a presumption of non-dominance under §63.10(a)(3), for the reasons describe in section V(m) above, and therefore satisfies the exemption provided under §63.12(c)(1)(ii). Furthermore, Telehop satisfies the exemption set forth in §63.12(c)(1)(iii), because it owns no facilities, other than mobile wireless facilities and switches, in Canada, the destination market. The provisions of §63.12(c)(2) do not apply to Telehop, because it does not have an affiliation with a dominant U.S. carrier. The Applicants therefore respectfully request that the Application be afforded streamlined processing.