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READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
306A-0589
Page No. 1 of 2

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) iTalk, Inc.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00	
(4) STREET ADDRESS LINE NO. 1 2400 West Cypress Creek Road			
(5) STREET ADDRESS LINE NO. 2 Suite 111			
(6) CITY Fort Lauderdale		(7) STATE FL	(8) ZIP CODE 33309
(9) DAYTIME TELEPHONE NUMBER (include area code) (877) 652-3834		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0023299464		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME iTalk, Inc.			
(14) STREET ADDRESS LINE NO. 1 2400 West Cypress Creek Road			
(15) STREET ADDRESS LINE NO. 2 Suite 111			
(16) CITY Fort Lauderdale		(17) STATE FL	(18) ZIP CODE 33309
(19) DAYTIME TELEPHONE NUMBER (include area code) (877) 652-3834		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0023299464		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00	FCC USE ONLY	
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1	(29B) FCC CODE 2		
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>M. Renee Britt</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>M. Renee Britt</u>		DATE <u>1/28/2014</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
X AMEX DISCOVER			
ACC	PAID BY CREDIT CARD		
I her			
SIG:			

Catherine Wang
Jeffrey R. Strenkowski
Catherine.wang@bingham.com
Jeffrey.strenkowski@bingham.com

January 28, 2014

Via Overnight Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

Re: *In the Matter of the Joint Application of ITG, Inc. (“Assignor”) and iTalk, Inc. (“Assignee”) for Nunc Pro Tunc Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission’s Rules to Complete the Assignment of Assets and Section 214 License*

Dear Ms. Dortch:

On behalf of ITG, Inc. (“ITG”) and iTalk, Inc. (“iTalk”), enclosed for filing is an original and six (6) copies of an application for authority to complete the assignment of assets and Section 214 authority from ITG to iTalk.

Pursuant to Section 63.04(b) of the Commission’s rules, Applicants submit this filing as a combined domestic section 214 application and international section 214 application (“Combined Application”). Applicants are simultaneously submitting for filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Applicants are also filing a Request for Special Temporary Authority.

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$1,050.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 1 of Section 1.1105 of the Commission’s Rules.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Catherine Wang
Jeffrey R. Strenkowski

Counsel for iTalk, Inc.

Beijing
Boston
Frankfurt
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
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base and customer contracts (the “Transaction”).² 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

² 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.³

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.⁴

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

³ 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.

⁴ 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.⁵ 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

⁵ 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.⁶

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.

⁶ 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)⁷

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 of international basic telecommunications services in the United States.
- 63.18 (k)** Not applicable (no destination countries are listed in response to paragraph

⁷ 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

BINGHAM

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”).¹ 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

¹ 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 (G5C)
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
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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").² 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

² 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.³

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.⁴

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

³ 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.

⁴ 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.⁵ 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

⁵ 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.⁶

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.) FRN: 0016796914
14911 Quorum Drive
Suite 370
Dallas, Texas 75254
Tel: (972) 361-1980

Assignee:

iTalk, Inc. FRN: 0023299464
2400 West Cypress Creek Road
Suite 111
Fort Lauderdale, Florida 33309
Tel: (877) 652-3834

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.

⁶ 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)⁷

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

⁷ 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,

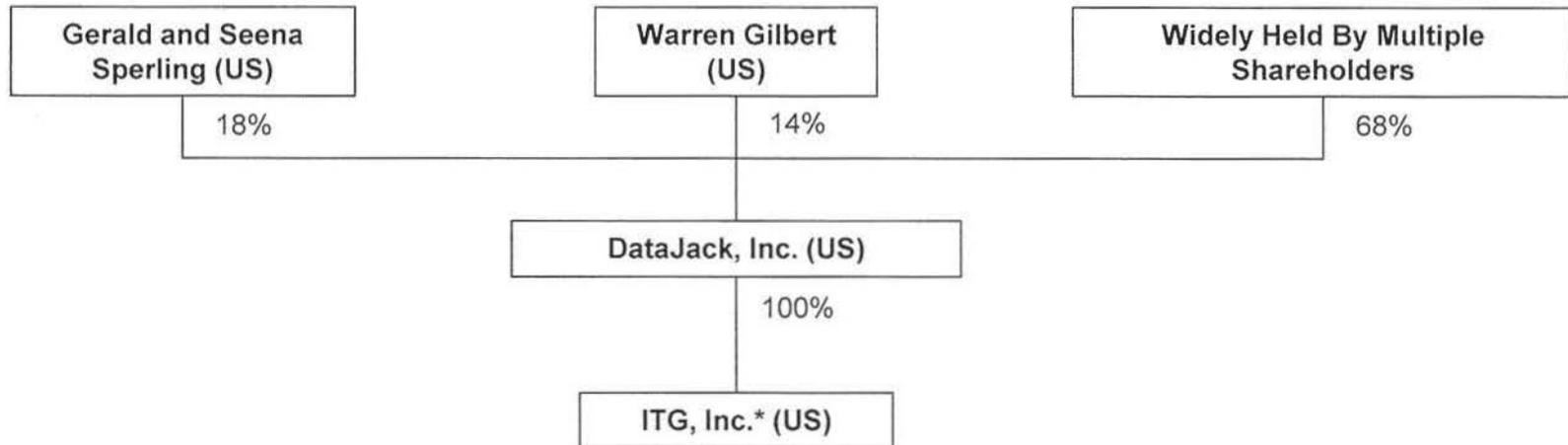
/s/ Catherine Wang
Catherine Wang
Jeffrey R. Strenkowski
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2020 K St., NW
Washington, DC 20006
202-373-6000 (Tel)
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catherine.wang@bingham.com
jeffrey.strenkowski@bingham.com

Counsel for iTalk, Inc.

Dated: January 28, 2014

ATTACHMENT 1
ASSIGNOR OWNERSHIP

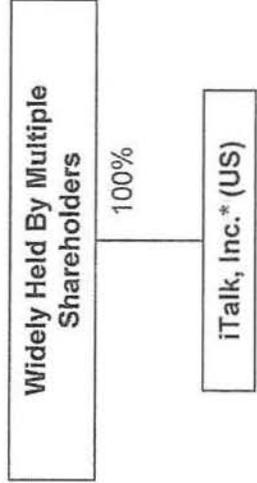
Assignor Ownership



* Assignor

ATTACHMENT 2
ASSIGNEE OWNERSHIP

Assignee Ownership

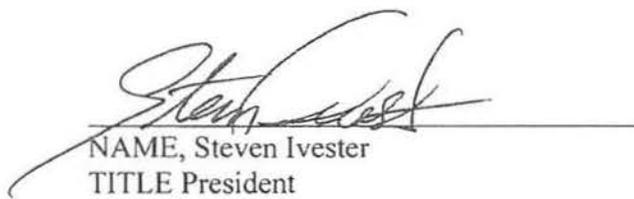


* Assignee

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.

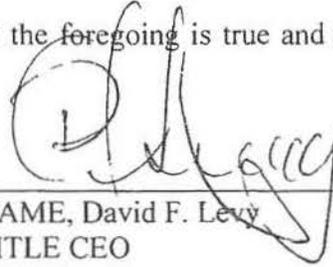


NAME, Steven Ivester
TITLE President
ITG, Inc.

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.

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