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Competition Policy Division
Wireline Competition Bureau

William A. Devo

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.

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

+1 202 373 6000
+1 202 373 6001
bingham.com

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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.