



August 20, 2014
Via Web Filing

Mr. Steven V. King, Executive Secretary
Washington Utilities and Transportation Commission
1300 S. Evergreen Park Drive, S.W.
P.O. Box 47250
Olympia, WA 98504-7250

**RE: G3 Telecom USA Inc. Notice of Transfer of Control
Original Docket Number UT-110522**

Dear Mr. King:

Enclosed for filing please find the original of the above referenced Notice of Transfer of Control submitted on behalf of G3 Telecom USA Inc. G3 Telecom USA Inc. was registered as a Competitive Telecommunications Company in Docket Number UT-110522 on April 22, 2011.

Any questions you may have regarding this filing should be directed to my attention at 407-740-3031 or via email to sthas@tminc.com. Thank you for your assistance in this matter.

Sincerely,

/s/Sharon Thomas

Sharon Thomas

Consultant to G3 Telecom USA Inc.

cc: Rajan Arora - G3 Telecom USA
file: G3 Telecom USA - Washington - Other
tms: WAX1401

Enclosures

ST/im

NOTICE OF TRANSFER OF CONTROL

I. DESCRIPTION OF TRANSFEROR AND TRANSFEREE

A. G3 Telecom USA Inc. - Transferor

G3 Telecom USA Inc. is incorporated under the laws of the state of Delaware with principal offices located at 1039 McNicoll Avenue, Toronto, Ontario, Canada. G3 Telecom USA was granted a Certificate of Authority to Operate as a Competitive Telecommunications Company in Docket Number UT-110522, dated April 22, 2011. It is 100% owned and controlled by Saraj Holdings Inc., which in turn is 100% owned by the Arora family trust, the beneficiaries of which are Rajan and Sonia Arora and their descendants.

G3 Telecom USA Inc. is affiliated with several other companies¹ that provide telecommunications or related services and that are being purchased by Telehop as part of the Transaction. None of these affiliates is a U.S. company and none provide telecommunications services within the U.S.

B. Telehop Communications Inc. – Transferee

Telehop Communications Inc. is a publicly-held Canadian Corporation, incorporated under the laws of the Province of Ontario with principle offices at 1039 McNicoll Avenue, Toronto, Ontario, Canada. Telehop provides resold long distance services and interconnected VoIP services within Canada and to international locations. Telehop is licensed by the Canadian Television and Telecommunications Commission ("CRCT") as a Class "A" telecommunications carrier. Telehop has several wholly-owned subsidiaries, including International Telehop Network Systems Inc., Telehop Long Distance Service Ltd., Telehop Premium Business Services Inc. and CardTel Corp. All of the subsidiaries are also Canadian companies. Neither Telehop nor any of its subsidiaries operate as a carrier within the U.S.

¹ G3 Telecom Corp. (Canada), G3 Telecom Services Inc. (Canada), 1530487 Ontario Inc. (Canada), 7140282 Canada Inc. (Canada), ALO Mobile Inc. (Canada), ALO Telecom Inc. (Canada) and Ellora Philippines Inc. (Philippines).

Telehop Agencies Inc. ("Telehop Agencies") is a wholly-owned subsidiary of Telehop Communications Inc. incorporated under the laws of the Province of Ontario with principle offices at 1039 McNicoll Avenue, Toronto, Ontario, Canada. Telehop Agencies was created strictly for the purpose of this Transaction and will be dissolved once the Transaction is fully closed.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to a Purchase Agreement ("Agreement") between the Joint Applicants, Telehop Communications Inc. will purchase the shares and assets of G3 Telecom USA Inc. and its various affiliated companies 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 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.

G3 Telecom USA's corporate identity, name, operations, and the rates, terms and conditions of its service offerings will remain intact after the Transaction. Mr. Rajan Arora, currently co-owner of G3 Telecom USA via his ownership interest in Suraj Holdings Inc. will acquire 24.79% of the common stock of Telehop Communications Inc. as part of the Agreement and will hold a position on the Telehop Board of Directors.

III. CUSTOMER IMPACT

The proposed Transaction will be seamless from the perspective of G3 Telecom USA's Washington customers, because there will be no change in the company name, or any changes to the rates, terms and conditions of service.