

OFFICIAL FILE
ILLINOIS COMMERCE COMMISSION

ORIGINAL

(File this application in the docket. If you do so, file one original verified application with the Chief Clerk.)

ILLINOIS
COMMERCE COMMISSION

Docket No 11-0312
ICC Office Use Only

2011 APR 18 A 11:26

Please provide the appropriate information in the () areas in the heading below.

CHIEF CLERK'S OFFICE

G3 Telecom USA, Inc. :
:
Application for a certificate of :
prepaid calling service provider authority :
statewide in the State of Illinois. :

**ADDENDUM TO APPLICATION TO OBTAIN A
"CERTIFICATE OF PREPAID CALLING SERVICE PROVIDER AUTHORITY"**
(Use additional sheets as necessary.)

GENERAL

Applicant's Name (including d/b/a, if any)

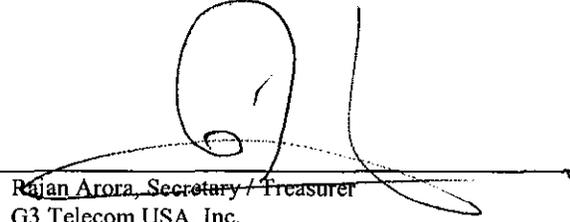
G3 Telecom USA, Inc.
1039 McNicoll Avenue
Toronto, Ontario
Canada M1W 3W6
Phone: (416) 499-5463
Fax: (416) 499-6612

FEIN#: 98-0595391

FINANCIAL FITNESS and EXPLANATION OF OWNERSHIP

Financial information is being provided for G3 Telecom Corp., which shares ownership with G3 Telecom USA, Inc. G3 Telecom Corp. is a Canadian corporation that provides long distance telecommunications services in Canada. Both the Applicant and G3 Telecom Corp. are wholly owned by Suraj Holdings, a Canadian company. G3 Telecom Corp. and G3 Telecom USA, Inc., therefore, have the same owner and both share management employees.

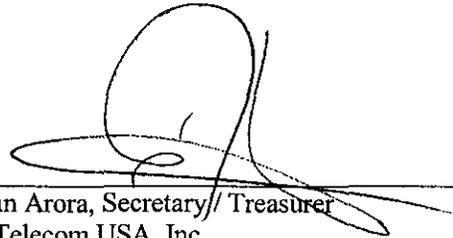
With this Addendum, the Company submits its public (redacted) and confidential financial statements with a Motion for Protective Order.


Rajan Arora, Secretary / Treasurer
G3 Telecom USA, Inc.

Date: April 13, 2011

OATH

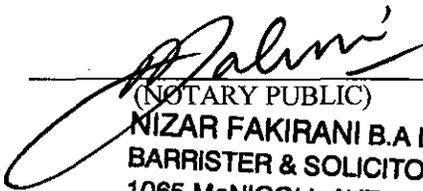
Rajan Arora makes oath and says that he is the Secretary / Treasurer of G3 Telecom USA, Inc.; that he has examined the foregoing application and that to the best of his knowledge, information, and belief, all statements of fact contained in the said application are true, and the said application is a correct statement of the business and affairs of the above-named applicant in respect to each and every matter set forth therein.



Rajan Arora, Secretary// Treasurer
G3 Telecom USA, Inc.

Date: April 13, 2011

Subscribed and sworn before me this 13th day of April 2011.



(NOTARY PUBLIC)
NIZAR FAKIRANI B.A LL.B
BARRISTER & SOLICITOR
1065 McNICOLL AVE. 2ND FLOOR
TORONTO ONT M1W 3W6
TEL: 416-444-4043

My Commission expires on: N/A

REDACTED (PUBLIC VERSION)

Financial Statements

G3 TELECOM CORP.

December 31, 2009

(Unaudited - See Notice to Reader)

REDACTED (PUBLIC VERSION)

G3 TELECOM CORP.

DECEMBER 31, 2009

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MARTYN, DOOLEY & PARTNERS LLP
CHARTERED ACCOUNTANTS

REDACTED (PUBLIC VERSION)

www.mdp.on.ca

Suite 200
4230 Sherwoodtowne Blvd.
Mississauga, Ontario L4Z 2G6

T 905.279.7500
F 905.279.9300
E mdp@mdp.on.ca

NOTICE TO READER

We have compiled the balance sheet of G3 Telecom Corp. as at December 31, 2009, and the statement of earnings and deficit for the year then ended from information provided by management. We have not performed an audit or a review engagement of these financial statements and, accordingly, we express no assurance thereon. Readers are cautioned that these statements may not be appropriate for their purposes.

Martyn Dooley & Partners LLP
Chartered Accountants
Licensed Public Accountants

Mississauga, Ontario

June 15, 2010

REDACTED (PUBLIC VERSION)

G3 TELECOM CORP.

Statement of Earnings and Deficit

Year Ended December 31, 2009

(Unaudited - See Notice to Reader)

	2009	2008
Revenue		
Expenses		
Advertising		
Amortization		
Auto		
Bad debts		
Commission		
General		
Interest and credit cards charges		
Internet		
Office		
Management fees		
Postage and courier		
Professional fees		
Purchases		
Rent		
Repairs and maintenance		
Telephone		
Travel and entertainment		
Wages		
Earnings Before Income Taxes		
Provision for income taxes		
Net Earnings		
Deficit, Beginning of Year		
Dividends		
Deficit, End of Year		

REDACTED (PUBLIC VERSION)

G3 TELECOM CORP.

Balance Sheet

December 31, 2009

(Unaudited - See Notice to Reader)

	2009	2008
--	------	------

Assets

Current

Cash
Accounts receivable
Due from related company
Prepaid and deposits

Capital Assets

Computers
Equipment
Furniture
Leasehold improvements

Less: accumulated amortization

Liabilities

Current

Accounts payable and accrued liabilities
Due to related company
Due to shareholder
Income taxes payable

Shareholder's Deficiency

Capital Stock

Authorized

Unlimited Common shares
Unlimited Class B special shares

Issued

100 Common shares
100 Class B special shares

Deficit

On behalf of the Board

Director _____





REDACTED (PUBLIC VERSION)

G3 TELECOM

BALANCE SHEET (DRAFT FOR INTERNAL PURPOSE ONLY)

December 31, 2010

ASSETS

CURRENT

Cash
Accounts Receivable
Prepaid and deposits

CAPITAL ASSETS

Less: accumulated amortization

LIABILITIES

Current

Accounts payable and accrued liabilities
Customers Deposits
Due to Related Company

SHAREHOLDER'S EQUITY

CAPITAL STOCK
COMMON SHARES
RETAINED EARNINGS

REDACTED (PUBLIC VERSION)

G3 TELECOM

Statement of Earnings and Retained Earnings

Draft for internal purpose only

December 31, 2010

Income

Cost of Good Sold

Gross Profit

Expenses

Net Income Before Income Taxes

Retained Earnings Beginning of Year

Dividends

Retained Earnings End of Year

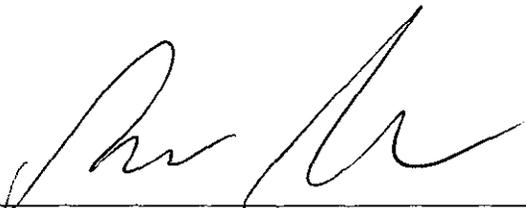
**G3 TELECOM USA, INC.
DOCKET NUMBER 11-0312**

CERTIFICATE OF SERVICE

I hereby certify that on this 15th day of April, 2011, I caused to be served a copy of the foregoing addendum to the Application for a certificate of prepaid calling service provider authority statewide in the State of Illinois upon the following, via overnight delivery, or equivalent service:

Karen Chang, Case Manager
Illinois Commerce Commission
527 E. Capitol Ave.
Springfield, IL 62701
kchang@icc.illinois.gov

John T. Riley, Administrative Law Judge
Illinois Commerce Commission
160 N. LaSalle St., Ste. C-800
Chicago, IL 60601-3104
jriley@icc.illinois.gov



Technologies Management, Inc.