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TN REGULATORY AUTHORITY
UTILITIES DIVISION

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T.R.A. DOCKET ROOM

November 30, 2011
Via Overnight Delivery

Ms. Sharla Dillon
Dockets and Records Manager, Utilities Division
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

**Re: G3 Telecom USA, Inc. - Application for Certificate to Provide Operator Services and/or Resell Telecommunications Services in Tennessee
Docket 1100117**

Dear Ms. Dillon,

Enclosed for filing are the original and thirteen (13) copies of the executed Surety Bond in the amount of \$20,000 submitted on behalf of G3 Telecom USA, Inc. in the above referenced docket number.

Questions regarding this filing may be directed to my attention at (407) 740-3031 or via e-mail at stthomas@tminc.com.

Please acknowledge receipt of this filing by returning, file-stamped the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

Thank you for your assistance.

Sincerely,

Sharon Thomas
Consultant to G3 Telecom USA, Inc.

Enclosure
ST/im

cc: Shams Manji, G3 Telecom USA
File: G3 - TN IXC
TMS: TN1100C

THE GUARANTEE COMPANY OF NORTH AMERICA

4950 Yonge Street, Suite 1400, Madison Centre

Toronto, Ontario M2N 6K1

Tel 416-223-9580

Fax 416-223-6577

www.gcna.com

10527 MERIT INSURANCE BROKERS INC. 111 GORDON BAKER ROAD SUITE #425 NORTH YORK, ON M2H 3R1 ATTENTION TO: PAUL DAHLIN	BROKER	PREMIUM NOTICE TM5132624
G3 TELECOM USA INC. 1039 MCNICOLL AVE TORONTO, ON M1W 3W6	PRINCIPAL	OBLIGEE STATE OF TENNESSEE, TENNESSEE REGULATORY AUTHORITY 460 JAMES ROBERTSON PARKWAY MASHVILLE, TN 37243-0505

BOND NUMBER	BOND AMOUNT	CURRENCY	INVOICING PERIOD	
			FROM	TO
TM5132624	20,000.00	USD	17-NOV-2011	17-NOV-2012

BOND TYPE : U.S. LICENSE & PERMIT-OTHER

BOND LOCATION : TENNESSEE, UNITED STATES OF AMERICA

PREMIUM USD	496.00
COMMISSION 20.00 %	-99.20
NET PREMIUM	396.80
PREMIUM CAD Exchange Rate: 0.9919	491.98
COMMISSION 20.00 %	-98.40
NET PREMIUM	393.59

COMMENTS: Original bond to be signed by principal and filed with the obligee along with the POA, copy of bond for your records. Please forward original completed application for our records soon. Thanks



HEATHER CHRISTIE

18-NOV-2011

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: TM5132624

WHEREAS, G3 TELECOM USA INC. (the "Principal"), has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee; and

WHEREAS, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

WHEREAS, THE GUARANTEE COMPANY OF NORTH AMERICA USA (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

This bond shall become effective on the 17th day of Nov., 2011 and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

PRINCIPAL

G3 TELECOM USA INC.

Name of Company authorized by the TRA

Company ID # as assigned by TRA

SIGNATURE OF PRINCIPAL

Name:

Title:

SURETY

THE GUARANTEE COMPANY OF NORTH AMERICA USA

Name of Surety

25800 Northwestern Hwy., Ste. 720, Southfield, MI 48075

Address of Surety

SIGNATURE OF SURETY AGENT

Name: Heather Christie

Title: Attorney-in-fact

Address of Surety Agent:

25800 Northwestern Highway, Suite 720

Southfield, MI

48075

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)



THE GUARANTEE COMPANY OF NORTH AMERICA USA

Southfield, Michigan

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS: That **THE GUARANTEE COMPANY OF NORTH AMERICA USA**, a corporation organized and existing under the laws of the State of Michigan, having its principal office in Southfield, Michigan, does hereby constitute and appoint

Alex Campbell, Graham McIntosh, Irene Leblanc, Daniel Buisse, Bob Gallimore, Theresa Sullivan, Dina Amaro-Elias, Heather Christie, Richard Longland, Mark Skanes, Paul Hollingworth, Carol Holman, Yves Bollard, Luc Lanthier, Benoit Phénix, Nathalie Sanscartier, Cheryl Best-Pope, Dan Fletcher, R. F. Smith, Michel Bourque, Chris Watters

its true and lawful attorney(s)-in-fact to execute, seal and deliver for and on its behalf as surety, any and all bonds and undertakings, contracts of indemnity and other writings obligatory in the nature thereof, which are or may be allowed, required or permitted by law, statute, rule, regulation, contract or otherwise.

The execution of such instrument(s) in pursuance of these presents, shall be as binding upon **THE GUARANTEE COMPANY OF NORTH AMERICA USA** as fully and amply, to all intents and purposes, as if the same had been duly executed and acknowledged by its regularly elected officers at the principal office.

The Power of Attorney is executed and may be certified so, and may be revoked, pursuant to and by authority of Article IX, Section 9.03 of the By-Laws adopted by the Board of Directors of **THE GUARANTEE COMPANY OF NORTH AMERICA USA** at a meeting held on the 31st day of December, 2003. The President, or any Vice President, acting with any Secretary or Assistant Secretary, shall have power and authority:

1. To appoint Attorney(s)-in-fact, and to authorize them to execute on behalf of the Company, and attach the Seal of the Company thereto, bonds and undertakings, contracts of indemnity and other writings obligatory in the nature thereof; and
2. To revoke, at any time, any such Attorney-in-fact and revoke the authority given, except as provided below
3. In connection with obligations in favor of the Kentucky Department of Highways only, it is agreed that the power and authority hereby given to the Attorney-in-Fact cannot be modified or revoked unless prior written personal notice of such intent has been given to the Commissioner – Department of Highways of the Commonwealth of Kentucky at least thirty (30) days prior to the modification or revocation.

Further, this Power of Attorney is signed and sealed by facsimile pursuant to resolution of the Board of Directors of the Company adopted at a meeting duly called and held on the 31st day of December 2003, of which the following is a true excerpt:

RESOLVED that the signature of any authorized officer and the seal of the Company may be affixed by facsimile to any Power of Attorney or certification thereof authorizing the execution and delivery of any bond, undertaking, contracts of indemnity and other writings obligatory in the nature thereof, and such signature and seal when so used shall have the same force and effect as though manually affixed.

IN WITNESS WHEREOF, **THE GUARANTEE COMPANY OF NORTH AMERICA USA** has caused this instrument to be signed and its corporate seal to be affixed by its authorized officer, this 12th day of June, 2009.



STATE OF MICHIGAN
County of Oakland

THE GUARANTEE COMPANY OF NORTH AMERICA USA

Stephen Dillard, Vice President

Randall Musselman, Secretary

On this 12th day of June, 2009 before me came the individuals who executed the preceding instrument, to me personally known, and being by me duly sworn, said that each is the herein described and authorized officer of The Guarantee Company of North America USA; that the seal affixed to said instrument is the Corporate Seal of said Company; that the Corporate Seal and each signature were duly affixed by order of the Board of Directors of said Company.



Cynthia A. Takai
Notary Public, State of Michigan
County of Oakland
My Commission Expires February 27, 2012
Acting in Oakland County

IN WITNESS WHEREOF, I have hereunto set my hand at The Guarantee Company of North America USA offices the day and year above written.

Cynthia A. Takai

I, Randall Musselman, Secretary of **THE GUARANTEE COMPANY OF NORTH AMERICA USA**, do hereby certify that the above and foregoing is a true and correct copy of a Power of Attorney executed by **THE GUARANTEE COMPANY OF NORTH AMERICA USA**, which is still in full force and effect.

IN WITNESS WHEREOF, I have thereunto set my hand and attached the seal of said Company this 17th day of November, 2011.



Randall Musselman, Secretary

ACKNOWLEDGMENT OF PRINCIPAL

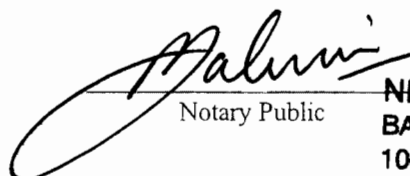
~~STATE OF TENNESSEE~~ Province of Ontario
~~COUNTY OF~~ City of Toronto

Before me, a Notary Public of the State and County aforesaid, personally appeared MR RAJAN AKOLA
with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing
bond on behalf of G3 TELECOM USA INC, and he acknowledged to me that he executed the same.

WITNESS my hand and seal this 24th day of November, 2011.

My Commission Expires:

n/a, 20



Notary Public

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

ACKNOWLEDGMENT OF SURETY

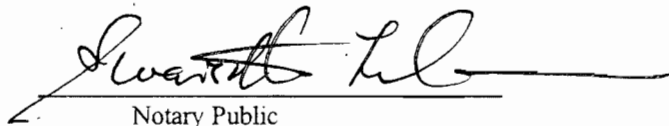
Province of Ontario
~~STATE OF TENNESSEE~~
~~COUNTY OF~~ Toronto
City of

Before me, a Notary Public of the State and County aforesaid, personally appeared Heather Christie
 with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the
foregoing bond on behalf of The Guarantee Company of North America USA, the within named Surety, a corporation licensed to do business in the
State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state
pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so,
executed the foregoing bond, by signing the name of the corporation by himself and as such individual.

WITNESS my hand and seal this 18th day of November, 2011.

My Commission Expires:

2nd July, 2013
2000



Notary Public

Swarsattie Tulsieram,
a Commissioner, etc., City of Toronto,
for The Guarantee Company of North America.
Expires July 2, 2013

APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the
sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory
Authority, State of Tennessee, this day of , 20 .

Name:

Title: