



November 15, 2013

Mr. John Carlin
Acting Assistant Attorney General
National Security Division
U.S. Department of Justice
950 Pennsylvania Avenue, NW
Washington, DC 20530
ttelecom@usdoj.gov

Re: Pending applications by Angel Americas LLC, a Delaware company recently formed by Angel Telecom (USA) Inc. and Marcatel Telecommunications, LLC, for the assignment of STi Prepaid LLC's and STi Telecom Inc.'s international and blanket domestic Section 214 authorizations and to provide Global or Limited Global Facilities-Based Services and Global or Limited Global Resale Services.

FCC file numbers: ITC-ASG-20130130-00035, ITC-ASG-20130130-00037, and ITC-214-20130429-00125.

Dear Mr. Carlin,

This letter outlines the commitments being made by Angel Americas LLC (Angel) to the U.S. Department of Justice (DOJ) in order to address national security, law enforcement, and public safety concerns raised with regard to the company's applications to the Federal Communications Commission (FCC) seeking: (a) FCC consent to the assignment of STi Prepaid LLC's and STi Telecom Inc.'s (collectively "STi") international and blanket domestic Section 214 authorizations;¹ and (b) FCC consent to provide global or limited global facilities-based authority under Section 63.18(e)(1) and global or limited global resale authority under Section 63.18(e)(2).

Angel is a Delaware corporation owned by Angel Telecom (USA) Inc. (85%) and Marcatel Telecommunications, LLC (15%). Angel's headquarters are located at 1250 Broadway, 25th floor, New York City, NY 10001.

Angel agrees that it will inform DOJ at least 60 days in advance if it provides interconnected VoIP services to residential users, businesses, and enterprises in the U.S. or becomes a facilities-based provider. Upon providing interconnected VoIP services or becoming a facilities-based provider, Angel will comply with all applicable lawful interception statutes, regulations, and requirements, including the Communications Assistance for Law Enforcement Act (CALEA) and its implementing regulations, and will comply with all court orders and other legal process for lawfully authorized electronic surveillance. Angel will certify that it is compliant with CALEA no more than 60 days following its notice to DOJ that it will provide interconnected

¹ STi holds four 214 international authorizations and blanket domestic Section 214 authorizations that are the subject of this assignment of authority: ITC-214-20010220-00085, ITC-214-20010618-00348, ITC-214-20020531-00293 and ITC-214-20050315-00105.

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VoIP services to residential users, businesses, and enterprises in the U.S. or becomes a facilities-based provider. Upon completion of the implementation of lawful interception capabilities, Angel will request that the FBI send its CALEA Implementation Unit to conduct a CALEA-compliance test. Angel understands that its failure to fulfill its obligations under this paragraph could constitute a breach of its commitments to DOJ.

Moreover, if Angel begins to provide interconnected VoIP/VoP in the U.S. or becomes a facilities-based provider, the company agrees to maintain a point of contact (POC) in the U.S., preferably a U.S. citizen, to receive service of process for U.S. records and to assist and support lawful requests for surveillance by U.S. federal, state, and local law enforcement agencies. The name of and contact information for this POC will be provided to DOJ at least 60 days prior to the date that Angel begins to provide these services to residential end users, businesses, and enterprise customers and will be subject to DOJ approval. Angel also agrees to provide DOJ at least 30 days prior notice of any change to this POC.

Upon providing interconnected VoIP services or becoming a facilities-based provider, Angel agrees to provide annual reports to DOJ summarizing the information requested above and informing the DOJ of the occurrence and status of all lawful surveillance request cases for call content and call data, including but not limited to the date on which the request was made of Angel, the date of compliance with that request and/or the status of completion of that request. Angel will also include in this annual report (a) any changes in the services that Angel provides, as described in paragraph 4, above; (b) any relationships with foreign-owned telecommunications partners, including any peer relationships; (c) the installation and/or purchase or lease of any foreign manufactured telecommunication equipment (including, but not limited to, switches, routers, software, hardware); (d) reports of any occurrences of cyber security incidences, network and enterprise breaches, and unauthorized access to customer data and information; (e) the name of and contact information for the current POC; and (f) the status of Angel's compliance with CALEA requirements. These annual reports will be due on January 31 of each calendar year, beginning January 31 of the year following that within which Angel begins providing interconnected VoIP services or becomes a facilities-based provider, and should be addressed to the following:

Assistant Attorney General for National Security
National Security Division
U.S. Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, DC 20530
Attn.: Team Telecom, Foreign Investment Review Staff
Electronic mail: ttelecom@usdoj.gov

Unit Chief, Science and Technology Policy and Law Unit
Federal Bureau of Investigation
935 Pennsylvania Ave, NW
Room 7350
Washington, DC 20535

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Courtesy electronic copies of all notices and communications should also be sent to the following: Caroline Brown of the DOJ (at caroline.brown@usdoj.gov) and Jonathan Frenkel of the FBI (at jonathan.frenkel@ic.fbi.gov).

Angel agrees that it will not directly or indirectly disclose or permit disclosure of or access to U.S. records or domestic communications or any information (including call content and call data) pertaining to a wiretap order, pen/trap and trace order, subpoena, or any other lawful request by a U.S. law enforcement agency for U.S. records to any person if the purpose of such disclosure or access is to respond to the legal process or request on behalf of a non-U.S. government without first satisfying all pertinent requirements of U.S. law and obtaining the express written consent of DOJ, or the authorization of a court of competent jurisdiction in the U.S. The term "non-US government" means any government, including an identified representative, agent, component or subdivision thereof, that is not a local, state, or federal government in the U.S. Any such requests for legal process submitted by a non-U.S. government to Angel shall be referred to DOJ as soon as possible, but in no event later than five business days after such request or legal process is received by or made known to Angel unless disclosure of the request or legal process would be in violation of U.S. law or an order of a court of the U.S.

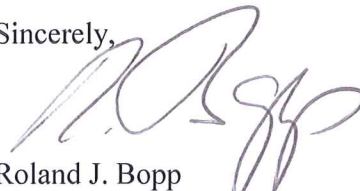
Angel also agrees to ensure that U.S. records are not made subject to mandatory destruction under any foreign laws. The location of the U.S. records' storage facility will be provided to DOJ at least 30 days in advance of the time in which Angel anticipates generating U.S. records.

Angel agrees that in the event the commitments set forth in this letter are breached, in addition to any other remedy available at law or equity, DOJ may request that the FCC modify, condition, revoke, cancel, or render null and void any relevant license, permit, or other authorization granted by the FCC to Angel or any successors-in-interest. Nothing herein shall be construed to be a waiver by Angel of, or limitation on, its right to oppose or comment on any such request.

Nothing in this letter is intended to excuse Angel from its obligations to comply with any and all applicable legal requirements and obligations, including any and all applicable statutes, regulations, requirements, or orders.

Angel understands that, upon execution of this letter by an authorized representative or attorney for Angel, DOJ shall notify the FCC that it has no objection to the FCC's grant of Angel's application.

Sincerely,



Roland J. Bopp
Chief Executive Officer
Angel Americas LLC