

May 20, 2013

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

Re: Pending application by Cohere Communications, LLC for authorization under Section 214 of the Communications Act of 1934, as amended (FCC ITC-214-20120419-00106).

Dear Mr. Carlin:

This letter outlines the commitments being made by Cohere Communications, LLC (Cohere) to the US Department of Justice (DOJ) in order to address national security, law enforcement, and public safety concerns raised with regard to the Cohere application to the Federal Communications Commission (FCC) requesting authority to provide international global or limited global facilities-based services, and global or limited global resale services (47 C.F.R. §§ 63.18(e)(1) and (2)) to all international points under Section 214 of the Communications Act of 1934, as amended.

Cohere is a Delaware corporation, owned by Elliot Stein, Jr. a US citizen (41.65%), Steven Francesco (also a US Citizen) (41.65%), and CANOPCO INC (Canadian-based company) (16.70%). Cohere's headquarters location is 680 Fifth Avenue, 10th Floor, New York, New York 10019.

Cohere agrees that it will inform DOJ at least 30 days in advance if its business model changes from providing resale to facility-based telecommunications services (e.g., interconnected VoIP) in the US, including providing voice and data services to residential end user customers, businesses, or enterprises. Cohere confirms that for any such services, it will comply with the Communications Assistance for Law Enforcement Act (CALEA), as applicable. Moreover, if Cohere begins to provide facility-based telecommunications services (e.g., interconnected VoIP) in the US, the company agrees to maintain a point of contact (POC) in the US, preferably a US citizen, to receive service of process for US records and to support US law enforcement agencies' surveillance needs. This POC will be provided to DOJ at least 30 days prior to the date that Cohere begins to provide these services to residential end users.

Cohere agrees that it will not, directly or indirectly, disclose or permit disclosure of or access to US records or domestic communications or any information (including the content of telecommunications transmissions) pertaining to a wiretap order, pen/trap order, subpoena or other lawful demand by a US law enforcement agency for US 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-US government without first satisfying all pertinent requirements of US law and obtaining the express written consent of DOJ, or the authorization of a court of competent jurisdiction in

the US. 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 US. Any such requests for legal process submitted by a non-US government to Cohere shall be referred to DOJ as soon as possible, and in no event later than 5 business days after such request or legal process is received by or known to Cohere, unless disclosure of the request or legal process would be in violation of US law or an order of a court of the US.

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

Cohere 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 Cohere or any successors-in-interest. Nothing herein shall be construed to be a waiver by Cohere of, or limitation on, its right to oppose or comment on any such request.

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

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

Sincerely,

A handwritten signature in blue ink, appearing to read "C. Bologna", is written over the printed name.

Christopher Bologna
Controller

Cohere Communications, LLC