

August 25, 2014

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

Re: Pending applications by First Technology Development, Inc., FCC ITC-214-20130726-00202

Dear Mr. Carlin,

This letter of agreement (“Agreement”) outlines the commitments being made by First Technology Development, Inc.¹ (“First”) to the U.S. Department of Justice (“DOJ”), including the National Security Division (“NSD”) and the Federal Bureau of Investigation (“FBI”), in order to address national security, law enforcement, and public safety concerns raised with regard to the company’s application to the Federal Communications Commission (“FCC”) seeking 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).

First agrees to designate a U.S. Law Enforcement Point of Contact (“POC”) in the U.S., preferably a U.S. citizen, to receive service of process for U.S. Records and, where possible, to assist and support lawful requests for surveillance or production of U.S. Records by U.S. federal, state, and local law enforcement agencies (“Lawful U.S. Process”). First will give notice of its POC to NSD and FBI for approval within 14 days of the date that First receives from the FCC the telecommunications certification at issue herein. In addition, First will give NSD and FBI at least 30 days’ prior notice of any change to its POC, and First’s newly designated POC shall be subject to DOJ review and approval. First also agrees that the designated POC will have access to all U.S. Records, and, in response to Lawful U.S. Process, will make such records available promptly, and in any event no later than five business days after receiving such Lawful U.S. Process.

¹First is owned by Ruslan Nasir (Canadian citizen, 43%), Mahreen Nasir (Canadian citizen, 36%) and Hossain Nasir (Bangladeshi citizen, 21%). First’s headquarters are located at 14518 Fall Creek Crossing, Humble, TX 77396.

First agrees that it will not directly or indirectly disclose or permit disclosure of or access to U.S. Records² or Domestic Communications³ 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. government⁴ 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. Any such legal process or requests submitted by a non-U.S. government to First shall be referred to DOJ as soon as possible, but in no event later than five business days after such legal process or request is received by or made known to First unless disclosure of the legal process or request would be in violation of U.S. law or an order of a court of the U.S.

In addition, First agrees to provide NSD and FBI advance notice of the location of First's U.S. Records' storage facility at least 30 days' prior to the time in which First anticipates generating U.S. Records, with the understanding that, should NSD or the FBI object to the location notified, First will find and notify NSD and FBI of an alternate location. Further, in the event that First selects a location outside of the U.S., and NSD and the FBI do not object to such location, First agrees to ensure that U.S. Records are not made subject to mandatory destruction under any foreign laws.

First further agrees to provide DOJ with notices of material change (e.g., corporate structure changes of importance to this Agreement, corporate name changes for First, etc.) within 30 days of such change.

Further, First agrees that it will inform DOJ at least sixty (60) days in advance of the date on which it plans to begin providing 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, First 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. Upon completion of the architecting of lawful interception capabilities, First will request that the FBI send its CALEA

² "U.S. Records," as used herein, means First's customer billing records, subscriber information, and any other related information used, processed, or maintained in the ordinary course of business relating to the services offered by First in the U.S. For these purposes, U.S. Records also shall include information subject to disclosure to a U.S. federal or state governmental entity under the procedures specified in Sections 2703(c) and (d) and Section 2709 of Title 18 of the U.S. Code.

³ "Domestic Communications," as used herein, means: (1) Wire Communications or Electronic Communications (whether stored or not) from one U.S. location to another U.S. location; and (b) the U.S. portion of a Wire Communication or Electronic Communication (whether stored or not) that originates or terminates in the United States. "Electronic Communication" has the meaning given in 18 U.S.C. § 2510(12). "Wire Communication" has the meaning given in 18 U.S.C. § 2510(1).

⁴ The term "non-U.S. 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.

Implementation Unit to conduct a CALEA-compliance test.⁵ Once a compliance test is scheduled, First will advise NSD and FBI of the scheduled date.

Upon providing interconnected VoIP services or becoming a facilities-based provider, First agrees to provide annual reports to DOJ summarizing the information requested above and regarding the company's compliance with this Agreement, to include:

- Certifications that there were no material changes (where no changes were notified to DOJ during the preceding year);
- Statement(s) regarding the status of implementation of lawful interception capabilities, including CALEA compliance;
- Notice(s) regarding the company's handling of U.S. Records, Domestic Communications, and U.S. Lawful Process (i.e., whether handled properly and in accordance with the assurances contained herein), including 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 First, the date of compliance with that request and/or the status of completion of that request.
- Notification(s) of any changes in the services that First provides, or confirmation that no additional services are being offered;
- Notification(s) of any relationships with foreign-owned telecommunications partners, including any peer relationships;
- Notification(s) of the installation and/or purchase or lease of any foreign-manufactured telecommunication equipment (including, but not limited to, switches, routers, software, hardware);
- Report(s) of any occurrences of cyber-security incidents, network and enterprise (private network) breaches, and unauthorized access to customer data and information;
- A re-identification of the name of and contact information for the current POC; and
- Notifications regarding any other matters of relevant to this Agreement.

These annual reports will be due on January 31 of each calendar year, beginning January 31, 2015, and will 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

⁵First understands that such a request can be made by contacting the general helpdesk for the CALEA Implementation Unit at (855) LECALFA (532-2532).

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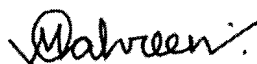
Courtesy electronic copies of all notices and communications also should be sent to the following: Caroline Brown of the DOJ (caroline.brown@usdoj.gov) and Jonathan Frenkel of the FBI (jonathan.frenkel@ic.fbi.gov).

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

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

First understands that, upon execution of this letter by an authorized representative or attorney for First, or shortly thereafter, DOJ shall notify the FCC that it has no objection to the FCC's grant of First's application provided that this Agreement is placed as a condition on the FCC's authorization.

Sincerely,



Mahreen Nasir
Director
First Technology Development, Inc.