



other U.S. government agencies with expertise in those areas. *See In the Matter of Comsat Corporation d/b/a Comsat Mobile Communications, etc.*, 16 FCC Rcd. 21,661, 21707 ¶ 94 (2001).

After discussions with representatives of iTalk24 in connection with the above-referenced proceeding, the Agencies have concluded that the additional commitments set forth in the LOA will help ensure that the Agencies with responsibility for enforcing the law, protecting the national security, and preserving public safety, can proceed appropriately to satisfy those responsibilities. Accordingly, the Agencies advise the Commission that they have no objection to the Commission granting the application in the above-referenced proceeding, provided that the Commission conditions its consent on compliance with the LOA.

Respectfully submitted,

/S/ Richard C. Sofield  
Richard C. Sofield  
U.S. Department of Justice  
Director - Foreign Investment Review Staff  
National Security Division  
Bicentennial Building  
600 E Street, NW, Rm 10000  
Washington, D.C. 20004

September 18, 2014

September 12, 2014

Mr. John Carlin  
Assistant Attorney General for National Security  
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: Application by iTalk24 International LLC for authority to provide resale service pursuant to Section 214 of the Communications Act of 1934, as amended, and in accordance with the Federal Communications Commission's rules, 47 C.F.R. § 63.18(e)(2) (ITC-214-20140113-00001).**

Dear Mr. Carlin:

This letter of agreement (“Agreement”) outlines the commitments made by iTalk24 International LLC (“iTalk24”) to the U.S. Department of Justice (“DOJ”), including 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” or “Commission”) seeking FCC authority to provide resale service pursuant to Section 214 of the Communications Act of 1934, as amended, and in accordance with section 63.18(e)(2) of the Commission’s rules, 47 C.F.R. § 63.18(e)(2).

iTalk24, a Nevada corporation wholly-owned by two citizens of the Philippines, plans to provide resale telecommunication services between the U.S. and all authorized international points. iTalk24’s headquarters are located at 2630 Corporate Circle, Suite 400, Henderson, Nevada 89074. iTalk24 currently resells services of Philippine Long Distance Telephone Company (“PLDT”) and its subsidiaries in the Philippines and Japan. iTalk24 plans to utilize PLDT’s subsidiaries including PLDT Global and Smart Mobile Network to support its U.S. operation and provide value added service to residential customers in the U.S. iTalk24 does not have any network facilities in the U.S. Nor does iTalk24 resell switching or transmission services in the US.

iTalk24 agrees that it will comply with all applicable lawful interception statutes, regulations, and requirements, including the Communications Assistance for Law Enforcement Act (“CALEA”), 47 U.S.C. §§ 1001-1010, and its implementing regulations, and will comply with all court orders and other legal process for lawfully authorized electronic surveillance. iTalk24, working with Subsentio, Inc. (“Subsentio”), will respond to U.S. law enforcement

requests, including CALEA requests, by producing all validly-requested U.S. Records as defined herein. iTalk24 shall notify DOJ and FBI 45-days in advance of any intended change or termination to the engagement of Subsentio or any subsequent third party provider. iTalk24 shall not make any such changes until having received a written non-objection from DOJ and FBI.

iTalk24 will provide a report on the status of its implementation of the above-described system of U.S. Records support, within sixty (60) days after the grant of FCC authority to provide resale service, and every sixty (60) days thereafter until the support system is fully implemented. iTalk24 will continue to maintain such support system for the duration of its FCC license.

iTalk24 agrees that it will not directly or indirectly disclose or permit disclosure of or access to U.S. Records<sup>1</sup> or Domestic Communications<sup>2</sup> 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<sup>3</sup> 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 request submitted by a non-U.S. government to iTalk24 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 iTalk24 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.

iTalk24 agrees to ensure that U.S. Records and or copies of U.S. Records stored in the U.S. will be made available to law enforcement agencies upon lawful request. iTalk24 also agrees to ensure that U.S. Records are not made subject to mandatory destruction under any foreign laws.

iTalk24 further agrees to designate Subsentio as its U.S. Law Enforcement Point of Contact (“POC”) in the U.S., to receive service of process for U.S. Records and, where possible, to assist and support lawful requests for production of U.S. Records by U.S. federal, state, and local law enforcement agencies (“Lawful U.S. Process”). iTalk24 will give written notice of its

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<sup>1</sup> “U.S. Records,” as used herein, means iTalk24’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 iTalk24 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.

<sup>2</sup> “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).

<sup>3</sup> 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.

POC to DOJ within fourteen (14) days of receipt of FCC authority to provide resale services. The POC shall be subject to DOJ objection at any time, upon which objection, iTalk24 must promptly remove and replace the POC. In addition, iTalk24 will give DOJ at least thirty (30) days prior notice of any change to its POC, and iTalk24's newly designated POC shall be subject to DOJ objection at any time. iTalk24 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.

iTalk24 agrees to provide DOJ with thirty (30) days advance written notice of any material change (e.g., corporate address, corporate structure, NOC location, PoP location, service portfolio changes, name changes, and changes to CALEA compliance or lawful surveillance capabilities).

iTalk24 shall certify annually on January 31 of each calendar year, beginning January 31, 2015, that it is in compliance with this Agreement. These certifications shall be sent via first-class or certified mail and electronic mail to:

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 (e-mail): [ttelecom@usdoj.gov](mailto:ttelecom@usdoj.gov)

Courtesy electronic copies of all notices and communications shall additionally be sent to: Jennifer Cassanelli (at [Jennifer.cassanelli@usdoj.gov](mailto:Jennifer.cassanelli@usdoj.gov)), Richard Sofield (at [richard.sofield2@usdoj.gov](mailto:richard.sofield2@usdoj.gov)) and Jonathan Frenkel (at [jonathan.frenkel@ic.fbi.gov](mailto:jonathan.frenkel@ic.fbi.gov)) unless otherwise notified by DOJ.

iTalk24 agrees that in the event that any of its 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, terminate, cancel, or render null and void any relevant license, permit, or other authorization granted by the FCC to iTalk24 or any successors-in-interest. Nothing herein shall be construed to be a waiver by iTalk24 of, or limitation on, its right to oppose or comment on any such request.

Nothing in this letter is intended to excuse iTalk24 from its obligations to comply with any and all applicable legal requirements and obligations, including any and all applicable statutes, regulations, requirements, or orders.

iTalk24 understands that, in exchange for execution of this letter by an authorized representative of iTalk24, DOJ shall notify the FCC that it has no objection to the FCC's initial grant of iTalk24's application to provide resale services provided that this Agreement is placed as a condition on the FCC's authorization.

Sincerely,

A square image containing a handwritten signature in black ink. The signature is stylized and appears to read 'Spencer Chua'.

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Spencer Chua, Chief Executive Officer  
iTalk24 International LLC