

December 19, 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 TracFone Wireless, Inc. (TracFone) and Start Wireless Group, Inc. (Start) for assignment of international and domestic Sections 214 authorizations (ITC-ASG-20130522-00143, WC Docket No. 13-138).

Dear Mr. Carlin:

This letter outlines the commitments being made by TracFone 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 TracFone’s application to the Federal Communications Commission (“FCC”) requesting authority to acquire certain assets of Start (d/b/a Page Plus Cellular) including its customer base and FCC section 214 international resale and blanket domestic authorizations.

TracFone is a Delaware corporation, 98.2% indirectly owned by America Movil S.A.B. de C.V., a corporation organized under the laws of Mexico. The Slim family holds a controlling interest in America Movil, TracFone is not publicly traded.

TracFone agrees that it 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. TracFone will provide DOJ with a report on the status of its implementation of lawful interception capabilities, including the status of its compliance with CALEA, within sixty (60) days after the grant of its authority, and every thirty (30) days thereafter up until the time when TracFone has fully implemented lawful interception capabilities. TracFone understands that its failure to fulfill its obligations under this paragraph could constitute a breach of its commitments to DOJ.

TracFone agrees that it will inform DOJ at least 30 days in advance if it provides interconnected VoIP services to residential users, businesses, and enterprises in the U.S. Moreover, if TracFone begins to provide interconnected VoIP/VoP in the U.S., 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 30 days prior to the date that TracFone begins to provide these services to residential end users, businesses, and enterprise customers and will be subject to DOJ approval. TracFone also agrees to provide DOJ at least 30 days prior notice of any change to this POC.

TracFone 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 TracFone 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 TracFone, 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.

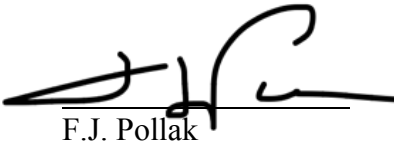
TracFone also agrees to ensure that U.S. records are not made subject to mandatory destruction under any foreign laws. The location of the U.S. records’ storage facility will be provided to DOJ at least 30 days in advance of the time in which TracFone anticipates generating U.S. records.

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

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

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

Sincerely,

A handwritten signature in black ink, appearing to read 'F.J. Pollak', written over a horizontal line.

F.J. Pollak  
President and Chief Executive Officer  
TracFone Wireless, Inc.

