

September 15, 2006

Ms. Sigal P. Mandelker
Deputy Assistant Attorney General
Criminal Division
United States Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

Mr. Stewart A. Baker
Assistant Secretary for Policy
United States Department of Homeland Security
3801 Nebraska Avenue, N.W.
Washington, D.C. 20528

Ms. Elaine N. Lammert
Deputy General Counsel
Federal Bureau of Investigation
935 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

Re: Pending Joint Application by StarVox Communications, Inc. (StarVox), and Capital Telecommunications, Inc. (CTI) for Authority to transfer control of CTI, a holder of domestic and international authorization under Section 214 of the Communications Act of 1934, to StarVox.

Dear Ms. Mandelker, Mr. Baker, and Ms. Lammert:

This letter outlines the commitments made by StarVox Communications, Inc. (StarVox) and Capital Telecommunications, Inc. (CTI) (collectively, "the Companies"), to the U.S. Department of Justice ("DOJ"), including the Federal Bureau of Investigation ("FBI"), and to the U.S. Department of Homeland Security ("DHS"), in order to address national security, law enforcement, and public safety concerns raised with regard to the Companies' application to the Federal Communications Commission ("FCC") for authority to transfer control of CTI, a holder of domestic and international authorizations under Section 214 of the Communications Act of 1934, as amended, to StarVox.

CTI, a Pennsylvania corporation, provides resold and facilities based intrastate long distance and local exchange telecommunications in Connecticut, Delaware, Maryland, Massachusetts, New Jersey, New York, Pennsylvania, and Texas. StarVox, a privately-held California corporation, provides switched and dedicated intrastate, interstate, and international long distance message toll telecommunications services to business, enterprise (multi-location businesses), and carrier customers on a retail and wholesale basis. StarVox is currently providing long distance services in California, D.C., Florida, Georgia, Indiana, Massachusetts,

Michigan, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Texas, Utah, Virginia, and Washington.

Pursuant to the terms of a stock purchase agreement, dated June 14, 2006, by and between StarVox and CTI and CTI's individual shareholders, George Kingsbury, Barry J. Silverberg Living Trust Dated 09/22/1995, and Charles H. Wallace, StarVox will acquire 100 percent of the issued and outstanding capital stock of CTI. Following completion of the transaction, CTI will be a direct, wholly owned subsidiary of StarVox.

The Companies agree that, for all customer billing records, subscriber information, and any other related information used, processed, or maintained in the ordinary course of business relating to communications services offered to U.S. persons in the United States ("U.S. Records"), the Companies will make such U.S. Records available in the United States in response to lawful U.S. process. For these purposes, U.S. Records 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 United States Code. The Companies agree to ensure that U.S. Records are not made subject to mandatory destruction under any foreign laws. The Companies agree to take all practicable measures to prevent unauthorized access to, or disclosure of the content of, communications or U.S. Records, in violation of any U.S. Federal, state, or local laws or of the commitments set forth in this letter.

The Companies agree that they will not, directly or indirectly, disclose or permit disclosure of or access to U.S. Records, or to any information (including the content of communications) pertaining to a wiretap order, pen/trap order, subpoena or other lawful demand 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 the DOJ and DHS or the authorization of a court of competent jurisdiction in the United States. 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 United States. Any such requests or legal process submitted by a non-U.S. government to the Companies shall be referred to the DOJ and DHS as soon as possible, and in no event later than five (5) business days after such request or legal process is received by or known to the Companies, unless the disclosure of the request or legal process would be in violation of U.S. law or an order of a court in the United States.

The Companies have designated Mr. Michael Sharman, Vice President of Operations, a U.S. citizen, and Bryan Brooks, Executive Director Network Operations, as its point of contacts within the United States with the authority and responsibility for accepting and overseeing compliance with a wiretap order, pen/trap order, subpoena or other lawful demand by U.S. law enforcement authorities for the content of communications or U.S. Records. The Companies shall promptly notify the FBI, DOJ and DHS of any change in its designated point of contact. Any new point of contact shall be a resident U.S. citizen, and the Companies shall cooperate with any request by a U.S. government authority that a background check or security clearance process be completed for a designated point of contact.

The Companies agree that they will notify the FBI, DOJ, and DHS promptly if there are material changes in any of the facts as represented in this letter. All notices to be provided to the FBI, DOJ, or DHS shall be directed to the named addressees of this letter.

The Companies agree that, in the event the commitments set forth in this letter are breached, in addition to any other remedy available at law or equity, the DOJ, FBI, or DHS 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 the Companies or any successor-in-interest to the Companies.

Nothing in this letter is intended to excuse the Companies or their subsidiaries from any obligation it may have to comply with U.S. legal requirements for the retention, preservation, or production of information, records or data, or from any applicable requirements of the Communications Assistance for Law Enforcement Act, 47 U.S.C. 1001, et seq., nor shall it constitute a waiver of (a) any obligation imposed by any U.S. Federal, state or local laws on the Company or its subsidiaries, (b) any enforcement authority available under any U.S. or state laws, (c) the sovereign immunity of the United States, or (d) any authority the U.S. government may possess (including without limitation authority pursuant to International Emergency Economic Powers Act) over the activities of the Company or its subsidiaries located within or outside the United States. Nothing in this letter is intended to or is to be interpreted to require the parties to violate any applicable U.S. law. Likewise, nothing in this letter limits the right of the United States Government to pursue criminal sanctions or charges against the Companies or its subsidiaries, and nothing in this letter provides the Companies or its subsidiaries with any relief from civil liability.

We understand that, upon execution of this letter by an authorized representative or attorney for the Companies, the DOJ, FBI, and DHS shall notify the FCC that the DOJ, FBI, and DHS have no objection to the FCC's grant of the joint StarVox and CTI application filed with the FCC.

Sincerely,

StarVox Communications, Inc.
Capital Telecommunications, Inc.



Jonathan S. Marashlian
Legal Counsel and Authorized Signatory for
StarVox Communications, Inc. and
Capital Telecommunications, Inc.

DATED: September 15, 2006

Cc:

Douglas Klein, FBI

Lou Brenner, DHS

Lonnie Kishiyama, DHS

Joe Springsteen, DOJ

Mick Stawasz, DOJ