

Helio LLC
10960 Wilshire Boulevard, 7th Floor
Los Angeles, California 90024

Laura H. Parsky
Deputy Assistant Attorney General
Criminal Division – Room 2113
United States Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

Elaine N. Lammert
Deputy General Counsel
Federal Bureau of Investigation
935 Pennsylvania Avenue, N.W.
Washington, D.C. 20535

Tina W. Gabrielli
Director of Intelligence Coordination and
Special Infrastructure Protection Programs
Information Analysis and Infrastructure Protection Directorate
United States Department of Homeland Security
Nebraska Avenue Complex
Washington, D.C. 20528

Dear Ms. Parsky, Ms. Lammert, and Ms. Gabrielli:

This letter outlines the commitments made by Helio, LLC (“The Company”) 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 further assist those agencies with national security, law enforcement and public safety matters within their areas of interest which may be affected by the Company’s application to the Federal Communications Commission (“FCC”) for authority pursuant to Section 214 of the Communications Act of 1934, as amended.

The Company has filed an application with the FCC (amended November 17, 2005) seeking global or limited global facilities-based authority and global or limited global resale authority (File No. ITC-214-20050812-00320). The Company proposes to provide international commercial mobile radio service and mobile wireless information services pursuant to a resale agreement with Sprint Corporation. The Company further proposes to provide international switched service pursuant to a resale agreement with SK Telink.

The Company agrees 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, but not including subscriber listing information that the Company makes available for publication in public telephone books and public directory assistance in the normal course of business, ("U.S. records"), the Company will make such U.S. records accessible in real-time in the United States to its United States point of contact described below, and ensure that such records remain available for prompt disclosure to U.S. law enforcement authorities pursuant to lawful demand. 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 Company agrees to ensure that U.S. records are not made subject to mandatory destruction under any foreign laws. The Company agrees to take all practicable measures to prevent unauthorized access to, or disclosure of the content of, communications or U.S. records. The Company will not make any such disclosure in violation of any U.S. federal, state, or local laws or of the commitments set forth in this letter.

The Company agrees that it 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 an order to intercept communications, an order for a pen register or a trap and trace device, a subpoena or other lawful demand by a U.S. law enforcement agency for U.S. records. No such disclosure will be made 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 Company 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 Company, 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 U.S.

The Company has designated a point of contact 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 point of contact will be assigned to an office of the Company located in the United States. The Company will notify the FBI, DOJ and DHS promptly, in writing of any change in such designation. All points of contact shall be resident U.S. citizens, and the Company 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 Company agrees that it will notify the FBI, DOJ and DIIS promptly if there are material changes in any of the facts as represented in this letter or in the event that the Company acquires, directly or indirectly, by ownership in fee, indefeasible right of use, or lease, any significant new facility, including, without limitation, a switch, an international communications transmission facility, or other major transmission facility. All notices to be provided to the FBI, DOJ or DIIS shall be directed to the named addressees of this letter.

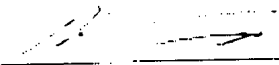
The Company agrees that, in the event the commitments set forth in this letter are breached, in addition to any other remedy available at law or equity, the DOJ, FBI or DIIS may request that the FCC modify, condition, revoke, cancel, or render null and void any relevant license, permit, or other authorization granted by the FCC to the Company or any successor-in-interest to the Company. Nothing herein shall be construed to be a waiver by the Company of, or limitation on, its right to oppose or comment on any such request.

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

Sincerely,

Helio, LLC

Date: January 10, 2006

By: 

Printed Name: Todd Tappin
Title: CEO