



OXFORD NETWORKS

www.oxfordnetworks.com

April 28, 2014

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

Re: Pending applications (WC DK 14-12; FCC file number ITC-T/C-20140116-00023) with the Federal Communications Commission by the Oxford Companies for Transfer of Control of Domestic and International Authorizations pursuant to Section 214 of the Communications Act of 1934, as amended.

Dear Mr. Carlin:

This letter outlines the commitments made by Oxford Networks Holdings, Inc. (“Oxford Holdings”) and Oxford County Telephone & Telegraph Company (“Oxford T&T”) 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 application filed with the Federal Communications Commission (“FCC”) requesting authority for the transfer of control of Oxford T&T, the ultimate parent of Oxford Telephone Company, Oxford West Telephone Company, Oxford County Telephone Service Company, Northeast Competitive Access Providers, LLC, and Revolution Networks, LLC (collectively, the “Oxford Companies”), which hold certain domestic and international authorizations under Section 214 of the Communications Act of 1934, as amended.

Oxford Holdings, a corporation organized under the laws of the state of Delaware, is controlled by its majority shareholder, Novacap Technologies III, L.P. (“Novacap III”), which is ultimately controlled by Novacap Management Technologies III Inc. (“Novacap Management”). Novacap Management is a North American-based private equity group. One of Novacap III’s limited partners is La Caisse de dépôt et placement du Québec, an investment management organization located in and organized under the laws of Québec, Canada. Oxford T&T or the Oxford Companies (a) provide local exchange, exchange access services, domestic intrastate and interstate long distance services to residential and business customers pursuant to blanket domestic Section 214 authority, and (b) resell switched international long distance toll services to residential and business customers pursuant to an international Section 214 authorization granted by the FCC under File Number ITC-214-19970902-00523. Oxford Holdings was formed for the sole purpose of facilitating the acquisition of Oxford T&T by Novacap III/Novacap Management. In the FCC proceeding at issue herein, the parties specifically applied to transfer

control of Oxford T&T from its current shareholders to Oxford Holdings in WC DK 14-12 and FCC file number ITC-T/C-20140116-00023. The parties presently anticipate closing on that acquisition within approximately 30 days following the FCC's grant of the captioned applications.

Oxford Holdings intends to purchase 100% of the ownership interests of Oxford T&T through a reverse triangular merger, resulting in the survival of Oxford T&T as a direct, wholly owned subsidiary of Oxford Holdings. After this transaction, Oxford T&T and its direct and indirect subsidiaries will continue to exist and operate in their respective service territories, and under the same trade names, providing service pursuant to existing rates, terms, and conditions.

Oxford Holdings and Oxford T&T agree that they are covered by and 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.

In addition, Oxford Holdings and Oxford T&T agree to provide DOJ with at least 60 days' advanced notice of any intention to outsource and/or off-shore any network-related services, including but not limited to Network Operations Center ("NOC") operations and/or services, customer support services, network maintenance, remote access to network elements or databases (e.g., call detail records ("CDRs"), customer proprietary network information ("CPNI"), etc.), and any access to Domestic Communications.¹ DOJ will have thirty (30) days from the date of receipt of such advanced notice in which to object in writing (electronic mail or postal service) to the outsourcing or off-shoring of network-related services, after which period, the outsourcing or off-shoring may proceed unless DOJ objected.

Oxford Holdings and Oxford T&T further agree to provide DOJ 60 days' advanced notice of any intention to deploy or install any major network equipment, including but not limited to softswitches, gateway routers, session border controllers, network management elements, call servers, call agents, Session Initiation Protocol ("SIP") servers, Media Gateway Controller ("MGC"), Quality of Service ("QoS") Server, Signaling equipment, Application Programming Interface ("API") Servers, Home Location Register ("HLR"), Visitor Location Register ("VLR"), Radio Access Network ("RAN"), etc. from foreign based, foreign government controlled, non-publicly traded companies. DOJ will have three weeks from the date of receipt

¹ "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 it in 18 U.S.C. § 2510(12). "Wire Communication" has the meaning given it in 18 U.S.C. § 2510(1).

of such advanced notice in which to object in writing (electronic mail or postal service) to the deployment or installing of major network equipment, after which time the deployment or install may proceed unless DOJ objected.

Oxford Holdings and Oxford T&T agree that they will not directly or indirectly disclose or permit disclosure of or access to U.S. Records² 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. government³ 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 requests for legal process submitted by a non-U.S. government to Oxford Holdings or the Oxford Companies 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 Oxford Holdings or the Oxford Companies, unless disclosure of the request or legal process would be in violation of U.S. law or an order of a U.S. court.

Oxford Holdings and Oxford T&T also agree to ensure that U.S. Records are not made subject to mandatory destruction under any foreign laws. Oxford Holdings and Oxford T&T also agree to ensure that U.S. Records and or copies of U.S. Records will be maintained in the U.S. at all times.

Oxford T&T further 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"). In its February 18, 2014 response to DOJ Triage Questions, Oxford T&T identified Dawna K. Hannan as its POC. Ms. Hannan will remain Oxford T&T's POC following the consummation of the proposed transaction. Further, and absent circumstances beyond its control, Oxford T&T will give DOJ at least 30 days' prior notice of any change to its POC, and Oxford T&T's newly designated POC shall be subject to DOJ review and approval. DOJ will have thirty (30) days

² "U.S. Records," as used herein, means Oxford Companies' 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 the Oxford Companies in the U.S., excluding subscriber listing information made available for publication in the normal course of business. 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 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.

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from the date of receipt of Oxford T&T's notice of a change in POC in which to object in writing (electronic mail or postal service), after which time DOJ will be deemed to have non-objected to the designated POC. Oxford T&T 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.

Oxford Holdings and Oxford T&T agree to provide DOJ with notices of material change (e.g., corporate structure changes of importance to this Letter of Agreement ("LOA"), name changes for any Oxford entity, changes to CALEA compliance or lawful surveillance capabilities, etc.) within 30 days of such change.

In addition, Oxford Holdings and Oxford T&T both individually agree to submit yearly certifications to DOJ regarding the compliance of each company with this LOA, to include certifications that there were no material changes (where no changes were notified to DOJ during the preceding year), statements regarding compliance with CALEA, and notifications required under this LOA. These annual certifications will be due on the yearly anniversary of this LOA's execution. Further, for purposes of this LOA, notification to DOJ will be via first-class or certified mail and electronic mail, and will be addressed to the following:

Assistant Attorney General for National Security
U.S. Department of Justice
National Security Division
950 Pennsylvania Avenue, N.W.
Washington, DC 20530
Attn.: Team Telecom, Foreign Investment Review Staff
Electronic mail (e-mail): ttelecom@usdoj.gov

Courtesy electronic copies of all notices and communications also will be sent to the following, or to those individuals identified to Oxford Holdings and Oxford T&T by DOJ in the future: Kristin Taylor of the DOJ (at kristin.taylor@usdoj.gov) and Richard Sofield of the DOJ (at richard.sofield2@usdoj.gov).

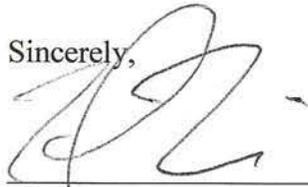
Oxford Holdings and Oxford T&T further agree that, in the event that the commitments set forth in this LOA are breached, in addition to any other remedy available at law or equity DOJ may request that the FCC modify, condition, revoke, cancel, or render null and void any relevant license, permit, or other authorization granted by the FCC to Oxford Holdings or any successors-in-interest. Nothing herein shall be construed to be a waiver by Oxford Holdings or Oxford T&T of, or limitation on, their rights to oppose or comment on any such request.

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Nothing in this LOA is intended to excuse Oxford Holdings or Oxford T&T from their obligations to comply with any and all applicable legal requirements and obligations, including any and all applicable statutes, regulations, requirements, or orders.

Oxford Holdings and Oxford T&T understand that, upon execution of this LOA by an authorized representative or attorney for each company, or shortly thereafter, DOJ shall notify the FCC that it has no objection to the FCC's grant of Oxford T&T's application.

Sincerely,



Thadeus MocarSKI
President
Oxford Networks Holdings, Inc.

Craig Gunderson
President and CEO
Oxford County Telephone & Telegraph Company

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