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U.S. Department of Justice

Criminal Division

Fraud Section

JUL 25 2007

AT 8:30 M

James McMahon
Deputy Chief
(202) 514-3879

WILLIAM T. WALSH
C/FRK

10th & Constitution Avenue, NW
Washington, D.C. 20530

February 9, 2006

Kevin M. Hart, Esq.
Stark & Stark
P.O. Box 5315
Princeton, NJ 08543-5315
(609) 896-9060

07-608

Re: Plea Agreement with Steve Ott

Dear Mr. Hart:

This letter sets forth the plea agreement between your client, Steve Ott, and the United States Department of Justice, Criminal Division, Fraud Section ("the Department").

Charge

Conditioned on the understandings specified below, the Department will accept a guilty plea from Steve Ott to a one-count Information which charges conspiracy to violate the Foreign Corrupt Practices Act, 15 U.S.C. §§ 78dd-1 et seq., and to violate the Travel Act, 18 U.S.C. § 1952(a)(3), in violation of 18 U.S.C. § 371. If Steve Ott enters a guilty plea and is sentenced on this charge, and otherwise fully complies with all of the terms of this agreement, the Department will not initiate any further criminal charges against Steve Ott for his participation in a conspiracy, while employed at ITXC Corporation, (1) to make and offer to make monetary payments from 2001 to 2004 to officials of the governments of Rwanda, Senegal, Nigeria, Mali, Ghana, Angola, Uganda, Gambia, and Kenya in order to obtain or retain business for ITXC Corporation, and (2) to make and offer to make monetary payments from 2001 to 2004 to employees of foreign-owned entities located in Rwanda, Senegal, Nigeria, Mali, Ghana, Angola, Uganda, Gambia, and Kenya in order to obtain or retain business for ITXC Corporation. In the event that the judgment of conviction entered as a result of this guilty plea does not remain in full force and effect, any charges that are not time-barred by the applicable statute of limitations on the date this agreement is signed by Steve Ott may be commenced against him, notwithstanding the expiration of the limitations period after Steve Ott signs the agreement. Steve Ott agrees to waive any statute of limitations with respect to

any crime that would otherwise expire after Steve Ott signs the agreement.

Sentencing

The violation of 18 U.S.C. § 371 to which Steve Ott agrees to plead guilty carries a statutory maximum prison sentence of five years and a statutory maximum fine equal to the greatest of: (1) \$250,000 (2) twice the gross amount of any pecuniary gain that any persons derived from the offense; or (3) twice the gross amount of any pecuniary loss sustained by any victims of the offense. Fines imposed by the sentencing judge may be subject to the payment of interest.

The sentence to be imposed upon Steve Ott is within the sole discretion of the sentencing judge, subject to the provisions of the Sentencing Reform Act, 18 U.S.C. § 3551-3742, and the sentencing judge's consideration of the United States Sentencing Guidelines. The United States Sentencing Guidelines are advisory, not mandatory. The sentencing judge may impose any reasonable sentence up to and including the statutory maximum term of imprisonment and the maximum statutory fine. The Department cannot and does not make any representation or promise as to what guideline range may be found by the sentencing judge, or as to what sentence Steve Ott ultimately will receive.

Further, in addition to imposing any other penalty on Steve Ott, the sentencing judge: (1) will order Steve Ott to pay an assessment of \$100 pursuant to 18 U.S.C. § 3013, which assessment must be paid by the date of sentencing; (2) must order Steve Ott to pay restitution pursuant to 18 U.S.C. §§ 3663 *et seq.*; (3) may order Steve Ott, pursuant to 18 U.S.C. § 3555, to give notice to any victims of his offense; and (4) pursuant to 18 U.S.C. § 3583, must require Steve Ott to serve a term of supervised release of three years, which will begin at the expiration of any term of imprisonment imposed. Should Steve Ott be placed on a term of supervised release and subsequently violate any of the conditions of supervised release before the expiration of its term, Steve Ott may be sentenced to not more than two years' imprisonment in addition to any prison term previously imposed, regardless of the statutory maximum term of imprisonment set forth above and without credit for time previously served on post-release supervision, and may be sentenced to an additional term of supervised release.

Rights of the Department Regarding Sentencing

Except as otherwise provided in this agreement, the

Department reserves its right to take any position with respect to the appropriate sentence to be imposed on Steve Ott by the sentencing judge, to correct any misstatements relating to the sentencing proceedings, and to provide the sentencing judge and the United States Probation Office all law and information relevant to sentencing, favorable or otherwise. In addition, the Department may inform the sentencing judge and the United States Probation Office of: (1) this agreement; and (2) the full nature and extent of Steve Ott's activities and relevant conduct with respect to this case.

Stipulations

The Department and Steve Ott agree to stipulate at sentencing to the statements set forth in the attached Schedule A, which hereby is made a part of this plea agreement. This agreement to stipulate, however, cannot and does not bind the sentencing judge, who may make independent factual findings and may reject any or all of the stipulations entered into by the parties. To the extent that the parties do not stipulate to a particular fact or legal conclusion, each reserves the right to argue the existence of and the effect of any such fact or conclusion upon the sentence. Moreover, this agreement to stipulate on the part of the Department is based on the information and evidence that the Department possesses as of the date of this agreement. Thus, if the Department obtains or receives additional evidence or information prior to sentencing that it determines to be credible and to be materially in conflict with any stipulation in the attached Schedule A, the Department shall not be bound by any such stipulation. A determination that any stipulation is not binding shall not release either the Department or Steve Ott from any other portion of this agreement, including any other stipulation. If the sentencing court rejects a stipulation, both parties reserve the right to argue on appeal or at post-sentencing proceedings that the sentencing court was within its discretion and authority to do so. These stipulations do not restrict the Government's right to respond to questions from the Court and to correct misinformation that has been provided to the Court.

Waiver of Appeal and Post-Sentencing Rights

As set forth in Schedule A, the Department and Steve Ott waive certain rights to file an appeal, collateral attack, writ or motion after sentencing, including but not limited to an appeal under 18 U.S.C. § 3742 or a motion under 28 U.S.C. § 2255.

Other Provisions

This agreement is limited to the United States Department of Justice, Criminal Division, Fraud Section and cannot bind other federal, state, or local authorities. However, the Department will bring this agreement to the attention of other prosecuting offices, if requested to do so.

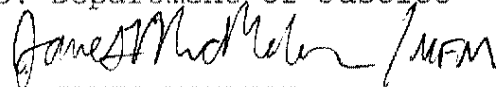
This agreement was reached without regard to any civil or administrative matters that may be pending or commenced in the future against Steve Ott. This agreement does not prohibit the United States, any agency thereof (including the Internal Revenue Service), or any third party from initiating or prosecuting any civil proceeding against Steve Ott.

No Other Promises

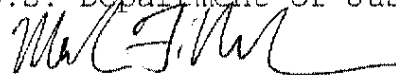
This agreement constitutes the plea agreement between Steve Ott and the Department and supersedes any previous agreements between them. No additional promises, agreements, or conditions have been made or will be made unless set forth in writing and signed by the parties.

Regards,

PAUL E. PELLETIER
Acting Chief, Fraud Section
Criminal Division
U.S. Department of Justice



By: JAMES MCMAHON
Deputy Chief, Fraud Section
Criminal Division
U.S. Department of Justice



By: MARK F. MENDELSON
Deputy Chief, Fraud Section
Criminal Division
U.S. Department of Justice




By: MARY K. DIMKE
Trial Attorney, Fraud Section
Criminal Division
U.S. Department of Justice

I have received this letter from my attorney, Kevin Hart, Esq. I have read it and I understand it fully. I hereby accept the terms and conditions set forth in this letter and acknowledge that it constitutes the plea agreement between the parties. I understand that no additional promises, agreements, or conditions have been made or will be made unless set forth in writing and signed by the parties.

AGREED AND ACCEPTED:



Steve Ott Date: 2/19/06



Kevin Hart, Esq. Date: 2/14/06

Plea Agreement With Steve Ott

Schedule A

1. The Department and Steve Ott recognize that the United States Sentencing Guidelines are not binding upon the Court. The Department and Steve Ott nevertheless agree to the stipulations set forth herein, and, absent any departure, agree that the Court should sentence Steve Ott within the Guidelines range that results from the total Guidelines offense level set forth below.

2. The version of the United States Sentencing Guidelines effective November 5, 2003 applies in this case. The applicable guideline is U.S.S.G. § 2C1.1. This guideline carries a Base Offense Level of 10.

3. The offense involved more than one bribe. Accordingly, the offense level is increased by 2 levels. U.S.S.G. § 2C1.1(b)(1).

4. The offense involved a total of \$267,468 in bribe payments. Accordingly, the offense level is increased by 12 levels. U.S.S.G. §§ 2C1.1(b)(2); 2B1.1(b)(1)(G).

5. As of the date of this letter, Steve Ott has clearly demonstrated a recognition and affirmative acceptance of personal responsibility for the offense charged. Therefore, a downward adjustment of 2 levels for acceptance of responsibility is appropriate if Steve Ott's acceptance of responsibility continues through the date of sentencing. See U.S.S.G. § 3E1.1(a).

6. As of the date of this letter, Steve Ott has assisted authorities in the investigation or prosecution of his own misconduct by timely notifying authorities of his intention to enter a plea of guilty, thereby permitting the government to avoid preparing for trial and permitting the government and the court to allocate their resources efficiently. If Steve Ott enters a plea pursuant to this agreement and qualifies for a 2-point reduction for acceptance of responsibility pursuant to U.S.S.G. § 3E1.1(a), and if in addition Steve Ott's offense level under the Guidelines prior to the operation of § 3E1.1(a) is 16 or greater, Steve Ott will be entitled to a further 1-point reduction in his offense level pursuant to U.S.S.G. § 3E1.1(b).

7. In accordance with the above, the parties agree that the total Guidelines offense level applicable to Steve Ott

is 21 (the "agreed total Guidelines offense level").

8. The parties agree that a sentence within the Guidelines range that results from the agreed total Guidelines offense level of 21 is reasonable.

9. Steve Ott knows that he has and, except as noted below in this paragraph, voluntarily waives, the right to file any appeal, any collateral attack, or any other writ or motion, including but not limited to an appeal under 18 U.S.C. § 3742 or a motion under 28 U.S.C. § 2255, which challenges the sentence imposed by the sentencing court if that sentence falls within or below the Guidelines range that results from the agreed total Guidelines offense level of 21. The Department will not file any appeal, motion or writ which challenges the sentence imposed by the sentencing court if that sentence falls within or above the Guidelines range that results from the agreed total Guidelines offense level of 21. The parties reserve any right they may have under 18 U.S.C. § 3742 to appeal the sentencing court's determination of the criminal history category. The provisions of this paragraph are binding on the parties even if the Court employs a Guidelines analysis different from that stipulated to herein. Furthermore, if the sentencing court accepts a stipulation, both parties waive the right to file an appeal, collateral attack, writ, or motion claiming that the sentencing court erred in doing so.

10. Both parties reserve the right to oppose or move to dismiss any appeal, collateral attack, writ, or motion barred by the preceding paragraph and to file or to oppose any appeal, collateral attack, writ or motion not barred by the preceding paragraph.