

## Wholesale Services Agreement

In February 2012, Enable Networks Limited (**Enable**) published its UFB Reference Offer, including the Enable Networks UFB Services Agreement General Terms (the **Wholesale Services Agreement**), on its website (together referred to as the **Reference Offer**).

In developing the Reference Offer, Enable and the other LFCs consulted the industry forum and made substantial changes to its terms. Enable acknowledges that there may remain scope for the improvement of some parts of the Reference Offer and will continue to consult in good faith with RSP's in this regard.

Enable and RSP's have agreed to enter into the Reference Offer on the basis set out below.

### 1. End User Terms

The Reference Offer contains clauses requiring RSP to ensure that End Users agree to be bound by Enable's End User Terms (**EUT**) (the **Operative End User Clauses**). Enable has developed the EUT with industry involvement through the Telecommunications Carriers' Forum (**TCF**). The Operative End User Clauses and the EUTs have been largely agreed, however, some matters remain outstanding. Accordingly, the parties agree as follows.

- (a) The final version of the Operative End User Clauses as agreed between Enable and the industry shall be the version that is deemed to apply as between RSP and Enable, provided that, if that final version materially departs from the draft amended Wholesale Services Agreement attached (in which the draft amendments have been marked up for ease of reference) (the **Interim WSA Position**) the Interim WSA Position shall be the version that is deemed to apply and Enable may further amend clause 17.3(a)(iii) by adding the words "*(in a manner that creates a binding agreement between the LFC and the End User)*" at the end of the clause.
- (b) The final wording of the Business and Residential EUTs resulting from the current industry discussions in the TCF between Enable and the industry shall be the wording that is deemed to apply as between RSP and Enable, provided that if the final wording materially departs from the Business and Residential EUTs attached (the Interim End User Term Position), then the Interim End User Term position shall be the version that is deemed to apply as between RSP and Enable.
- (c) Enable intends to refrain from enforcing RSP's obligations in the Reference Offer in relation to End User Terms until 31 August 2012 to allow sufficient opportunity for the resolution of the Operative End User Clauses and the Business and Residential EUTs and the implementation of those EUTs by RSP.

**3. Free Trial Terms**

To assist RSP to become operationally ready in terms of their systems and processes Enable will be offering limited free trial terms on GPON services. We look forward to confirming the details of that with you shortly.

Please confirm your acceptance of the above by signing below and returning a copy of this letter to Enable.

Yours sincerely

A handwritten signature in purple ink, appearing to read "S Fuller". The signature is fluid and cursive, with the first letter of the first name being a large, stylized 'S'.

**Steve Fuller**  
Chief Executive Officer