

Dear (Enable)

### **Enable UFB Services**

(RSP) looks forward to partnering with Enable Networks Limited (**Enable**) in Christchurch to deliver great outcomes to end users in Enable's UFB candidate areas.

We are confident we will have a long term partnership with Enable. The foundation of that relationship will be Enable's suite of UFB documents (**Reference Offer**). We appreciate the time and effort Enable has taken to date to engage with Telecom and other retail service providers on the Reference Offer and the changes Enable has made to it as a result of that consultation.

We are keen to start buying services from Enable as soon as possible. We have not yet completed our review of the Reference Offer, and expect to have on-going discussions with Enable about improvements to its Reference Offer as we complete that review, and gain experience of purchasing UFB services and delivering retail services over them.

We understand Enable is not able to enter into an Interim arrangement as a means of providing the flexibility we desire. Therefore we are willing to sign the Reference Offer now on the basis that Enable acknowledges that:

- (a) (RSP) is entering into the Reference Offer in advance of completing its formal review to facilitate the early purchase of UFB services in the Christchurch area.
- (b) Enable and (RSP) will engage in good faith to discuss any issues arising from (RSP's) review of the Reference Offer and will seek to complete such discussions and agree amendments to the Reference Offer (if any) by 1 May 2012. A particular focus of (RSP's) review is likely to be service levels for business customers. In this regard, (RSP) and Enable both acknowledge and agree that if, despite their good faith discussions, they are unable to agree on amendments to the Reference Offer in relation to issues arising from (RSP's) review of the Reference Offer, the Reference Offer shall remain un-amended.
- (c) The final version of the operative End User clauses in the Wholesale Services Agreement 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.

- (d) The final wording of the Business and Residential End User Terms resulting from the current industry discussions in the Telecommunications Carriers' Forum 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 End User Terms 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.
- (e) Enable will allow a grace period for the resolution of the operative End User clauses and the Business and Residential End User Terms until 31 August 2012 to implement and comply with its obligations in the Reference Offer in relation to End User Terms.

We anticipate that our early requirements will be primarily for direct fibre access services.

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

Could you please record Enable's agreement to the terms of this letter by signing and returning a copy to me together with a Reference Offer for execution by (RSP).

We are looking forward to a long and mutually beneficial relationship with Enable.

RSP details

Signed by authority of the Board of Enable Networks Limited

Steve Fuller  
CEO Enable