

800/900 MHz Management Rights

OFFER DOCUMENT

Vodafone New Zealand Limited

November 2007

MINISTRY OF ECONOMIC DEVELOPMENT

800/900 MHz Management Rights

The Crown wishes to offer for purchase by you the Lot(s) specified in Part B of Schedule 1 on the attached Terms and Conditions. The Lot(s) relate to management rights for spectrum in the 800/900 MHz bands for a period from 2011/2012 (refer to Schedule 1 of the Terms and Conditions for the actual commencement date) to 28 November 2031.

Details of all offers made under this Offer and the register of radio frequencies are available at <http://www.rsm.govt.nz/>.

It is imperative that you familiarise yourself with these Terms and Conditions, and the Management Rights Deed in Schedule 3 as this Deed contains an implementation requirement in relation to the spectrum, prior to completing and signing Schedule 1 and returning it to the Ministry no later than 9 May 2008 (time being of the essence). Your response must be addressed:

Attention: 800/900 MHz Offer Manager
Radio Spectrum Policy and Planning Group
Ministry of Economic Development
PO Box 1473
33 Bowen Street
Wellington
NEW ZEALAND

Dated at WELLINGTON this 9 November 2007.

Brian Miller
Manager, Radio Spectrum Policy and Planning
Energy and Communications Branch
Ministry of Economic Development

TERMS AND CONDITIONS

1. DEFINITIONS

1.1 In this document, the following terms have the following meanings:

“Act”	means the Radiocommunications Act 1989, as amended from time to time;
“Block A”, “Block B”, “Block C” and “Block D”	have the meanings given in Schedule 1;
“Chief Executive”	means the Chief Executive of the Ministry and his or her delegate;
“Closing Date”	means the closing date of this Offer which is 5.00 pm, 9 May 2008;
“Crown”	has the meaning in clause 2.1;
“GST”	means goods and services tax within the meaning of the Goods and Services Tax Act 1985;
“Lots”	means Block A and Block B;
“Management Right”	means a record of management right recorded under the Act;
“Management Rights Deed”	means a deed to be entered into between the Chief Executive and the Purchaser in the form required by the Chief Executive (as attached as Schedule 3), which ensures Management Rights are utilised.
“Ministry”	means the department of state that has, with the authority of the Prime Minister, for the time being responsibility for the administration of the Act, and, at the date of the Offer, is the Ministry of Economic Development;
“Ministry’s Website”	means a webpage within the website http://www.rsm.govt.nz/cms;
“New Entrant”	has the meaning in clause 1.2;
“Offer”	means the offer in clause 2.1 and 2.2;
“Offeree”	means the person named in Part A of Schedule 1;
“Offer Date”	Means 9 November 2007;

“Offer Manager”

means the person designated by the Chief Executive as the Offer Manager from time to time and whose title and address is (or such other address as is notified from time to time by the Ministry):

800/900 MHz Offer Manager
Radio Spectrum Policy and Planning
Ministry of Economic Development
PO Box 1473
33 Bowen Street
Wellington
New Zealand

To avoid doubt, a reference to an “officer of the Ministry” includes the Offer Manager;

“Purchaser”

means an Offeree who has accepted at least one Lot offered in Part B of Schedule 1 in accordance with these Terms and Conditions and, in the case of the Offer in clause 2.2, has accepted that Offer and satisfied the conditions of that Offer;

“Schedule”

means a Schedule to these Terms and Conditions;

“Terms and Conditions”

means these Terms and Conditions, including the Schedule attached to it; and

“Working Day”

means between the hours of 8.30am and 5.00pm on any day that is not a Saturday or Sunday or a public holiday (which includes Wellington Anniversary Day) within the meaning of section 44 of the Holidays Act 2003.

1.2 A New Entrant means a person:

- a. who is (or will be at the settlement date for the relevant sale of Block C) a network operator within the meaning of the Telecommunications Act 2001 or who is treated as a person who is a network operator under section 102(3) of the Telecommunications Act 2001; and
- b. who is not:
 - i. Vodafone Mobile NZ Limited; or
 - ii. Telecom New Zealand Limited; or
 - iii. a related company of Vodafone Mobile NZ Limited or Telecom New Zealand Limited within the meaning of section 2(3) of the Companies Act 1993 except that any reference to “more than half of the issued shares” in that section 2(3) must be read as a reference to “20% or more of the issued shares”; or
 - iv. a person who is associated with Vodafone Mobile NZ Limited or Telecom New Zealand Limited or any of their related companies.

- 1.3 For the purposes of clause 1.2(b)(iv):
- a. a person is an associate of another if that person is able, whether directly or indirectly, to exert a substantial degree of influence over the activities of the other, whether in contract, equity, or otherwise; and
 - b. a person is not an associate of another because, of itself, one of them supplies goods or services to the other.
- 1.4 Whether or not a person is a New Entrant, including whether or not there is an association between any persons, is to be determined by the Chief Executive in his or her sole discretion exercising a common sense judgment. The Chief Executive may request further information from the Offeree to make his or her determination under this clause and the Offeree must respond promptly to such a request. The Chief Executive may extend the date for response to the Offer to allow for receipt and consideration of such information.
- 1.5 Unless the context requires otherwise:
- a. the headings, introduction and background in these Terms and Conditions are for convenience only and have no legal effect;
 - b. a reference to a clause number is a reference to a clause number in these Terms and Conditions;
 - c. the singular includes the plural and vice versa;
 - d. a reference to “**including**” or similar words do not imply any limit;
 - e. a reference to a “**person**” includes an individual, partnership, trust, or other body of person, whether corporate or not; and
 - f. time is of the essence.

2. THE OFFER

- 2.1 The Crown in right of New Zealand acting by and through the Chief Executive (“the Crown”) offers Block A for purchase by the Offeree in accordance with these Terms and Conditions.
- 2.2 The Crown offers Block B for purchase by the Offeree in accordance with these Terms and Conditions, if prior to acceptance of this Offer, the Offeree completes an unconditional sale of Block C to a New Entrant, such sale to:
- a. comprise at least 5MHz of usable spectrum; and
 - b. allow deployment of Block C by the New Entrant immediately after that sale.

Whether or not there has been an unconditional sale of Block C, in accordance with this clause, is to be determined by the Chief Executive in his or her sole discretion exercising common sense judgment but, as a minimum, will be based on an assessment of the following:

- c. the confirmation by the Chief Executive that the purchaser is a New Entrant in accordance with clause 1.4;
- d. the recording of the New Entrant as the manager of Block C;
- e. the amendment of any licences granted in respect of the Block C Management Rights that exist at the sale date so that those licences expire no later than the 2nd anniversary of the date on which the Offeree transferred Block C to the New Entrant;

- f. the provision by the Offeree of:
 - i. the statutory declaration in the form of Part A of Schedule 2; and
 - ii. the Management Right details associated with the frequency range the subject of Block C; and
 - g. any other information in relation to the sale of Block C that is requested by the Chief Executive to satisfy him or her (in his or her sole discretion exercising common sense judgment) that the sale is unconditional, in accordance with this clause. To avoid doubt, for this purpose, the Offeree must promptly respond to such a request by providing the relevant information.
- 2.3 The Offeree is responsible for meeting its own costs associated with responding to the Offer and the Offer and settlement process, including completion of the purchase (if applicable).

Response to the offer

- 2.4 To respond to the Offer the Offeree must:
- a. mark the appropriate box representing the Offeree's selected option (as per clauses 2.6 and 2.7) alongside each Lot in Part B of Schedule 1 and complete and sign Schedule 1 in the spaces provided; and
 - b. provide that completed and signed Schedule 1 to the Offer Manager prior to the Closing Date.

(**Note:** the Offeree will to wish retain a photocopy of Schedule 1 for its records.)

- 2.5 The Ministry will only accept responses that are correct, full, and completed in accordance with these Terms and Conditions. However, the Chief Executive may at his or her discretion seek clarification from the Offeree if the response is unclear or ambiguous.

Correctly responding

- 2.6 There are three (3) acceptance options available to an Offeree for Block A. If the Offeree places a mark in:
- a. the first box, the Offeree accepts the Offer for Block A and is bound to purchase and settle the purchase of Block A on or before 29 May 2011 in accordance with these Terms and Conditions.
 - b. the second box, the Offeree rejects the Offer for Block A but signals its intention to bid at auction. If this box is marked, the Ministry will subsequently arrange for Block A to be allocated by auction (the terms of which will include an implementation requirement the same or similar to that contained in the Management Rights Deed), but the Offeree is not bound to participate in the auction. The Ministry will make reasonable endeavours to complete the auction of Block A (the terms of which will include an implementation requirement the same or similar to that contained in the Management Rights Deed and may be subject to conditions or restrictions to facilitate workable and effective competition in services provided using the 800/900 MHz band) within 12 months of the Closing Date.

- c. the third box, the Offeree rejects the Offer for Block A.
- 2.7 There are three (3) acceptance options available for Block B. If the Offeree places a mark in:
- a. the first box, the Offeree accepts the Offer for Block B. Subject to the Ministry confirming all conditions have been met under clause 2.2, the Offeree is bound to purchase and settle the purchase of Block B on or before 30 December 2011 in accordance with these Terms and Conditions.
 - b. the second box, the Offeree rejects the Offer for Block B but signals its intention to bid at auction for Block D. If this box is marked, the Ministry will make reasonable endeavours to complete the auction of Block D (the terms of which will include an implementation requirement the same or similar to that contained in the Management Rights Deed and may be subject to conditions or restrictions to facilitate workable and effective competition in services provided using the 800/900 MHz band) within 12 months of the Closing Date.
 - c. the third box, the Offeree rejects the Offer for Block B.
- 2.8 The Ministry will not accept responses that are at prices other than the relevant price specified for each Lot being Offered (as specified in Schedule 1) or on different terms to these Terms and Conditions.
- 2.9 If the Ministry does not receive an acceptable response in accordance with clauses 2.4 to 2.8 by the Closing Date (or receives no response), the Offeree is deemed to have rejected the Offer.
- 2.10 Within twenty (20) Working Days of the Closing Date, the Offer Manager will confirm on the Ministry's Website the name of each Offeree who has submitted a response in accordance with these Terms and Conditions and the Lot(s) for which they are now the Purchaser (if any).
- 2.11 On the acceptance of the Offer under clause 2.6(a) and/or 2.7(a), including (in the case of clause 2.7(a)) confirmation of the satisfaction of conditions under clause 2.2, a binding contract to purchase the relevant Lot on these Terms and Conditions is formed between the Crown and the Purchaser. However, the Purchaser has no legal or equitable interest in any Management Right comprising a Lot unless and until the Purchaser is registered as the manager of that Management Right. To avoid doubt, if the Purchaser is deemed to have rejected the Offer under clause 2.9, the binding contract for that Lot is immediately terminated and clause 2.13 applies as if the Purchaser was an Offeree.
- 2.12 These Terms and Conditions set out the entire agreement and understanding between the Crown and the Offeree and supersede all prior oral or written agreements, understandings, arrangements, statements or announcements relating to its subject matter.
- 2.13 If an Offeree rejects the Offer as described in clause 2.6(c) or 2.7(c), or is deemed to have rejected the Offer under clause 2.9, for the avoidance of doubt neither the Crown, the Ministry, the Chief Executive, nor any officer of the Ministry is under any liability or obligation to the Offeree on any account in relation to any of Blocks A, B, C or D or these Terms and Conditions. Nor is the Ministry obliged to conduct an auction for the relevant Lot. Any subsequent allocation of such Lot is at the

absolute discretion of the Chief Executive and may be subject to any conditions (relating to use, ensuring workable and effective competition or otherwise).

3. THE PURCHASE PRICE

- 3.1 Purchasers must pay the appropriate price (plus GST) for each Lot, subject to any reduction in accordance with clause 7.1, as listed in Schedule 1.
- 3.2 The Ministry will send the Purchaser invoices for Lots:
 - a. as soon as reasonably practicable after a settlement date for the relevant Lot is determined in accordance with clause 4.2 (if any); or
 - b. in all other cases:
 - i. 29 March 2011 (in the case of Block A); and
 - ii. 30 October 2011 (in the case of Block B).

4. SETTLEMENT

- 4.1 Settlement for a Lot must be completed on 29 May 2011 (for Block A) and 30 December 2011 (for Block B) and occurs when the Purchaser pays the full amount for the Lot (being the relevant price in accordance with clause 3.1) and is conditional on the Purchaser satisfying the pre-settlement conditions (refer clause 5).
- 4.2 If the Purchaser wishes to settle any Lot before the date referred to in clause 4.1, subject to the Purchaser having satisfied the pre-settlement conditions (refer clause 5), the Purchaser must give the Ministry written notice of the Lot and its proposed date of settlement for that Lot at least twenty (20) Working Days prior to the proposed date of settlement. The Chief Executive will notify the Purchaser in writing within ten (10) Working Days after receiving the Purchaser's notice either (at his or her sole discretion) confirming the Purchaser's proposed date of settlement or requiring a different date of settlement that is not more than twenty (20) Working Days after the Purchaser's proposed date of settlement.
- 4.3 All payments must be made in New Zealand dollars by:
 - a. a currently dated bank cheque drawn on a bank registered in New Zealand; or
 - b. electronic funds transfer. Account details will be provided to the Purchaser on request to the Offer Manager.
- 4.4 Bank cheques are to be made payable to the Ministry and must be sent to the Offer Manager.

5. PRE-SETTLEMENT CONDITIONS

Commerce Act Authorisation

- 5.1 As a condition of settlement of a Lot, the Purchaser must deliver to the Chief Executive a statutory declaration specifying that either:
 - a. the acquisition of the Lot does not involve a breach of section 47 of the Commerce Act 1986; or

- b. a clearance or authorisation has been obtained under section 66 or 67 of the Commerce Act 1986 for the acquisition of the Lot (such clearance or authorisation to be attached to the statutory declaration).
- 5.2 Section 138(1) of the Act provides that, for the purposes of section 47 of the Commerce Act 1986, management rights in relation to radio frequencies and spectrum licences granted under section 48 of the Act are deemed to be assets of a business. The acquisition of any Lot (and therefore the corresponding Management Right) as a result of this Offer is at the sole risk of the Purchaser. The Chief Executive makes no warranty that the acquisition of any Lot through this Offer process will comply with section 47 of the Commerce Act 1986. Such compliance is at all times the sole responsibility of the Purchaser.
- 5.3 If the Commerce Commission requests that the Ministry provide information that the Ministry holds in respect of a Purchaser and the Lot being purchased, the Ministry will provide, and the Purchaser consents to the provision of, that information to the Commerce Commission.

Payment of Outstanding Debts

- 5.4 As a condition of settlement of a Lot, all amounts payable to the Crown by any person that relate to any spectrum licences registered in relation to the relevant Block and any predecessor of the Management Rights the subject of the Block must be up to date, including (for the avoidance of doubt) all fees payable in accordance with regulations made under the Act, any amounts payable in accordance with Part 16 of the Act.

Management Rights Deed

- 5.5 As a further condition of settlement, the Purchaser will be required to enter into a Management Rights Deed with the Crown on or before the date on which payment of the purchase price is due. The Management Rights Deed includes an implementation requirement in respect of the Management Rights the subject of the Deed which will ensure the Management Rights are utilised.

Continued non-association

- 5.6 As a further condition of settlement in respect of the purchase of Block B, the Purchaser will be required to provide the statutory declaration in the form specified in Part B of Schedule 2 (which relates to the Offeree continuing to have no interest in Block C or the New Entrant that purchased Block C).

6. STATUTORY DECLARATIONS

- 6.1 The Purchaser must notify the Ministry immediately in writing if any of the details provided in the statutory declaration at clauses 5.1 or 5.6 changes prior to settlement.
- 6.2 If a Purchaser does not provide the statutory declaration under clause 5.1 or 5.6, or the statutory declaration, in the opinion of the Chief Executive, omits a material particular, is incorrect, misleading or incomplete or is not provided within the required timeframe, there is any material change in circumstance and the Purchaser has not notified the Ministry in accordance with clause 6.1 or the Purchaser can no longer declare those matters in clause 5.1 or 5.6, then the

contract to purchase the Lot is deemed to be repudiated by the Purchaser but without prejudice to the Crown's rights to recover damages from the Purchaser.

7. REPLANNING TO 800/900 MHz SPECTRUM

- 7.1 Despite clauses 2.8 and 2.11, the Chief Executive may amend or replace a management right that comprises a Lot for which an Offer is accepted under clause 2.6(a) or 2.7(a) prior to the date of settlement of the Lot, if the Purchaser consents, which consent:
- may be withheld at the discretion of the Purchaser if the amount of effective usable spectrum making up the Lots is reduced or if the change would result in stranded infrastructure; and
 - must not unreasonably be withheld in all other circumstances.
- 7.2 If the change is consented to, the price for the Lot will be the amount recalculated by the Ministry to reflect any amendment to the Lot:

Offer Price		x		=	Recalculated Offer Price
Original bandwidth					

Where:

- Offer Price = the relevant price for the Lot;
 Original Bandwidth = the sum, in MHz, of the frequency range of the management rights comprising the Lot with parameters as at the Offer Date;
 New Bandwidth = the sum, in MHz, of the frequency range of the management rights comprising the Lot with parameters as amended.

- 7.3 The Chief Executive will notify the Purchaser of any proposed amendment to a Lot, including whether the Chief Executive considers the proposed change reduces the effective usable spectrum or will strand infrastructure, and the recalculated Offer Price in writing. The Purchaser must notify the Chief Executive of its acceptance or rejection of the proposal within twenty (20) Working Days of receipt of the notice or, where an objection is made under clause 7.4, of resolution of the objection. Despite the Purchaser's limited rights to withhold its consent under clause 7.1, the Purchaser is deemed to have consented to the Chief Executive's proposed amendment to a Lot if it does not reject the proposal by notice in writing to the Ministry within that twenty (20) Working Day time period.
- 7.4 Any objection by the Purchaser to a Chief Executive's assessment that the proposed change does not reduce the effective usable spectrum or will not strand infrastructure, or the recalculated Offer Price must be made in writing to the Ministry within ten (10) Working Days of the date of receipt of the notice. Despite the Purchaser's limited rights to withhold its consent under clause 7.1, the Purchaser is deemed to have accepted the Chief Executive's assessment if such objection is not made to the Ministry in writing within that time period. If an objection is made and is not resolved amicably within twenty (20) Working Days of the Ministry's receipt of the objection, the matter is to be referred to arbitration by an arbitrator to be appointed by agreement or, failing agreement, by the President of the New Zealand Law Society. The arbitrator's decision will be final.

8. FAILURE TO SETTLE

- 8.1 Without prejudice to the Crown's rights to recover damages from the Purchaser for any failure to settle, if the Purchaser fails to settle its purchase of a Lot by the date referred to in clause 4.1, the contract arising under these Terms and Conditions is terminated immediately without further notice.
- 8.2 Where the Crown seeks expenses incurred by the Crown as part of any claim for damages against the Purchaser (whether under clause 6.2 or clause 8.1), staff time incurred in the Offer process for that Lot will be included in that claim. A certificate from the Chief Executive of the staff time and the cost of that is prima facie evidence of that aspect of the expense.
- 8.3 On termination under ^{New bandwidth} or 8.1 the Crown may, in its absolute discretion, take any or ^{aspect to the Lot it sees fit}, including without limitation reconfiguring the Lot and/or allocating it at a later date.
- 8.4 A Purchaser who defaults on its settlement obligations under clause 8.1 or is deemed to have repudiated the contract under clause 6.2 will not be eligible to participate in any subsequent reallocation of the Lot (reconfigured or otherwise).

9. GRANT AND REGISTRATION OF MANAGEMENT RIGHTS

- 9.1 Within twenty (20) Working Days of the Chief Executive being satisfied that all pre-settlement requirements have been met for a Lot and clearance of payment of the Offer price or altered Offer price (as the case may be), the Chief Executive will procure registration of the Purchaser as the manager of the Early Management Rights (as that term is defined in the Management Rights Deed) corresponding to the Lot.

10. NO REPRESENTATION AS TO SUITABILITY FOR PURPOSE

- 10.1 It is the responsibility of the Purchaser to ensure that any Lot is suitable for the Purchaser's purpose. Neither the Crown, nor the Ministry, nor any officer of the Ministry make any representations, express or implied, in this respect.

11. TRANSFER OF OBLIGATIONS

- 11.1 The Offer and the rights and obligations of the Purchaser under these Terms and Conditions are personal to the Purchaser and may only be assigned or transferred with the prior approval in writing of the Chief Executive. The Chief Executive may not unreasonably withhold its consent if:
- a. the Chief Executive is satisfied that the Purchaser intends to transfer rights and obligations as part of the sale of the business that uses the relevant Block; and
 - b. in the case of a binding contract being in place under clause 2.11, the Purchaser procures the novation of that contract to the assignee or transferee on terms that are acceptable to the Chief Executive in all respects,
- but in all other cases the Chief Executive's discretion is absolute. In giving its consent, the Chief Executive may impose any reasonable conditions. For the avoidance of doubt, it shall be reasonable for the Chief Executive to give its consent subject to the Purchaser having sought and been given a clearance or authorisation by the Commerce Commission for the relevant transaction or transactions.

12. LEGAL REQUIREMENTS

12.1 These Terms and Conditions, and any Management Rights acquired under these Terms and Conditions, are subject to all legal requirements that apply to the acquisition and holding of Management Rights recorded under the Act.

13. PUBLICATION OF INFORMATION ON THE INTERNET

13.1 Offerees and Purchasers agree that the Offer, the results of the Offer (including names and details of Lots and Management Rights) and any other information that the Chief Executive believes to be of general interest related to this Offer, including interim and final results may be published on the Ministry's website or anywhere else.

14. NOTICE

14.1 The Offeree's response in accordance with clause 2.4 to 2.8, and any statutory declaration, information or notice to be given by the Offeree or Purchaser under these Terms and Conditions, must be addressed to the Offer Manager.

14.2 Notices to the Offeree will be addressed to the Offeree or Purchaser as notified in its response in accordance with clause 2.4 to 2.8, or as the Offeree or Purchaser may advise the Ministry by notice in writing under these Terms and Conditions.

14.3 Any document or notice to be given under these terms and conditions must be in writing and hand delivered or posted to the address of the other party. Any notice is deemed to be received:

- a. if personally delivered, when delivered;
- b. if posted, three (3) Working Days after posting,

provided that any notice received after 5.00 pm or on a day which is not a Working Day shall be deemed not to have been received until the next Working Day.

**Schedule 1
Lots**

Part A: Offeree

Vodafone Mobile NZ Limited

Part B: Lots

Block A (frequencies offered):

Frequency Range:

899.800 MHz to 907.400 MHz

944.800 MHz to 952.400 MHz

Management Right Details:

Frequency Range (MHz)	Start Date	Expiry Date	Document Reference
899.800 – 907.400	29 November 2011	29 June 2012*	VA1
	30 June 2012	28 November 2016*	
	29 November 2016	28 November 2018**	
	29 November 2018	28 November 2031***	
944.800 – 952.400	29 November 2011	29 June 2012*	VA2
	30 June 2012	28 November 2016*	
	29 November 2016	28 November 2018**	
	29 November 2018	28 November 2031***	

- * Together, the Early Management Right under the Management Rights Deed.
- ** Together, the Buy-out Management Right under the Management Rights Deed.
- *** Together, the Conditional Management Right under the Management Rights Deed.

Price: NZD\$28,864,186 (GST exclusive)

Response to Offer of Block A:

Vodafone Mobile NZ Limited:

Accepts the Offer for Block A

Rejects the Offer for Block A but signals its intention to bid at auction for Block A

Rejects the Offer for Block A

Block B (frequencies offered subject to sale of Block C):

Frequency Range:

907.400 MHz to 915.000 MHz
952.400 MHz to 960.000 MHz

Management Right Details:

Frequency Range (MHz)	Start Date	Expiry Date	Document Reference
907.4000 – 915.000	30 June 2012	28 November 2016*	VB1
	29 November 2016	28 November 2018**	
	29 November 2018	28 November 2031***	
952.4000 – 960.000	30 June 2012	28 November 2016*	VB2
	29 November 2016	28 November 2018**	
	29 November 2018	28 November 2031***	

* Together, the Early Management Right under the Management Rights Deed.

** Together, the Buy-out Management Right under the Management Rights Deed.

*** Together, the Conditional Management Right under the Management Rights Deed.

Price: NZD\$28,022,100 (GST exclusive)

Response to Offer of Block B

Vodafone Mobile NZ Limited:

- Accepts the Offer for Block B (which is subject to an unconditional sale of Block C)* *Rejects the Offer for Block B but signals its intention to bid at auction for Block D* *Rejects the Offer for Block B*

Part C: Block C (block that must be unconditionally sold as part of the Crown's offer on Block B)

Frequency Range:

(899.800 - δ) MHz to 899.800 MHz
(944.800 - γ) MHz to 944.800 MHz

Where δ is equal to or greater than 5 MHz, but less than or equal to 9.8 MHz, and γ is equal to or greater than 5 MHz, but less than or equal to 5.8 MHz .

Note: The Management Rights details associated with this frequency range must be provided by the Offeree to the satisfaction of the purchaser of said rights. These details also must be provided as an attachment to this response.

Part D: Block D (block that will be auctioned if Block B is not accepted by the Offeree)

Frequency Range:

907.400 MHz to 915.000 MHz
952.400 MHz to 960.000 MHz

Management Right Details:

Frequency Range (MHz)	Start Date	Expiry Date	Document Reference
907.4000 – 915.000	30 June 2012	28 November 2016	VD1
	29 November 2016	28 November 2018	
	29 November 2018	28 November 2031	
952.4000 – 960.000	30 June 2012	28 November 2016	VD2
	29 November 2016	28 November 2018	
	29 November 2018	28 November 2031	

VODAFONE MOBILE NZ LIMITED has signalled its intention against each Lot in this Schedule and, by signing and submitting this Schedule to the Ministry, it agrees to the Terms and Conditions (as defined in Offer 3 – 800/900 MHz Management Rights dated 9 November 2007).

Signed _____

Date _____

Name _____

Address _____

Position _____

Witnessed _____

Date _____

Name _____

Address _____

Position _____

NOTE: This Schedule is to be signed in a manner that is legally binding in accordance with the constitutional documents governing the Offeree and the signatory's signature must be witnessed by another person.

VA1 – Early Management Right

Record of management rights

- 1 Range of frequencies to be recorded in the Register:

Lower boundary: 899.800 MHz.
Upper Boundary: 907.400 MHz.

- 2 Adjacent frequencies emission limits (expressed as the maximum e.i.r.p. (in dBW) of those emissions):

Below lower boundary frequency:

-50.0 dBW at 899.560 MHz to -47.0 dBW at 899.600 MHz
-47.0 dBW at 899.600 MHz to -20.0 dBW at 899.750 MHz
-20.0 dBW at 899.750 MHz to -17.0 dBW at 899.800 MHz

Above upper boundary frequency:

-17.0 dBW at 907.400 MHz to -20.0 dBW at 907.450 MHz
-20.0 dBW at 907.450 MHz to -47.0 dBW at 907.600 MHz
-47.0 dBW at 907.600 MHz to -50.0 dBW at 907.640 MHz

Note: The adjacent frequencies emission limits applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 3 Protection limit (expressed as the e.i.r.p. (in dBW) of that limit):

-17.0 dBW at 899.800 MHz to -20.0 dBW at 899.850 MHz
-20.0 dBW at 899.850 MHz to -47.0 dBW at 900.000 MHz
-47.0 dBW at 900.000 MHz to -50.0 dBW at 900.040 MHz
-50.0 dBW at 900.040 MHz to -50.0 dBW at 907.160 MHz
-50.0 dBW at 907.160 MHz to -47.0 dBW at 907.200 MHz
-47.0 dBW at 907.200 MHz to -20.0 dBW at 907.350 MHz
-20.0 dBW at 907.350 MHz to -17.0 dBW at 907.400 MHz

Note: The protection limit applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 4 Power floor levels (expressed as the e.i.r.p. (in dBW) of that level):

-50.0 dBW at 899.800 MHz to -50.0 dBW at 907.400 MHz.

Note: The power floor level applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

If no power level is specified, the power floor level is -50 dBW at all frequencies.

- 5 The conditions that apply to licences created in relation to the record of management rights are:

The manager shall not transfer the manager's interest in this Management Right, or issue any licence, to any foreign government, or to any party on behalf of any foreign government, without first obtaining the written approval of the Chief Executive of the Ministry of Economic Development.

- 6 The commencement date of the record of management rights is
29 November 2011.

- 7 The expiry date of the record of management rights is
29 June 2012.

Note: This application must be signed in duplicate.

VA1 – Early Management Right

Record of management rights

- 1 Range of frequencies to be recorded in the Register:

Lower boundary: 899.800 MHz.

Upper Boundary: 907.400 MHz.

- 2 Adjacent frequencies emission limits (expressed as the maximum e.i.r.p. (in dBW) of those emissions):

Below lower boundary frequency:

-50.0 dBW at 899.560 MHz to -47.0 dBW at 899.600 MHz

-47.0 dBW at 899.600 MHz to -20.0 dBW at 899.750 MHz

-20.0 dBW at 899.750 MHz to -17.0 dBW at 899.800 MHz

Above upper boundary frequency:

-17.0 dBW at 907.400 MHz to -20.0 dBW at 907.450 MHz

-20.0 dBW at 907.450 MHz to -47.0 dBW at 907.600 MHz

-47.0 dBW at 907.600 MHz to -50.0 dBW at 907.640 MHz

Note: The adjacent frequencies emission limits applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 3 Protection limit (expressed as the e.i.r.p. (in dBW) of that limit):

-17.0 dBW at 899.800 MHz to -20.0 dBW at 899.850 MHz

-20.0 dBW at 899.850 MHz to -47.0 dBW at 900.000 MHz

-47.0 dBW at 900.000 MHz to -50.0 dBW at 900.040 MHz

-50.0 dBW at 900.040 MHz to -50.0 dBW at 907.160 MHz

-50.0 dBW at 907.160 MHz to -47.0 dBW at 907.200 MHz

-47.0 dBW at 907.200 MHz to -20.0 dBW at 907.350 MHz

-20.0 dBW at 907.350 MHz to -17.0 dBW at 907.400 MHz

Note: The protection limit applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 4 Power floor levels (expressed as the e.i.r.p. (in dBW) of that level):

-50.0 dBW at 899.800 MHz to -50.0 dBW at 907.400 MHz.

Note: The power floor level applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

If no power level is specified, the power floor level is -50 dBW at all frequencies.

- 5 The conditions that apply to licences created in relation to the record of management rights are:

The manager shall not transfer the manager's interest in this Management Right, or issue any licence, to any foreign government, or to any party on behalf of any foreign government, without first obtaining the written approval of the Chief Executive of the Ministry of Economic Development.

- 6 The commencement date of the record of management rights is
30 June 2012.

- 7 The expiry date of the record of management rights is
28 November 2016.

Note: This application must be signed in duplicate.

VA1 – Buy-out Management Right

Record of management rights

- 1 Range of frequencies to be recorded in the Register:

Lower boundary: 899.800 MHz.
Upper Boundary: 907.400 MHz.

- 2 Adjacent frequencies emission limits (expressed as the maximum e.i.r.p. (in dBW) of those emissions):

Below lower boundary frequency:

-50.0 dBW at 899.560 MHz to -47.0 dBW at 899.600 MHz
-47.0 dBW at 899.600 MHz to -20.0 dBW at 899.750 MHz
-20.0 dBW at 899.750 MHz to -17.0 dBW at 899.800 MHz

Above upper boundary frequency:

-17.0 dBW at 907.400 MHz to -20.0 dBW at 907.450 MHz
-20.0 dBW at 907.450 MHz to -47.0 dBW at 907.600 MHz
-47.0 dBW at 907.600 MHz to -50.0 dBW at 907.640 MHz

Note: The adjacent frequencies emission limits applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 3 Protection limit (expressed as the e.i.r.p. (in dBW) of that limit):

-17.0 dBW at 899.800 MHz to -20.0 dBW at 899.850 MHz
-20.0 dBW at 899.850 MHz to -47.0 dBW at 900.000 MHz
-47.0 dBW at 900.000 MHz to -50.0 dBW at 900.040 MHz
-50.0 dBW at 900.040 MHz to -50.0 dBW at 907.160 MHz
-50.0 dBW at 907.160 MHz to -47.0 dBW at 907.200 MHz
-47.0 dBW at 907.200 MHz to -20.0 dBW at 907.350 MHz
-20.0 dBW at 907.350 MHz to -17.0 dBW at 907.400 MHz

Note: The protection limit applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 4 Power floor levels (expressed as the e.i.r.p. (in dBW) of that level):

-50.0 dBW at 899.800 MHz to -50.0 dBW at 907.400 MHz.

Note: The power floor level applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

If no power level is specified, the power floor level is -50 dBW at all frequencies.

- 5 The conditions that apply to licences created in relation to the record of management rights are:

The manager shall not transfer the manager's interest in this Management Right, or issue any licence, to any foreign government, or to any party on behalf of any foreign government, without first obtaining the written approval of the Chief Executive of the Ministry of Economic Development.

- 6 The commencement date of the record of management rights is
29 November 2016.

- 7 The expiry date of the record of management rights is
28 November 2018.

Note: This application must be signed in duplicate.

VA1 – Conditional Management Right

Record of management rights

- 1 Range of frequencies to be recorded in the Register:

Lower boundary: 899.800 MHz.

Upper Boundary: 907.400 MHz.

- 2 Adjacent frequencies emission limits (expressed as the maximum e.i.r.p. (in dBW) of those emissions):

Below lower boundary frequency:

-50.0 dBW at 899.560 MHz to -47.0 dBW at 899.600 MHz

-47.0 dBW at 899.600 MHz to -20.0 dBW at 899.750 MHz

-20.0 dBW at 899.750 MHz to -17.0 dBW at 899.800 MHz

Above upper boundary frequency:

-17.0 dBW at 907.400 MHz to -20.0 dBW at 907.450 MHz

-20.0 dBW at 907.450 MHz to -47.0 dBW at 907.600 MHz

-47.0 dBW at 907.600 MHz to -50.0 dBW at 907.640 MHz

Note: The adjacent frequencies emission limits applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 3 Protection limit (expressed as the e.i.r.p. (in dBW) of that limit):

-17.0 dBW at 899.800 MHz to -20.0 dBW at 899.850 MHz

-20.0 dBW at 899.850 MHz to -47.0 dBW at 900.000 MHz

-47.0 dBW at 900.000 MHz to -50.0 dBW at 900.040 MHz

-50.0 dBW at 900.040 MHz to -50.0 dBW at 907.160 MHz

-50.0 dBW at 907.160 MHz to -47.0 dBW at 907.200 MHz

-47.0 dBW at 907.200 MHz to -20.0 dBW at 907.350 MHz

-20.0 dBW at 907.350 MHz to -17.0 dBW at 907.400 MHz

Note: The protection limit applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 4 Power floor levels (expressed as the e.i.r.p. (in dBW) of that level):

-50.0 dBW at 899.800 MHz to -50.0 dBW at 907.400 MHz.

Note: The power floor level applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

If no power level is specified, the power floor level is -50 dBW at all frequencies.

- 5 The conditions that apply to licences created in relation to the record of management rights are:

The manager shall not transfer the manager's interest in this Management Right, or issue any licence, to any foreign government, or to any party on behalf of any foreign government, without first obtaining the written approval of the Chief Executive of the Ministry of Economic Development.

- 6 The commencement date of the record of management rights is
29 November 2018.

- 7 The expiry date of the record of management rights is
28 November 2031.

Note: This application must be signed in duplicate.

VA2 – Early Management Right

Record of management rights

- 1 Range of frequencies to be recorded in the Register:

Lower boundary: 944.800 MHz.
Upper Boundary: 952.400 MHz.

- 2 Adjacent frequencies emission limits (expressed as the maximum e.i.r.p. (in dBW) of those emissions):

Below lower boundary frequency:

-50.0 dBW at 943.200 MHz to -40.0 dBW at 943.200 MHz
-40.0 dBW at 943.200 MHz to -40.0 dBW at 944.400 MHz
-40.0 dBW at 944.400 MHz to -30.0 dBW at 944.600 MHz
-30.0 dBW at 944.600 MHz to -3.0 dBW at 944.750 MHz
-3.0 dBW at 944.750 MHz to 0.0 dBW at 944.800 MHz

Above upper boundary frequency:

0.0 dBW at 952.400 MHz to -3.0 dBW at 952.450 MHz
-3.0 dBW at 952.450 MHz to -30.0 dBW at 952.600 MHz
-30.0 dBW at 952.600 MHz to -40.0 dBW at 952.800 MHz
-40.0 dBW at 952.800 MHz to -40.0 dBW at 954.000 MHz
-40.0 dBW at 954.000 MHz to -50.0 dBW at 954.000 MHz

Note: The adjacent frequencies emission limits applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 3 Protection limit (expressed as the e.i.r.p. (in dBW) of that limit):

0.0 dBW at 944.800 MHz to -3.0 dBW at 944.850 MHz
-3.0 dBW at 944.850 MHz to -30.0 dBW at 945.000 MHz
-30.0 dBW at 945.000 MHz to -40.0 dBW at 945.200 MHz
-40.0 dBW at 945.200 MHz to -40.0 dBW at 946.400 MHz
-40.0 dBW at 946.400 MHz to -50.0 dBW at 946.400 MHz
-50.0 dBW at 946.400 MHz to -50.0 dBW at 950.800 MHz
-50.0 dBW at 950.800 MHz to -40.0 dBW at 950.800 MHz
-40.0 dBW at 950.800 MHz to -40.0 dBW at 952.000 MHz

-40.0 dBW at 952.000 MHz to -30.0 dBW at 952.200 MHz
-30.0 dBW at 952.200 MHz to -3.0 dBW at 952.350 MHz
-3.0 dBW at 952.350 MHz to 0.0 dBW at 952.400 MHz

Note: The protection limit applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 4 Power floor levels (expressed as the e.i.r.p. (in dBW) of that level):

-50.0 dBW at 944.800 MHz to -50.0 dBW at 952.400 MHz.

Note: The power floor level applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

If no power level is specified, the power floor level is -50 dBW at all frequencies.

- 5 The conditions that apply to licences created in relation to the record of management rights are:

The manager shall not transfer the manager's interest in this Management Right, or issue any licence, to any foreign government, or to any party on behalf of any foreign government, without first obtaining the written approval of the Chief Executive of the Ministry of Economic Development.

- 6 The commencement date of the record of management rights is
29 November 2011.

- 7 The expiry date of the record of management rights is
29 June 2012.

Note: This application must be signed in duplicate.

VA2 – Early Management Right

Record of management rights

- 1 Range of frequencies to be recorded in the Register:

Lower boundary: 944.800 MHz.
Upper Boundary: 952.400 MHz.

- 2 Adjacent frequencies emission limits (expressed as the maximum e.i.r.p. (in dBW) of those emissions):

Below lower boundary frequency:

-50.0 dBW at 943.200 MHz to -40.0 dBW at 943.200 MHz
-40.0 dBW at 943.200 MHz to -40.0 dBW at 944.400 MHz
-40.0 dBW at 944.400 MHz to -30.0 dBW at 944.600 MHz
-30.0 dBW at 944.600 MHz to -3.0 dBW at 944.750 MHz
-3.0 dBW at 944.750 MHz to 0.0 dBW at 944.800 MHz

Above upper boundary frequency:

0.0 dBW at 952.400 MHz to -3.0 dBW at 952.450 MHz
-3.0 dBW at 952.450 MHz to -30.0 dBW at 952.600 MHz
-30.0 dBW at 952.600 MHz to -40.0 dBW at 952.800 MHz
-40.0 dBW at 952.800 MHz to -40.0 dBW at 954.000 MHz
-40.0 dBW at 954.000 MHz to -50.0 dBW at 954.000 MHz

Note: The adjacent frequencies emission limits applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 3 Protection limit (expressed as the e.i.r.p. (in dBW) of that limit):

0.0 dBW at 944.800 MHz to -3.0 dBW at 944.850 MHz
-3.0 dBW at 944.850 MHz to -30.0 dBW at 945.000 MHz
-30.0 dBW at 945.000 MHz to -40.0 dBW at 945.200 MHz
-40.0 dBW at 945.200 MHz to -40.0 dBW at 946.400 MHz
-40.0 dBW at 946.400 MHz to -50.0 dBW at 946.400 MHz
-50.0 dBW at 946.400 MHz to -50.0 dBW at 950.800 MHz
-50.0 dBW at 950.800 MHz to -40.0 dBW at 950.800 MHz
-40.0 dBW at 950.800 MHz to -40.0 dBW at 952.000 MHz

-40.0 dBW at 952.000 MHz to -30.0 dBW at 952.200 MHz
-30.0 dBW at 952.200 MHz to -3.0 dBW at 952.350 MHz
-3.0 dBW at 952.350 MHz to 0.0 dBW at 952.400 MHz

Note: The protection limit applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 4 Power floor levels (expressed as the e.i.r.p. (in dBW) of that level):

-50.0 dBW at 944.800 MHz to -50.0 dBW at 952.400 MHz.

Note: The power floor level applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

If no power level is specified, the power floor level is -50 dBW at all frequencies.

- 5 The conditions that apply to licences created in relation to the record of management rights are:

The manager shall not transfer the manager's interest in this Management Right, or issue any licence, to any foreign government, or to any party on behalf of any foreign government, without first obtaining the written approval of the Chief Executive of the Ministry of Economic Development.

- 6 The commencement date of the record of management rights is
30 June 2012.

- 7 The expiry date of the record of management rights is
28 November 2016.

Note: This application must be signed in duplicate.

VA2 – Buy out Management Right

Record of management rights

- 1 Range of frequencies to be recorded in the Register:

Lower boundary: 944.800 MHz.
Upper Boundary: 952.400 MHz.

- 2 Adjacent frequencies emission limits (expressed as the maximum e.i.r.p. (in dBW) of those emissions):

Below lower boundary frequency:

-50.0 dBW at 943.200 MHz to -40.0 dBW at 943.200 MHz
-40.0 dBW at 943.200 MHz to -40.0 dBW at 944.400 MHz
-40.0 dBW at 944.400 MHz to -30.0 dBW at 944.600 MHz
-30.0 dBW at 944.600 MHz to -3.0 dBW at 944.750 MHz
-3.0 dBW at 944.750 MHz to 0.0 dBW at 944.800 MHz

Above upper boundary frequency:

0.0 dBW at 952.400 MHz to -3.0 dBW at 952.450 MHz
-3.0 dBW at 952.450 MHz to -30.0 dBW at 952.600 MHz
-30.0 dBW at 952.600 MHz to -40.0 dBW at 952.800 MHz
-40.0 dBW at 952.800 MHz to -40.0 dBW at 954.000 MHz
-40.0 dBW at 954.000 MHz to -50.0 dBW at 954.000 MHz

Note: The adjacent frequencies emission limits applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 3 Protection limit (expressed as the e.i.r.p. (in dBW) of that limit):

0.0 dBW at 944.800 MHz to -3.0 dBW at 944.850 MHz
-3.0 dBW at 944.850 MHz to -30.0 dBW at 945.000 MHz
-30.0 dBW at 945.000 MHz to -40.0 dBW at 945.200 MHz
-40.0 dBW at 945.200 MHz to -40.0 dBW at 946.400 MHz
-40.0 dBW at 946.400 MHz to -50.0 dBW at 946.400 MHz
-50.0 dBW at 946.400 MHz to -50.0 dBW at 950.800 MHz
-50.0 dBW at 950.800 MHz to -40.0 dBW at 950.800 MHz
-40.0 dBW at 950.800 MHz to -40.0 dBW at 952.000 MHz

-40.0 dBW at 952.000 MHz to -30.0 dBW at 952.200 MHz
-30.0 dBW at 952.200 MHz to -3.0 dBW at 952.350 MHz
-3.0 dBW at 952.350 MHz to 0.0 dBW at 952.400 MHz

Note: The protection limit applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 4 Power floor levels (expressed as the e.i.r.p. (in dBW) of that level):

-50.0 dBW at 944.800 MHz to -50.0 dBW at 952.400 MHz.

Note: The power floor level applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

If no power level is specified, the power floor level is -50 dBW at all frequencies.

- 5 The conditions that apply to licences created in relation to the record of management rights are:

The manager shall not transfer the manager's interest in this Management Right, or issue any licence, to any foreign government, or to any party on behalf of any foreign government, without first obtaining the written approval of the Chief Executive of the Ministry of Economic Development.

- 6 The commencement date of the record of management rights is
29 November 2016.

- 7 The expiry date of the record of management rights is
28 November 2018.

Note: This application must be signed in duplicate.

VA2 – Conditional Management Right

Record of management rights

- 1 Range of frequencies to be recorded in the Register:

Lower boundary: 944.800 MHz.
Upper Boundary: 952.400 MHz.

- 2 Adjacent frequencies emission limits (expressed as the maximum e.i.r.p. (in dBW) of those emissions):

Below lower boundary frequency:

-50.0 dBW at 943.200 MHz to -40.0 dBW at 943.200 MHz
-40.0 dBW at 943.200 MHz to -40.0 dBW at 944.400 MHz
-40.0 dBW at 944.400 MHz to -30.0 dBW at 944.600 MHz
-30.0 dBW at 944.600 MHz to -3.0 dBW at 944.750 MHz
-3.0 dBW at 944.750 MHz to 0.0 dBW at 944.800 MHz

Above upper boundary frequency:

0.0 dBW at 952.400 MHz to -3.0 dBW at 952.450 MHz
-3.0 dBW at 952.450 MHz to -30.0 dBW at 952.600 MHz
-30.0 dBW at 952.600 MHz to -40.0 dBW at 952.800 MHz
-40.0 dBW at 952.800 MHz to -40.0 dBW at 954.000 MHz
-40.0 dBW at 954.000 MHz to -50.0 dBW at 954.000 MHz

Note: The adjacent frequencies emission limits applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 3 Protection limit (expressed as the e.i.r.p. (in dBW) of that limit):

0.0 dBW at 944.800 MHz to -3.0 dBW at 944.850 MHz
-3.0 dBW at 944.850 MHz to -30.0 dBW at 945.000 MHz
-30.0 dBW at 945.000 MHz to -40.0 dBW at 945.200 MHz
-40.0 dBW at 945.200 MHz to -40.0 dBW at 946.400 MHz
-40.0 dBW at 946.400 MHz to -50.0 dBW at 946.400 MHz
-50.0 dBW at 946.400 MHz to -50.0 dBW at 950.800 MHz
-50.0 dBW at 950.800 MHz to -40.0 dBW at 950.800 MHz
-40.0 dBW at 950.800 MHz to -40.0 dBW at 952.000 MHz

-40.0 dBW at 952.000 MHz to -30.0 dBW at 952.200 MHz
-30.0 dBW at 952.200 MHz to -3.0 dBW at 952.350 MHz
-3.0 dBW at 952.350 MHz to 0.0 dBW at 952.400 MHz

Note: The protection limit applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 4 Power floor levels (expressed as the e.i.r.p. (in dBW) of that level):

-50.0 dBW at 944.800 MHz to -50.0 dBW at 952.400 MHz.

Note: The power floor level applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

If no power level is specified, the power floor level is -50 dBW at all frequencies.

- 5 The conditions that apply to licences created in relation to the record of management rights are:

The manager shall not transfer the manager's interest in this Management Right, or issue any licence, to any foreign government, or to any party on behalf of any foreign government, without first obtaining the written approval of the Chief Executive of the Ministry of Economic Development.

- 6 The commencement date of the record of management rights is
29 November 2018.

- 7 The expiry date of the record of management rights is
28 November 2031.

Note: This application must be signed in duplicate.

VB1 – Early Management Right

Record of management rights

- 1 Range of frequencies to be recorded in the Register:

Lower boundary: 907.400 MHz.

Upper Boundary: 915.000 MHz.

- 2 Adjacent frequencies emission limits (expressed as the maximum e.i.r.p. (in dBW) of those emissions):

Below lower boundary frequency:

-50.0 dBW at 907.160 MHz to -47.0 dBW at 907.200 MHz

-47.0 dBW at 907.200 MHz to -20.0 dBW at 907.350 MHz

-20.0 dBW at 907.350 MHz to -17.0 dBW at 907.400 MHz

Above upper boundary frequency:

-17.0 dBW at 915.000 MHz to -20.0 dBW at 915.050 MHz

-20.0 dBW at 915.050 MHz to -47.0 dBW at 915.200 MHz

-47.0 dBW at 915.200 MHz to -50.0 dBW at 915.240 MHz

Note: The adjacent frequencies emission limits applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 3 Protection limit (expressed as the e.i.r.p. (in dBW) of that limit):

-17.0 dBW at 907.400 MHz to -20.0 dBW at 907.450 MHz

-20.0 dBW at 907.450 MHz to -47.0 dBW at 907.600 MHz

-47.0 dBW at 907.600 MHz to -50.0 dBW at 907.640 MHz

-50.0 dBW at 907.640 MHz to -50.0 dBW at 914.760 MHz

-50.0 dBW at 914.760 MHz to -47.0 dBW at 914.800 MHz

-47.0 dBW at 914.800 MHz to -20.0 dBW at 914.950 MHz

-20.0 dBW at 914.950 MHz to -17.0 dBW at 915.000 MHz

Note: The protection limit applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 4 Power floor levels (expressed as the e.i.r.p. (in dBW) of that level):

-50.0 dBW at 907.400 MHz to -50.0 dBW at 915.000 MHz.

Note: The power floor level applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

If no power level is specified, the power floor level is -50 dBW at all frequencies.

- 5 The conditions that apply to licences created in relation to the record of management rights are:

The manager shall not transfer the manager's interest in this Management Right, or issue any licence, to any foreign government, or to any party on behalf of any foreign government, without first obtaining the written approval of the Chief Executive of the Ministry of Economic Development.

- 6 The commencement date of the record of management rights is
30 June 2012.

- 7 The expiry date of the record of management rights is
28 November 2016.

Note: This application must be signed in duplicate.

VB1 – Buy-out Management Right

Record of management rights

- 1 Range of frequencies to be recorded in the Register:

Lower boundary: 907.400 MHz.
Upper Boundary: 915.000 MHz.

- 2 Adjacent frequencies emission limits (expressed as the maximum e.i.r.p. (in dBW) of those emissions):

Below lower boundary frequency:

-50.0 dBW at 907.160 MHz to -47.0 dBW at 907.200 MHz
-47.0 dBW at 907.200 MHz to -20.0 dBW at 907.350 MHz
-20.0 dBW at 907.350 MHz to -17.0 dBW at 907.400 MHz

Above upper boundary frequency:

-17.0 dBW at 915.000 MHz to -20.0 dBW at 915.050 MHz
-20.0 dBW at 915.050 MHz to -47.0 dBW at 915.200 MHz
-47.0 dBW at 915.200 MHz to -50.0 dBW at 915.240 MHz

Note: The adjacent frequencies emission limits applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 3 Protection limit (expressed as the e.i.r.p. (in dBW) of that limit):

-17.0 dBW at 907.400 MHz to -20.0 dBW at 907.450 MHz
-20.0 dBW at 907.450 MHz to -47.0 dBW at 907.600 MHz
-47.0 dBW at 907.600 MHz to -50.0 dBW at 907.640 MHz
-50.0 dBW at 907.640 MHz to -50.0 dBW at 914.760 MHz
-50.0 dBW at 914.760 MHz to -47.0 dBW at 914.800 MHz
-47.0 dBW at 914.800 MHz to -20.0 dBW at 914.950 MHz
-20.0 dBW at 914.950 MHz to -17.0 dBW at 915.000 MHz

Note: The protection limit applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 4 Power floor levels (expressed as the e.i.r.p. (in dBW) of that level):

-50.0 dBW at 907.400 MHz to -50.0 dBW at 915.000 MHz.

Note: The power floor level applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

If no power level is specified, the power floor level is -50 dBW at all frequencies.

- 5 The conditions that apply to licences created in relation to the record of management rights are:

The manager shall not transfer the manager's interest in this Management Right, or issue any licence, to any foreign government, or to any party on behalf of any foreign government, without first obtaining the written approval of the Chief Executive of the Ministry of Economic Development.

- 6 The commencement date of the record of management rights is
29 November 2016.

- 7 The expiry date of the record of management rights is
28 November 2018.

Note: This application must be signed in duplicate.

VB1 – Conditional Management Right

Record of management rights

- 1 Range of frequencies to be recorded in the Register:

Lower boundary: 907.400 MHz.

Upper Boundary: 915.000 MHz.

- 2 Adjacent frequencies emission limits (expressed as the maximum e.i.r.p. (in dBW) of those emissions):

Below lower boundary frequency:

-50.0 dBW at 907.160 MHz to -47.0 dBW at 907.200 MHz

-47.0 dBW at 907.200 MHz to -20.0 dBW at 907.350 MHz

-20.0 dBW at 907.350 MHz to -17.0 dBW at 907.400 MHz

Above upper boundary frequency:

-17.0 dBW at 915.000 MHz to -20.0 dBW at 915.050 MHz

-20.0 dBW at 915.050 MHz to -47.0 dBW at 915.200 MHz

-47.0 dBW at 915.200 MHz to -50.0 dBW at 915.240 MHz

Note: The adjacent frequencies emission limits applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 3 Protection limit (expressed as the e.i.r.p. (in dBW) of that limit):

-17.0 dBW at 907.400 MHz to -20.0 dBW at 907.450 MHz

-20.0 dBW at 907.450 MHz to -47.0 dBW at 907.600 MHz

-47.0 dBW at 907.600 MHz to -50.0 dBW at 907.640 MHz

-50.0 dBW at 907.640 MHz to -50.0 dBW at 914.760 MHz

-50.0 dBW at 914.760 MHz to -47.0 dBW at 914.800 MHz

-47.0 dBW at 914.800 MHz to -20.0 dBW at 914.950 MHz

-20.0 dBW at 914.950 MHz to -17.0 dBW at 915.000 MHz

Note: The protection limit applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 4 Power floor levels (expressed as the e.i.r.p. (in dBW) of that level):

-50.0 dBW at 907.400 MHz to -50.0 dBW at 915.000 MHz.

Note: The power floor level applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

If no power level is specified, the power floor level is -50 dBW at all frequencies.

- 5 The conditions that apply to licences created in relation to the record of management rights are:

The manager shall not transfer the manager's interest in this Management Right, or issue any licence, to any foreign government, or to any party on behalf of any foreign government, without first obtaining the written approval of the Chief Executive of the Ministry of Economic Development.

- 6 The commencement date of the record of management rights is
29 November 2018.

- 7 The expiry date of the record of management rights is
28 November 2031.

Note: This application must be signed in duplicate.

VB2 – Early Management Right

Record of management rights

- 1 Range of frequencies to be recorded in the Register:

Lower boundary: 952.400 MHz.
Upper Boundary: 960.000 MHz.

- 2 Adjacent frequencies emission limits (expressed as the maximum e.i.r.p. (in dBW) of those emissions):

Below lower boundary frequency:

-50.0 dBW at 950.800 MHz to -40.0 dBW at 950.800 MHz
-40.0 dBW at 950.800 MHz to -40.0 dBW at 952.000 MHz
-40.0 dBW at 952.000 MHz to -30.0 dBW at 952.200 MHz
-30.0 dBW at 952.200 MHz to -3.0 dBW at 952.350 MHz
-3.0 dBW at 952.350 MHz to 0.0 dBW at 952.400 MHz

Above upper boundary frequency:

0.0 dBW at 960.000 MHz to -3.0 dBW at 960.050 MHz
-3.0 dBW at 960.050 MHz to -30.0 dBW at 960.200 MHz
-30.0 dBW at 960.200 MHz to -40.0 dBW at 960.400 MHz
-40.0 dBW at 960.400 MHz to -40.0 dBW at 961.600 MHz
-40.0 dBW at 961.600 MHz to -50.0 dBW at 961.600 MHz

Note: The adjacent frequencies emission limits applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 3 Protection limit (expressed as the e.i.r.p. (in dBW) of that limit):

0.0 dBW at 952.400 MHz to -3.0 dBW at 952.450 MHz
-3.0 dBW at 952.450 MHz to -30.0 dBW at 952.600 MHz
-30.0 dBW at 952.600 MHz to -40.0 dBW at 952.800 MHz
-40.0 dBW at 952.800 MHz to -40.0 dBW at 954.000 MHz
-40.0 dBW at 954.000 MHz to -50.0 dBW at 954.000 MHz
-50.0 dBW at 954.000 MHz to -50.0 dBW at 958.400 MHz
-50.0 dBW at 958.400 MHz to -40.0 dBW at 958.400 MHz
-40.0 dBW at 958.400 MHz to -40.0 dBW at 959.600 MHz

-40.0 dBW at 959.600 MHz to -30.0 dBW at 959.800 MHz
-30.0 dBW at 959.800 MHz to -3.0 dBW at 959.950 MHz
-3.0 dBW at 959.950 MHz to 0.0 dBW at 960.000 MHz

Note: The protection limit applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 4 Power floor levels (expressed as the e.i.r.p. (in dBW) of that level):

-50.0 dBW at 952.400 MHz to -50.0 dBW at 960.000 MHz.

Note: The power floor level applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

If no power level is specified, the power floor level is -50 dBW at all frequencies.

- 5 The conditions that apply to licences created in relation to the record of management rights are:

The manager shall not transfer the manager's interest in this Management Right, or issue any licence, to any foreign government, or to any party on behalf of any foreign government, without first obtaining the written approval of the Chief Executive of the Ministry of Economic Development.

- 6 The commencement date of the record of management rights is
30 June 2012.

- 7 The expiry date of the record of management rights is
28 November 2016.

Note: This application must be signed in duplicate.

VB2 – Buy-out Management Right

Record of management rights

- 1 Range of frequencies to be recorded in the Register:

Lower boundary: 952.400 MHz.
Upper Boundary: 960.000 MHz.

- 2 Adjacent frequencies emission limits (expressed as the maximum e.i.r.p. (in dBW) of those emissions):

Below lower boundary frequency:

-50.0 dBW at 950.800 MHz to -40.0 dBW at 950.800 MHz
-40.0 dBW at 950.800 MHz to -40.0 dBW at 952.000 MHz
-40.0 dBW at 952.000 MHz to -30.0 dBW at 952.200 MHz
-30.0 dBW at 952.200 MHz to -3.0 dBW at 952.350 MHz
-3.0 dBW at 952.350 MHz to 0.0 dBW at 952.400 MHz

Above upper boundary frequency:

0.0 dBW at 960.000 MHz to -3.0 dBW at 960.050 MHz
-3.0 dBW at 960.050 MHz to -30.0 dBW at 960.200 MHz
-30.0 dBW at 960.200 MHz to -40.0 dBW at 960.400 MHz
-40.0 dBW at 960.400 MHz to -40.0 dBW at 961.600 MHz
-40.0 dBW at 961.600 MHz to -50.0 dBW at 961.600 MHz

Note: The adjacent frequencies emission limits applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 3 Protection limit (expressed as the e.i.r.p. (in dBW) of that limit):

0.0 dBW at 952.400 MHz to -3.0 dBW at 952.450 MHz
-3.0 dBW at 952.450 MHz to -30.0 dBW at 952.600 MHz
-30.0 dBW at 952.600 MHz to -40.0 dBW at 952.800 MHz
-40.0 dBW at 952.800 MHz to -40.0 dBW at 954.000 MHz
-40.0 dBW at 954.000 MHz to -50.0 dBW at 954.000 MHz
-50.0 dBW at 954.000 MHz to -50.0 dBW at 958.400 MHz
-50.0 dBW at 958.400 MHz to -40.0 dBW at 958.400 MHz
-40.0 dBW at 958.400 MHz to -40.0 dBW at 959.600 MHz

-40.0 dBW at 959.600 MHz to -30.0 dBW at 959.800 MHz
-30.0 dBW at 959.800 MHz to -3.0 dBW at 959.950 MHz
-3.0 dBW at 959.950 MHz to 0.0 dBW at 960.000 MHz

Note: The protection limit applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 4 Power floor levels (expressed as the e.i.r.p. (in dBW) of that level):

-50.0 dBW at 952.400 MHz to -50.0 dBW at 960.000 MHz.

Note: The power floor level applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

If no power level is specified, the power floor level is -50 dBW at all frequencies.

- 5 The conditions that apply to licences created in relation to the record of management rights are:

The manager shall not transfer the manager's interest in this Management Right, or issue any licence, to any foreign government, or to any party on behalf of any foreign government, without first obtaining the written approval of the Chief Executive of the Ministry of Economic Development.

- 6 The commencement date of the record of management rights is
29 November 2016.

- 7 The expiry date of the record of management rights is
28 November 2018.

Note: This application must be signed in duplicate.

VB2 – Conditional Management Right

Record of management rights

- 1 Range of frequencies to be recorded in the Register:

Lower boundary: 952.400 MHz.
Upper Boundary: 960.000 MHz.

- 2 Adjacent frequencies emission limits (expressed as the maximum e.i.r.p. (in dBW) of those emissions):

Below lower boundary frequency:

-50.0 dBW at 950.800 MHz to -40.0 dBW at 950.800 MHz
-40.0 dBW at 950.800 MHz to -40.0 dBW at 952.000 MHz
-40.0 dBW at 952.000 MHz to -30.0 dBW at 952.200 MHz
-30.0 dBW at 952.200 MHz to -3.0 dBW at 952.350 MHz
-3.0 dBW at 952.350 MHz to 0.0 dBW at 952.400 MHz

Above upper boundary frequency:

0.0 dBW at 960.000 MHz to -3.0 dBW at 960.050 MHz
-3.0 dBW at 960.050 MHz to -30.0 dBW at 960.200 MHz
-30.0 dBW at 960.200 MHz to -40.0 dBW at 960.400 MHz
-40.0 dBW at 960.400 MHz to -40.0 dBW at 961.600 MHz
-40.0 dBW at 961.600 MHz to -50.0 dBW at 961.600 MHz

Note: The adjacent frequencies emission limits applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 3 Protection limit (expressed as the e.i.r.p. (in dBW) of that limit):

0.0 dBW at 952.400 MHz to -3.0 dBW at 952.450 MHz
-3.0 dBW at 952.450 MHz to -30.0 dBW at 952.600 MHz
-30.0 dBW at 952.600 MHz to -40.0 dBW at 952.800 MHz
-40.0 dBW at 952.800 MHz to -40.0 dBW at 954.000 MHz
-40.0 dBW at 954.000 MHz to -50.0 dBW at 954.000 MHz
-50.0 dBW at 954.000 MHz to -50.0 dBW at 958.400 MHz
-50.0 dBW at 958.400 MHz to -40.0 dBW at 958.400 MHz
-40.0 dBW at 958.400 MHz to -40.0 dBW at 959.600 MHz

-40.0 dBW at 959.600 MHz to -30.0 dBW at 959.800 MHz
-30.0 dBW at 959.800 MHz to -3.0 dBW at 959.950 MHz
-3.0 dBW at 959.950 MHz to 0.0 dBW at 960.000 MHz

Note: The protection limit applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 4 Power floor levels (expressed as the e.i.r.p. (in dBW) of that level):

-50.0 dBW at 952.400 MHz to -50.0 dBW at 960.000 MHz.

Note: The power floor level applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

If no power level is specified, the power floor level is -50 dBW at all frequencies.

- 5 The conditions that apply to licences created in relation to the record of management rights are:

The manager shall not transfer the manager's interest in this Management Right, or issue any licence, to any foreign government, or to any party on behalf of any foreign government, without first obtaining the written approval of the Chief Executive of the Ministry of Economic Development.

- 6 The commencement date of the record of management rights is
29 November 2018.

- 7 The expiry date of the record of management rights is
28 November 2031.

Note: This application must be signed in duplicate.

VD1

Record of management rights

- 1 Range of frequencies to be recorded in the Register:

Lower boundary: 907.400 MHz.

Upper Boundary: 915.000 MHz.

- 2 Adjacent frequencies emission limits (expressed as the maximum e.i.r.p. (in dBW) of those emissions):

Below lower boundary frequency:

-50.0 dBW at 907.160 MHz to -47.0 dBW at 907.200 MHz

-47.0 dBW at 907.200 MHz to -20.0 dBW at 907.350 MHz

-20.0 dBW at 907.350 MHz to -17.0 dBW at 907.400 MHz

Above upper boundary frequency:

-17.0 dBW at 915.000 MHz to -20.0 dBW at 915.050 MHz

-20.0 dBW at 915.050 MHz to -47.0 dBW at 915.200 MHz

-47.0 dBW at 915.200 MHz to -50.0 dBW at 915.240 MHz

Note: The adjacent frequencies emission limits applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 3 Protection limit (expressed as the e.i.r.p. (in dBW) of that limit):

-17.0 dBW at 907.400 MHz to -20.0 dBW at 907.450 MHz

-20.0 dBW at 907.450 MHz to -47.0 dBW at 907.600 MHz

-47.0 dBW at 907.600 MHz to -50.0 dBW at 907.640 MHz

-50.0 dBW at 907.640 MHz to -50.0 dBW at 914.760 MHz

-50.0 dBW at 914.760 MHz to -47.0 dBW at 914.800 MHz

-47.0 dBW at 914.800 MHz to -20.0 dBW at 914.950 MHz

-20.0 dBW at 914.950 MHz to -17.0 dBW at 915.000 MHz

Note: The protection limit applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 4 Power floor levels (expressed as the e.i.r.p. (in dBW) of that level):

-50.0 dBW at 907.400 MHz to -50.0 dBW at 915.000 MHz.

Note: The power floor level applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

If no power level is specified, the power floor level is -50 dBW at all frequencies.

- 5 The conditions that apply to licences created in relation to the record of management rights are:

The manager shall not transfer the manager's interest in this Management Right, or issue any licence, to any foreign government, or to any party on behalf of any foreign government, without first obtaining the written approval of the Chief Executive of the Ministry of Economic Development.

- 6 The commencement date of the record of management rights is
30 June 2012.

- 7 The expiry date of the record of management rights is
28 November 2016.

Note: This application must be signed in duplicate.

VD1

Record of management rights

- 1 Range of frequencies to be recorded in the Register:

Lower boundary: 907.400 MHz.
Upper Boundary: 915.000 MHz.

- 2 Adjacent frequencies emission limits (expressed as the maximum e.i.r.p. (in dBW) of those emissions):

Below lower boundary frequency:

-50.0 dBW at 907.160 MHz to -47.0 dBW at 907.200 MHz
-47.0 dBW at 907.200 MHz to -20.0 dBW at 907.350 MHz
-20.0 dBW at 907.350 MHz to -17.0 dBW at 907.400 MHz

Above upper boundary frequency:

-17.0 dBW at 915.000 MHz to -20.0 dBW at 915.050 MHz
-20.0 dBW at 915.050 MHz to -47.0 dBW at 915.200 MHz
-47.0 dBW at 915.200 MHz to -50.0 dBW at 915.240 MHz

Note: The adjacent frequencies emission limits applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 3 Protection limit (expressed as the e.i.r.p. (in dBW) of that limit):

-17.0 dBW at 907.400 MHz to -20.0 dBW at 907.450 MHz
-20.0 dBW at 907.450 MHz to -47.0 dBW at 907.600 MHz
-47.0 dBW at 907.600 MHz to -50.0 dBW at 907.640 MHz
-50.0 dBW at 907.640 MHz to -50.0 dBW at 914.760 MHz
-50.0 dBW at 914.760 MHz to -47.0 dBW at 914.800 MHz
-47.0 dBW at 914.800 MHz to -20.0 dBW at 914.950 MHz
-20.0 dBW at 914.950 MHz to -17.0 dBW at 915.000 MHz

Note: The protection limit applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 4 Power floor levels (expressed as the e.i.r.p. (in dBW) of that level):

-50.0 dBW at 907.400 MHz to -50.0 dBW at 915.000 MHz.

Note: The power floor level applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

If no power level is specified, the power floor level is -50 dBW at all frequencies.

- 5 The conditions that apply to licences created in relation to the record of management rights are:

The manager shall not transfer the manager's interest in this Management Right, or issue any licence, to any foreign government, or to any party on behalf of any foreign government, without first obtaining the written approval of the Chief Executive of the Ministry of Economic Development.

- 6 The commencement date of the record of management rights is
29 November 2016.

- 7 The expiry date of the record of management rights is
28 November 2018.

Note: This application must be signed in duplicate.

VD1

Record of management rights

- 1 Range of frequencies to be recorded in the Register:

Lower boundary: 907.400 MHz.
Upper Boundary: 915.000 MHz.

- 2 Adjacent frequencies emission limits (expressed as the maximum e.i.r.p. (in dBW) of those emissions):

Below lower boundary frequency:

-50.0 dBW at 907.160 MHz to -47.0 dBW at 907.200 MHz
-47.0 dBW at 907.200 MHz to -20.0 dBW at 907.350 MHz
-20.0 dBW at 907.350 MHz to -17.0 dBW at 907.400 MHz

Above upper boundary frequency:

-17.0 dBW at 915.000 MHz to -20.0 dBW at 915.050 MHz
-20.0 dBW at 915.050 MHz to -47.0 dBW at 915.200 MHz
-47.0 dBW at 915.200 MHz to -50.0 dBW at 915.240 MHz

Note: The adjacent frequencies emission limits applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 3 Protection limit (expressed as the e.i.r.p. (in dBW) of that limit):

-17.0 dBW at 907.400 MHz to -20.0 dBW at 907.450 MHz
-20.0 dBW at 907.450 MHz to -47.0 dBW at 907.600 MHz
-47.0 dBW at 907.600 MHz to -50.0 dBW at 907.640 MHz
-50.0 dBW at 907.640 MHz to -50.0 dBW at 914.760 MHz
-50.0 dBW at 914.760 MHz to -47.0 dBW at 914.800 MHz
-47.0 dBW at 914.800 MHz to -20.0 dBW at 914.950 MHz
-20.0 dBW at 914.950 MHz to -17.0 dBW at 915.000 MHz

Note: The protection limit applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 4 Power floor levels (expressed as the e.i.r.p. (in dBW) of that level):

-50.0 dBW at 907.400 MHz to -50.0 dBW at 915.000 MHz.

Note: The power floor level applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

If no power level is specified, the power floor level is -50 dBW at all frequencies.

- 5 The conditions that apply to licences created in relation to the record of management rights are:

The manager shall not transfer the manager's interest in this Management Right, or issue any licence, to any foreign government, or to any party on behalf of any foreign government, without first obtaining the written approval of the Chief Executive of the Ministry of Economic Development.

- 6 The commencement date of the record of management rights is
29 November 2018.

- 7 The expiry date of the record of management rights is
28 November 2031.

Note: This application must be signed in duplicate.

VD2

Record of management rights

- 1 Range of frequencies to be recorded in the Register:

Lower boundary: 952.400 MHz.
Upper Boundary: 960.000 MHz.

- 2 Adjacent frequencies emission limits (expressed as the maximum e.i.r.p. (in dBW) of those emissions):

Below lower boundary frequency:

-50.0 dBW at 950.800 MHz to -40.0 dBW at 950.800 MHz
-40.0 dBW at 950.800 MHz to -40.0 dBW at 952.000 MHz
-40.0 dBW at 952.000 MHz to -30.0 dBW at 952.200 MHz
-30.0 dBW at 952.200 MHz to -3.0 dBW at 952.350 MHz
-3.0 dBW at 952.350 MHz to 0.0 dBW at 952.400 MHz

Above upper boundary frequency:

0.0 dBW at 960.000 MHz to -3.0 dBW at 960.050 MHz
-3.0 dBW at 960.050 MHz to -30.0 dBW at 960.200 MHz
-30.0 dBW at 960.200 MHz to -40.0 dBW at 960.400 MHz
-40.0 dBW at 960.400 MHz to -40.0 dBW at 961.600 MHz
-40.0 dBW at 961.600 MHz to -50.0 dBW at 961.600 MHz

Note: The adjacent frequencies emission limits applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 3 Protection limit (expressed as the e.i.r.p. (in dBW) of that limit):

0.0 dBW at 952.400 MHz to -3.0 dBW at 952.450 MHz
-3.0 dBW at 952.450 MHz to -30.0 dBW at 952.600 MHz
-30.0 dBW at 952.600 MHz to -40.0 dBW at 952.800 MHz
-40.0 dBW at 952.800 MHz to -40.0 dBW at 954.000 MHz
-40.0 dBW at 954.000 MHz to -50.0 dBW at 954.000 MHz
-50.0 dBW at 954.000 MHz to -50.0 dBW at 958.400 MHz
-50.0 dBW at 958.400 MHz to -40.0 dBW at 958.400 MHz
-40.0 dBW at 958.400 MHz to -40.0 dBW at 959.600 MHz

-40.0 dBW at 959.600 MHz to -30.0 dBW at 959.800 MHz
 -30.0 dBW at 959.800 MHz to -3.0 dBW at 959.950 MHz
 -3.0 dBW at 959.950 MHz to 0.0 dBW at 960.000 MHz

Note: The protection limit applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 4 Power floor levels (expressed as the e.i.r.p. (in dBW) of that level):

-50.0 dBW at 952.400 MHz to -50.0 dBW at 960.000 MHz.

Note: The power floor level applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

If no power level is specified, the power floor level is -50 dBW at all frequencies.

- 5 The conditions that apply to licences created in relation to the record of management rights are:

The manager shall not transfer the manager's interest in this Management Right, or issue any licence, to any foreign government, or to any party on behalf of any foreign government, without first obtaining the written approval of the Chief Executive of the Ministry of Economic Development.

- 6 The commencement date of the record of management rights is 30 June 2012.

- 7 The expiry date of the record of management rights is 28 November 2016.

Note: This application must be signed in duplicate.

VD2

Record of management rights

- 1 Range of frequencies to be recorded in the Register:

Lower boundary: 952.400 MHz.
Upper Boundary: 960.000 MHz.

- 2 Adjacent frequencies emission limits (expressed as the maximum e.i.r.p. (in dBW) of those emissions):

Below lower boundary frequency:

-50.0 dBW at 950.800 MHz to -40.0 dBW at 950.800 MHz
-40.0 dBW at 950.800 MHz to -40.0 dBW at 952.000 MHz
-40.0 dBW at 952.000 MHz to -30.0 dBW at 952.200 MHz
-30.0 dBW at 952.200 MHz to -3.0 dBW at 952.350 MHz
-3.0 dBW at 952.350 MHz to 0.0 dBW at 952.400 MHz

Above upper boundary frequency:

0.0 dBW at 960.000 MHz to -3.0 dBW at 960.050 MHz
-3.0 dBW at 960.050 MHz to -30.0 dBW at 960.200 MHz
-30.0 dBW at 960.200 MHz to -40.0 dBW at 960.400 MHz
-40.0 dBW at 960.400 MHz to -40.0 dBW at 961.600 MHz
-40.0 dBW at 961.600 MHz to -50.0 dBW at 961.600 MHz

Note: The adjacent frequencies emission limits applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 3 Protection limit (expressed as the e.i.r.p. (in dBW) of that limit):

0.0 dBW at 952.400 MHz to -3.0 dBW at 952.450 MHz
-3.0 dBW at 952.450 MHz to -30.0 dBW at 952.600 MHz
-30.0 dBW at 952.600 MHz to -40.0 dBW at 952.800 MHz
-40.0 dBW at 952.800 MHz to -40.0 dBW at 954.000 MHz
-40.0 dBW at 954.000 MHz to -50.0 dBW at 954.000 MHz
-50.0 dBW at 954.000 MHz to -50.0 dBW at 958.400 MHz
-50.0 dBW at 958.400 MHz to -40.0 dBW at 958.400 MHz
-40.0 dBW at 958.400 MHz to -40.0 dBW at 959.600 MHz

-40.0 dBW at 959.600 MHz to -30.0 dBW at 959.800 MHz
 -30.0 dBW at 959.800 MHz to -3.0 dBW at 959.950 MHz
 -3.0 dBW at 959.950 MHz to 0.0 dBW at 960.000 MHz

Note: The protection limit applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 4 Power floor levels (expressed as the e.i.r.p. (in dBW) of that level):

-50.0 dBW at 952.400 MHz to -50.0 dBW at 960.000 MHz.

Note: The power floor level applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

If no power level is specified, the power floor level is -50 dBW at all frequencies.

- 5 The conditions that apply to licences created in relation to the record of management rights are:

The manager shall not transfer the manager's interest in this Management Right, or issue any licence, to any foreign government, or to any party on behalf of any foreign government, without first obtaining the written approval of the Chief Executive of the Ministry of Economic Development.

- 6 The commencement date of the record of management rights is
29 November 2016.

- 7 The expiry date of the record of management rights is
28 November 2018.

Note: This application must be signed in duplicate.

VD2

Record of management rights

- 1 Range of frequencies to be recorded in the Register:

Lower boundary: 952.400 MHz.
Upper Boundary: 960.000 MHz.

- 2 Adjacent frequencies emission limits (expressed as the maximum e.i.r.p. (in dBW) of those emissions):

Below lower boundary frequency:

-50.0 dBW at 950.800 MHz to -40.0 dBW at 950.800 MHz
-40.0 dBW at 950.800 MHz to -40.0 dBW at 952.000 MHz
-40.0 dBW at 952.000 MHz to -30.0 dBW at 952.200 MHz
-30.0 dBW at 952.200 MHz to -3.0 dBW at 952.350 MHz
-3.0 dBW at 952.350 MHz to 0.0 dBW at 952.400 MHz

Above upper boundary frequency:

0.0 dBW at 960.000 MHz to -3.0 dBW at 960.050 MHz
-3.0 dBW at 960.050 MHz to -30.0 dBW at 960.200 MHz
-30.0 dBW at 960.200 MHz to -40.0 dBW at 960.400 MHz
-40.0 dBW at 960.400 MHz to -40.0 dBW at 961.600 MHz
-40.0 dBW at 961.600 MHz to -50.0 dBW at 961.600 MHz

Note: The adjacent frequencies emission limits applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 3 Protection limit (expressed as the e.i.r.p. (in dBW) of that limit):

0.0 dBW at 952.400 MHz to -3.0 dBW at 952.450 MHz
-3.0 dBW at 952.450 MHz to -30.0 dBW at 952.600 MHz
-30.0 dBW at 952.600 MHz to -40.0 dBW at 952.800 MHz
-40.0 dBW at 952.800 MHz to -40.0 dBW at 954.000 MHz
-40.0 dBW at 954.000 MHz to -50.0 dBW at 954.000 MHz
-50.0 dBW at 954.000 MHz to -50.0 dBW at 958.400 MHz
-50.0 dBW at 958.400 MHz to -40.0 dBW at 958.400 MHz
-40.0 dBW at 958.400 MHz to -40.0 dBW at 959.600 MHz

-40.0 dBW at 959.600 MHz to -30.0 dBW at 959.800 MHz
 -30.0 dBW at 959.800 MHz to -3.0 dBW at 959.950 MHz
 -3.0 dBW at 959.950 MHz to 0.0 dBW at 960.000 MHz

Note: The protection limit applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

- 4 Power floor levels (expressed as the e.i.r.p. (in dBW) of that level):

-50.0 dBW at 952.400 MHz to -50.0 dBW at 960.000 MHz.

Note: The power floor level applicable to frequencies within each specified range must be determined in accordance with the following formula:

$$y = mx + C$$

where –

$$y = \text{dBW} \quad x = \text{MHz} \quad m = \frac{dy}{dx}$$

C = the value of y where x = 0 (the y intercept).

If no power level is specified, the power floor level is -50 dBW at all frequencies.

- 5 The conditions that apply to licences created in relation to the record of management rights are:

The manager shall not transfer the manager's interest in this Management Right, or issue any licence, to any foreign government, or to any party on behalf of any foreign government, without first obtaining the written approval of the Chief Executive of the Ministry of Economic Development.

- 6 The commencement date of the record of management rights is
 29 November 2018.

- 7 The expiry date of the record of management rights is
 28 November 2031.

Note: This application must be signed in duplicate.

Schedule 2

Part A – Form of Statutory Declaration (clause 2.2(f)(i))

800/900 MHz Management Rights – Offer DECLARATION FOR [Offeree]

I, [name], [occupation], solemnly and sincerely declare that:

1. I am the [position] of [Offeree] (the “Company”) and am authorised by the Company to make this declaration on its behalf.
2. Any term or expression that is defined in the Ministry of Economic Development’s Offer dated [X] and used in this declaration has the same meaning as in the Offer.
3. On behalf of the Company, I confirm that:
 - (a) Block C was transferred to [Name of New Entrant] on [Date].
 - (b) The New Entrant is not a person listed in clause 1.2(b) of the Terms and Conditions.
 - (b) Subject to paragraph 3(f) and (g) of this Declaration, the sale of Block C to the New Entrant is unconditional (including meeting the requirements of clauses 2.2(a) and 2.2(b) of the Offer).
 - (c) The sale price for Block C to the New Entrant was \$[X].
 - (d) The sale and purchase agreement for Block C between the New Entrant and the Company, which includes all the terms of the sale and subsequent transfer of Block C to the New Entrant is attached to this Declaration and is marked “Annex 1”.
 - (e) The Company and its related companies and associates have no interest, whether contractual, equitable or otherwise (including any right to obtain licences or other rights in the future), in respect of Block C, other than that described in paragraph 3(f) and (g) of this Declaration.
 - (f) All licences to which the Block C Management Rights relate that exist at the sale date will expire no later than the 2nd anniversary of the date on which Block C transferred to the New Entrant.
 - (g) The Company has a right to the retransfer of Block C in the event the Chief Executive does not confirm that the sale meets the requirements of the Offer.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Oaths and Declarations Act 1957.

[Signed]

Declared at [Place] this [] day of [].

[Signed by a Justice of the Peace or other person authorised to take a statutory declaration in terms of section 9 of the Oaths and Declarations Act 1957]

Part B – Form of Statutory Declaration (clause 5.6)

**800/900 MHz Management Rights – Offer
DECLARATION FOR [Offeree]**

I, **[name]**, **[occupation]**, solemnly and sincerely declare that:

1. I am the **[position]** of **[Offeree]** (the “Company”) and am authorised by the Company to make this declaration on its behalf.
2. Any term or expression that is defined in the Ministry of Economic Development’s Offer dated [X] and used in this declaration has the same meaning as in the Offer.
3. On behalf of the Company, I confirm that the Company and its related companies and associates continue to have no interest, whether contractual, equitable or otherwise:
 - a. in respect of Block C (including any right to obtain licences or other rights in the future); or
 - b. in respect of the New Entrant that purchased Block C (and, for this purpose, the New Entrant is not a person listed in clause 1.2b of the Terms and Conditions in the Ministry of Economic Development’s Offer dated 9 November 2007).

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Oaths and Declarations Act 1957.

[Signed]

Declared at [Place] this [] day of [].

[Signed by a Justice of the Peace or other person authorised to take a statutory declaration in terms of section 9 of the Oaths and Declarations Act 1957]

Schedule 3

DATED 2007

HER MAJESTY THE QUEEN

AND

[INSERT FULL LEGAL NAME OF PURCHASER]

800/900MHz

MANAGEMENT RIGHTS DEED

THIS DEED WITNESSES AS FOLLOWS:**1 DEFINITIONS AND INTERPRETATION****Definitions**

1.1 In this Deed, unless the context otherwise requires:

“Act” means the Radiocommunications Act 1989;

“Agreement” includes an agreement, contract, arrangement or understanding whether:

- (a) formal or informal or partly formal and partly informal; or
- (b) written or oral or partly written and partly oral; or
- (c) having legal or equitable force or not, and whether or not based on legal or equitable rights;

“Buy-out Management Right” means the Management Rights described in Part B of the Schedule;

“Buy-out Price” means the price referred to in clause 5.2;

“Chief Executive” means the chief executive of the Ministry of Economic Development from time to time or his or her delegate;

“Conditional Management Right” means the Management Rights described in Part C of the Schedule;

“Controlling Interest” means, in relation to any management right, an interest which results in the direct or indirect control of any radio frequency spectrum the subject of that management right, including (to avoid doubt) the non-exclusive right for any person to use that spectrum on arms length commercial terms, where that spectrum is controlled directly or indirectly by another person;

“Deed” means this Deed and includes the Schedule;

“Early Management Right” means the Management Rights described in Part A of the Schedule;

“Implementation Requirement” means the implementation requirement set out in clause 4.2;

“Management Rights” means the management rights referred to in the Schedule (comprising the Early Management Right, the Buy-out Management Right, and the Conditional Management Right);

“Purchase Price” means the price paid by the Purchaser, under the contract arising under the Terms and Conditions in the Ministry of Economic Development’s Offer dated 9 November 2007, for the relevant lot comprising the Management Rights;

“Registered” means recorded on the Register of Radio Frequencies established under section 5 of the Act;

“Working Day” means between the hours of 8.30 am and 5.00 pm on any day that is not a Saturday or Sunday or a public holiday (which includes Wellington Anniversary Day) within the meaning of section 44 of the Holidays Act 2003;

“800/900 MHz band” means the band of radio spectrum within the frequency ranges 800,000MHz and 999,999MHz.

Interpretation

- 1.2 **Clauses:** References in this Deed to clauses and schedules are references to clauses and schedules of this Deed.
- 1.3 **Persons:** References in this Deed to persons include references to individuals, bodies corporate, unincorporated associations or partnerships.
- 1.4 **Parties:** A reference to any of the parties by their defined terms includes that party’s executors, administrators and/or permitted assigns, or, in the case of a company, its successors and/or permitted assigns.
- 1.5 **Headings:** The headings in this Deed are for convenience only and have no legal effect.
- 1.6 **Singular and plural:** The singular includes the plural and *vice versa*.
- 1.7 **Legislation:** References to legislation include references to that legislation as it may be amended, modified, replaced or substituted from time to time.
- 1.8 **No limit:** “Including” or similar words to not imply any limit.

2 TERM OF THIS DEED

- 2.1 This Deed commences from the date of this Deed and expires on the date on which the Chief Executive notifies the Purchaser, under clause 4.7, that the Implementation Requirement has been met.

3 TRANSFER

- 3.1 The Purchaser will not, except as provided in clause 3.3, transfer, assign, or create, or purport to transfer, assign or create, any Registered interest in, or Controlling Interest in relation to, the Management Rights, in favour of any person other than the Purchaser itself.
- 3.2 The interests referred to in clause 3.1 include the interests by virtue of the creation or transfer of any Registered or unregistered licences of the frequencies to which the Management Rights relate.
- 3.3 The Purchaser may with the prior written consent of the Chief Executive transfer, assign or create any Registered interest in, or Controlling Interest in relation to, the Management Rights in favour of any person other than the Purchaser itself.
- 3.4 As a condition precedent to any consent referred to in clause 3.3, the Purchaser must ensure that in the case of a transfer, assignment or other transaction in relation to a Management Right, the proposed transferee, assignee, or other party to such a transaction executes a management rights deed with the Crown, such deed to be in a form that is acceptable to the Crown and to contain covenants to the same effect as this Deed (including the Implementation Requirement) and with a term equal to the remaining term of this Deed.

4 IMPLEMENTATION REQUIREMENT

- 4.1 The Implementation Requirement must be met before the following Management Rights are registered and transferred to the Purchaser:
- (a) where the Purchaser does not extend, in accordance with clause 5, the date for meeting the Implementation Requirement, the Buy-out Management Right and the Conditional Management Right; or
 - (b) where the Purchaser extends, in accordance with clause 5, the date for meeting the Implementation Requirement, the Conditional Management Right.
- 4.2 By 28 November 2016, the Purchaser must have implemented a continuous and ongoing telecommunications service using the spectrum that is:
- (a) covered by the Early Management Right; and
 - (b) available to a substantial portion of New Zealand's population.

- 4.3 In order to meet the Implementation Requirement, the Purchaser, as a minimum, must have implemented a cellular service that:
- (a) is provided using substantially the Early Management Rights; and
 - (b) is available for use by, and is being offered for use on a commercial basis to, at least 65% of New Zealand's resident population without relying on infrastructure (including networks) provided by persons other than the Purchaser; and
 - (c) operates 24 hours per day, 7 days per week (excluding reasonable outages, including for maintenance and construction); and
 - (d) has met the requirements in clauses 4.3(a), (b) and (c) for the 6 month period prior to the date on which the Purchaser is required to submit its statutory declaration under clause 4.5; and
 - (e) will continue to meet the requirements in clauses 4.3(a), (b) and (c) up to and on 28 November 2016.

In this clause 4.3, New Zealand's resident population is determined using the Statistics New Zealand's National Population Estimates for the most recently published quarter prior to the Chief Executive's determination under clause 4.4.

- 4.4 Whether or not the Implementation Requirement has been met is a matter to be determined by the Chief Executive in his or her sole discretion (exercising a common sense judgement) but subject to clause 4.3.
- 4.5 To assist the Chief Executive with his or her determination under clause 4.4, the Purchaser must submit to the Chief Executive no later than 28 May 2016 (time being of the essence) but not earlier than the start date of the Early Management Right, a statutory declaration:
- (a) stating that the Implementation Requirement is met; and
 - (b) attaching sufficient evidence to satisfy the Chief Executive that the Implementation Requirement is met; and
 - (c) undertaking that the Implementation Requirement will continue to be met up to and on 28 November 2016.
- 4.6 The Chief Executive may request further information from the Purchaser to make his or her determination under clause 4.4 and the Purchaser must respond promptly to such a request.
- 4.7 The Chief Executive will provide written notice to the Purchaser of whether or not he or she is satisfied that the Implementation Requirement has been met. Written notice from the Chief Executive that the Implementation Requirement has not been met is conclusive in the absence of manifest error.

4.8 If an event in clause 4.9 occurs, then:

- (a) the Implementation Requirement is deemed to have not been met; and
- (b) to avoid doubt:
 - (i) the Buy-out Management Right and Conditional Management Right will not be transferred to the Purchaser under clause 6; and
 - (ii) the Purchaser is not entitled to any refund (partial or otherwise) of the Purchase Price; and
- (c) the Purchaser will not be eligible to participate in any re-allocation process for the Buy-out Management Right and the Conditional Management Right; and
- (d) the Purchaser will be liable for any losses, costs, and expenses suffered or incurred by the Crown as a result of any re-allocation of the Buy-out Management Right and the Conditional Management Right. A certificate from the Chief Executive of such losses, costs or expenses is prima facie evidence of such loss, cost or expense.

4.9 The events are:

- (a) subject to clause 5, the Purchaser does not submit the statutory declaration under clause 4.5 (including not submitting it on time or not submitting it because the Purchaser cannot declare that it has met the Implementation Requirement); or
- (b) the Chief Executive provides notice under clause 4.7 that the Implementation Requirement has not been met; or
- (c) the statutory declaration provided under clause 4.5, in the opinion of the Chief Executive, omits a material particular or is incorrect, misleading or incomplete.

4.10 To avoid doubt, if the Chief Executive gives notice under clause 4.7 that the Implementation Requirement has been met, the Purchaser is under no other obligation in respect of Implementation Requirement after 28 November 2016.

5 BUY-OUT RIGHT

5.1 A Purchaser may extend the date for meeting the Implementation Requirement from 28 November 2016 to 28 November 2018 by:

- (a) giving notice to the Chief Executive, by 28 May 2016, that it proposes to exercise the buy-out right; and
- (b) paying the Buy-out Price in accordance with this clause.

5.2 The price payable by the Purchaser for a buy-out is:

Purchase Price X 0.15, plus GST

5.3 If notice is given under clause 5.1, the Chief Executive will invoice the Purchaser for the amount referred to in clause 5.2.

5.4 The payment of the Buy-out Price must be made in New Zealand dollars by:

- (a) a currently dated bank cheque drawn on a bank registered in New Zealand; or
- (b) electronic funds transfer (in same day cleared funds). Account details will be provided to the Purchaser on request.

5.5 Full payment of the Buy-out Price is due within 15 Working Days of the invoice date. Bank cheques are to be made payable to the Ministry of Economic Development and must be sent to the address in clause 8.5(c).

5.6 Subject to compliance with all conditions under this Deed, the Buy-out Management Right will be transferred to the Purchaser within 30 Working Days of the invoice date provided that the Chief Executive has received payment of the Buy-out Price in accordance with clause 5.5.

5.7 Clause 4 applies, with all necessary modifications, to the Chief Executive's re-determination of whether the Implementation Requirement is met if the Purchaser exercises the buy-out right and, to avoid doubt:

- (a) the Implementation Requirement must be met by 28 November 2018; and
- (b) the statutory declaration referred to in clause 4.5 must be submitted to the Chief Executive by the Purchaser no later than 28 May 2018.

5.8 To avoid doubt, the buy-out right described in this clause 5 may only be exercised once.

6 TRANSFER OF MANAGEMENT RIGHTS

6.1 If the Chief Executive gives notice under clause 4.7 that the Implementation Requirement is met, then the Crown consents to transfer to the Purchaser, under section 42 of the Act:

- (a) where the Purchaser did not extend, in accordance with clause 5, the date for meeting the Implementation Requirement, the Buy-out Management Right and the Conditional Management Right; or
- (b) where the Purchaser extended, in accordance with clause 5, the date for meeting the Implementation Requirement, the Conditional Management Right,

on the terms and conditions set out in this Deed.

7 CROWN'S CAVEATABLE INTEREST

- 7.1 Pursuant to section 89 of the Act, the Crown may at any time during the term of this Deed lodge with the Registrar of Radio Frequencies a caveat which, so long as the caveat remains in force, will have the effect of prohibiting the Registrar from making any entry on the register charging or transferring the Management Rights or creating or modifying any licence under the Management Rights, other than a transaction in favour of the Crown or with the consent of the Crown.
- 7.2 The Crown will consent as caveator to any dealing:
- (a) giving effect to a transaction that the Chief Executive has consented to under clause 3.3; or
 - (b) for which the Chief Executive's consent under clause 3.3 is not required.
- 7.3 The equitable interest of the Crown under this Deed will survive the expiry of this Deed, although the Crown agrees to withdraw any caveat lodged under clause 7.1 at the time of such expiry.

8 GENERAL

8.1 Liability and Indemnity

- (a) Other than in respect of any breach by the Purchaser of clause 3, 4 or 5, no party will have any liability to any other party under or in connection with this Deed in contract, tort (including negligence) or breach of statutory duty or otherwise, including for any direct, indirect or consequential losses (including loss of profits, revenue, business or anticipated savings).

- (b) The parties agree that in respect of any breach by the Purchaser of clause 3, 4 or 5, damages alone are likely to be an inadequate remedy, and discretionary relief by way of injunction or order for specific performance is likely to provide a more adequate remedy for the Crown.
- (c) The Purchaser fully indemnifies the Crown against all losses, costs or claims arising as a direct or indirect result of a breach by the Purchaser of clause 3, 4 or 5.
- (d) This clause 8.1 survives expiry of this Deed.

8.2 **Amendment**

No amendment to this Deed will be effective unless it is in writing and signed by the parties.

8.3 **No Waiver**

No party will be deemed to have waived any rights under this Deed unless the waiver is in writing and signed by that party. A failure to exercise or a delay in exercising any right under this Deed will not operate as a waiver of that right. Any such waiver will not constitute a waiver of any subsequent or continuing right or of any other provision in this Deed.

8.4 **Severability**

Any unlawful or voidable provision in this Deed will be read down so as to be valid and enforceable or, if it cannot be read down, will be severed from this Deed without affecting the validity, legality, or enforceability of the remaining provisions, provided the reading down or severing does not materially affect the purpose of or frustrate this Deed.

8.5 **Communications and notices**

- (a) Any notice to be given under this Deed must be in writing and must be delivered or sent by registered post to the parties' respective addresses as set out in clause 8.5(c) and clause 8.5(d), or if a written notice of change of address is given in accordance with this clause 8.5, then to the new address.

(b) Any notice will be deemed to be served on the date of delivery or the Working Day next following the date of posting as the case may be. In proving the giving of a notice it is sufficient to prove that the envelope containing such notice was properly addressed and posted.

(c) The address for the service of notices on the Crown is:

Ministry of Economic Development

PO Box 1473

WELLINGTON

Attention: Manager, Radio Spectrum Policy and Planning

(d) The address for the service of notices on the Purchaser is:

[Insert name]

[Insert postal address]

Attention: *[Insert position]*

SIGNED AS A DEED

Signed for and on behalf of)
HER MAJESTY THE QUEEN by) _____
BRIAN MILLER,)
 Manager Radio Spectrum Policy and)
 Planning, Energy and Communications)
 Branch, acting under the authority of)
 the Chief Executive of the Ministry of)
 Economic Development, in the presence of:)

Signature: _____

Name: _____

Occupation: _____

Address: _____

Signed for and on behalf of)
[Insert name])
 by:) _____
) Director Director

SCHEDULE

Management Rights

Part A

[To insert details of the Early Management Right]

Part B

[To insert details of the Buy-out Management Right]

Part C

[To insert details of the Conditional Management Right]

