



Telecommunications &
Radiocommunications
Regulator

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ORDER NO.4 OF 2016

Order for Documents and Information from ICL

Pursuant to Section 8 of the Telecommunications and Radiocommunications Regulation Act (2009), Paragraphs 10.1 and 10.2 of the Telecommunications Exception issued to Interchange Limited ("ICL"), and Paragraphs 20.1 and 20.2 of ICL's Licence, TRR hereby orders ICL to provide TRR the following documents and information within 15 days from the date of this Order:

Documents To Be Provided

1. Copies of all annual or semi-annual profit and loss statements of ICL (whether audited or not) for any part of the period for 1 January 2015 to the present.
2. Copies of all loan agreements to which ICL is (or has been) a party (regardless whether the loan currently is outstanding in whole or in part).
3. A copy of the Shareholder Agreement for ICL, as referred to in the Concession Deed between ICL and the Government of Vanuatu, copies of any amendments thereto, and copies of any other agreement(s) between one or more ICL shareholders relating to the ownership or operation of the ICL cable.
4. Copies of emails or other correspondence with any actual or potential customers of ICL, from 1 June 2016, in which ICL offers or refers to actual or potential pricing from ICL for IRU or leased capacity on the ICL cable, or in which ICL declines to offer or provide any such capacity, or responds to a request as to availability or pricing of any such capacity.

5. For the period from 1 January 2016 to the present, copies of all Board meeting minutes of ICL (or portions thereof) that refer to:
 - (i) actual or proposed pricing of ICL or FCC for the supply of capacity on the ICL Cable;
 - (ii) actual or projected demand for capacity on the ICL Cable, on an annual or quarterly basis, for any year(s) including, or after, 2016; or
 - (iii) actual or projected costs, revenues or profits of ICL on an annual basis, for any year or years after 2014.

Information To Be Provided

6. State, for each amount of IRU capacity referred to below:
 - (i) whether ICL offers or is willing to supply the amount of capacity to potential purchasers, and if not why not;
 - (ii) the best price currently available for the amount of IRU capacity.

The amounts of IRU capacity are:

- a. 1 x STM-1
 - b. 2 x STM-1
 - c. 3 x STM-1
 - d. 4 x STM-1
 - e. 8 x STM-1
 - f. 16 x STM-1
7. For each current or prior shareholder of ICL, state:
 - (i) the amount of each dividend paid, or owed, to the shareholder; and
 - (ii) the date on which each such dividend amount was paid, or from which such dividend amount is owed.
 8. Identify, for the period from 1 June 2016 to the present:

- (i) the amount and date of each payment by ICL to FCC under or by reason of the “Services Management Agreement” referred to in Paragraph 1 of TRR’s Order No. 3 of 2016; and
 - (ii) the amount and date of each payment by FCC to ICL under or by reason of the “Services Management Agreement” referred to in Paragraph 1 of TRR’s Order No. 3 of 2016.
9. Copies of any agreements or arrangements from 1 June 2016 to the present, relating to the continuing supply to TVL of capacity on the ICL cable by FCC and/or ICL or to the supply of additional such capacity to TVL by ICL and/or FCC.
10. For each quarter from 1 January 2014 to the present, state:
- (i) the amount of Operations and Maintenance (O & M) costs of the ICL cable paid by ICL to third parties;
 - (ii) the amount of O & M costs of the ICL cable incurred for goods or services supplied by ICL;
 - (iii) the amount of O & M charges of the ICL cable invoiced by ICL to each of its customers (including the amount invoiced to each of FCC, the Government of Vanuatu and Wantok Networks); and
 - (iv) the amount received from each customer for O & M charges of the ICL cable.

Dated 11 October 2016



Dalsie Baniala
Telecommunications & Radiocommunications Regulator