

**INTERCONNECTION AGREEMENT
BETWEEN CABLE & WIRELESS (CAYMAN
ISLANDS) LIMITED (TRADING AS LIME)
AND WESTTEL LIMITED**

Definitions



Definitions

Acceptance Testing	The process described in Paragraph 2.4 of the Joint Working Manual
Answer Message	An ISUP answer message (ANM)
Answered Call	A Call where an Answer Message has been received
Associated Company	Means a subsidiary or holding company of a Party or another subsidiary of such a holding company
Authority	The Information and Communications Technology Authority established by the Law
Automatic Call Distributor or ACD System	A switch that queues and distributes incoming Calls so that the Call which has been waiting the longest is sent to the next available operator and the operator who has been waiting the longest is sent the next available Call
Automatic Number Identification (ANI)	The billing telephone number associated with the access line from which a call originates. ANI and CLI are usually the same
Billing Data	Information in respect of Calls passed across the Point of Connection during the relevant Billing Period as more particularly described in the Joint Working Manual
Billing Period	The monthly period ending on the last day of every month
Business Day	A day, Monday through Friday, that is a normal working day for Government offices in the Cayman Islands
Bypass	The commercial use or supply of either: <ul style="list-style-type: none">(a) the passing of an international voice service (including the carriage of a reconstructable voice channel within a data or mixed voice/data service) without passing through the international gateway switch of a licensed voice network; or(b) the termination of international voice services on the domestic switched telecommunications network by a person who does not originate the call or possess a valid interconnection agreement with that domestic operator with respect to international voice services.
LIME System	The System established and operated by LIME under its Public Network Operator Licence
Call	The set-up, holding and ending of a transmission path through the System of either Party into the System of the other Party for conveyance of Messages within 3.1 Khz speech service in accordance with the technical specifications set out in Joint Working Manual and reference to the conveyance of Calls by a Party means the establishment by that Party of a transmission path through that Party's System and the conveyance by that Party in accordance with this Agreement of a Message (if any) over such transmission path
Call Availability	Has the meaning given to it in Paragraph 1.6.5.1 of the Joint Working Manual
Call Duration	Period between Call Start and Call End
Call End	The point during a Call at which an ISUP release message (REL) is received by the Service Supplier System or Service Taker System, as the context requires
Call Setup	The signalling activities required to set up a Call
Call Setup Charge	The charge to perform a Call Setup
Call Start	The point during a Call Setup at which an Answer Message is received by the Service Supplier System or Service Taker System, as the context requires

Carrier System	A point to point transmission facility operating at 155 Mbit/s whose sole purpose is to provide E1, 2.048Mbit/s, Network Links between a Service Supplier Circuit Termination Unit and a Service Taker Circuit Termination Unit. It incorporates the multiplexing and de-multiplexing of E1 bearer services
Carrier System Fault	Has the meaning given to it in Paragraph 2.5.1.2 of the Joint Working Manual
CCS	The unit of telecommunications traffic measurement, amounting to one hundred call seconds
CDRs	Call Data Records
Charges	The amounts specified in the Tariff Schedule and described in the Service Descriptions which are payable pursuant to Clause 9
Circuit Termination Unit or CTU	A technical unit at which the Optical In-Span Joining Service is terminated and which has the technical specifications set out in the Joint Working Manual
Claim	Has the meaning given to in Clause 26.6
CLI (Calling Line Identification)	The SS7 out of band signalling parameter which automatically transmits the directory number associated with the Subscriber Connection from which a Call is generated, to the called customer
Confidential Information	<p>Any information, in whatever form, which: (i) in the case of written or electronic information is clearly designated as confidential and which in the case of information disclosed orally is identified at the time of disclosure as being confidential or (ii) is by its nature confidential (including but not limited to all information (excluding CLI), know-how, ideas, concepts, technology, manufacturing processes, industrial processes, billing information, marketing and commercial knowledge of a confidential nature (whether in tangible or intangible form) relating to or developed in connection with or in support of the business, of either Party within the Cayman Islands) and including such Confidential Information already disclosed by either Party to the other prior to the date of this Agreement, but excluding any information:</p> <ul style="list-style-type: none">(a) Which is or becomes part of the public domain (other than through any breach of this Agreement or any obligation of confidence); or(b) Rightfully received by one Party from a third person without a duty of confidentiality being owed by the other Party to the third person, except where the other Party knows or ought reasonably to know that the third person has obtained that information either directly or indirectly as a result of a breach of a duty of confidence owed to the first mentioned Party; or(c) Which has been independently developed by another Party; or(d) Which is in the possession of or is known by the Receiving Party prior to its receipt from the Disclosing Party;(e) Which is disclosed to satisfy a legal demand by a court of competent jurisdiction or by a government agency, provided<ul style="list-style-type: none">• the Disclosing Party requests to the court or the government agency that it keep such information confidential; and• informs the other Party of such demand as soon as reasonably possible to permit said Party to take such actions (including seeking injunctive relief) to protect the confidentiality of all or part of such information and disclosure is only made to the extent required; or(f) which is authorised to be disclosed by the Disclosing Party in writing to the Receiving Party to the extent of that authority; or

(g) which is disclosed to obtain or maintain any listing on a recognised stock exchange subject to the Receiving Party informing the Disclosing Party as soon as reasonably practicable after such disclosure

(h) which is personal data and which is disclosed in one of the circumstances set out in Section 54(3) of the Law

Critical Link Failure	Has the meaning given to it in Paragraph 2.5.1.3 of the Joint Working Manual
Critical Route Failure	Has the meaning given to it in Paragraph 2.5.1.3 of the Joint Working Manual
CTU Patch Panel Frame	The interface between the CTU multiplexing equipment and the respective Service Supplier/Service Taker switch
Customer Facing Division	A division which deals directly with Subscribers and includes those responsible for sales and marketing of LIME services, including LIME mobile services.
Deal with	Has the meaning given to it in Clause 26.6
Dial Set-up Delay	Has the meaning given to it in Paragraph 1.6.6 of the Joint Working Manual
Disclosing Party	A Party disclosing Confidential Information to the other Party
DQ	Directory Enquiries
Early Termination Charge	The amount set out in the Tariff Schedule and chargeable pursuant to Paragraph 2.3.2.6 of the Joint Working Manual
Electromagnetic Compatibility (EMC)	A set of requirements more particularly described in Paragraph 1.3.5 of the Joint Working Manual that define the maximum radiation for equipment against international standards
Emergency Centre	The call centre or centres operated by or for the police, fire, ambulance and such other emergency services as may be prescribed in regulations under the Law, for the handling of Calls to those services conveyed pursuant to the Emergency Services Access Service
Emergency Services Access Service	The service of that name more particularly described in the Service Descriptions
Erlang	A unit used to denote the utilisation of a telecommunications system expressed as a single hour measurement or a total of single hour measurements, usually during a busy hour
Error Free Seconds	A second which is not an Errored Second or a Severely Errored Second
Errored Second	Has the meaning given to it in Paragraph 1.4.1.3 of the Joint Working Manual
Fatal Fault	Has the meaning given to it in Paragraph 4.8.1.2 of the Joint Working Manual
Fault	A fault on a Party's System
Fault Control Centre or FCC	The fault control centre more particularly described in Paragraph 2.5.2.1 of the Joint Working Manual
Fault Control Manager	A person with the responsibilities outlined in Paragraph 2.2.1.1 of the Joint Working Manual
Fault Log Number	A log number given to a Fault in accordance with Paragraph 2.5.2.2 of the Joint Working Manual
Fault Owner	The Party who is responsible for clearing a Fault
Fault Receiving Party	The Party who is in receipt of a Fault report
Fault Reporting Party	The Party who has reported a Fault

Fault Restoration Times	The times for restoration of a service as more particularly described in the Joint Working Manual and Parameter Schedule
Final Forecast	A Forecast accepted and signed off by both parties
Final Test Report	The log of interconnection tests produced in accordance with Chapter 4 of the Joint Working Manual
First Live Traffic	The third phase of interconnect testing as more particularly described in Chapter 4 of the Joint Working Manual
Force Majeure	Any circumstances outside the reasonable control of a Party, including (without limitation), officially declared national disasters, insurrection or civil disorder, war or military operations, national or local emergency, currency fluctuations, acts or omissions of government, act of God, fire, earthquake, hurricane, flood, lightning or explosion, outbreak of pestilence or epidemics, government rationing of electricity and embargos or trade restrictions
Forecast	A quantitative prediction made by the Service Taker for the Services required from the Service Supplier over an agreed period in accordance with the provisions of the Joint Working Manual
Forecasting Meetings	The meetings more particularly described in Paragraph 2.2.2.3 of the Joint Working Manual
Imperfections	Faults identified in testing which are more particularly described in Paragraph 4.8.1.6 of the Joint Working Manual
Inadmissible Fault	A fault identified in testing which is more particularly described in Paragraph 4.8.1.3 of the Joint Working Manual
Incoming International Call Termination to PLMN Service	The Service of that name more particularly described in the Service Descriptions
Incoming International Call Termination to PSTN Service	The Service of that name more particularly described in the Service Descriptions
Incoming International PLMN Termination Call	A Call originating on the System of a Third Party International Telecom Provider, and terminating on a Service Supplier PLMN Subscriber Connection
Incoming International PSTN Termination Call	A Call originating on the System of a Third Party International Telecom Provider, conveyed over the system of the Service Taker for termination on a Service Supplier PSTN Subscriber Connection
Incoming International Tariff	The charges levied on a Third Party International Carrier for the conveyance of Calls to valid number ranges associated with the Service Supplier PLMN Subscriber Connections, provided that if this charge is lower than charges levied on a Third Party International Carrier by the Service taker for the conveyance of calls to valid number ranges associated with the Service taker's own PLMN Subscriber Connections, the charges for conveyance of Calls to valid number ranges associated with the Service Supplier PLMN Subscriber Connections shall be deemed to be the same as the charges levied on the Third Party International Carrier by the Service Taker for the conveyance of calls to valid number ranges associated with the Service Taker's own PLMN Subscriber Connections.
Incoming International Mobile Termination Rate	The Charge of that name as specified in the Tariff Schedule
Incoming International to Mobile Cost	The current International Conveyance Assumption plus the current Incoming International Mobile Termination Rate paid to the Service Supplier

Indemnified Party	Has the meaning given to it in Clause 26.5
Indemnifying Party	Has the meaning given to it in Clause 26.5
Individual Location Tests	The first phase of testing as more particularly described in chapter 4 of the Joint Working Manual
Intellectual Property Rights (IPR)	Letters patent, utility models, semi-conductor topographies, registered designs, design rights and copyrights, trade and service marks, trade names, rights in logos and get up, inventions, trade secrets and know-how, all rights of whatsoever nature in computer software and data, all rights of privacy and all intangible rights and privileges of a similar nature, in every case in any part of the world and whether or not registered and including all granted registrations and all applications for registration in respect of any of the same
Interconnect Access Area	The set of LIME PSTN network numbering prefixes specified in the Service Schedule which are supported by the LIME Interconnect Switch Location and designated other switches
Interconnect Resolution Log	A log of interconnection issues that is used to keep track of interconnect issues and their status as more particularly described in Paragraph 2.2.5 of the Joint Working Manual
Interconnect Specific Charge	Charges that represent overhead recurring costs of interconnection, except for depreciation charges which have been deferred
Interconnect Switch Location (ISL)	A switch location which is part of a Party's System and which is specified in the Service Schedule as a location at which interconnection is offered and provided
Internally Detected Faults	Faults that a Party detects within its own network
International Conveyance Assumption	A nominal figure negotiated by the Parties for use in the determination of the Incoming International Mobile Termination Rate. The International Conveyance assumption is to be used only to determine the appropriate Incoming International Mobile Termination Rate, and is not a valid figure to be used for any other purpose
International Directory Database	The database that is used to provide the International Directory Enquiries service
International DQ Call Centre	The Call Centre that is responsible for providing the International Directory Enquiries service
International DQ Operator	An operator working in the International DQ Call Centre
International DQ Service	The service of that name more particularly described in the Service Descriptions
IP Indemnified Party	Has the meaning given to it in Clause 20.2
IP Indemnifying Party	Has the meaning given to it in Clause 20.2
IP Owner	Has the meaning given to it in Clause 20.3
Joining Service	Optical In-span Joining Service
Joint Box	A lockable box located between the Service Supplier and Service Taker's respective Interconnect Switch Location and Interconnect Point of Presence provided by the Service Taker of the Optical In-span Joining Service to the specifications in the Joint Working Manual
Joint Working Manual	The name given to the document at Schedule 5 of this Agreement

Liaison Manager	The representative with the role set out in Paragraph 2.2.1.1 of the Joint Working Manual
Law	The Information and Communications Technology Authority Law, 2006 Revision, as amended from time to time
Maintenance Party	Has the meaning given to it in Paragraph 2.6.1.2 of the Joint Working Manual
Major Link Failure	Has the meaning given to it in Paragraph 2.5.1.3 of the Joint Working Manual
Major Route Failure	Has the meaning given to it in Paragraph 2.5.1.3 of the Joint Working Manual
Messages	3.1Khz speech and the associated C7 protocol used to convey the call setup, clear-down and supplementary service information for such messages together with SMS Message and Roaming Messages
Minister	Has the meaning given to it by Section 2 of the Law
Minor Route Failure	Has the meaning given to it in section 2.5.1.3 of the Joint Working Manual
Mobile Termination Rate	The Mobile Termination part of the Usage Charges for Mobile to Mobile Calls pursuant to the PLMN Terminating Access Service, as set out in the Tariff Schedule
Monthly Recurring Charge	A Charge, set out in the Tariff Schedule, that is payable monthly in accordance with Clause 9 and the relevant Service Description
National Directory Database	The database that is used to provide the National DQ service
National DQ Call Centre	The Call Centre that is responsible for providing the National DQ Service
National DQ Operator	An operator working in the National DQ Call Centre
National DQ Service	The service of that name more particularly described in the Service Descriptions
National Numbering Plan	The numbering regime for Cayman Islands geographic and non-geographic numbers, including the NXX national prefixes and local subscriber portion, administered by the Authority pursuant to Section 49 of the Law
Network Fault	A Fault of the type more particularly described in Paragraph 2.5.1.1 of the Joint Working Manual
Network Integration Tests	The second phase of interconnect testing described in Chapter 4 of the Joint Working Manual
Network Link	Uni-directional E1 transmission facilities within a 155 Mbit/s Carrier System
Network Link Availability	Has the meaning given to it in Paragraph 1.4.1.2 of the Joint Working Manual
Non –Service Affecting or NSA	The Faults more particularly described in Paragraph 2.5.1.2 of the Joint Working Manual
NPA	A geographic division within which no two (2) telephones will have the same seven (7) digit number
NXX	The current general configuration for exchange codes within each NPA
One-off Charges	Charges that are generally non-recurring and specified in the Tariff Schedule
Operational Field Trial	The third phase of interconnect testing as described in Chapter 4 of the Joint Working Manual
Operational Meetings	The meetings more particularly described in Paragraph 2.2.2.8 of the Joint Working Manual

Operations Manager	The representative with the responsibilities referred to in Paragraph 2.2.1.1 of the Joint Working Manual
Operator Service	A service that includes input from an operator in a Call Centre
Optical Fibre	A high capacity transmission medium used for telecommunications transmission
Optical In-span Joining Service	The service of that name more particularly described in the Service Descriptions
Order	A request for the provision of services pursuant to this Agreement and in the format set out in the Joint Working Manual
Order Plan	A plan detailing the ordered services for a period of a Quarter, agreed and signed by both Parties in accordance with the Joint Working Manual
Order Planning Meetings	The meetings more particularly described in Paragraph 2.2.2.4 of the Joint Working Manual
Other Affected Party	Has the meaning given to it in Paragraph 2.5.2.5 of the Joint Working Manual
Overall Test Manager	The representative with the responsibilities outlined in Paragraph 4.9.1.3 of the Joint Working Manual
Parameter Schedule	The name given to the document in Schedule 4 of this Agreement
Party	Either the Telco or LIME in this Agreement, according to context
Penalty Charger	Has the meaning given to it in Paragraph 2.3.7.1 of the Joint Working Manual
Penalty Payer	Has the meaning given to it in Paragraph 2.3.7.1 of the Joint Working Manual
Performance Reports	The reports submitted on a monthly basis more particularly described in section 2.2.4 of the Joint Working Manual
Planned Maintenance	Maintenance falling within the description in Paragraph 2.6.1.1 of the Joint Working Manual
Planning Manager	A representative with the responsibilities outlined in Paragraph 2.2.1.1 of the Joint Working Manual
PLMN	Public Land Mobile Network
PLMN Subscriber Connection	The point connected to the PLMN where a telecommunications service is made available to a Subscriber
PLMN Terminating Access Service	The Service of that name as more particularly described in the Service Descriptions
Point of Connection	A physical point between the Systems of the Parties to this Agreement at which the provision of and responsibility for a Service starts or ends
Point of Handover	A physical point between the System of one of the Parties to this Agreement and the System of a Third Party Telecom Provider at which the provision of and responsibility for a Service starts or ends
Project Manager	A representative with the responsibilities outlined in Paragraph 2.2.1.1 of the Joint Working Manual
Propagation Delay	Has the meaning given to it in Paragraph 1.6.7.1 of the Joint Working Manual
Provisional Forecast	A forecast for all services that a Party requires in the role of Service Taker from the other Party in the role of Service Supplier for the ensuing two year period, covering the Joining Service requirements, and traffic forecasts for all other requested services. Forecasts will be divided into eight quarters. The Provisional Forecast becomes a Final Forecast once agreed with the other Party
PSTN	The public switched telephone network

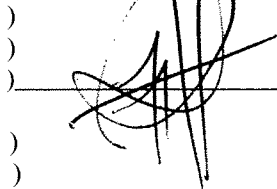
PSTN Subscriber Connection	The point connected to the PSTN where a telecommunications service is made available to a Subscriber
PSTN Terminating Access Service	The service of that name as more particularly described in the Service Descriptions
PSTN Transit Service	The service of that name as more particularly described in the Service Descriptions
Public Network Operator	A person licensed by the Authority in accordance with the Law to operate a public telecommunications ICT network and provide certain public telecommunications ICT services, including basic public voice telephony services (and Public Network Operator Licence shall have the corresponding meaning)
Public Voice Network	The public telecommunications ICT network used for the provision of public voice telephony services
Public Voice Services	Public voice telephony services for 3.1 Khz speech service provided over the network of a Public Network Operator
Quality of Service	The standard to which a service will be provided
Quarter	A three calendar month period, commencing on 1 January, 1 April, 1 July or 1 October
Ready for Service Date	The date, specified in the Order Plan or as otherwise agreed between the Parties, on which a Service will be ready for use
Ready for Test Date	The date, specified in the Order Plan or as otherwise agreed between the Parties, on which a Service will be ready for Network Interconnection Testing
Receiving Party	A person receiving Confidential Information
Release Message	Has the meaning given to it in ETS 300 008
Response Time	Has the meaning given to it in Paragraph 2.5.3.4 of the Joint Working Manual
Restoration Times	The times for restoration of a Fault detailed on a service by service basis in the Joint Working Manual and Parameter Schedule
RIO	LIME's Reference Interconnection Offer, as further defined in Section 2 of the Law
Service	One of the services more particularly described in the Service Descriptions under the category of "Joining Services", "Termination Services", "Special Access Services" and "PSTN Transit Services"
Service Affecting or SA	The Faults more particularly described in Paragraph 2.5.1.2 of the Joint Working Manual
Service Descriptions	The name given to the document in Schedule 2
Service Implementation Meetings	The meetings more particularly described in Paragraph 2.2.2.2 of the Joint Working Manual
Service Quality Manager	A representative with the responsibilities outlined in Paragraph 2.2.1.1 of the Joint Working Manual
Service Schedule	The name given to the document in Schedule 3
Service Supplier	The Party who provides a Service as specified on a service by service basis in the Service Schedule
Service Switching Point	A C7 signalling facility in the Service Supplier/Service Taker System

Service Taker	The Party who requests a Service as specified on a service by service basis in the Service Schedule
Severely Errored Second	Has the meaning given to it in Paragraph 1.4.1.4 of the Joint Working Manual
Short Message Service (SMS) Message	Up to 150 alphanumeric characters that can be sent/received from suitably equipped mobile phones on a suitably configured mobile network
Signalling Links	A 64 kbit/s transmission path provided exclusively for the exchange of signalling messages between Service Switching Points of the Service Taker and the Service Supplier as more particularly described in the Joint Working Manual
SNC-P	Sub-Network Connection Protection conforming to G.841
Subscriber	An end user with whom one of the Parties to this Agreement or a Third Party Telecom Provider has entered into an agreement for the provision of publicly available telecommunication ICT services
Subscriber Connection	The point at which a Subscriber connects to the PSTN or a PLMN as the case may be
Switch	A facility which performs the function or is capable of performing the function of switching and routing Messages between two or more points
System	Telecommunications facilities, including but not limited to switches, routers and network links
Tariff Schedule	The name given to the document in Schedule 6 of this Agreement
Telco System	The System established and operated by the Telco pursuant to its Public Network Operator Licence
Telecommunications Apparatus	Any facility, apparatus or other thing that is used or capable of being used for telecommunications or for any operation directly connected with telecommunications
Telecom Provider	A person operating a telecommunications ICT network or providing a telecommunications ICT service
Termination Services	The services more particularly described in Part 2 of the Service Descriptions
Test Control Board	Has the meaning given to in chapter 4 of the Joint Working Manual
Test Guidelines	Has the meaning given to in chapter 4 of the Joint Working Manual
Test Report	Has the meaning given to in chapter 4 of the Joint Working Manual
Test Sheet	Has the meaning given to in chapter 4 of the Joint Working Manual
Test Specification	Has the meaning given to in chapter 4 of the Joint Working Manual
Test Suite	Has the meaning given to in chapter 4 of the Joint Working Manual
Third Party International Telecom Provider	A Telecom Provider licensed in a country outside of the Cayman Islands and providing services outside the Cayman Islands, other than a Service Supplier or Service Taker
Third Party Mobile Telecom Provider	A Telecom Provider providing mobile services in the Cayman Islands that holds the necessary Public Network Operator Licence, other than a Service Supplier or Service Taker
Third Party National Telecom Provider	A Telecom Provider licensed to provide services in the Cayman Islands, other than a Service Supplier or Service Taker.

Third Party Telecom Provider	A licensed provider of telecommunication services other than the Parties to this Agreement, including (without limitation) a Third Party International Telecom Provider, a Third Party National Telecom Provider, a Third Party Mobile Telecom Provider, a National Freephone Service Provider and an International Freephone Service Provider
Time Unit	The accuracy to which the Call Duration is measured, which is one tenth of a second
Transit Services	The services more particularly described in Part 4 of the Service Descriptions
Trunk Group	An assignment of service traffic into dedicated routes, having the characteristics described in Paragraph 1.6.2 of the Joint Working Manual
Unsuccessful Call Attempt	A Call that has not been successfully Answered
Usage Charges	The usage related charges that are specified in the Tariff Schedule
Verification Time	Has the meaning given to it in Paragraph 2.5.3.7 of the Joint Working Manual
Weighted Average Incoming International Tariff	The average of all Incoming International Tariffs the Service Taker levies on each Third Party International Telecom Provider for Calls pursuant to the Incoming International Call Termination to PLMN Service weighted in proportion to the volume of traffic received by the Service Taker for onward conveyance to the Service Supplier from each Third Party International Telecom Provider pursuant to said Service

Signed as an Agreement on 12th of October 2009

Signed on behalf of **LIME**
by: ANTHONY RITCH

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In the presence of

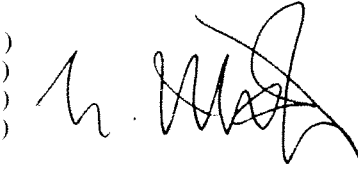
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Signed on behalf of **WESTTEL LIMITED**
by: Michael Edenhalm

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In the presence of:

Calvin Morton
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