



APPLICATION FORM FOR CHANGE OF CONTROL / TRANSFER OF CONCESSION

Form C12

Instructions:

1. Five (5) printed copies of this application must be completed and submitted.
2. All sections of the form **must** be completed.
3. Where any item is considered by the concessionaire or proposed Transferee to be inapplicable, a statement to that effect, giving reasons why the item is not applicable must be contained within the application.
4. The Transferee may rely (in relation to the Business Plan) upon statements given in the Transferee's original application for the concession(s) to be transferred, provided that the Transferee does not propose to make any material change to the plan, and there has been no material change to the relevant environmental circumstances.
5. The Authority reserves the right to request further information from the Transferee or the proposed Transferee.
6. For Sections A, B, C1, C2, G and H, you will find two types of data entry if you wish to fill them in electronically: text and clickable box.

Electronic Data Entry

- Entering text, when you see this: , it means that text for that question should be entered here. To enter text select by clicking and enter your answer.
- Check box, when you see this box , click the response you wish. Once selected you will see . If you select the wrong box, you may deselect it by just clicking again on the box.

Otherwise, please write in BLOCK CAPITAL letters with the use of a pen.

7. Transferee should answer sections A through G on separate attachments, where applicable.
8. All attachments to this form must be submitted in the order below and clearly labeled with the relevant application form section number and heading.
9. Throughout the application form, references are made to endnotes which can be found on the last page of the application form. Please ensure that you read these since they provide clarification or additional information on the various sections of the form.
10. The submission checklist in section G must be completed and submitted with your application.

General Additional Requirements:

- a) A letter addressed to the Authority from the transferor concessionaire requesting, pursuant to Condition A16 of the concession, the Authority's approval to transfer the concession(s) to the proposed Transferee;
- b) A letter from Transferee accepting the responsibilities of the Concession(s) and associated licences.
- c) A summary of the proposed transaction transferring control;
- d) Any agreements executed between the parties for the proposed transfer of control;
- e) The TATT reference number for each concession held by the concessionaire must be stated in the letter;
- f) State the TATT reference number for each licence which is required for the operation of networks and/or the provision of services under the concession(s).

A. GENERAL INFORMATION

Transferee Name:		
Contact Information		
Name of Individual and Position:		
Mailing Address:		
Telephone:	Fax:	Email:

B. BASIS OF APPLICATION¹

B.1 *Indicate all applicable public telecommunications networks, public telecommunications services and broadcasting services relevant to this application.*

<input type="checkbox"/> Type of Application <ul style="list-style-type: none"> <input type="checkbox"/> Management Contract <input type="checkbox"/> Transfer of Control (Merger) <input type="checkbox"/> Transfer of Control (Acquisition) <input type="checkbox"/> Other (please describe) <p>.....</p>	
<input type="checkbox"/> Operate a Public telecommunications network <ul style="list-style-type: none"> <input type="checkbox"/> Domestic Fixed (Wired) <input type="checkbox"/> Domestic Fixed (Wireless) <input type="checkbox"/> Domestic Mobile <input type="checkbox"/> International 	<input type="checkbox"/> Provide a Public Telecommunications Service <ul style="list-style-type: none"> <input type="checkbox"/> Domestic <input type="checkbox"/> International
<input type="checkbox"/> Provide a Broadcasting Service <ul style="list-style-type: none"> <input type="checkbox"/> Free to Air Radio <input type="checkbox"/> Free to Air Television <input type="checkbox"/> Subscription <input type="checkbox"/> Via a Telecommunications Network (e.g. cable TV operator) 	<input type="checkbox"/> Geographical Area of Coverage <ul style="list-style-type: none"> <input type="checkbox"/> Minor Territorial <input type="checkbox"/> Major Territorial <input type="checkbox"/> National <input type="checkbox"/> Niche

B.2 Does the Transferee currently own (in part or otherwise) any telecommunications and/or broadcasting concessions?

No

Yes

If yes, please indicate the concession type as listed in table B1:

Note: For Transferees who are past or existing holders of a Concession, the Authority shall also take into consideration all matters of compliance with its concession, the Act and all Regulations made thereunder. Further, a market assessment may be required to ascertain the possible impact of the proposed change of control/ transfer on the existing market(s), which can affect the Authority's consideration of the application

C. COMPANY INFORMATION

C.1 Transferee Background

Sole Trader

Limited Liability

Partnership

Other

If other, please specify:

Description of principal business activity of the company:

C.2 Registration and Incorporation Details

Company Registration No.²:

Trinidad and Tobago Company Registration Number (if different from above):

Company VAT Registration Number:

Company BIR Number:

Company Registration Date:

Place of Incorporation:

Registered address or principal place of business:

Trinidad and Tobago Registered address or principal place of business (if different from above):

Registered Name:

Trading or business name (if different from registered name):

C.3 Directors' Information

Please provide the following information:

- (i) Size of company (including number of staff, company locations, etc).
- (ii) Full names and addresses of all directors, identifying executive and non-executive positions.
- (iii) Provide certificates of good character or disclosure of any criminal record and full disclosure of any personal bankruptcy for all persons listed in (ii).

C.4 Company Structure/Consortium Information

- (i) Where the Transferee is a private company identify all shareholders owning more than 5% of the outstanding allocated and registered shares, including their names, addresses and shareholding (by number and class of shares).
- (ii) Provide a diagram of the ownership of the Transferee and its associated companies, showing all affiliated companies, corporate structure of the company, showing any parent, subsidiary or holding companies. For the purposes of this document an "affiliated company" means any company directly or indirectly (i) Controlling, (ii) Controlled by, or (iii) under common Control with, the Transferee.

The following additional information is required where the Transferee is part of a consortium or joint venture:

- (i) The role and contribution of each consortium member in terms of resources, experience or expertise.
- (ii) The nature of the relationship between members including a copy of the details of any joint venture agreement, memorandum of understanding or shareholder agreement.
- (iii) Company information in accordance with Part 1 above for each consortium member.

D. TELECOMMUNICATIONS/BROADCASTING SECTOR TRACK RECORD AND EXPERIENCE³

D.1 Prior Experience

Applicants should indicate the number of years for which they have experience in the operation of the relevant networks or provision of the relevant services.

D.2 Sector Experience

The information supporting the applicant's sector experience should also be provided in relation to each

market (or a representative selection of markets) in which the applicant operates, either independently or as part of a joint venture or consortium, and should include:

- (i) a brief history of the applicant's operation;
- (ii) a description of relevant activities and services/programming offered;
- (iii) the size and competitive environment in each market;
- (iv) the structure of the business in each market (wholly owned subsidiary, joint venture, etc.);
- (v) number of subscribers, and growth rate, churn and market share;
- (vi) summary of financial performance;
- (vii) description of any network operating experience, including network rollout performance;
- (viii) physical environment (and any similarity to providing service in Trinidad and Tobago);
- (ix) benefits delivered to customers (price reductions, new services); and
- (x) customer service programs (Total Quality Management programs, service standards, service measurement).

E. FINANCIAL STABILITY⁴

E.1 Audited Financial Statements

The application must demonstrate that the Transferee has or has access to the financial resources to perform all of the obligations contained in the concession, including the build-out of the network and provision of the services authorized by the concession. The Transferee must also demonstrate a track record of sound financial stability and management to satisfy the Authority of its ability to properly manage its financial affairs in a manner which will ensure continuity of services to the public in Trinidad and Tobago. Financial stability should be demonstrated through provision of the following information and documents:

- (i) Audited statements: The Transferee must provide audited financial statements of the Transferee for the preceding three (3) financial years. For newly incorporated companies, the audited financial statements of the holding, parent, or affiliated company with the closest relationship to the Transferee must be provided.
- (ii) In the event of a reliance of a Transferee from a Guarantor, the financial statements of the Guarantor shall also be provided.
- (iii) Statement of the Transferee's overall turnover and its turnover in respect of the services to which this contract relates to, for the three (3) previous financial years and the Transferee's equity.
- (iv) The Transferee shall demonstrate that the average of the Transferee's cash flow from operating activities based on its Financial Statements ("Operating Cash flow") is not negative. In the event the operating cash flow is negative, the Transferee shall demonstrate that the ratio between the absolute value of its average cash flow for all three years and its equity is lower than 25%.

Note:

(1) This section will not be applicable to a newly incorporated company which is not affiliated with any existing company. Such companies are not required to submit historical financial statements.

(2) Micro and small companies which are already in operation at the time of submission of the application may submit statements certified by a qualified accountant (as recognized by ICATT.), in lieu of audited financial statements.

E.2 Financial Support

The proposal must provide details, with adequate proof, of the existing financial resources of the Transferee including:

- (i) Details of capitalization of the Transferee identifying debt and equity capital and including any investments, credit reserves and other financial resources.
- (ii) Description of continuing access to capital and financial capacity, including investments, revenues, credit reserves and other short and long term financial resources.
- (iii) If Transferee is relying on a Guarantor, the Transferee shall provide a letter of Guarantee from the Guarantor indicating their willingness to lend to the Transferee, the capital level required for undertaking the project, should he be awarded the contract.
- (iv) In the case of a joint venture, each joint-partner shall be assessed on his own financial capability in taking up his share of the contract. However, if any of them cannot meet the required capital level for undertaking his share but the other participant(s) of the joint venture has met the financial criteria for undertaking the whole contract, the joint venture may still be regarded as satisfying the financial requirements collectively.
- (v) Definitive proof (in the form of the letter from a bank or financial institution) of the Transferee's ability to fund the Performance Bond, where applicable, which is due within seven (7) days of the award of the concession, if applicable. This may take the form of a statement from a recognised financial institution indicating their willingness to provide the financial support required to the Transferee should he be awarded the Concession.

E.3 References⁵

Transferee must provide at least two original, signed references from a regulated financial institution indicating the Transferee's financial standing, one of which must be from a recognized bank or other recognized financial institution with which the Transferee conducts its ordinary banking business. References must be dated no more than ninety (90) calendar days prior to the date of submission of the proposal.

Under Anti-Money Laundering (AML) and Combatting the Financing of Terrorism (CFT) compliance rules, the Authority may seek other methods of disclosure, as appropriate, and may request further information in this regard

F. VIABILITY OF PROPOSAL (BUSINESS PLAN INFORMATION)

F.1 Financial Projections and Plans⁶

F.1(a) Feasibility Analysis

A comprehensive financial plan must be developed and submitted. This plan will include a feasibility analysis for the development of the company's operations. A financial projection for 5 years must also be submitted. The financial projection must include:

- (i) All assumptions made in estimating and forecasting costs. The financial projections should be calculated assuming constant prices.
- (ii) Annual balance sheet.
- (iii) Annual profit and loss accounts.
- (iv) Annual cash flow statement.
- (v) Relevant accounting ratios (including current assets to liabilities ratio, debt to equity ratio and interest coverage ratio).

F.1(b) Risk Assessment

The applicant must submit a thorough risk assessment of the organisation's proposed business plan.

F.2 Service and Marketing Plans⁷

F.2(a) Market Assessment

The applicant should describe the market assessment it has conducted in its business planning activities, including any revenue or traffic forecasts, consumer studies, price analysis, and estimates of market share to be gained as well as its proposed marketing and pricing strategies.

F.2(b) Service Descriptions and Roll-out Plans

The applicant must provide a detailed description of the services it intends to provide under the concession, including its plans for service rollout, the specific markets to be served and the means of service delivery.

F.2(c) Customer Service Standards

The applicant must provide a detailed description of all customer service standards to be implemented (where relevant).

F.3 Technical Proposal⁸

The applicant must provide detailed information regarding the equipment, systems and/or network facilities **relevant** to this application, including:

(i) Network/Systems Design:

- A detailed description and specification of the technology to be used, including its compliance with international standards or any equipment standards established by the Authority; and
- A network overview that includes information on the applicant's proposed network topology, proposed network capacity and any requirements or proposed points for interconnection (if applicable). (The network overview should also indicate any need for radio frequency spectrum and the relevant licence application(s) shall accompany this concession application form);

- A detailed propagation model/map where applicable; and
- Where necessary, an indication of the intent to collocate on existing facilities and if the relevant applications for these facilities have been approved.

(ii) Rollout Plan⁹:

- A detailed description of the applicant's proposed network rollout plan. At a minimum, this plan must include the population/geographic coverage plans and rollout timeframes for the relevant networks and/or services during the rollout period. A roll-out coverage map will be preferable;
- Plans for the acquisition and installation of all required facilities and equipment capacity; and
- A forecast for expected growth of the network or service demand.

(iii) Quality of Service Plan:

- Identification and description of technical QOS commitments for both wholesale and retail services;
- How the applicant proposes to meet its quality of service commitments; and
- Reference should be made to compliance with applicable quality of service standards.

All broadcast applicants must submit a copy of their broadcasting station licence or any other relevant licence applications e.g. Studio Transmitter Links, Outside Broadcast Link.

F.4 Organization, Facilities and Management

Please provide the following information:

- (i) An organization chart showing management functions and titles¹⁰;
- (ii) Summary resumes for all senior management;
- (iii) An employment plan showing how the applicant will ensure it has suitable skilled staff, including through employee training and development;
- (iv) The level of proposed regional employment by the company;
- (v) The internal structure and operation of the company, including its divisions or departments (and related management positions). Details of the departments' functions should also be provided;
- (vi) Plans for the construction, lease or other acquisition of the facilities it needs to achieve its business and service plans; and
- (vii) Principal auditors, legal and financial advisors to the company.

G. SUBMISSION CHECKLIST

Please ensure that the relevant documents for the following have been submitted:

ITEM SECTION	DESCRIPTION	CHECK BOX IF SUBMITTED
Form C12	Completed and Signed Concession Application Form	<input type="checkbox"/>
C.2	Copy of Certificate of Incorporation	<input type="checkbox"/>
C.2	Copy of VAT Certificate	<input type="checkbox"/>
C.3	Directors' Information	<input type="checkbox"/>
C.4	Company Structure/Consortium Information	<input type="checkbox"/>
D	Telecommunications/Broadcasting Sector Track Record And Experience	<input type="checkbox"/>
E.1	Financial Statements	<input type="checkbox"/>
E.2	Evidence of Financial Support	<input type="checkbox"/>
E.3	Financial References	<input type="checkbox"/>
F.1 (a)	Feasibility Analysis	<input type="checkbox"/>
F.1 (b)	Risk Assessment	<input type="checkbox"/>
F.2 (a)	Market Assessment	<input type="checkbox"/>
F.2 (b)	Service Descriptions and Roll-out Plans	<input type="checkbox"/>
F.2 (c)	Customer Service Standards	<input type="checkbox"/>
F.3 (a)	Network/System Design	<input type="checkbox"/>
F.3 (b)	Roll-out Plan	<input type="checkbox"/>
F.3 (c)	Quality of Service Plan	<input type="checkbox"/>
F.3	Copy of Broadcast Station Licence application	<input type="checkbox"/>
F.3	Any other relevant licence applications (e.g. Studio Transmitter Links, Outside Broadcast Link)	<input type="checkbox"/>
F.3	Propagation Maps/Models	<input type="checkbox"/>
F.3	Roll-out Coverage Maps	<input type="checkbox"/>
F.3	Equipment/Technology Technical Specifications	<input type="checkbox"/>
F.4	Organisation, Facilities and Management Information	<input type="checkbox"/>

H. DECLARATION AND SIGNATURE ¹¹

I, the undersigned, do hereby declare on my own behalf and on behalf of the applicant(s) that the information provided in this application is correct and accurate to the best of my knowledge. I acknowledge and agree that submitting an application to the Telecommunications Authority of Trinidad and Tobago does not mean that a concession will be granted, and that consideration of this application is a matter for the exercise of the Authority's discretion acting in accordance with the Telecommunications Act, 2001. If the concession is granted, I am fully aware of all the obligations and conditions associated with the concession. I understand that in processing this application, the Authority may undertake such investigations as it considers appropriate to verify the information submitted and/or to assess the background or suitability of any person involved or to be involved in any permission or authorisation hereby applied for, and I hereby expressly consent for myself and on behalf of the applicant(s) and all such persons, to the carrying out by the Authority of such investigations. I understand that the Authority may request additional information based on its assessment of the transfer in accordance with its Concession, the Act and all Regulations made thereunder.

I confirm that I am duly authorised by all the relevant persons to make this declaration.

Applicant:

Name of individual authorised to sign on behalf of company (Block Capitals):

Title:

Signature:

Date:

For Official Use Only

- 1. File Number:
- 2. Type of Application: New Amendment Renewal
- 3. Application Status: Unsuccessful Successful
- 4. Reason for Application being unsuccessful:
.....
.....
.....
- 5. Name of Concession Committee Members:
.....
.....
.....
.....
- 6. Signature of Corporate Secretary:
- 7. Date:

¹ Refer to the *Authorisation Framework for the Telecommunications and Broadcasting Sectors of Trinidad and Tobago* for more information on the different concession types and their applicability.

² The applicant is required to submit a copy of the company’s Incorporation certificate and VAT certificate.

³ In demonstrating the required telecommunications/broadcasting sector track record and experience, the applicant may rely on:

- a. the experience of the applicant company; or
- b. the experience of any parent or subsidiary company of the applicant company; or
- c. the experience of the directors and the executive team.

⁴ This section examines the ability of the company in the past to manage its financial resources.

⁵ References or commitment letters should be no more than three months old from the date the application is submitted. Applications without at least one reference will not be considered.

⁶ These plans will be used to analyze the financial viability and sustainability of the company for the short to medium term.

⁷ This examines the marketing strategy that the company plans to pursue as well as an examination of how it intends to meet its customers’ needs.

⁸ This section should include technical details that will prove the applicant can adequately meet all the requirements (as stated in the concession) of providing services to its customers. Please refer to the concession document and regulations posted on the Authority’s website (www.tatt.org.tt) for information on all concession rights and obligations.

⁹ All successful applicants must comply with the commitments regarding network rollout, range of services to be offered, quality of service standards, and any other commitments as submitted to the Authority in its concession application.

¹⁰ The applicant must submit a functional/departmental organisational chart, at minimum

¹¹ Please note all applications will be evaluated based ONLY on the information submitted.