



CHANGE OF CONTROL/TRANSFER OF CONCESSION (FORM C12) INSTRUCTIONS AND GENERAL INFORMATION

PREQUALIFICATION CRITERIA

- 1. All outstanding fees for the Concession and associated Licences owed to the Authority must be settled in full before the Authority considers your application.**
- 2. In the processing of your application, the Authority shall take into consideration all matters of compliance with the Concession, the Act and all Regulations made thereunder.**
- 3. The Applicant shall submit the relevant Licence application(s) for any Licence(s) directly related to this Concession.**
- 4. The Applicant shall pay all relevant application fees at the time of submission of the application and any associated Licence application.**
- 5. Please note all applications will be evaluated based only on the information submitted.**

INSTRUCTIONS

1. Applicants are required to download the pdf version of the (C12) Application Form, complete and submit to the Authority with the associated attachments. An original and a digital copy via removable storage medium of the application must be completed and submitted.
2. All sections of the Form must be completed. The Applicant will be required to type in the necessary information or check off the necessary check boxes.
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. Applicants should answer sections C.3 through F.4 on separate attachments, where applicable.
7. All attachments to this Form must be submitted in order and clearly labeled with the relevant Application Form section number and heading.
8. The 'Submission Checklist' in section G must be completed and submitted with the application.
9. Please refer to the 'Notes and Guidelines' section below, it provides clarification and/or additional information on the various sections of the Application Form.
10. The Corporate/Company Secretary of the Applicant company should certify, via submission of a stamped letter, that the person signing the Application Form is legally authorized to do so. The Applicant should also affix the company stamp next to the signature on the Declaration page of the Form.
11. All Applicants are required to complete the declaration set out in section H, have it signed by a duly authorized person, and pay the relevant application fee to the Authority, within fourteen (14) days of completing the Application Form. Applications for which declarations are not provided or in respect of which fees remain unpaid after this period will be automatically deleted. The Authority will not commence processing an application until the application is completed, the signed declaration has been received, and the application fees have been paid. All fees are set out in the Telecommunications (Fees) Regulations, 2006 which can be found at www.tatt.org.tt.

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).

NOTES AND GUIDELINES

Section A – General Information

This section requires information such as the name of the Transferee, contact details, mailing address, email address, fax and phone numbers.

Section B – Basis of Application

This section requires an indication of all public telecommunications networks, public telecommunications services and broadcasting services for which the Transferee is seeking authorization.

1. B.1 - Indicate applicable public telecommunications network, public telecommunications service(s) or broadcasting service(s) relevant to this application. For more information on the different Concession types and their applicability; refer to the Authorisation Framework for the Telecommunications and Broadcasting Sectors of Trinidad and Tobago 2005. This document can be found on www.tatt.org.tt
2. B.2 - Indicate if the Transferee currently holds (in part or otherwise) any other telecommunications and/or broadcasting Concessions.

Section C – Company Information

This section requires Transferee background, company registration and incorporation information.

1. C.1 - Company background information of Transferee.
2. C.2 - Company registration and incorporation details. The Applicant is required to submit a copy of the company's incorporation certificate and VAT certificate.
3. C.3 - Provide all information on the Directors of the company.
4. C.4 - Provide all Company Structure/Consortium information
5. C.5 - Provide the names, addresses and occupations of the beneficial owner(s) of the Transferee.

Section D – Telecommunications/Broadcasting Sector Track Record and Experience

This section details the Transferees' telecommunications/broadcasting experience. 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 the parent or subsidiary company of the Applicant company; or
c) The experience of the directors and the executive team.

1. D.1 - Indicate the number of years' experience in the operation of the relevant networks or

provision of the relevant services.

2. D.2 - Attach information supporting the Applicant's sector experience. Also provide information 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.

Section E – Financial Stability

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

1. E.1 - Demonstrate that the Transferee has or has access to the financial resources to perform all the obligations contained in the concession. The Transferee must also demonstrate a track record of sound financial stability and management.
2. E.2 - Provide details, with adequate proof, of the existing financial resources of the Transferee.
3. E.3 - Provide at least two original, signed references from a regulated financial institution indicating the Transferee's financial standing. Please note 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.

Section F – Viability of Proposal (Business Plan)

This section requires information regarding the financial stability of the proposal and the viability of the business plan proposed. Please note 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.

1. F.1 - Provide the financial projections and plans of the company. These plans will be used to analyze the financial viability and sustainability of the company for the short to medium term.
2. F.1(a) - Submit a comprehensive financial plan.
3. F.1(b) - Submit a thorough risk assessment of the organisation's proposed business plan.
4. F.2 - 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.
5. F.2(a) - Describe the market assessment conducted in its business planning activities.
6. F.2(b) - Provide a detailed description of the services the transferee intends to provide under the concession.
7. F.2(c) - Provide a detailed description of all customer service standards to be implemented.
8. F.3 - Provide detailed information regarding the equipment, systems and/or network facilities relevant to this application. 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. 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.

9. F.4 - Describe the organisation, facilities and management of the company. The Applicant must submit a functional/departmental organisational chart, at minimum.

Section G – Submission Checklist

This section provides a checklist to help the Applicant ensure that the relevant documents have been submitted for each of the sections in the C12 Form, in order to consider the application to be complete. Actual check-boxes are provided to facilitate this section.

Section H – Declaration and Signature

This section provides a declaration acknowledgement and requires a signature (and name in block capitals) and date of signing, from the individual duly authorised to sign on behalf of the company (Applicant). The Applicant must also affix the company stamp next to the signature on the Declaration page of the Form.