Exhibit 3:

Rule for the Licensing of Telecommunications Services and the Ownership or Operation of Telecommunications Networks in Samoa

Government of Samoa

Regulator Rules Ref: [*INSERT*]

RULE FOR THE LICENSING OF TELECOMMUNICATIONS SERVICES AND THE OWNERSHIP OR OPERATION OF TELECOMMUNICATIONS NETWORKS IN SAMOA

This Rule sets out the procedures and criteria for issuing Licences and is made pursuant to Section 16 of the Telecommunications Act 2005.

This Rule prescribes which type of Telecommunications Services and Telecommunications Networks require Individual Licences and Class Licences and is made pursuant to Section 15(2) of the Telecommunications Act 2005.

THE REGULATOR ISSUES THE FOLLOWING RULE

Part I Introduction

Article 1 Definitions

(1) Words and phrases in this Rule have corresponding meanings to the same words and phrases where defined in the Telecommunications Act 2005.

(2) In addition to terms defined in the Telecommunications Act 2005, the following terms shall have the following meanings in this Rule:

"Calendar Days" means a day of a calendar month, including weekends and any Public Holidays in Samoa.

"Calendar Year" means a year commencing on 1 January and ending on 31 December.

"Effective Date" means the date of signature of this Rule by the Regulator.

"Force Majeure Event" means any event outside the reasonable control of the Licensee, including without limitation, the failure of any supplier to deliver equipment at the prescribed time, an act of god, an industrial dispute of any kind, a war declared or undeclared, military operations, a blockage, a civil disturbance, lightning, fire,

earthquake, storm, flood, explosion, weather of exceptional severity, interruption or failure of utility service (including but not limited to electric power, gas and water), national or local emergency or meteor.

"Licence" means an Individual Licence or a Class Licence for the provision of Telecommunications Services and the ownership or operation of Telecommunications Networks in Samoa.

"Licence Fees" means the licence fees set out in the regulations issued pursuant to Section 10 of the Telecommunications Act 2005.

"Licensee" means the holder of a Licence issued under this Rule.

"Month" means a calendar month.

"Start Date" has the meaning set out in the relevant Licence.

Part II Objects of Licensing

Article 2 General objects

(1) The procedures for issuing Licences shall be fair and objective.

(2) The main objectives of the issuance of Licences are to enable the Ministry and the Regulator to achieve the objectives of the Telecommunications Act 2005.

(3) The licensing framework established under this Rule shall be implemented in a non-discriminatory, proportionate and transparent manner in respect of all relevant persons and entities (whether privately or publicly owned or jointly owned) having regard to objectively specified criteria.

Part III Requirement for a License

Article 3 Application

(1) This Rule sets out the procedure and criteria for the issuing of Licences and exemption orders by the Regulator pursuant to Section 12(1) of the Telecommunications Act 2005.

(2) Individuals and entities issued telecommunications or related licences or authorisation before the Effective Date shall apply for licences under Part V of this Rule as soon as possible but no later than 6 Months after the Effective Date.

(3) If individuals and entities issued telecommunications or related licences or authorisation before the Effective Date do not apply for a Licence under this Rule within 6 Months of the Effective Date, the Regulator may issue an order revoking the prior licence and issue a new Licence in accordance with this Rule.

Article 4 Licence types

(1) The Regulator may grant the following types of licences:

(a) an Individual Licence; and

(b) a Class Licence.

(2) If the provision of a Telecommunications Service or the ownership or operation of a Telecommunications Network is changed from an Individual Licence category to a Class Licence category, all relevant Individual Licences shall be automatically converted to Class Licences.

(3) The Regulator shall ensure that all Telecommunications Services are able to be provided and all Telecommunications Networks are able to be owned or operated on the basis of a Class Licence except where:

(a) an Individual Licence is required due to the Licensee being given access to scarce physical and other resources; or

(b) is subject to particular obligations or enjoys particular rights.

Article 5 Licence authorisation

(1) An Individual Licensee shall be entitled to provide specified Telecommunications Services or own or operate Telecommunications Networks in accordance with its Licence.

(2) A Class Licensee shall be entitled to provide specified Telecommunications Services or own or operate Telecommunications Networks in accordance with its Licence.

Part IV Licence Classification and Exemptions

Article 6 Licence classification

(1) The provision of the following Telecommunications Services and the operation or ownership of the following Telecommunications Networks are prescribed, pursuant to Section 15(2) of the Telecommunications Act 2005, to require an Individual Licence:

(a) Ownership or operation of any Telecommunications Network, including the ownership or operation of any of the following Telecommunications Facilities:

(i) earth stations;

(ii) cables;

(iii) public payphone facilities;

(iv) radio communications transmitters in connection with the provision of Telecommunications Services;

(v) towers, poles and other facilities in connection with the provision of Telecommunications Services;

(vi) international gateway facilities; and

(vii) domestic switching facilities.

(b) provision of the following Telecommunications Services:

(i) broadband Internet access services;

(ii) Internet access services, both wireline and wireless;

(iii) fixed telephony services, both wireline and wireless;

(iv) voice over Internet protocol (**VOIP**) services;

(v) video teleconferencing services;

(vi) public payphone services;

(vii) mobile telephony services;

(viii) point-to-point broadcasting transmission services;

(ix) interactive carriage services;

(x) satellite based services including VSAT and mobile satellite services;

(xi) public switched data services;

(xii) leased line and transmission services; and

(xiii) international gateway services.

(2) The provision of the following Telecommunications Services and the operation or ownership of the following Telecommunications Networks are prescribed, pursuant to Section 15(2) of the Telecommunications Act, to require a Class Licence:

(a) Ownership or operation of any niche or limited purpose Telecommunications Facility that forms part of a Telecommunications Network, such as a telex facility; and

(b) Provision of the following Telecommunications Services;

(i) directory services;

(ii) Internet café services and email services;

(iii) public internet access hotspots;

(iv) premium rate content telephony services;

(v) SMS gateway services;

(vi) paging services; and

(vii) telegram and telex services.

Article 7 Exemptions

(1) The provision of the following Telecommunications Services or the operation or ownership of the following Telecommunications Networks are prescribed, pursuant to Section 14(1) of the Telecommunications Act, to be exempted from the requirement to hold a Licence:

(a) Ownership or operation of a private network (including VPN) for the purposes of providing telecommunications services that are not offered to the public;

(b) Ownership or operation of Telecommunications Equipment including supply of satellite decorders and dishes, other than Telecommunications Equipment that forms part of a Telecommunications Network; and

(c) Provision of a Telecommunications Service or the ownership or operation of a Telecommunications Network used to provide a Telecommunications Service:

(i) to the public for no compensation, for example, services used by amateur telephone operators;

(ii) by a Government authority as an essential service;

(iii) in-house cabling; or

(iv) Provision of point-to-multipoint broadcasting distribution services.

Part V Allocation of Licences

Article 8 Issuance of Licences

(1) The Ministry may issue policy guidelines to the Regulator from time to time in relation to:

(a) any limitation on the number of relevant Licences to be issued;

(b) commencement of each type of Licence and time by which the Licensee must have commenced its operations (as extended by the Ministry from time to time);

(c) the allocation method and any applicable timeframe for allocation for a Licence;

(d) the allocation criteria applicable to a Licence; and

(e) any specific conditions in addition to the licence conditions specified in this Rule.

(2) The Regulator shall grant Licences under this Rule in accordance with the policy guideline issued by the Ministry under Article 8(1) of this Rule.

(3) The Regulator may refuse to grant a Licence in a manner consistent with the policy guideline issued by the Ministry under Article 8(1) of this Rule in which case the written reasons for the refusal shall be given to the applicant without delay.

Article 9 Procedure for issuance of Individual Licences

(1) The Regulator shall publish in an appropriate manner that allows interested parties easy access to the following in respect of each Individual Licence:

(a) the applicable licensing criteria; and

(b) conditions attached to that Individual Licence.

(2) An application for an Individual Licence must be:

(a) in writing; and

(b) in a form approved by the Regulator; and

(c) accompanied by an amount in respect of the Licence Fee pursuant to a regulation made under Section 10 of the Telecommunications Act 2005.

(3) Any person may apply for an Individual Licence so long as the person is:

(a) a company formed under the Companies Act 1955; or

(b) an entity that has a fixed and formal presence in Samoa and is registered or recognised under the laws of Samoa.

(4) The Regulator may, within 60 days of receiving an application for an Individual Licence, require the applicant to provide additional information to enable the Regulator to consider the application and the obligation of the Regulator to make a decision under Article 9(6) will be deferred until such time as the additional information is provided by the Regulator.

(5) Where the Regulator grants Individual Licences, the Regulator shall grant Individual Licences through open, non-discriminatory and transparent procedures and subject all applicants to the same procedures, unless there is an objective reason for differentiation.

(6) The Regulator shall inform the applicant of its decision concerning an application for a Licence within a reasonable time, which shall normally be no more than 4 Months from

the date after receiving the fully completed application, unless specified otherwise by the Regulator in the applicable licensing criteria.

Article 10 Procedure for issuance of Class Licences

(1) The Regulator shall publish the conditions attached to a Class Licence in an appropriate manner to allow interested parties easy access to that information.

(2) Subject to Article 10(4) of this Rule, the Regulator shall issue a Class Licence to any person who complies with the conditions attached to a Class Licence, other than a disqualified person under Article 10(5) of this Rule.

(3) The Regulator shall maintain a register of Class Licensees and the type of Class License that applying to each such Class Licensees and make such register available for inspection by the general public for a nominal administrative fee.

(4) Any persons proposing to operate under a Class Licence must, prior to operating under that Class Licence, notify the Regulator:

(a) of its intention to offer Telecommunications Services or own or operate Telecommunications Networks under its Class Licence; and

(b) all reasonable information required by the Regulator to enable the Regulator to assess whether the Class Licensee's proposed offer of Telecommunications Services or the proposed ownership or operation of Telecommunications Networks is in compliance with its Class Licence.

(5) If a Class Licensee:

(a) breaches Article 10(4) of this Rule; or

(b) breaches a term of its Class Licence,

the Regulator may, by written order to the Class Licensee, disqualify the Class Licensee from operating under its Class Licence.

(6) Prior to taking any action against the Class Licensee, the Regulator must give the Class Licensee reasonable time to rectify its breach under Article 10(5) and if the Class Licensee rectifies such breach, the Regulator must, within a reasonable time of such rectification, annul or modify its earlier decision as appropriate and give the Class Licensee written reasons for its decision.

(7) The Class Licensee may terminate its Class Licence after:

(a) providing one month prior written notification to the Regulator; and

(b) complying with any orders from the Regulator in respect of License Fees and other fees payable to the Regulator that remain unpaid by the Class Licensee.

Part VI Licence Conditions

Article 11 Complying with Licence conditions

(1) A Licensee shall comply with all conditions of its Licence.

(2) In addition to the conditions set out within the Licence, each Licence shall be deemed to include the:

(a) standard licence conditions set out in the Telecommunications Act 2005;

(b) the licence conditions set out in this Part VI of this Rule; and

(c) such other conditions specified or amended by the Regulator from time to time.

Article 12 Compliance with Licence conditions

(1) Where the Regulator makes orders pursuant to Section 77 of the Telecommunications Act 2005 to:

(a) verify the Licensee's compliance with its Licence conditions; and

(b) achieve outcomes that are in the public interest or assist the objectives of the Telecommunications Act 2005,

the Licensee shall promptly comply with such orders at its own cost.

(2) In addition to conditions pursuant to the Telecommunications Act 2005, the Regulator may, where justified and subject to the principle of proportionality, attach to a Class Licence, a requirement to provide emergency services.

Article 13 Exceptions and limitations on the Licensee's obligations

(1) If the Licensee is prevented from performing its obligations under this Licence because of a Force Majeure Event:

(a) the Licensee shall notify the Regulator of the obligations that it is prevented from performing and the reasons why, as soon as reasonably practicable; and

(b) the Regulator may, by written order, suspend the Licensee's obligation to comply with those obligations for the duration of the Force Majeure Event if:

(i) the Licensee could not have reasonably anticipated the occurrence of the Force Majeure Event; or

(ii) the Licensee could not have taken reasonable steps to avoid the impact of the Force Majeure Event.

Article 14 Payment of Licence Fees

(1) The Licensee shall pay the Regulator the Licence Fees.

(2) The annual Licence Fee shall be paid within 30 Calendar Days of the Start Date and every 12 Month anniversary from the Start Date.

(3) When there is a late payment of Licensee Fees, the Licensee shall pay interest to the Regulator based on [prime lending rate] of the Central Bank of Samoa.

(4) The Regulator shall forfeit the Licence Fees paid in a Calendar Year under this Article 14 of this rule, if:

(a) the Licensee withdraws the Licence after the Licence is awarded to the Licensee; or

(b) if the Licence is terminated or cancelled at any time during the term of the Licence.

Article 15 Maintenance of Telecommunications Networks

(1) The Licensee shall maintain its Telecommunications Networks in proper working order, in accordance with such standards conforming to international practice and such standards as may be specified by the Regulator pursuant to Section 60 of the Telecommunications Act 2005.

(2) The Licensee shall not keep any Telecommunications Equipment connected to any of the Licensee's Telecommunications Networks if that Telecommunications Equipment:

(a) in the opinion of the Licensee, no longer conforms to the required technical standards and the Regulator has not expressed a contrary opinion; or

(b) in the opinion of the Licensee, is liable to:

(i) cause the death of or personal injury to any person engaged in the running of a Telecommunications Network;

(ii) materially impair the quality of any Telecommunications Service provided; or

(iii) cause damage to the property of the Licensee or any third party,

and the Regulator has not expressed a contrary opinion.

(3) The Licensee shall take all reasonable steps to ensure the integrity of Telecommunications Networks in Samoa and may refuse to provide a Telecommunications Service to a customer if providing those Telecommunications Services would or would be likely to cause damage or interference to any Telecommunications Network in Samoa.

(4) Section 72 of the Telecommunications Act 2005 shall apply to any dispute arising as to the application of the condition set out in Article 15(3) of this Rule.

(5) The Licensee shall provide the Regulator with a plan for the sharing of its Telecommunications Networks with other Licensees upon requested by the Regulator, after the Regulator has determined that such sharing is in the national and public interest.

Article 16 Use of radio frequencies

(1) Where the Licensee intends to use radio frequencies in the provision of Telecommunications Services, the Licensee shall:

(a) submit the appropriate application to the Regulator in accordance with the rule made pursuant to Section 23 of the Telecommunications Act 2005; and

(b) obtain all necessary spectrum licences issued pursuant to Section 22 of the Telecommunications Act 2005.

Article 17 Telephone directory services and integrated public number databases

(1) If directed by the Regulator pursuant to Section 56 of the Telecommunications Act 2005, the Licensee shall provide telephone directories to customers of that Licensee and customers of all other Service Providers on such terms as directed by the Regulator.

(2) The Licensee directed by the Regulator under Article 17(a) of this Rule shall maintain an integrated public number database for complying with its obligations in respect of telephone directories and for other purposes specified by the Regulator.

(3) Each Licensee shall provide all relevant customer data in respect of its customers to the Licensee directed by the Regulator under Article 17(a) of this Rule, for the purpose of enabling that Licensee to maintain an integrated public number database and telephone directories. Unless otherwise directed by the Regulator, the data so provided will be free of charge.

(4) The Licensee directed by the Regulator under Article 17(a) of this Rule must obtain the prior written approval of the Regulator before imposing any charges for the acquisition of telephone directory services by any customer.

Article 18 Operator assistance services

(1) A Licensee who provides fixed telephony services, both wireline and wireless, and mobile telephony services, to customers, must make operator services available in respect of each such service.

(2) A Licensee may comply with its obligation under Article 18(1) by:

(a) providing the operator service itself; or

(b) arranging with another Licensee for the provision of the operator services on such terms and conditions as are:

(i) agreed between the two Licensees; and

(ii) if the parties do not agree, as determined by the Regulator.

Article 19 Requirement to provide information

(1) The Licensee shall notify the Regulator of the occurrence of any of the following:

(a) any fact or event likely to affect the Licensee's ability to comply with any provision of this Rule or the Licence, including any changes to the Licensee's Telecommunications Networks that may detrimentally effect the permanence, availability or quality of the Telecommunications Services or Telecommunications Networks; and

(b) an insolvency related event in respect of the Licensee or a related company of the Licensee or any preparatory events that might lead to an insolvency-related event,

immediately upon the Licensee becoming aware of the event.

(2) The Licensee shall provide the Regulator with details of the Licensee's ownership, shareholding and management arrangements, including the names and other relevant details of the management team of the Licensee.

(3) The Licensee shall notify the Regulator:

(a) of any proposed changes to the ownership, shareholding and management arrangements of the Licensee immediately upon the Licensee or any senior executive of the Licensee becoming aware of the proposed change; and

(b) in any event, immediately after the occurrence of the changes to the ownership, shareholding and management arrangements of the Licensee.

(4) The Regulator may publish any information provided to it under this Licence or under an order made by the Regulator pursuant to Section 77 of the Telecommunications Act 2005. In exercising its discretion, the Regulator shall have regard to the obligations in relation to the preservation of business secrets and commercial confidentiality.

Article 20 National security and emergency services

(1) The Licensee shall provide any customer using its Telecommunications Network or Telecommunications Services access to a public emergency call service to Police, Ambulance, Fire Brigade and other such emergency services as defined by the Regulator free of charge.

(2) The Licensee shall ensure that numbers designated by the Regulator as public emergency call service numbers are continually available without restriction so that any customer using the Licensee's Telecommunications Network or Telecommunications Services dialling such numbers is provided with a public emergency call service at any time.

Article 21 Safety

(1) The Licensee shall take proper and adequate safety measures for the safeguarding of life and property in connection with all installations, equipment, apparatus operated or used, including safeguarding against exposure to any electrical or radiation hazard emanating from the installations, equipment or apparatus used under a Licence.

(2) The Licensee shall comply with the safety requirements set down in any safety rules issued by the Regulator under Section 8(1)(q) of the Telecommunications Act 2005 and any directions of the Regulator in relation to such rules.

Part VII Consequences of Amendment or Revocation of Licences

Article 22 Consequences of amendment

(1) Where the Regulator amends a Licence pursuant to Section 18(1) of the Telecommunications Act 2005, the Licence will be deemed to be amended from the date specified by the Regulator and the Licensee shall comply with the amended Licence within the timeframe specified by the Regulator pursuant to Section 18(3) of the Telecommunications Act 2005.

Article 23 Consequences of revocation

(1) Where:

(a) a Licence is revoked pursuant to Section 18(1) of the Telecommunications Act 2005; or

(b) where the Individual Licence has expired,

the Licensee shall immediately cease to operate any Telecommunications Network or provide any Telecommunications Service in respect of which the Licence was granted.

(2) The Regulator may authorise the Licensee in writing to carry on providing any Telecommunications Service or owning or operating any Telecommunications Network for such duration, and on such terms and conditions, as the Regulator may specify.

(3) Any amendment or revocation of the Licence shall be without prejudice to the rights and remedies which may accrue to the Licensee, the Regulator, the Ministry or any third party under the Licence or any law as at the date of termination except that the Licensee shall not have the right to seek a refund of the Licence fee or any other fee paid in advance.

Part VIII Public Disclosure of Licences

Article 24 Public disclosure

(1) The Regulator shall make available to the public, for a reasonable fee:

(a) copies of all Licences; and

(b) names of all Licensees.

(2) The Regulator shall sell copies of the Class Licenses on request at copying cost.

Part IX Other

Article 25 Pronouncement

(1) The Regulator is responsible for implementing and disseminating this Rule to all relevant parties.

Article 26 Enforcement

(1) Any person who violates this Rule shall be subject to the enforcement measures and penalties specified in accordance with the Telecommunications Act 2005.

Article 27 Date of effect

(1) This Rule becomes effective on the date of its signature.

[Date]

Regulator

[Signed and sealed]