

LANDLORD'S CONSENT

8.04001.068.00

In consideration of the installation of equipment by GT Group Telecom Services Corp. ("GT") to enhance the telecommunications services of Manitoba Hydro ("MH") at the premises of MH located at 820 Taylor Avenue in the City of Winnipeg (the "Premises"), MH consents to such installation on the following terms:

1. GT may install, maintain and operate its telecommunication equipment at the Premises in accordance with drawings attached as Appendix A.
2. Access to the Premises shall be provided on the following basis:
  - a.) 24 hour /7 days a week access for emergency repair or loss of service
  - b.) After two working days notice for routine maintenance or inspection.
 The process for MH to provide access to GT shall be as defined in Appendix B, attached.
3. All initial and future equipment supplied by GT shall remain the property of GT, and will be installed, operated, maintained and relocated by GT in a good and workerlike manner in accordance with sound engineering practices and all applicable legislation. GT shall obtain and maintain all licenses required to operate the equipment. If MH, acting reasonably, should for any reason terminate all service provided by GT, then MH may terminate this agreement upon 30 days written notice and GT shall remove all equipment and restore the Premises to their original condition, reasonable wear and tear excepted.
4. GT shall indemnify MH for any personal injury or property damage caused by GT, its employees or agents and GT will provide MH with a certificate of insurance with coverage of not less than \$2,000,000 noting MH as additional insured in a form acceptable to MH acting reasonably.
5. GT may connect its equipment to the electrical systems and utilities of the Premises including telephone and fibre. Where applicable GT may connect to the interior wiring, cabling and the equipment as necessary to install, maintain and supplement GT's facilities used to provide telecommunication of signals to and from customers located at the Premises. GT will obtain all necessary approvals, work permits, clearances and in all other respects comply with legal requirements before making the connections described above. All connections are made at the risk of GT.
6. MH may assign this agreement at any time and shall be relieved of all obligations to GT under this agreement, provided MH ensures that the assignee receives actual notice of this agreement. GT may effect a transfer to a corporate affiliate, its senior lenders or their collateral agents or a purchaser of a material portion of its business. GT shall ensure that MH is informed of a transfer and except for a transfer to a purchaser, shall remain liable under this agreement.

Date: Nov 26 01

Date: Nov 13 / 2001

GT Group Telecom Services Corp.

Manitoba Hydro

Per: \_\_\_\_\_

Per: \_\_\_\_\_

Name: ~~Jim Tse~~ mis

Name: \_\_\_\_\_

Title: Director, National Facilities

Title: PROPERTY MANAGER

I have the authority to bind the Corporation.

I have the authority to bind the Corporation.

Mailing Address for Notices:

Mailing Address for Notices:

20 Bay Street

1461 CHEVRIER Blvd.

Suite #700

PO BOX 815

Toronto, Ontario M5J 2N8

Wpg. MB R3C 2P4

Attention: Director, National Facilities

Attention: PROPERTY MANAGER

Facsimile: \_\_\_\_\_

Facsimile: \_\_\_\_\_

## Appendix "B"

### ACCESS TO MANITOBA HYDRO'S 820 Taylor Avenue SITE FOR GT GROUP TELECOM PERSONNEL

Access to 820 Taylor is Restricted and GT Group Telecom personnel will only be given access by prior arrangement and when accompanied by Manitoba Hydro personnel. Arrangements can be made as follows:

#### EMERGENCY REPAIR OR LOSS OF SERVICE

##### Normal Working Hours

Call the Manitoba Hydro Communications Alarm Centre at 204-474-3467, identifying the nature of the problem and requesting emergency access to 820 Taylor and site supervision.

Proceed to 820 Taylor as directed.

##### Outside Normal Working Hours

Call the Manitoba Hydro Communications Alarm Centre at 204-474-3467, Press "0" and talk to the Manitoba Hydro System Control Centre.



Identify the nature of the problem and request the "Callout" of the Waverley Telecontrol Standby Technician to 820 Taylor to provide access and site supervision.

Proceed to 820 Taylor as directed.

#### ROUTINE MAINTENANCE OR INSPECTION

Giving at least 48 hours of notice, call the Manitoba Hydro Waverley Telecontrol Supervisor at 204-474-3112, identifying the need for access to 820 Taylor and site supervision.

Proceed to 820 Taylor as directed.

   
Nov 13, 2001