MEETING MINUTES

Jon Carmichael and John Irish

Opening:

The meeting between Jon Carmichael and John Irish was scheduled and held on Friday, November 4th at La Reserve at 12:30 pm.

Present were:

Jon Carmichael
John Irish

John Irish facilitated the meeting and recorded the minutes.

1. Agenda

The agenda of the meeting was

i. Develop a plan to get the information necessary to enable Maison Henri Deschamps to submit a proposal for outsourcing Voila's Corporate Network operations
ii. Develop a strategy to facilitate the dialogue between MHD and Voila on the use of Voila's towers to hang the Proxim radios.

2. Summary of discussions of Agenda Items

i. Item 1
   a) Given that outsourcing would result in the loss of jobs Mr. Carmichael indicated that all efforts to obtain information for that purpose would have to be discrete and tactful.
   b) Mr. Carmichael acknowledged that he was in a position to discretely gather some of the information requested by MHD in the Application Template. He indicated however that the amount of information that he would be able to collect would be limited as his job does not put him in a position of unlimited access to all information
   c) Mr. Carmichael suggested that the person within the organization that was in the best position to provide that information was the IT Director (Salvador). He suggested further that the onsite network engineer (Rafael) was also very well placed to assist in that effort.
   d) I pointed out that Chris, in one of our previous meetings, was very careful to name him (Jon) as our only point of contact and that it was my impression that that decision was based on issues of trust given his (Chris) deep concern for discretion in this matter.
   e) Mr. Carmichael said he was aware of Chris' concerns but he was confident that Salvador and Rafael, both of whom were also contracted expats, would not threaten or undermine the effort in any way.
   f) Mr. Carmichael offered his personal views on the matter and indicated that
      1) Outsourcing was definitely a recommended course to take
      2) Virtualization would be highly advantageous
      3) Staff reduction would serve both the financial and strategic interests of the company
      4) He was willing to assist in moving the process in the fore mentioned direction
      5) He promised to talk to Chris about our conversation and update me accordingly during the course of the following week.

CONFIDENTIAL

ii. Item 2

a) Mr. Carmichael was not optimistic about the prospects for a partnership on the use of the Proxim equipment to the extent and in the manner that MHD would hope.

b) That skepticism was based on a view things:

1) The Proxim equipment would have to be used in the Broadband Network (as opposed to the Corporate Network) in order for the venture to be profitable for MHD

2) Given the foregoing, several facts would militate against the partnership

i. The company recently spent considerable resources in acquiring and implementing Ceragon, an alternative to Proxim. This solution is marketed as being optimized for cellular providers and offers many of the features of Proxim.

ii. This solution was recommended by a very senior person within the company and, as a result, the decision to use Ceragon would not easily be reversed

iii. Given that the Ceragon equipment has already been deployed on Voila's towers, any possibility for a partnership using Proxim equipment would first have to considered within the context of its potential impact on signal quality and resources required by each tower to support two solutions.

iv. Voila is in the process of deploying a 3G Network with the hope of increasing the quantity and quality of services they currently offer. A Proxim solution will introduce a directly competitive situation which would not serve their long term interests

v. Voila's network engineers had already advised against using the Proxim equipment/solution to support their broadband services because they concluded that given the fact the Proxim equipment uses the same unlicensed spectrum as all the other equipment used in the large UN (as well as other International agencies) deployment, the area is reaching a saturation point that will adversely impact quality of service.

3) Voila is really only interested in using the Proxim equipment for connectivity between the three main locations of their Corporate network. This is far below the expectations of MHD

c) The best hope for a partnership resides in restricting the use of the Proxim solution (once the other technical concerns have been resolved satisfactorily) to the E-Learning Project and this is still subject to much negotiation and discussions.

Adjournment:

Meeting was adjourned at 5:00 pm

Minutes submitted by: John Irish

CONFIDENTIAL