

ACN COMMUNICATIONS GMBH
SERVICE DESCRIPTION FOR MOBILE SERVICES AS OF 5TH JULY 2005

I. GENERAL FEATURES OF ACN MOBILE MOBILE SERVICES

ACN Communications GmbH provides customers using the ACN Communications GmbH SIM card with access to the E-Plus Mobilfunk GmbH & Co. KG's ("E-Plus") operating mobile network ("E-Plus Mobilfunknetz") in order to transmit communication data using voice communication and data circuits ("ACN Communications GmbH Mobilfunkleistungen"). ACN Communications GmbH's mobile services can only be used by means of a terminal functioning according to the GSM standard and, where appropriate, further accessories which are not part of ACN Communications GmbH's services. ACN Communications GmbH's mobile services are limited to the transmission and reception range of the E-Plus mobile network in Germany. The customer has to inform himself about the mobile services available in his preferred location. Mobile services will be charged to the customer on basis of the ACN Communications GmbH tariff list.

The destination telephone number of a connection can be a telephone number allocated to E-Plus mobile network as well as another German or foreign telephone number whose owner has signed a contract with the provider who is indirectly and directly responsible towards E-Plus to establish a telephone connection. ACN Communications GmbH specifies these providers on request.

Furthermore the customer is entitled to use telephone services with connections abroad as well as services of foreign mobile networks (International Roaming), as far as E-Plus technically facilitates this and has agreed on it with foreign network providers.

The utilization of ACN Communications GmbH mobile services requires the use of a SIM card. The customer receives a new ACN Communications GmbH SIM card against payment upon request. The services connected with the ACN Communications GmbH SIM card are listed in this service description:

In terms of territory, the Services provided by ACN shall be restricted to the receiving and transmission range of the mobile radio network of E-Plus in the Federal Republic of Germany and depend on the build out status of the E-Plus network. The Customer shall be entitled, within the scope of the respective Service of ACN, to take advantage of international long-distance and roaming services to the extent technically feasible and subject to the existence of appropriate agreements with the respective foreign network operators. The Customer acknowledges that the use of ACN's Services in the border region of the Federal Republic of Germany may result in the use of international roaming connections due to the local conditions.

The provision of the Services depends on network availability in the mobile radio network of E-Plus. In view of the capacity limits on the mobile radio network of E-Plus, the Services may be temporarily unavailable. In addition, there may be temporary malfunctions, restrictions or interruptions of the Service due to emergencies, natural disasters, atmospheric conditions, geographic conditions, obstacles to radio transmission, power failures or technical modifications of the mobile radio system (e.g., technical improvements, relocation of system sites) or other measures (e.g. maintenance work, repairs) required for the proper provision of the Services, or due to events of force majeure.

National fixed and mobile call of less than one minute will be billed with a duration of 60 seconds. National fixed and mobile calls longer than 61 seconds in duration will be billed on a per-second basis according to the relevant time band, if applicable (peak/off-peak). The first 60 seconds of a call are always billed at the rate in effect when the call starts. Other types of calls may be billed using different atomic units. Please refer to the price list for further details.

2. MEMORY OF THE ACN COMMUNICATIONS GMBH SIM CARD

The ACN Communications GmbH SIM card ("ACN Communications GmbH Karte") contains a memory in which the customer can save up to 250 names and numbers. The additionally required PIN1 and PUK, are given to the customer with the ACN Communications GmbH card and related welcome package.

3. NUMBER OF SUBSCRIPTIONS

Each private subscriber may take up to 5 SIM cards in their name. Business customers may take an unlimited number of subscriptions subject to a passing credit check.

4. ACN SMART

4.1 Startup Credit for the ACN Smart price plan

The ACN Communications GmbH card with the price plan ACN Smart does not come with a start up credit. In order to be able to use the service a customer must apply a credit to his prepayment account by means of the "DeinACN Mobile" online service at www.acnmobile.de or via the ACN Mobile customer service helpline via 01803 000933. The credit time frame can be extended by topping up the account. Please refer to section 4.5.

4.2 Minimum Usage

The selection of the ACN Smart product has a minimum monthly usage of €5.00 including VAT. This amount will be invoiced irrespective of the actual monthly usage. The minimum usage may be credited on calls to mobile and fixed numbers within Germany. Calls to service numbers, 0130 prefix numbers, 0800 prefix numbers, 0180 prefix numbers, 0190 prefix numbers, 0700 prefix number; international calls, roaming calls, SMS, MMS and GPRS do not count towards the monthly minimum usage.

4.3 Switch of Tariffs from ACN Smart to ACN SayMore

The switch between different ACN Communications GmbH tariffs is possible as far as other tariffs are offered. A tariff switch is only possible if the customer's ACN Communications GmbH account shows a respective credit. The credit remaining on the ACN Smart account is automatically transferred to other price plan at the transfer date. When a change from ACN Smart to ACN SayMore occurs the invoicing rules change. Please refer to section 5.2.

4.4 Prepayment Account

ACN will set up an individual prepayment account for the Customer. The account will be filled by means of the direct debit authorization granted to ACN by the Customer in accordance with the following provisions:

- (a) The customer may upload his prepayment account over the "DeinACN Mobile" online service choosing credit uploads in blocks of 10,00 EUR, 20,00 EUR or 30,00 EUR
- (b) The credit upload specified by the Customer will be debited in advance.
- (c) The maximum credit upload of the prepayment account amounts to 150,00 EUR per calendar month.

The Customer may check his account balance online at any time via DeinACN Mobile on www.acnmobile.de. The information on the account balance is given without guarantee and does not give rise to any independent claim that entitles the Customer to incur charges for ACN Services in an amount equal to the account balance.

4.5 Payment Terms, Provision of Services

The Customer is responsible for prepaying all charges. Therefore, the use of prepaid products requires a positive balance in the Customer's prepayment account. ACN reserves the right to disconnect established calls if the credit balance does not cover the charge for the next billing interval. The Customer is hereby expressly informed that he cannot expect that ACN will actually disconnect any established calls.

If the prepayment account has been used up and the account cannot be refilled, the SIM card will be blocked immediately (generally within 24 hours) for outgoing calls (including international roaming) and for data services which are subject to charges (e.g., SMS, WAP or MMS). The card will be unblocked (generally within 24 hours) if the prepayment account has been refilled and the account balance is positive. ACN shall be entitled to charge the Customer for the costs of blocking and unblocking based on the current price list.

The agreed charges become due immediately on a pay as you go basis and are deducted from the Customer's prepayment account. Notwithstanding the foregoing, any charges for special services or additional charges (e.g., SMS Info Services, MMS, SMS messages to fax numbers, WAP) will only be debited after the use of the Service, in exceptional cases the account may be debited up to three months after the use of the Service. All other charges to be paid by the Customer according to the price list (e.g., replacement of SIM cards, collection charges) will also be debited directly. If the debiting of these charges or any rejected direct debit payment results in a negative balance, the Customer shall immediately settle the overdraft, unless the account can be refilled in accordance with Section 4.5.

4.6 Reimbursement of unused credit balance

If a customer has requested to terminate his ACN Smart account with ACN Mobile and has unused credit balance we will hold this credit balance for up to three calendar months before refunding it to his bank account. When this transfer has occurred we will issue them with a closing statement and this closing statement will act as a final account closure confirmation.

5. ACN SAYMORE PRICE PLANS

5.1 Inclusive Minutes

The ACN SayMore plans come with an amount of inclusive minutes bought for a fixed price as indicated on the price list. These minutes are used up first from the bundle for applicable call classes. The inclusive minutes are valid for calls to German fixed line and mobile numbers. Calls to service numbers, 0130 prefix numbers, 0800 prefix numbers, 0180 prefix numbers, 0190 prefix numbers, 0700 prefix number; international calls and roaming calls are charged as per the price list and are not deducted from the inclusive minutes.

5.2 Carry over of unused minutes

Any unused inclusive minutes of a respective calendar month on each SayMore subscription will be carried forward to the next month and added to the inclusive minutes for that month. These transferred inclusive minutes from the previous month will be used up first from the combined total and if at the end of the subsequent month remain unused they will be removed from the customers account.

When a customer changes from ACN Smart to an ACN SayMore price plan or from one ACN SayMore price plan to another ACN SayMore the changes in inclusive minutes will only take effect at the beginning of the following month, provided that the customer request is received and processed by ACN 2 working days before the end of the current month. If a customer has unused inclusive minutes and moves to a higher or lower ACN SayMore price plan all unused inclusive minutes will not be transferred to the new inclusive minute total.

5.3 Provision of the ACN-2-ACN option

With each subscription on the SayMore price plans ACN offers free of charge calling other ACN Mobile subscribers on the E-Plus network to a maximum of 1000 minutes per calendar month. This ACN-2-ACN free minutes can be used only for calls on weekends (Sat. 0:00 – Sun. 24:00), in the weekday evenings/nights (Monday to Friday 18.00 to 08.00) and on German federal bank holidays. All ACN-2-ACN calls outside of these time-frames will be charged at the normal rates as per the price list. The ACN-2-ACN free minutes are at first excluded from the normal monthly inclusive minutes (section 5.1). Only when the 1000 minutes maximum is used up and the normal inclusive minutes are not fully used (section 5.1), the extra ACN-2-ACN minutes will be deducted from the normal monthly inclusive minutes. Unused inclusive 1000 ACN-2-ACN minutes become invalid at the end of each month. For the first or last month, you receive the full 1000 ACN-2-ACN package.

In order for a call to be eligible for the ACN-2-ACN free minutes option, both the calling and called mobile numbers must be active ACN Mobile customers at the time the call starts.

All events will be rated and charged, with inclusive minute related credits calculated and applied on the monthly invoice.

5.4 ACN SayMore charging methodology

If the duration of a national fixed or mobile call crosses different time bands of a tariff plan (e.g. peak and off-peak), each part of the call will be rated using its relevant time band settings. Different portions of a call can be applied against different inclusive minute bundles

If the call duration spans the validity date of a tariff plan, it will be rated completely following the rating rules of the tariff plan which was valid at time the SDR starts. This only applies to calls spanning bill cycles when a customer changes their bundle product.

6. SMS 50 OPTION

On all price plans ACN offers the option of an SMS bundle. This option offers a set inclusive 50 SMS messages for a fixed price per calendar month (please see current pricelist). These inclusive SMS messages can be used to send SMS messages to other German mobile networks, SMS to international numbers, SMS sent while roaming and premium services request short codes are excluded from the bundle. Unused inclusive SMS cannot be carried forward to the next month. All SMS messages sent after the inclusive amount is used up are charged at the price as quoted on the price list.

7. GPRS 2.5MB, 10MB, 25MB AND 50MB OPTION

On all price plans ACN offers the option of one of 4 GPRS bundles. Each bundle offers an inclusive amount in megabyte uploaded/downloaded of GPRS data usage for a fixed price per calendar month (please see current pricelist). This inclusive GPRS usage is only valid for usage via the <http://internet.eplus.de> access point and <http://wap.eplus.de> access point from within Germany. All GPRS usage whilst roaming is excluded from the inclusive data bundle. Unused inclusive GPRS data from the bundle cannot be carried forward to the next month.

8. ACN COMMUNICATIONS GMBH MAILBOX

ACN Communications GmbH sets up a ACN Communications GmbH mailbox in the E-Plus mobile network for the customer (i.e. a net-integrated, electronic answering machine). Incoming calls are redirected to this mailbox when the ACN Communications GmbH card is not checked-in into the ACN Communications GmbH mobile network or when the customer does not answer the phone within 20 seconds.

The customer can record a personalized welcome of up to 40 seconds or an absence note after which no message can be left. The mailbox saves a maximum of 10 messages of up to two minutes duration at most. The mailbox notifies you about the messages received. The notification is done by text message. Saved messages are deleted automatically after five days. Prior to the first listening of a new message the saving time is 10 days.

All calls to the voicemail system to retrieve messages are free.

9. ACN COMMUNICATIONS GMBH CUSTOMER HOTLINE

The customer reaches the hotline for questions regarding the ACN Communications GmbH card by dialing 0180/3 000933 (0,09 Euro / min. from German fixed line). The customer has to legitimize himself through his phone number as well as his ACN Communications GmbH password.

10. LOYALTY LETTERS

ACN will in order to promote customer loyalty provide a system of informing customers who are on the ACN SayMore price plans by letter once per quarter (or more frequently) with an analysis of their average monthly usage for chargeable minutes over a 2 calendar month period. This serves as a customer communication to help inform the customer and advise them if they would be better served by being on another higher SayMore package. We would not however automatically change them to this SayMore package but we would inform them how they could do this themselves through the DeinACN Mobile system.

11. ENTRY INTO THE TELEPHONE REGISTRY, DIRECTORY ASSISTANCE

After purchasing a ACN Communications GmbH card the customer can define the entry of his ACN Communications GmbH number into the telephone directory as well as provide corresponding information. The respective online form is available on www.ACNmobile.de via the DeinACN Mobile service. For this purpose ACN Communications GmbH forwards the customer's data to Deutsche Telekom AG.

12. EMERGENCY CALLS

With the international GSM emergency telephone code 112 and 110 an emergency call can be sent without having inserted the ACN Communications GmbH card. In addition the customer can call SAR services (maritime distress service/search and rescue team) by dialing 124 124. The SAR emergency call does not replace the usual radio-service with ship stations.

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