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From: Clark, Marie

Sent: 18 February 2008 13:52

To: 'xoserve.userpays@xoserve.com'

Cc: Jenny Boothe (E-mail); Hunter, Ken

Subject: Comments on User Pays Contract

Importance: High

As requested, please find attached comments on the drafting of the Contract Conditions for the Provision of Non-Code User Pays Services. I should state that the comments made may not be all inclusive due to the limited period of time allowed to undertake a full legal review of the User Pays contract documentation. In summary we believe that the Conditions are too one-sided and have been drafted to favour xoserve alone. Areas of particular concern are Clauses relating to Liability, Termination, Amendment to Conditions and IPR and DP. In our view xoserve has used its position as Sole Provider of these Services to draft terms that would not be viewed as acceptable within a normal commercial arrangement.

We would request that a suitable meeting or telephone conference is convened so that we can have the opportunity to discuss our comments in more detail with suitable representatives from xoserve's Legal team.

I will be out of the office from Wednesday, 20th February and will not return until Friday, 29th February. In my absence, I would ask that you direct all enquires to Eric Wilson, Solicitor. Eric's contact details are as undernoted:

eric.wilson@scottishpower.com

Telephone - 0141 568 3236

I look forward to hearing from your in due course.

Kind regards

Marie Clark

Energy Commercial Manager

ScottishPower

<<xoserve Legal Comments-2-EW.xls>>