
**Data Center Operations Outsourcing
Transition Plan**

Implementation: Final

DOCUMENT CONTROL SHEET

Schedule/Exhibit Amendment Control Sheet

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TABLE OF CONTENTS

Document Control Sheet	2
A Company X transition program.....	4
A.1 Introduction	4
A.2 Transition Approach	5
A.3 Project milestones	7
B Description of Tasks, Deliverables and Milestones.....	9
C Definitions.....	15

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A COMPANY X TRANSITION PROGRAM

A.1 INTRODUCTION

On the Commencement Date, the Supplier shall assume responsibility for the management of the Company X Data Centers and associated infrastructure. Responsibilities include support of systems and associated equipment in a manner that such data processing and support functions may evolve and be supplemented, replaced or eliminated during the Term.

Supplier shall operate and maintain all the in-scope Equipment and Systems and provide a properly trained and adequately staffed data center operations staff, including necessary management and support staffing, to ensure the performance of Supplier's obligations in accordance with the Service Levels.

During an initial transition period, Supplier shall take responsibility for the Services in accordance with the Company X Transition Plan and Description of Services.

The activities are described more fully in Section C Description of Tasks, Deliverables and Milestones and the supplier will be required to provide details of capability to achieve the required milestones.

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A.2 TRANSITION APPROACH

This section describes Company X' preferred approach for the Transition of Data Center Operations Services and Systems in accordance with this Description of Services. The Data Center Outsource Transition Program will be progressed with the aim of establishing an out sourced pay per use IT Infrastructure Data Center. The Supplier may provide an alternative approach to that described.

- a) At Commencement a transition program will be implemented by the Supplier in accordance with the Description of Services.
- b) Transition includes taking on ownership of the current systems assets and obtaining any necessary third party software licenses as per appendix 1,2 and 3 of the Description of Services. The Supplier will be required to purchase the core systems data center hardware at book value as per Attachment 1&2 Company X listed hardware Assets.
- c) Supplier will be required to implement a Service Level Agreement, at Commencement, with Company X for the Services provided.
- d) The Company X Data Center Non Core IT Infrastructure will be subject to the suppliers pay per use / capacity on demand model from Commencement and the Supplier has the option to use the existing Facility at Collins St Melbourne. Supplier will provide systems and staff resources to support and maintain the Operations and Systems management for all in scope hardware and software as required and agreed with Company X.
- e) The supplier will be required to manage all current and existing systems hardware and management software and services contracts. Where possible the supplier will retire redundant contracts and manage out those services that will become redundant due to the activities of the implementation of this project.
- f) The supplier is to prime the transition of applications from the Non Core Systems environment to any proposed new Supplier location. The intention is to transition the Company X applications in a staged approach. Successive application transitions will only be undertaken after preceding transitions have met all success criteria. The criteria for go/no go will be established in an agreed project test acceptance plan.
- g) The Supplier is accountable for managing the applications transitions and will be required to provide detailed and acceptable transition plans providing effective risk management techniques to ensure minimal business risk to Company X. The supplier will be required to work closely with the Company X applications teams. The Supplier must ensure Service Levels continue to be met during the period of transition.

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- h) The Core Systems IT Infrastructure may be transitioned off the existing Data Center infrastructure and onto the new Supplier pay per use facility within an agreed transition program. Transition will also include provision of Operations Services for the Core Systems as described in the Description of Services.
 - i) The Supplier will be required to establish new infrastructure and transition the core systems applications and Company X' data to the Supplier's data center. The Supplier will be required to purchase the core systems data center hardware at agreed value as per Appendix 2 Company X core systems Assets.
 - j) The Supplier will be required to provision a Disaster Recovery Facility either using existing legacy infrastructure, that may be consolidated and redesigned into a Disaster recovery site. Alternatively Supplier may provide a new Disaster Recovery infrastructure and facility and integrate into the total network.
 - k) Supplier will be required to rationalize and consolidate the Company X IT Infrastructure platform to reduce costs, complexity and improve service.

The major milestones are described below and the supplier will be required to provide details of capability to achieve the required milestones