



February 12, 2012

Mr. Roger Daman
Administrative Officer
Lexington-Fayette Urban County Government
Department of General Services
200 East Main Street-4th Floor

Via E-Mail Delivery

Re: Vertical Consultants Engagement Letter-200 East Main Street

Dear Roger:

Thank you for taking the time to discuss your possible engagement of Vertical Consultants, LLC ("Vertical Consultants"). The following are services that Vertical Consultants can provide Lexington-Fayette Urban County Government (hereinafter being referred to as the "Client") as it pertains to the review, reconciliation and potential income optimization of its current telecommunications rooftop leases (hereinafter collectively referred to as the "Lease") more particularly described on Exhibit "A" attached hereto and presently encumbering that real property being known as 200 East Main Street, Lexington, Kentucky (hereinafter being referred to as the "Site"):

Lease Reconciliation and Optimization: Vertical Consultants will review both the Lease and the Site to not only identify current financial, liability and compliance issues that may need to be remedied but also opportunities that may exist to immediately maximize the value of the Lease. Vertical Consultants, upon the completion of such review, shall provide advice and counsel related to the current structure of the Lease and shall provide the Client options that may be available to immediately increase revenue being produced from such agreement ("***Lease & Site Review***").

Subsequent to the Lease & Site Review, Vertical Consultants, shall, only upon the Client's prior approval, engage the current tenant to (i) commence any appropriate reconciliation of the terms of the Lease, including, as applicable, any collection of any past due tenant obligations (i.e. past due rent, taxes or other monetary concerns); and (ii) explore alternatives that would result in an immediate increase in the tenant's rental payment obligations with such increase being based upon current market rates for locations comparable to the Site, the type of equipment the tenant has located on the Site and overall value of the Site to tenant.

If you decide to engage Vertical Consultants to assist you in maximizing the value of your Lease, Vertical Consultants will provide such services based upon an hourly rate of \$250.00 per hour with a maximum cap of twenty (20) hours per lease for such services that could be charged to you ("Capped Hourly Fee").

Furthermore if Vertical Consultants, upon reconciling the Lease, whereby you receive recovery of any past due amounts owed Vertical Consultants would receive twenty-five percent (25%) of any such recovered amount ("Recovery Percentage Fee").

Finally, Vertical Consultants upon finalization of any proposed amendment to current lease or replacement thereof shall receive a one-time fee equal to the amount of any increase in the Client's monthly current rent (Client to provide evidence of current monthly rent) multiplied by twenty-five (25) ("One Time Fee").

Notwithstanding anything to the contrary contained herein, Vertical Consultants acknowledges and agrees that, that without the prior written approval of the Client, total hourly fees due from the Client under the terms of this letter agreement shall not exceed \$20,000.00.

If the terms of this agreement are not accepted by Client with forty-five (45) business days from the date of this letter agreement the terms of contained herein shall be deemed rejected and this agreement shall have no force or effect.

We look forward to your acknowledgement and acceptance of both the above services that Vertical Consultants shall endeavor to perform and the associated fee structure for such services by countersigning this letter and returning it by either facsimile at 877-456-7552 or via scan/email at hugh@vertical-consultants.com.

Again thank you for your time and consideration and please feel free to contact me with any questions and/or comments as I can be reached at 615-891-4220 or via e-mail at hugh@vertical-consultants.com.

Respectfully,



Hugh D. Odom
President-Vertical Consultants

Acknowledged and Accepted:

Lexington-Fayette Urban County
Government

By: _____

Title: _____

Date: _____