

FRANCHISE AGREEMENT

THIS AGREEMENT made and entered into this 17th day of May, 2012, by and between the **LEXINGTON-FAYETTE URBAN COUNTY GOVERNMENT**, an urban county government of the Commonwealth of Kentucky pursuant to Chapter 67A of the Kentucky Revised Statutes (hereinafter "Lexington"), and **WILD TELECOMMUNICATIONS, INC**, a limited liability corporation created and existing under and by virtue of the laws of the Commonwealth of Kentucky, with its principal office at 220 Greenbriar Road, Lexington, Kentucky 40503 (hereinafter "Wild-Tel").

WITNESSETH:

WHEREAS, by Ordinance No. 143-2011 (the "Ordinance"), enacted November 3, 2011, Lexington created a short-term non-exclusive franchise for the privilege of constructing, erecting, operating and maintaining a telecommunications system in Fayette County, Kentucky; and

WHEREAS, pursuant to the Ordinance Lexington authorized the advertising for bids on said franchise and Wild-Tel submitted a timely bid to acquire said franchise; and

WHEREAS, by Resolution No. 252-2012, enacted May 17, 2012, Lexington accepted the bid of Wild-Tel as substantially responsive to the Ordinance and in the best interest of the citizens of Lexington-Fayette Urban County; and

WHEREAS, Lexington and Wild-Tel have agreed to accept the following as the terms of this Agreement and as those of the franchise.

NOW THEREFORE, for and in consideration of the mutual covenants and agreements contained herein the receipt and sufficiency of all of which are hereby acknowledged, the Government and Wild-Tel agree as follows:

1. Ordinance No. 143-2011, which is attached hereto as Exhibit "A" (the "Ordinance"), is incorporated herein by reference in its entirety and shall apply as if fully set forth herein.

2. The bid of Wild-Tel for this franchise, which is attached hereto as Exhibit "B", is incorporated herein by reference in its entirety and shall apply as if fully set forth herein.

3. Lexington hereby grants unto Wild-Tel a non-exclusive franchise for the privilege of constructing, erecting, operating and maintaining a telecommunications system upon, through, along, under and over the public streets, alleys, avenues, public roads, highways, sidewalks, and other public ways of the Lexington-Fayette Urban County Government in accordance with the terms of the Ordinance.

4. This Agreement shall commence on May 17, 2012, and shall expire on December 5, 2012 unless otherwise extended by the parties pursuant to the provisions of the Ordinance or the parties enter into another franchise agreement.

5. In consideration of the granting of this franchise, Wild-Tel agrees to pay to Lexington any fees required pursuant to the Ordinance.

6. Wild-Tel, its successors and assigns, in consideration of the grant, sale and conveyance of the above franchise, does hereby bind itself, its successors and assigns, to faithfully and fully perform each and every condition of said franchise as contained in this Agreement, and further to faithfully perform all acts required of it as the purchaser of said franchise.

7. This Agreement contains and embodies the entire agreement between the parties and shall be binding upon and inure to the benefit of the respective successors in interest to the parties hereto. No changes, modifications or other deletions in this Agreement shall be effective unless and until the same are reduced to writing and approved, adopted, and executed in the same fashion as this Agreement.

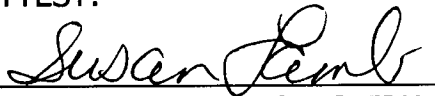
IN TESTIMONY WHEREOF, the Lexington-Fayette Urban County Government has caused its name to be affixed hereto by the Mayor and Wild Telecommunications, Inc., has caused its name to be affixed hereto by Benjamin M. Cottrill, its properly authorized officer.

LEXINGTON-FAYETTE URBAN COUNTY
GOVERNMENT

BY: _____


JIM GRAY, MAYOR

ATTEST:



SUSAN LAMB, COUNCIL CLERK

WILD TELECOMMUNICATIONS, INC.

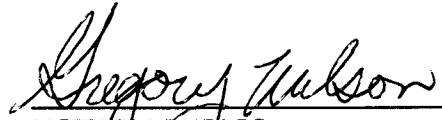
BY: _____


BENJAMIN M. COTTRILL, PRESIDENT

STATE OF KENTUCKY)
)
COUNTY OF FAYETTE)

The foregoing Agreement was subscribed, sworn to and acknowledged before me by Benjamin M. Cottrill, as President, Wild Telecommunications, Inc., on this the 7th day of May, 2012.

My commission expires: Sept. 19, 2014



NOTARY PUBLIC
KENTUCKY STATE-AT-LARGE

Contract #114-2012

Resolution 170-2012

Bluegrass Chapter of the American Red Cross
Girls on the Run
Martin Luther King Neighborhood Association
The Southland Association, Inc.
Vineyard Neighborhood Corporation
WGPL Neighborhood Association, Inc.

RESOLUTION NO. 170 -2012

A RESOLUTION AUTHORIZING THE MAYOR, ON BEHALF OF THE URBAN COUNTY GOVERNMENT, TO EXECUTE AGREEMENTS WITH GIRLS ON THE RUN (\$550.00), WGPL NEIGHBORHOOD ASSOCIATION, INC. (\$650.00), THE SOUTHLAND ASSOCIATION, INC. (\$500.00), VINEYARD NEIGHBORHOOD CORPORATION (\$500.00), MARTIN LUTHER KING NEIGHBORHOOD ASSOCIATION (\$550.00) AND BLUEGRASS CHAPTER OF THE AMERICAN RED CROSS (\$575.00) FOR THE OFFICE OF THE URBAN COUNTY COUNCIL, AT A COST NOT TO EXCEED THE SUMS STATED.

BE IT RESOLVED BY THE COUNCIL OF THE LEXINGTON-FAYETTE URBAN COUNTY GOVERNMENT:

Section 1 - That the Mayor, on behalf of the Lexington-Fayette Urban County Government, be and hereby is authorized to execute the agreements, which are attached hereto and incorporated herein by reference, with Girls on the Run, WGPL Neighborhood Association, Inc., The Southland Association, Inc., Vineyard Neighborhood Corporation, Martin Luther King Neighborhood Association and Bluegrass Chapter of the American Red Cross, for the Office of the Urban County Council.

Section 2 - That an amount, not to exceed the sums stated, be and hereby is approved for payment to Girls on the Run (\$550.00), WGPL Neighborhood Association, Inc. (\$650.00), The Southland Association, Inc. (\$500.00), Vineyard Neighborhood Corporation (\$500.00), Martin Luther King Neighborhood Association (\$550.00) and Bluegrass Chapter of the American Red Cross (\$575.00), from account #1101 121002 71299, from various Council Districts, pursuant to the terms of the agreements.

Section 3 - That this Resolution shall become effective on the date of its passage.

PASSED URBAN COUNTY COUNCIL: April 12, 2012

MAYOR



ATTEST:



CLERK OF URBAN COUNTY COUNCIL