

EXTENSION OF WIRELESS USE AGREEMENT

BETWEEN

CLARK COUNTY, NEVADA AND NEXTG NETWORKS

This Extension of Wireless Use Agreement (“Extension Agreement”) is executed to be effective on the 18th day of January, 2011 (the “Effective Date”) between the Clark County, Nevada, a political subdivision of the State of Nevada (“County”), and NextG Networks of California, Inc., a Delaware corporation, dba NextG Networks West (“NextG”).

WHEREAS, the County and NextG entered into a Wireless Use Agreement (“WUA”) dated January 17, 2006; and

WHEREAS, the WUA includes various definitions that are used herein and incorporated by reference below; and

WHEREAS, the WUA granted NextG the right to use the County’s Rights-of-Way (“ROW”) and ROW poles for purposes of providing Telecommunications Service, including NextG’s attachment of Equipment used in providing Telecommunications Service to certain Municipal Facilities located in the ROW; and

WHEREAS, pursuant to the WUA, NextG has deployed its initial Telecommunications Service Network, including the attachment of NextG’s Equipment to Municipal Facilities; and

WHEREAS, the term of the WUA will expire on January 17, 2011 if such term is not extended; and

WHEREAS, Section 2 of the WUA provides that the parties may, by mutual consent, extend the term of the WUA for one additional five-year period, on the terms and conditions set forth in the WUA; and

WHEREAS, the County and NextG wish to renew the WUA pursuant to Section 2 of the WUA and to extend the expiration date of the WUA for a period of five years, on the same terms and conditions thereof, except as otherwise specified below.

NOW THEREFORE, in consideration of the premises and of the terms and conditions specified herein, the parties hereby agree as follows:

SECTION 1. DEFINITIONS.

For purposes of this Extension Agreement, all terms, phrases, words and their derivations herein shall have the same meanings as those terms are defined in the WUA, unless the context clearly indicates that another meaning is intended. When used herein, the term "Effective Date" shall mean January 17, 2011, not the effective date specified in the WUA. Words not defined in the WUA or otherwise defined in this Extension Agreement shall be given their common and ordinary meaning.

SECTION 2. EXTENSION OF AMENDED WUA; CONFIRMATION OF TERMS.

This Extension Agreement shall commence on the Effective Date, shall constitute a renewal of the WUA, and shall extend the expiration date of the WUA until January 17, 2016, or until the WUA is otherwise terminated in accordance with the provisions thereof. Except to the extent that the WUA is expressly modified herein, the parties hereby confirm that all terms and conditions of the WUA remain in full force and effect.

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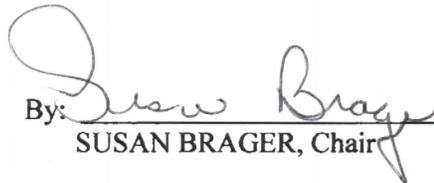
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IN WITNESS WHEREOF, the parties hereto have caused this Extension Agreement to be legally executed in duplicate this 18th day of January, 2011.

CLARK COUNTY BOARD OF COMMISSIONERS

By:  _____
SUSAN BRAGER, Chair

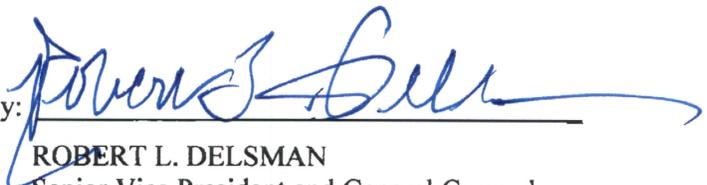
ATTEST:

 _____
DIANA ALBA, Clerk

APPROVED AS TO FORM
DISTRICT ATTORNEY'S OFFICE

 _____
BY: MARK E. WOOD
Deputy District Attorney

NEXTG NETWORKS OF CALIFORNIA, INC.,
a Delaware corporation dba NextG Networks
West

By:  _____
ROBERT L. DELSMAN
Senior Vice President and General Counsel

Approved as to Form
and Legal Sufficiency:
 _____
Signature/Initials
Date: 1 / 11 / 2011