

FIRST AMENDMENT TO FACILITIES USE
AND LICENSE AGREEMENT

This First Amendment is entered into by and between the City of Milwaukee, a Wisconsin municipality (the "City") and Midwest Fiber Network, LLC a Wisconsin limited liability company ("MWFN") as of the 9th day of March, 2007 (the "First Amendment Effective Date").

WHEREAS, the City and MWFN entered into a Facilities Use and License Agreement dated as of September 18, 2006 (the "Use Agreement"); and

WHEREAS, the parties wish to amend the Use Agreement as hereinafter set forth.

NOW, THEREFORE, the parties hereto agree as follows (terms used but not defined herein shall have the meanings assigned in the Use Agreement):

1. Section 6.6.1 of the Use Agreement is hereby amended by deleting "the Effective Date" appearing in the second sentence thereof and inserting in its place the following: "the First Amendment Effective Date."
2. This First Amendment shall not be effective until the Common Council of the City shall have adopted a resolution approving this First Amendment and the same shall have been signed by the Mayor of the City.
3. Except as amended hereby, the Use Agreement shall continue in full force and effect.

IN WITNESS WHEREOF, the duly authorized representatives of the parties have executed this First Amendment as of the First Amendment Effective Date.

CITY OF MILWAUKEE:

Tom Barrett, Mayor

Ronald D. Leonhardt, City Clerk

MIDWEST FIBER NETWORK, LLC:

By: _____