

**FIRST AMENDMENT TO
AGREEMENT FOR LONG-TERM RURAL OREGON ENTERPRISE ZONE EXEMPTION ON
TAXABLE PROPERTY IN PRINEVILLE, OREGON**

This First Amendment to Agreement for Long-Term Rural Oregon Enterprise Zone Exemption on Taxable Property in Prineville, Oregon (this "Amendment") is dated and effective as of October __, 2011, by and among the City of Prineville, a municipal corporation of the State of Oregon (the "City"), Crook County, a political subdivision of the State of Oregon (the "County"), and Vitesse, LLC, a Delaware limited liability company (the "Company").

RECITALS

A. The City, the County and the Company are parties to that certain Agreement for Long-Term Rural Oregon Enterprise Zone Exemption on Taxable Property in Prineville, Oregon dated December 7, 2009 (the "Agreement").

B. Section V of the Agreement provides that the Company may at any time and from time to time make a Site Modification (defined in the Agreement) for any purpose.

C. The parties wish to acknowledge and document a Site Modification in connection with leases entered into by the Company for certain real property located across SW Highway 126 from and entirely within the Zone (as defined in the Agreement).

AGREEMENT

NOW THEREFORE, in consideration of the mutual covenants hereinafter set forth, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree that the above Recitals are made a part of this Amendment and otherwise do hereby agree as follows:

1. Capitalized Terms. All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Agreement.

2. Site Modification. Exhibit A and Exhibit B of the Agreement are hereby replaced with Exhibit A and Exhibit B of this Amendment, respectively.

3. Acknowledgements. The parties hereto acknowledge and agree, as set forth in Section V of the Agreement, that the "site" as described in the Certification is deemed modified to reflect the new legal description of the Site set forth on Exhibit A.

4. Miscellaneous. As expressly amended and modified by this Amendment, the terms and provisions of the Agreement are hereby ratified and affirmed in their entirety. This Amendment may be amended only by an agreement in writing, signed by the City, the County and the Company. This Amendment shall be governed by and construed in accordance with the laws of Oregon, and without regard to any principles of conflict of laws. This Amendment may be signed in any number of counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument. Any such counterpart may be executed by facsimile transmission. This Amendment constitutes the entire agreement of the County, the City and the Company with respect to the amendment of the Operating Agreement, and all prior or contemporaneous agreements or

understandings, verbal or written, with respect to the matters set forth in this Amendment are hereby superseded and merged herein.

[NO FURTHER TEXT ON THIS PAGE – SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, the City, the County and the Company have executed this Amendment as of the date first above written.

CITY OF PRINEVILLE,
a municipal corporation of the State of Oregon

By: _____
Name: _____
Its: _____

Date: _____

COUNTY OF CROOK,
a political subdivision of the State of Oregon

By: M. H. McLebe
Name: _____
Its: _____

Date: Oct. 5, 2011

VITESSE, LLC,
a Delaware limited liability company

By: _____
Name: _____
Its: _____

Date: _____

Exhibit A

Modified Legal Description of the Site

The land described herein below is situated in the County of Crook, State of Oregon and is described as follows:

Parcel A:

Parcel One (1) of Partition Plat No. 2002-06, Recorded March 8, 2002 in Partitions MF No. 169150, Records of Crook County, Oregon, Located in portions of Sections 1 and 2, Township 15 South, Range 15 East of the Willamette Meridian, Crook County, Oregon.

Parcel B:

Parcel 1 of Partition Plat No. 2006-38, Recorded July 13, 2006, in Partitions MF No. 2006-212970, Records of Crook County, Oregon, a partition of Lot Nine (9) of BALDWIN ROAD INDUSTRIAL PARK, located in the NW ¼ of Section 12, Township 15 South, Range 15 East of the Willamette Meridian, Crook County, Oregon.

Parcel 2 of Partition Plat No. 2006-38, Recorded July 13, 2006, in Partitions MF No. 2006-212970, Records of Crook County, Oregon, a partition of Lot Nine (9) of BALDWIN ROAD INDUSTRIAL PARK, located in the NW ¼ of Section 12, Township 15 South, Range 15 East of the Willamette Meridian, Crook County, Oregon.

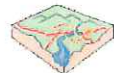
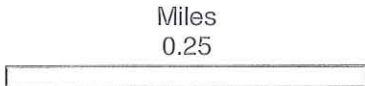
Exhibit B - Modified Map of Site



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Site



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