

## TELECOMMUNICATIONS LICENSE AGREEMENT

This Telecommunications License Agreement is between Merkburn Holdings Limited ("Licensor") and **Telecom Ottawa Limited** ("Licensee").

WHEREAS The Licensee wishes to gain access to the property located at 383 Parkdale Ave, Ottawa, ("the Building"), owned by the Licensor for the purpose of installing and operating equipment to provide telecommunications services and facilities to the tenants and occupants of the Building

AND WHEREAS the Licensor grants to the Licensee for the Term, this non-exclusive license, subject to the following terms and conditions:

1. Grant,

- a) to install, operate, maintain, repair, improve, replace and remove at the Licensee's sole expense and risk , on a non-exclusive basis, the Connecting Cable, Connecting Equipment and Communications Equipment; together with the right to use the Entrance Link and Communication Spaces for each building; to pull the Connecting Equipment through the Entrance Link and through the Buildings' Risers as necessary to reach from the Entrance Link to the Equipment Room and from the Equipment Room to the Licensee's customers, as required by the Licensee's customers in the Building.
  - b) to access the Licensed Area on any business day between 8:00am and 5:00pm by providing 24 hours notice to the licensor (Merkburn Holding 613-224-5464), for the purpose of installing, operating, maintaining, repairing and removing the Licensee's Equipment subject to the terms of this Agreement and in accordance with the Licensor's standard rules and reasonable security requirements, as set out in Schedule B. Should access be required after-regular business hours, security escorts/building operators can be supplied in less than an hour provided no other major calamity is present at the time at the cost of \$ 65.00 per hour. (Minimum Charge One Hour)
  - c) to use the Equipment Room and Licensed Area on a non-exclusive basis, for the purpose of providing telecommunications services to the customers in each of the buildings
  - d) Installation requirements may include:
    - a. 4' X 4' wall space ( 3' - 0' minimum from finished floor ) to place wall mount patch panel / cabinet
    - b. 120 VAC / 15 amp circuit with 4 outlets installed in the panel by a qualified electrician (this cost will be born by Telecom Ottawa) only if a switch is placed inside the wall mount cabinet . The switch has an annual energy consumption of less than forty (\$ 40) dollars.
2. The Licensee shall pay to the Licensor an annual License Fee (see Schedule E - Fee Schedule) plus GST & PST, as applicable. The License Fee shall be payable on the Commencement Date and on each anniversary thereof during the Term.
3. The Licensee, at its own expense, shall install the Communications Equipment materially in accordance with drawings prepared by Licensee and submitted to the Licensor for approval prior to installation, provided that such approval shall not be unreasonably withheld or delayed. The Licensee shall provide "as built" drawings to the Licensor upon completion of each installation. The Licensee represents that all construction will be completed in a good and workmanlike manner, in accordance with all governmental requirements, the best engineering

IN WITNESS WHEREOF, the parties have executed this Agreement by the hands of their respective officers duly authorized in that behalf as of the date first set forth above.

Telecom Ottawa Limited

(Licensor)

By: \_\_\_\_\_

By: Merkburn Holdings Limited

Name: John A. Moss

Name: [Signature]

Title: Chief Executive Officer

Title: \_\_\_\_\_

I have authority to bind the corporation

By: \_\_\_\_\_

Name: [Signature]

Title: \_\_\_\_\_

I/We have authority to bind the corporation

SCHEDULE A

DESCRIPTION OF PROPERTY

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All and singular that certain parcel or tract of land and premises situate, lying and being in the City of Ottawa, in the Regional Municipality of Ottawa-Carleton and Province of Ontario, and being composed of Lots 5, 6 and 7 on the south side of Grant Street according to Registered Plan 99, registered in the Land Registry Office for the Registry Division of Ottawa-Carleton (No. 5) at Ottawa.

**Address:        383 Parkdale Avenue, Ottawa, Ontario K1Y 4R4**

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SCHEDULE E  
FEE SCHEDULE

Merburn Holdings - Telecom Ottawa Fee Summary 5 year Accrual

| <u>Address</u>   | <u>MDF Size</u> | <u>Storage Rate Chg<br/>per Sq Ft</u> | <u>Commencing<br/>January 1, 2007</u> | <u>Commencing<br/>January 1, 2008</u> | <u>2009</u> | <u>2010</u> | <u>2011</u> | <u>Fee Summary -<br/>Engineering and<br/>Drawing Review -<br/>2007</u> | <u>In Service Date</u> |
|------------------|-----------------|---------------------------------------|---------------------------------------|---------------------------------------|-------------|-------------|-------------|--|------------------------|
| 383 Parkdale Ave | 50              | \$ 15.00                              | Waived                                | \$ 750.00                             | \$ 800.00   | \$ 850.00   | \$ 900.00   | \$ 450.00  | 2007                   |
| Sub-Total        |                 |                                       | Waived 2007 Only                      | \$ 750.00                             | \$ 800.00   | \$ 850.00   | \$ 900.00   | \$ 450.00  |                        |

2007 FEES:

Telecom Ottawa will reimburse Merburn Holdings Limited, any direct out-of-pocket expenses incurred by Merburn plus 15% admin fee.