

MEMORANDUM OF AGREEMENT

This Memorandum of Agreement is entered into on this 3rd day of Dec, 2012, by and between FORESITE TOWERS TWO, L.L.C., a Nevada limited liability company, with an office at 5809 Feldspar Way, Birmingham, AL 35244, (hereinafter referred to as "LANDLORD") and New Cingular Wireless PCS, LLC, a Delaware limited liability company, with an office at 12555 Cingular Way, Alpharetta, GA 30004 (hereinafter referred to as "TENANT").

1. LANDLORD and TENANT entered into a Tower Lease Agreement ("Agreement") on the 3rd day of Dec 2012, for the purpose of installing, operating and maintaining a radio communications facility and other improvements. All of the foregoing are set forth in the Agreement.
2. The term of the Agreement is for five (5) years commencing on the date TENANT begins construction or forty-five (45) days after notification that the Tower has been erected, whichever first occurs ("Commencement Date"), and terminating on the fifth (5th) anniversary of the Commencement Date with four (4) successive five (5) year options to renew.
3. The Land owned or leased by LANDLORD described in Exhibit A attached hereto. The portion of the Land being leased to TENANT (the "Premises") under the Agreement is described in Exhibit B attached hereto.
4. LANDLORD hereby leases the Premises to TENANT for the terms set forth above, all as more particularly set forth in the Agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

TENANT:

New Cingular Wireless PCS, LLC,
a Delaware limited liability company

BY: AT&T Mobility Corporation
Its: Manager

BY: [Signature]
Name: Karen Roth
Title: Area Manager, Construction & Engrg.

Date: 11-23-12

(CORPORATE SEAL)

LANDLORD:

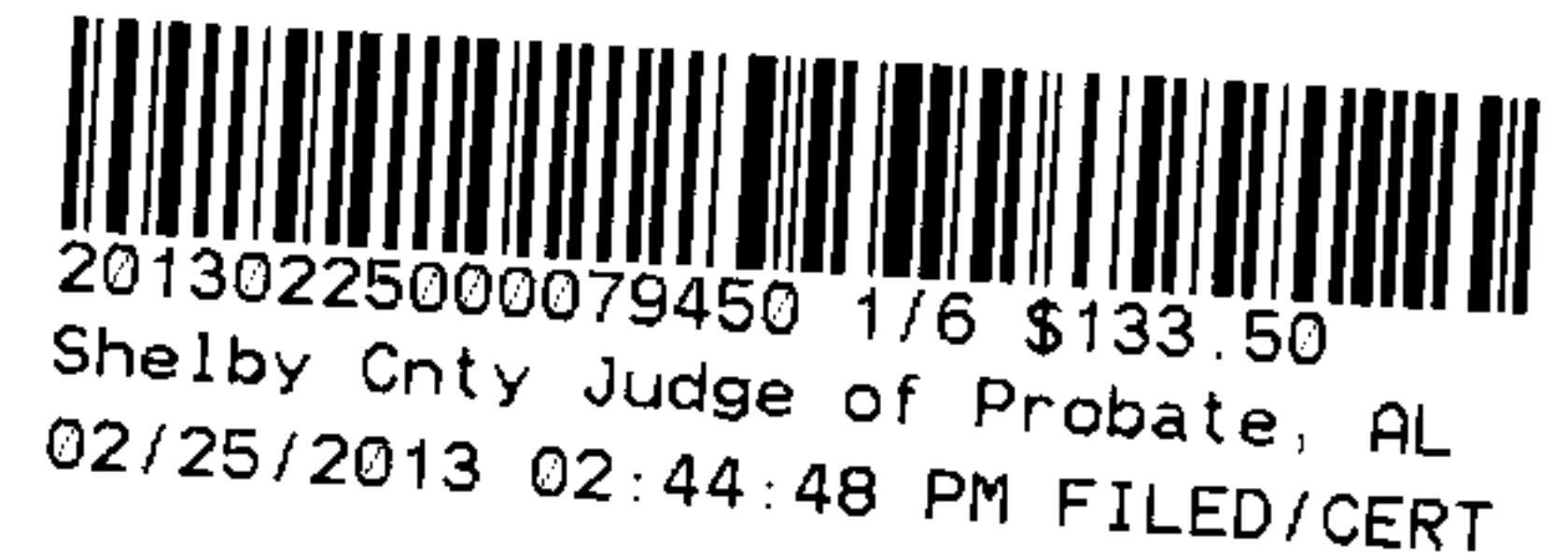
FORESITE TOWERS TWO, L.L.C.,
a Nevada limited liability company

BY: [Signature]

Name: Krista M. Young
Title: CFO

Date: 12-3-12

(CORPORATE SEAL)



Shelby County, AL 02/25/2013
State of Alabama
Deed Tax: \$106.50


SITE NAME: County Road 42

AT&T SITE NAME: County Road 42/ FA #10154629

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a notary public in and for said county in said state, hereby certify that Krista M. Young whose name as CFO of FORESITE TOWERS TWO, L.L.C., a Nevada limited liability company, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she as such CFO and with full authority, executed the same voluntarily for and as the act of said LLC on the day the same bears date.

Given under my hand and official seal this the 3rd day of December, 2012.


Notary Public
NOTARY PUBLIC STATE OF ALABAMA AT LARGE
My Commission Expires: Sept 27, 2014
BONDED THRU NOTARY PUBLIC UNDERWRITERS


(NOTARIAL SEAL)

STATE OF NC)
COUNTY OF Wake)

I, the undersigned, a notary public in and for said county in said state, hereby certify that Karen Roth whose name as Area Manager, Construction & Engrg. of AT&T Mobility Corporation, Manager of New Cingular Wireless PCS, LLC, a Delaware limited liability company is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

Given under my hand and official seal this the 23 day of November, 2012.




Notary Public
My commission expires: _____

(NOTARIAL SEAL)



20130225000079450 2/6 \$133.50
Shelby Cnty Judge of Probate, AL
02/25/2013 02:44:48 PM FILED/CERT

EXHIBIT A
DESCRIPTION OF LAND

To the Agreement dated 12/3, 2012, by and between FORESITE TOWERS TWO, L.L.C., as LANDLORD, and New Cingular Wireless PCS, LLC, as TENANT.

The Land is described and/or depicted as follows (metes and bound description):

60' X 60' LEASE AREA (AS-SURVEYED)

A Lease Area being a portion of that certain tract of land as recorded in Volume 193, Page 41 in the Office of the Judge of Probate, Shelby County, lying in the Southwest 1/4, Section 13, Township 22 South, Range 1 East, said Shelby County and being more particularly described as follows:

Commencing at a 3" capped pipe found at the southeast corner of Section 14, Township 22 South, Range 1 East, said Shelby County; thence run S 88°59'31" W for a distance of 1337.57 feet to a steel beam found at the southwest corner of the Southeast 1/4 of the Southeast 1/4, Section 14, Township 22 South, Range 1 East; thence N 36°40'14" E for a distance of 2,210.99 to a 5/8" capped rebar set (19753) and the Point of Beginning; thence N 00°44'19" W for a distance of 60.00 feet to a 5/8" capped rebar set (19753); thence N 89°15'41" E for a distance of 60.00 feet to a 5/8" capped rebar set (19753); thence S 00°44'19" E for a distance of 60.00 feet to a 5/8" capped rebar set (19753); thence S 89°15'41" W for a distance of 60.00 feet to the Point of Beginning. Said above described Lease Area contains 360.0 square feet or 0.01 acres, more or less.

40' INGRESS/EGRESS & UTILITY EASEMENT (AS-SURVEYED)

An Easement being a portion of that certain tract of land as recorded in Volume 193, Page 41 in the Office of the Judge of Probate, Shelby County, lying in the Southwest 1/4, Section 13 and the Southeast 1/4, Section 14, Township 22 South, Range 1 East, said Shelby County and being more particularly described as follows:

Commencing at a 3" capped pipe found at the southeast corner of Section 14, Township 22 South, Range 1 East, said Shelby County; thence run S 88°59'31" W for a distance of 1337.57 feet to a steel beam found at the southwest corner of the Southeast 1/4 of the Southeast 1/4, Section 14, Township 22 South, Range 1 East; thence N 36°40'14" E for a distance of 2,210.99 to a 5/8" capped rebar set (19753); thence N 00°44'19" W for a distance of 60.00 feet to a 5/8" capped rebar set (19753); thence N 89°15'41" E for a distance of 60.00 feet to a 5/8" capped rebar set (19753); thence S 00°44'19" E for a distance of 30.00 feet to the Point of Beginning of an Ingress/Egress & Utility Easement being 40 feet in width and lying 20 feet each side of the following described centerline; thence S 58°22'52" E for a distance of 29.97 feet to a point; thence with a curve turning to the right, with a radius of 25.00 feet, an arc length of 48.19 feet, and having a chord bearing of S 03°09'51" E for a chord length of 41.07 feet to a point; thence S 52°03'11" W for a distance of 31.91 feet to a point; thence with a curve turning to the left, with a radius of 75.00 feet, an arc length of 57.90 feet, and having a chord bearing S 29°56'07" W for a chord length of 56.48 feet to a point; thence S 07°49'03" W for a distance of 42.87 feet to a point; thence with a curve turning to the left, with a radius of 175.00 feet, an arc length of 135.75 feet, and having a chord bearing of S 14°24'18" E for a chord length of 132.37 feet to a point; thence S 36°37'39" E for a distance of 133.09 feet to a point; thence with a curve turning to the right, with a radius of 300.00 feet, an arc length of 299.27 feet, and having a chord bearing of S 08°02'58" E for a chord length of 287.01 feet to a point; thence S 20°31'43" W for a distance of 127.55 feet to a point; thence with a curve turning to the right, with a radius of 500.00 feet, an arc length of 125.21 feet, and having a chord bearing of S 27°42'10" W for a chord length of 124.89 feet to a point; thence S 34°52'37" W for a distance of 29.05 feet to a point; thence with a curve turning to the right, with a radius of 275.00 feet, an arc length of 119.16 feet, and having a chord bearing of S 47°17'24" W for a chord length of 118.23 feet to a point; thence S 59°42'10" W for a distance of 51.57 feet to a point; thence with a curve turning to the left, with a radius of 425.00 feet, an arc length of 252.93 feet, and having a chord bearing of S 42°39'12" W for a chord length of 249.22 feet to a point; thence S 25°36'14" W for a distance of 17.82 feet to a point; thence with a curve turning to the left, with a radius of 250.00 feet, an arc length of 190.15 feet, and having a chord bearing of S 03°48'50" W for a chord length of 185.60 feet to a point; thence S 17°58'34" E for a distance of 85.91 feet to a point; thence with a curve turning to the right, with a radius of 250.00 feet, an arc length of 172.48 feet, and having a chord bearing of S 01°47'20" W for a chord length of 169.08 feet to a point; thence S 21°33'14" W for a distance of 108.10 feet to the south line of above said Section 14 and the Point of Ending. Said above described Easement contains 82,485.7 square feet or 1.89 acres, more or less.

INGRESS/EGRESS & UTILITY EASEMENT "A" (AS-SURVEYED)

An Easement being a portion of that certain tract of land as recorded in Instrument No. 20070328000139070 in the Office of the Judge of Probate, Shelby County, lying in the North 1/2, Section 23, Township 22 South, Range 1 East, said Shelby County and being more particularly described as follows:

Commencing at a 3" capped pipe found at the northeast corner of said Section 23; thence run S 88°59'31" W along the north line of said Section 23 for a distance of 303.51 feet to a point on the west edge of an existing gravel/dirt drive and the west property line of above said certain tract of land; said point being the Point of Beginning; thence N 88°59'31" E along said north line of Section 23 for a distance of 29.94 feet to a point; thence leaving said north line along a curve turning to the right, with a radius of 452.50 feet, an arc length of 177.76 feet, and having a chord bearing of S 32°46'37" W for a chord length of 176.61 feet to a point; thence S 44°01'50" W for a distance of 111.11 feet to a point; thence with a curve turning to the left, with a radius of 397.50 feet, an arc length of 90.68 feet, more or less, and having a chord bearing of S 37°29'43" W for a chord length of 90.48 feet, more or less, to a point on the north right-of-way line of County Highway 42; thence along said north right-of-way line along a curve turning to the left, with a radius of 523.55 feet, an arc length of 30.00 feet, and having a chord bearing of N 82°55'48" W for a chord length of 30.00 feet to a point; thence leaving said north right-of-way line along the west property line of above said certain tract of land and the west line of an existing gravel/dirt drive along for the following three (3) calls and distances; thence with a curve turning to the right, with a radius of 425.00 feet, an arc length of 109.06 feet, and having a chord bearing of N 36°40'45" E for a chord length of 108.76 feet to a point; thence N 44°01'50" E for a distance of 111.11 feet to a point; thence with a curve turning to the left, with a radius of 425.00 feet, an arc length of 155.48 feet, and having a chord bearing of N 33°33'01" E for a chord length of 154.61 feet to the Point of Beginning. Said above described Easement contains 10,380.7 square feet or 0.24 acres, more or less.

INGRESS/EGRESS & UTILITY EASEMENT "B" (AS-SURVEYED)

An Easement being a portion of that certain tract of land as recorded in Instrument No. 2000-25643 in the Office of the Judge of Probate, Shelby County, lying in the North 1/2, Section 23, Township 22 South, Range 1 East, said Shelby County and being more particularly described as follows:

Commencing at a 3" capped pipe found at the northeast corner of said Section 23; thence run S 88°59'31" W along the north line of said Section 23 for a distance of 303.51 feet to a point on the west edge of an existing gravel/dirt drive and the east property line of above said certain tract of land; said point being the Point of Beginning; thence leaving said north line along the west edge of an existing gravel/dirt drive and the east property line of above said certain tract of land for the following three (3) calls and distances; thence along a curve turning to the right, with a radius of 425.00 feet, an arc length of 155.48 feet, and having a chord bearing of S 33°33'01" W for a chord length of 154.61 feet to a point; thence S 44°01'50" W for a distance of 111.11 feet to a point; thence with a curve turning to the left, with a radius of 425.00 feet, an arc length of 109.06 feet, more or less, and having a chord bearing of S 36°40'45" W for a chord length of 108.76 feet, more or less, to a point on the north right-of-way line of County Highway 42; thence along said north right-of-way line along a curve turning to the left, with a radius of 523.55 feet, an arc length of 13.71 feet, and having a chord bearing of N 85°19'19" W for a chord length of 13.71 feet to a point; thence leaving said north right-of-way line with a curve turning to the right, with a radius of 437.50 feet, an arc length of 117.99 feet, and having a chord bearing of N 36°18'17" E for a chord length of 117.63 feet to a point; thence N 44°01'50" E for a distance of 111.11 feet to a point; thence with a curve turning to the left, with a radius of 412.50 feet, an arc length of 145.30 feet, and having a chord bearing of N 33°56'22" E for a chord length of 144.55 feet to a point on said north line of said Section 23; thence N 88°59'31" E for a distance of 13.73 feet to the Point of Beginning. Said above described Easement contains 4,688.4 square feet or 0.11 acres, more or less.

EXHIBIT B
DESCRIPTION OF PREMISES
(Page 1 of 2)

To the Agreement dated 12/3, 2012, by and between FORESITE TOWERS TWO, L.L.C., as LANDLORD, and New Cingular Wireless PCS, LLC, as TENANT.

The Premises are described and/or depicted as follows:

Up to Six (6) antennas at 300' centerline above ground level. Dimensions of antennas not to exceed 72"X12"X2.7" or (60 lbs per antenna)

Up to twelve (12) 1 5/8" coax run stacked 6X6

Up to (12) TMAs to be mounted behind antennas

Up to (12) RETs to be mounted on bottom of antennas

(1) 5/16" downlead

(1) 10X20 shelter as shown on the ForeSite approved site plans

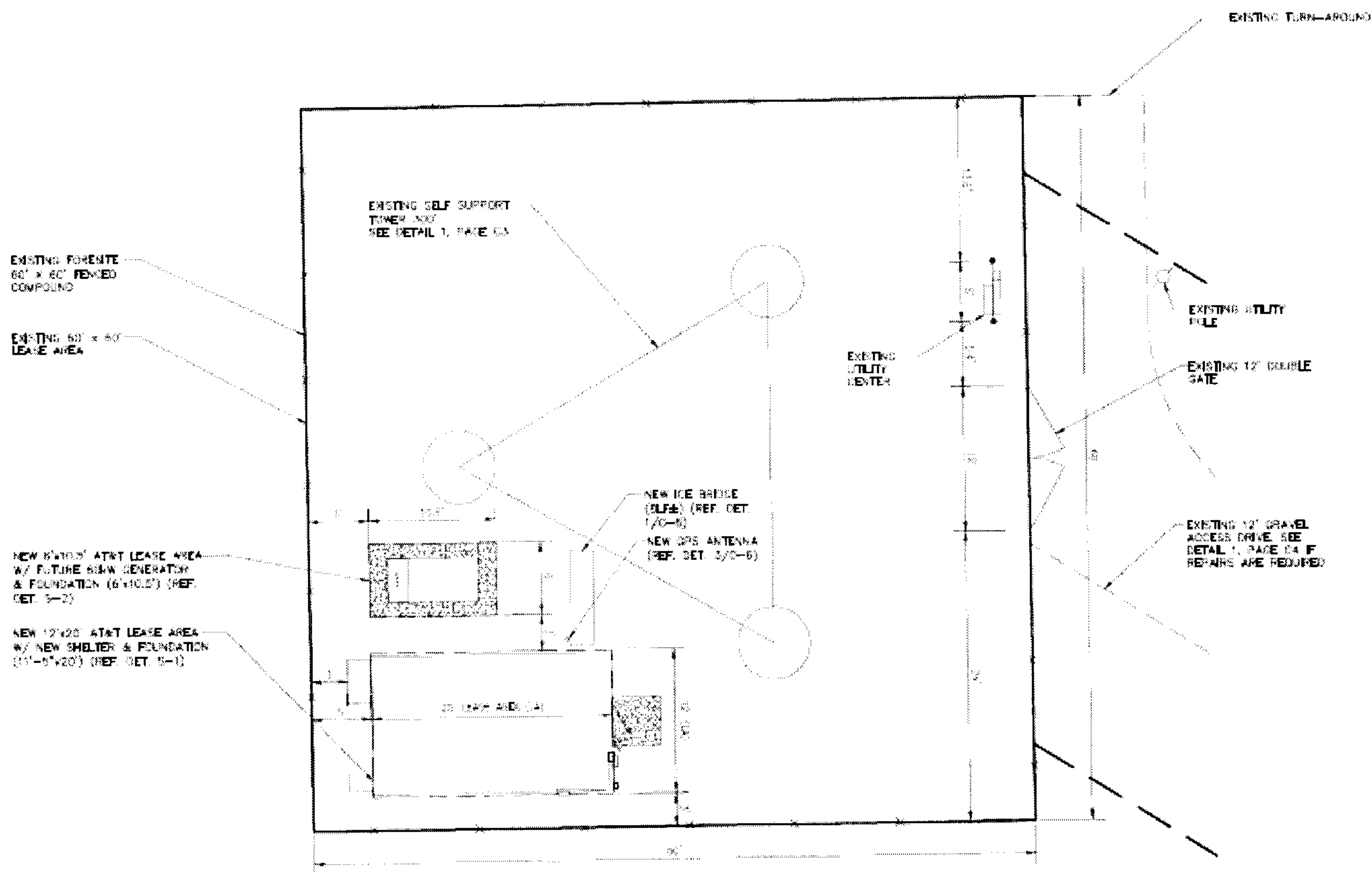
(1) 6'X10.5' generator pad as shown on the ForeSite approved site plans

The Tenants ground space is part of the Land described on Exhibit A which is owned or leased by Landlord and such Tenant ground space is roughly defined on the sketch below, which is incorporated herein by reference. Tenants ground space shall not extend beyond the defined boundaries without prior written consent of ForeSite.

Notes:

1. Setback of the Premises from the Land's boundaries shall be the distance required by the applicable governmental authorities.
2. Width of access road shall be the width required by the applicable governmental authorities, including police and fire departments.

EXHIBIT B
DESCRIPTION OF PREMISES
 (Page 2 of 2)



SUBJECT PROPERTY IS LOCATED
 IN PANEL # 0131001750 DATED
 APRIL 18, 2010 AND IS IN THE
 BASE FLOOD ZONE X

