

MEMORANDUM OF AGREEMENT

This Memorandum of Agreement is entered into on this ____ day of _____, 2014, by and between FORESITE TOWERS TWO, L.L.C., a Nevada limited liability company, with an office at 3975 Asbury Road, Vestavia Hills, AL 35243; Attention: Leasing Department ("LANDLORD") and CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS, with an office at One Verizon Way, Mail Stop 4AW100, Basking Ridge, NJ 07920 ("TENANT").

1. LANDLORD and TENANT entered into a Tower Lease Agreement (the "Agreement") on the 22nd day of August 2014, for the purposes of installing, operating and maintaining a radio communications facility and other improvements. All of the foregoing are set forth more specifically in the Agreement.
2. The term of the Agreement is for five (5) years commencing on _____, 2014 ("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 is 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 herein, all as more particularly set forth in the Agreement.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Agreement.

TENANT:

CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS

By: [Signature]
Name: Aparna Khurjekar
Title: Area Vice President Network

Sergei Mislevy
for

Date: 8.15.14

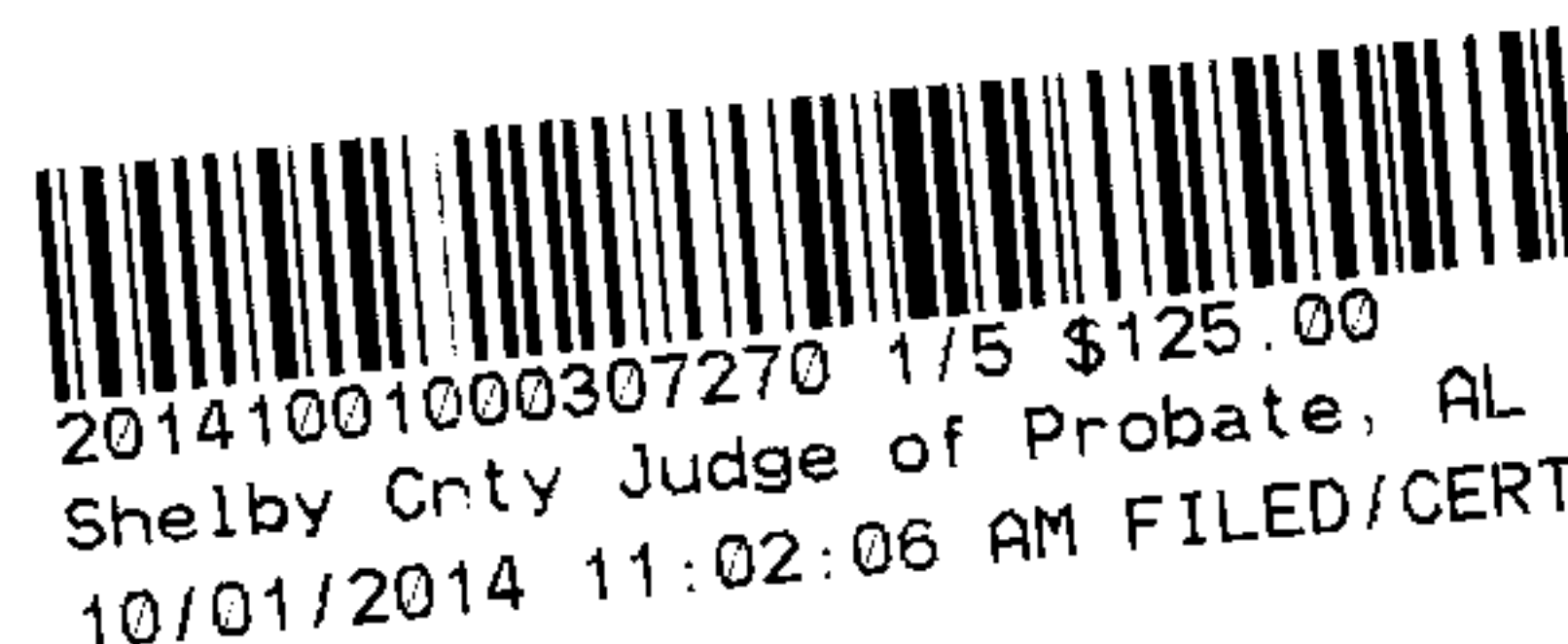
LANDLORD:

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

By: [Signature]
Name: Krista M. Young
Title: CFO

Date: 8/22/14

(CORPORATE SEAL)
(CORPORATE SEAL)



Shelby County, AL 10/01/2014
State of Alabama
Deed Tax: \$99.00

LANDLORD SITE NAME: County Road 42
TENANT SITE NAME: Shelby Shores

LANDLORD SiteNumber/FA # _____

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 limited liability company on the day the same bears date.

Given under my hand and official seal this the 22nd day of August, 2014.

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

(NOTARIAL SEAL)

STATE OF NORTH CAROLINA)

COUNTY OF MECKLENBURG)

I, the undersigned, a notary public in and for said county in said state, hereby certify that Aparna Khurjekar, whose name as Area Vice President Network of Cellco Partnership d/b/a Verizon Wireless, 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 partnership on the day the same bears date.

Given under my hand and official seal this the 15 day of August, 2014.

Sergei Mislevy
Executive Director-Network Eng & Op
for

Notary Public
My commission expires: _____

MARGARET A. KISS
NOTARY PUBLIC
MECKLENBURG COUNTY
NORTH CAROLINA
MY COMMISSION EXPIRES 5/4/2019

(NOTARIAL SEAL)

20141001000307270 2/5 \$125.00
Shelby Cnty Judge of Probate, AL
10/01/2014 11:02:06 AM FILED/CERT

EXHIBIT A
DESCRIPTION OF LAND

To the Agreement dated Aug 22nd, 2014, by and between FORESITE TOWERS TWO, L.L.C., as LANDLORD, and CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS, 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 "A" (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 of 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 14°42'08" W for a distance of 106.81 feet to the south line of above said Section 14 and the Point of Ending. Said above described Easement contains 82,208.7 square feet or 1.89 acres, more or less.



20141001000307270 3/5 \$125.00
Shelby Cnty Judge of Probate, AL
10/01/2014 11:02:06 AM FILED/CERT

EXHIBIT B

DESCRIPTION OF PREMISES

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To the Agreement dated Aug 22nd, 2014, by and between FORESITE TOWERS TWO, L.L.C., as LANDLORD, and DALLAS MTA, L.P. D/B/A VERIZON WIRELESS, as TENANT.

The Premises are described and/or depicted as follows:

- (3) Commscope LNX-651 4DS-A1M Ret Antennas
- (3) Ericsson/Air-21 antennas
- (12) 1 5/8" coax
- (1) hybrid optical cable line
- (3) Westell/BWC-TTMA-700C-VG TMAs
- (3) Commscope/ETW190VS12UB TMAs
- (1) Raycap OVP Box (RXXDC-3315-PF-48)
- 12X30 lease area

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.

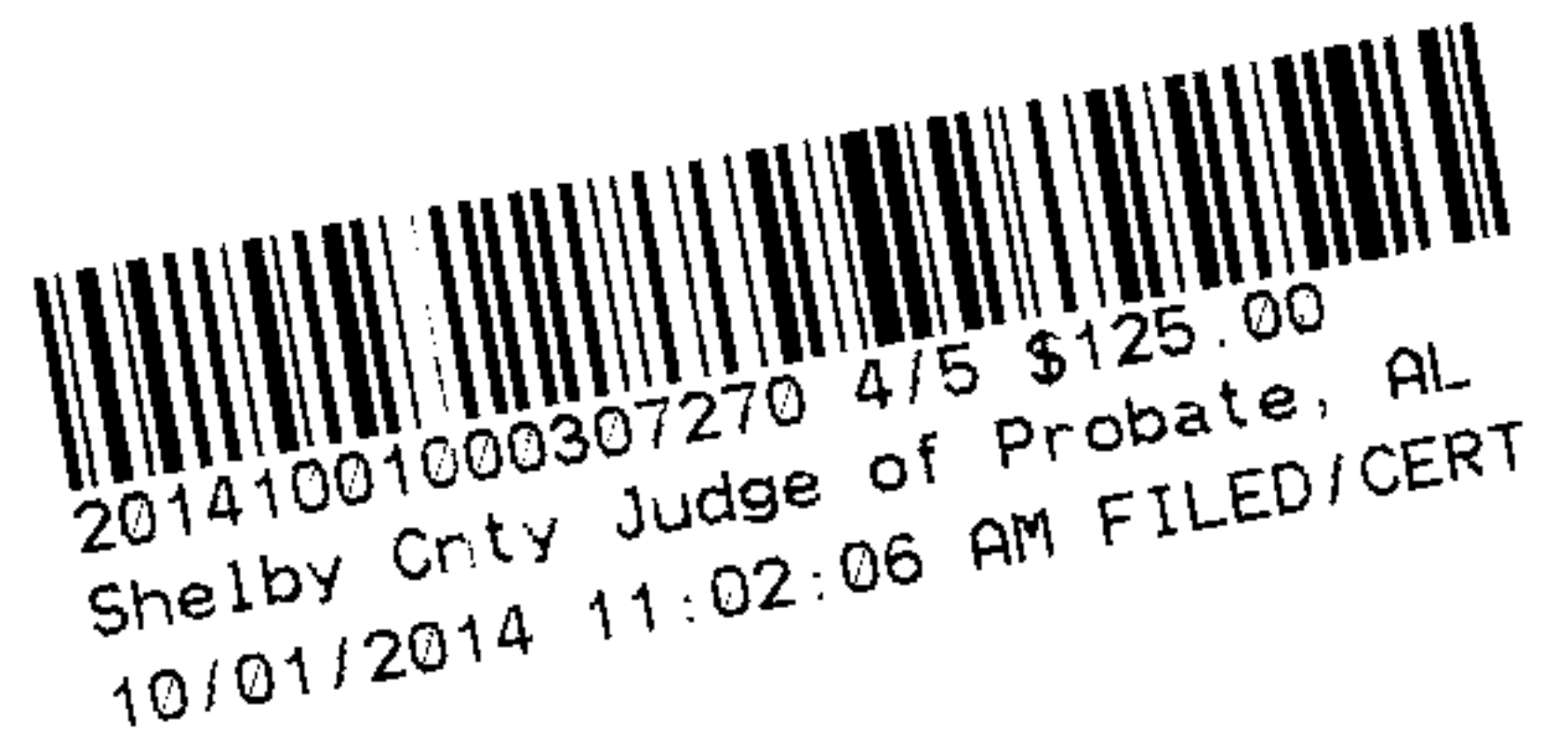


EXHIBIT B
DESCRIPTION OF PREMISES
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