

Prepared By:
Matthew W. Barnes
Burr & Forman LLP
420 North 20th Street, Suite 3400
Birmingham, Alabama 35203


20160804000276250 1/7 \$125.00
Shelby Cnty Judge of Probate, AL
08/04/2016 08:50:26 AM FILED/CERT

Recording Requested by
and Return to:
Old Republic Residential Information Services
530 S. Main Street, Suite 1031
Akron, Ohio 44311
Attention: _____

STATE OF ALABAMA)

COUNTY OF SHELBY)

Cross Reference to:
Instrument Number 20040126000040310
Shelby County, Alabama Records

**MEMORANDUM OF MASTER PREPAID LEASE
AND MANAGEMENT AGREEMENT**

THIS MEMORANDUM OF MASTER PREPAID LEASE AND MANAGEMENT AGREEMENT (this "Memorandum") is made this 1 day of January, 2015, by and between **T-MOBILE USA TOWER LLC**, a Delaware limited liability company ("T-Mobile Lessor"), having a mailing address of 12920 S.E. 38th Street, Bellevue, Washington 98006, and **CCTMO LLC**, a Delaware limited liability company ("Crown"), having a mailing address of 2000 Corporate Drive, Canonsburg, Pennsylvania 15317.

1. Clarice D. Kendrick and Powertel/Birmingham, Inc. ("Original T-Mobile Tenant") entered into that certain Site Lease with Option dated September 9, 2003, a memorandum of which was recorded as Instrument Number 20040126000040310 in the Office of the Judge of Probate of Shelby County, Alabama, for certain real property as described on **Exhibit A** attached hereto and incorporated herein by reference (the "Land").

2. T-Mobile Lessor and Crown are parties to (a) a Master Prepaid Lease (the "MPL") and (b) a Management Agreement (the "MA"), each with an effective date of November 30, 2012, pursuant to which T-Mobile Lessor (as successor to Original T-Mobile Tenant) has granted to Crown and Crown has accepted, either (y) a leasehold or sub-leasehold interest in the Land, together with the telecommunications tower located thereon, and such other improvements as more fully set forth in the MPL or the MA, as applicable (collectively, the "Site"), or (z) an exclusive right to operate, manage and administer the Site, in either case, subject to the terms, conditions and reservations in the MPL or the MA, as applicable.

3. The MPL and the MA each have a term that commenced on November 30, 2012 and shall terminate or expire, with respect to the Site, on the Site Expiration Date or Technical Closing Date, as applicable, and as determined in accordance with the MPL and the MA, but in no event later than December 31, 2049.

4. Crown has an option to purchase T-Mobile Lessor's right, title and interest in the Site in accordance with Section 20 of the MPL.

5. Unless otherwise defined herein, capitalized terms shall have the meaning set forth in the MPL. The MPL and the MA and any and all amendments thereto contain terms and conditions in addition to those set forth in this Memorandum. This Memorandum is not intended to amend or modify the terms and conditions of the MPL or the MA or of any amendments thereto. The parties agree that the terms and conditions of the MPL and the MA, as applicable, shall govern the relationship of the parties under this Memorandum and the MPL and the MA are each incorporated herein by reference. In the event of a conflict or inconsistency between the terms of the MPL or the MA and this Memorandum, the applicable terms of the MPL and the MA shall govern and control.

6. This Memorandum shall not be amended, supplemented or modified in any respect, except pursuant to written agreement duly executed by the parties; provided, however, if the term of both the MPL and MA shall terminate or expire with respect to the Site, the parties shall execute and file a revocation of or amendment to this Memorandum to evidence such termination or expiration. If either party fails to timely execute a revocation of or amendment to this Memorandum promptly after the expiration or termination of both the MPL and MA, then the other party shall have the right to execute such revocation or amendment as attorney in fact for such failing party.

[Remainder of page intentionally left blank. Signature and acknowledgments to follow.]

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IN WITNESS WHEREOF, the parties hereto have set their hands and seals as of the date first
above written.

T-MOBILE LESSOR:

T-MOBILE USA TOWER LLC,
a Delaware limited liability company

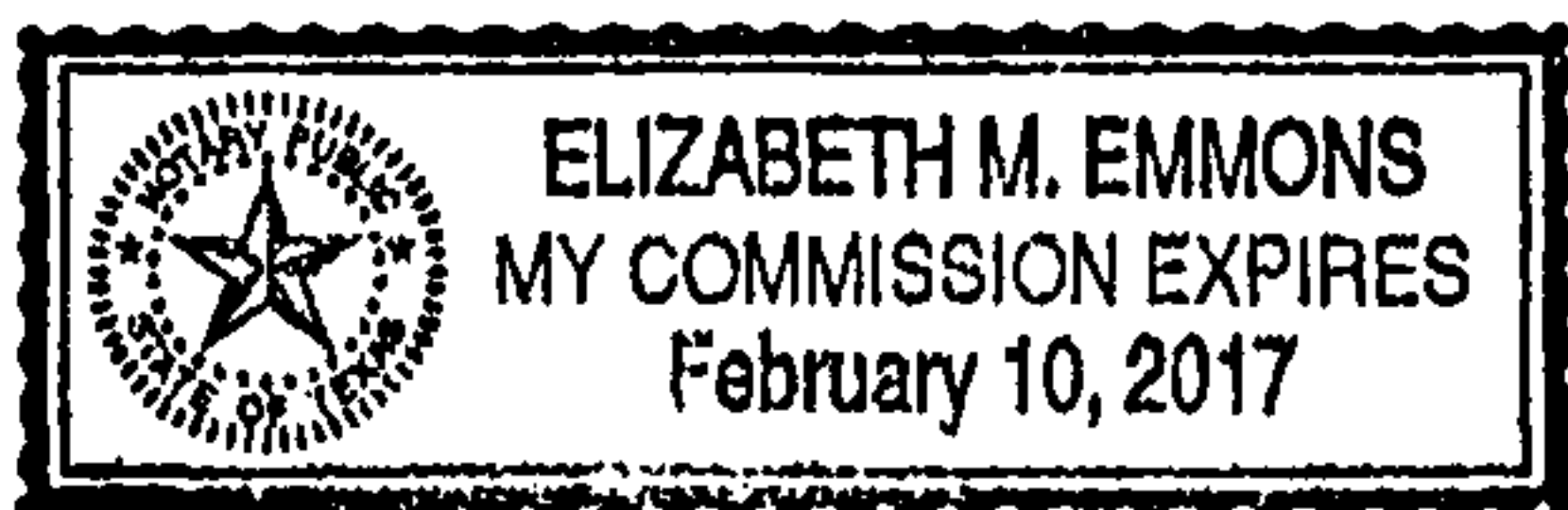
By: **CCTMO LLC,**
a Delaware limited liability company
Its: Attorney in Fact

By: Tara Groda
Name: Tara Groda
Its: Portfolio Services Manager

STATE OF Texas)
COUNTY OF Harris)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby
certify that, Tara Groda, whose name as Port. Svcs. Mgr.
of **CCTMO LLC**, a Delaware limited liability company, as Attorney in Fact for **T-MOBILE**
USA TOWER LLC, has signed the foregoing instrument and who is known to me,
acknowledged before me on this day that, being informed of the contents of the foregoing
instrument, he/she 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 1 day of January, 2015.



[SEAL]

E Emmons
Notary Public

My Commission Expires: _____

CCTMO LLC,
a Delaware limited liability company

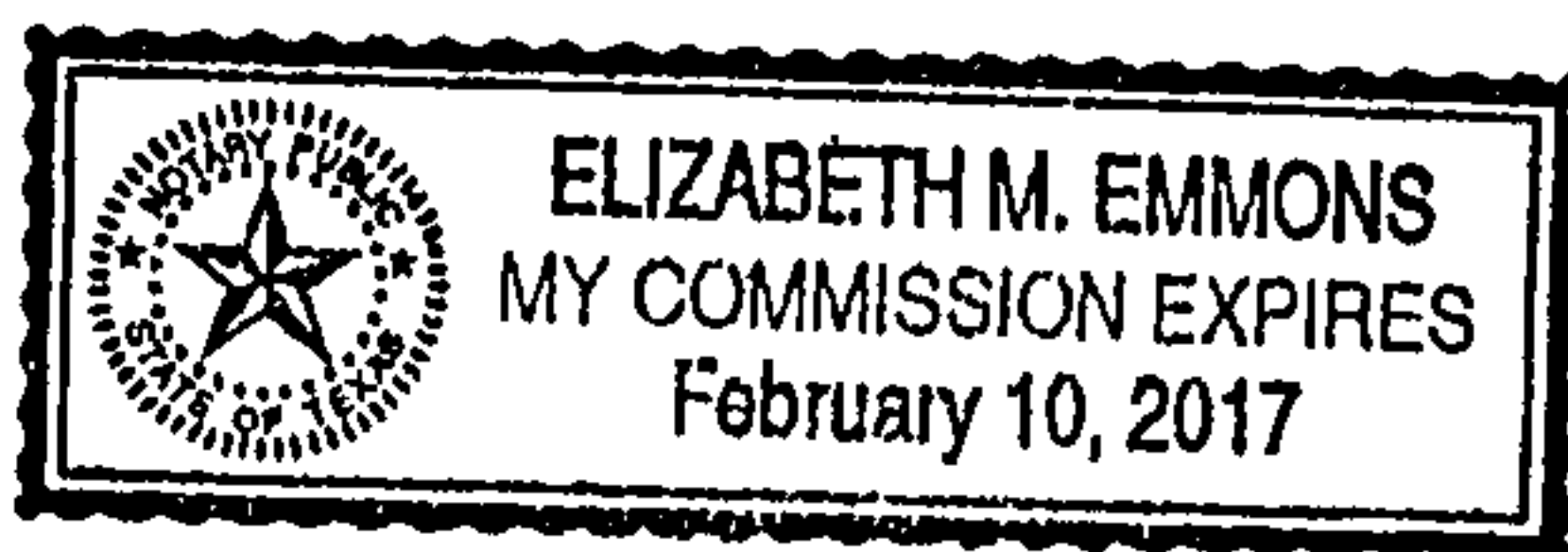
By: [Signature] (SEAL)
Name: Tara Groda
Its: Portfolio Services Manager

STATE OF Texas)

COUNTY OF Harris)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that Tara Groda, whose name as Port. Svcs. Mgr. of CCTMO 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 foregoing instrument, he/she as such officer 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 1 day of January, 2015.



[Signature]
Notary Public

My Commission Expires: _____

[SEAL]

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An approximately 10,000 square foot portion of the following described real property, together with easements for ingress, egress and utilities thereto:

COMMENCE AT THE NORTHWEST CORNER OF THE SW1/4 OF THE NE1/4, SECTION 8, TOWNSHIP 20 SOUTH, RANGE 1 WEST; THENCE RUN SOUTH ALONG THE WEST LINE OF SAID QUARTER-QUARTER SECTION A DISTANCE OF 845.00 FEET TO THE POINT OF BEGINNING; THENCE TURN AN ANGLE OF 90 DEG. 00 MIN. TO THE LEFT AND RUN A DISTANCE OF 120.00 FEET; THENCE TURN AN ANGLE OF 86 DEG. 21 MIN. TO THE RIGHT AND RUN A DISTANCE OF 196.75 FEET TO A POINT ON THE NORTHWEST RIGHT OF WAY OF SHELBY COUNTY NO. 39; THENCE TURN AN ANGLE OF 69 DEG. 20 MIN. 19 SEC. TO THE RIGHT AND RUN ALONG THE HIGHWAY RIGHT OF WAY A DISTANCE OF 94.92 FEET; THENCE TURN AN ANGLE OF 80 DEG. 18 MIN. 41 SEC. TO THE RIGHT AND RUN A DISTANCE OF 82.30 FEET TO A POINT ON THE WEST LINE OF SAID SW1/4 OF THE NE1/4; THENCE TURN AN ANGLE OF 56 DEG. 00 MIN. TO THE LEFT AND RUN A DISTANCE OF 5.00 FEET; THENCE TURN AN ANGLE OF 90 DEG. 00 MIN. TO THE RIGHT AND RUN A DISTANCE OF 167.20 FEET; THENCE TURN AN ANGLE OF 90 DEG. 00 MIN. TO THE RIGHT AND RUN A DISTANCE OF 5.00 FEET TO THE POINT OF BEGINNING. SITUATED IN THE SW1/4 OF THE NE1/4 AND THE SE1/4 OF THE NW1/4, SECTION 8, TOWNSHIP 20 SOUTH, RANGE 1 WEST, HUNTSVILLE MERIDIAN, SHELBY COUNTY, ALABAMA, ACCORDING TO SURVEY OF FRANK W. WHEELER, REGISTERED LAND SURVEYOR, DATED DECEMBER 12, 1977.

ALSO, THAT PART OF THE NORTHWEST QUARTER OF THE SOUTHEAST QUARTER OF SECTION 8, TOWNSHIP 20, RANG 1, WEST, DESCRIBED AS FOLLOW: BEGINNING AT THE NORTHWEST CORNER OF SAID LAST NAMED FORTY AND RUN THENCE EAST A DISTANCE OF 220 YARDS; RUN THENCE SOUTHEAST DIRECTION IN A STRIGHT LINE TO THE SOUTHEAST CORD=NER OF SAID NORTHWEST QUARTER OF THE SOUTHEAST QUARTER OF SAID SECTION 8; RUN THENCE WEST TO THE SOUTHWST CORNER OF SAID LAST NAMED FORTY ACRES; RUN THENCE NORTH TO THE POINT OF BEGINNING.

TAX ID NO: 15-3-08-0-000-006.000

ADDRESS: 5150 Hwy 39, Chelsea, AL 35043


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Real Estate Sales Validation Form

This Document must be filed in accordance with Code of Alabama 1975, Section 40-22-1

Grantor's Name

T-Mobile West Tower LLC

Mailing Address

12920 S.E. 38th Street

Bellevue, WA 98006

Property Address

5150 Hwy 39

Chelsea, AL 35043

APN 15-3-08-0-000-006.000

Grantee's Name

CCTMO LLC

Mailing Address

2000 Corporate Drive

Canonsburg, PA 15317

Date of Sale

11/30/2012

Total Purchase Price \$

or

Actual Value

\$ 2,009.99

or

Assessor's Market Value \$

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The purchase price or actual value claimed on this form can be verified in the following documentary evidence: (check one) (Recordation of documentary evidence is not required)

Bill of Sale

Sales Contract

Closing Statement

X

Appraisal

Other

This is a lease for a portion of the land, not a sale.

If the conveyance document presented for recordation contains all of the required information referenced above, the filing of this form is not required.

Instructions

Grantor's name and mailing address - provide the name of the person or persons conveying interest to property and their current mailing address.

Grantee's name and mailing address - provide the name of the person or persons to whom interest to property is being conveyed.

Property address - the physical address of the property being conveyed, if available.

Date of Sale - the date on which interest to the property was conveyed.

Total purchase price - the total amount paid for the purchase of the property, both real and personal, being conveyed by the instrument offered for record.

Actual value - if the property is not being sold, the true value of the property, both real and personal, being conveyed by the instrument offered for record. This may be evidenced by an appraisal conducted by a licensed appraiser or the assessor's current market value.

If no proof is provided and the value must be determined, the current estimate of fair market value, excluding current use valuation, of the property as determined by the local official charged with the responsibility of valuing property for property tax purposes will be used and the taxpayer will be penalized pursuant to Code of Alabama 1975 § 40-22-1 (h).

I attest, to the best of my knowledge and belief that the information contained in this document is true and accurate. I further understand that any false statements claimed on this form may result in the imposition of the penalty indicated in Code of Alabama 1975 § 40-22-1 (h).

Date 1/1/2015

Print Tara Groda

Unattested

(verified by)

Sign

(Grantor/Grantee/Owner/Agent) circle one

Form RT-1

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Crown Entity has entered into a lease for a portion of the real estate as described in the Memorandum of Lease. The lease is for land and no improvements are included in the lease. The lease is **not** for the entire parcel but only for a **portion** of the parcel.

Below are pertinent details that were used to calculate the tax due in accord with the Alabama Recording Privilege Tax under Section 40 22 1 et. seq. (1975) of the Alabama State Code.

Calculation of Percentage of Parcel Conveyed				
	Size of Entire Parcel		3,920,400	ft²
	Size of Lease / Easement Area (ft²)		10000	ft²
	Percentage of Parcel Occupied		0.2551%	
Calculation of Fair Market Value of Parcel Conveyed				
	County Assessed Value of Entire Parcel		\$788,000.00	
	County Assessed Value of Lease Area (Taxable Value)		\$2,009.999	
Calculation of County Tax on Parcel Conveyed				
	County Recording Privilege Tax per \$500	\$0.50	\$2.50	
	Remaining Rent Payments X Net Present Value (\$152,280 @ 18 yrs)	60.10%	\$91.52	
	Page Fee (8 pgs)	\$3.00	\$24.00	
		Total Transfer Tax Due	\$118.02	

If you have any questions, please contact me directly at the number listed below.

Sincerely,

Elizabeth Emmons
Portfolio Specialist
Crown Castle
1220 Augusta Dr., Houston, TX 77057
713-570-3001



Filed and Recorded
Official Public Records

A standard 1D barcode representing the document's unique identifier.

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ze,

A handwritten signature in black ink, likely belonging to the official who filed the document.