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GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
TOWER CO
5000 VALLEYSTONE MOORE
CARY NC 27519
BY: CDC, DEPUTY - MA 5 P.

(Recorder's Use Above This Line)

STATE OF UTAH

Parcel No: 22212270120000

COUNTY OF SALT LAKE

MEMORANDUM OF AGREEMENT

Document Date: JUNE 9, 2009

Grantor/Lessor: JANIK INVESTMENT COMPANY, L.L.C., a Utah limited liability company
Address: 2918 Kennedy Drive, Salt Lake City, UT 84108

Grantee/Lessee: TOWERCO ASSETS LLC, a Delaware limited liability company
Address: 5000 Valleystone Drive, Cary, NC 27519

Legal Description of the Land is attached as Attachment A on Page 5

Prepared by and after recording return to:
TowerCo
Attention: Legal
5000 Valleystone Drive
Cary, NC 27519

MEMORANDUM OF AGREEMENT

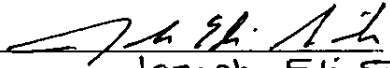
This Memorandum of Agreement ("Memorandum") is entered into on this 9th day of June, 2009, by and between **JANIK INVESTMENT COMPANY, L.L.C., a Utah limited liability company**, having a mailing address of 2918 Kennedy Drive, Salt Lake City, UT 84108 (hereinafter referred to as "Landlord"), and **TOWERCO ASSETS LLC, a Delaware limited liability company**, having a mailing address of 5000 Valleystone Drive, Cary, North Carolina 27519 (hereinafter referred to as "Tenant").

1. Sasich, Sasich and Fetzer, L.L.C., a Utah limited liability company, predecessor in interest to Landlord, and Qwest Wireless, L.L.C, a Delaware limited liability company, predecessor in interest to Sprint Spectrum L.P., a Delaware limited partnership, predecessor in interest to Sprint Spectrum Realty Company, L.P., a Delaware limited partnership ("Sprint/Nextel"), entered into that certain unrecorded Option and Site Lease Agreement dated October 10, 2000, as amended, if applicable (as amended, the "Agreement") for certain real property and easements which are a portion of that certain parcel of real property owned by Landlord located in the County of Salt Lake, State of Utah described in **ATTACHMENT A** attached hereto (the "Land").
2. Sprint/Nextel assigned all its right, title and interest in, to and under the Agreement to Tower Entity 2 LLC ("Tower Entity"), by that certain Assignment and Assumption of Ground Lease dated September 23, 2008 and recorded on January 8, 2009 as Instrument No. 10593920 in Book 9672, Page 4921, among the official records of the County of Salt Lake, State of Utah.
3. Thereafter, Tower Entity was acquired by and merged into Tenant.
4. The term of the Agreement is for five (5) years commencing on August 1, 2006.
5. The Agreement may be extended for four (4) successive five (5) year terms.
6. The purpose of the Memorandum is to give record notice of the Agreement and of the rights created thereby, all of which are hereby confirmed. The terms of the Agreement are incorporated herein by reference.
7. This Memorandum may be executed in two or more counterparts, all of which shall be considered the same agreement and shall become effective when one or more counterparts have been signed by each of the parties.

[SIGNATURES APPEAR ON NEXT PAGE]

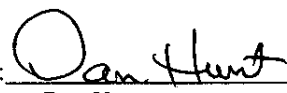
IN WITNESS WHEREOF, the parties have executed this Memorandum as of the day and year first above written.

LANDLORD:
JANIK INVESTMENT COMPANY, L.L.C., a Utah
limited liability company

By: 
Name: Joseph Eli Sasich
Title: Manager

Date: 6-2-09

TENANT:
TOWERCO ASSETS LLC, a Delaware limited liability
company

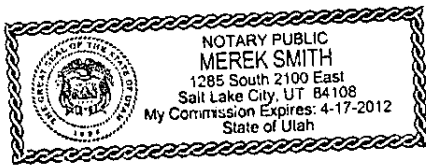
By: 
Name: Dan Hunt
Title: Vice President and CFO
Date: 6/9/09

[ACKNOWLEDGMENTS APPEAR ON THE NEXT PAGE]

LANDLORD ACKNOWLEDGMENT

STATE OF Utah)
) ss:
COUNTY OF Salt Lake)

On the 2 day of June, 2009, before me personally appeared Joseph Sasich and acknowledged under oath that he is the Manager of Janik Investment Company, L.L.C., the Landlord in the attached instrument, and as such was authorized to execute this instrument on behalf of Janik Investment Company, L.L.C.

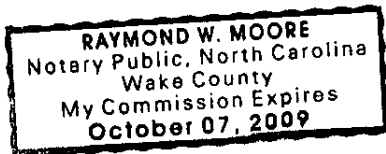


Merek Smith
Notary Public: MEREK SMITH
My Commission Expires: 4-17-2012

TENANT ACKNOWLEDGMENT

STATE OF NORTH CAROLINA)
) ss:
COUNTY OF WAKE)

On the 9th day of June, 2009, before me personally appeared Dan Hunt and acknowledged under oath that he is the Vice President and CFO of TowerCo Assets LLC the Tenant in the attached instrument, and as such was authorized to execute this instrument on behalf of TowerCo Assets LLC.



Raymond W Moore
Notary Public: RAYMOND W MOORE
My Commission Expires: 10-7-09

ATTACHMENT A
LAND

Beginning at a point North 89°56'00" West 267.286 feet (267.29 feet West by deed) and South 00°04'00" West (South by deed) 33.00 feet from the Northeast corner of Section 21, Township 2 South, Range 1 East, Salt Lake Base and Meridian; and running thence North 89°56'00" West (West by deed) 80.00 feet; thence Southwesterly along the Easterly edge of a road around a curve having a radius of 20.00 feet for a distance of 24.45 feet (24.43 feet by deed); thence along the Easterly edge of a road South 20°00'00" West 120.64 feet; thence South 00°04'00" West 101.42 feet (South 101.48 feet by deed); thence South 89°50'00" East 139.65 feet (East 140.05 by deed); thence North 00°04'00" East (North by deed) 228.00 feet to the point of beginning.

A portion of the herein described property lies within Lot 5, Jeremy Subdivision.