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6/4/2007 3:43:00 PM \$20.00
Book - 9473 Pg - 4497-4502
Gary W. Ott
Recorder, Salt Lake County, UT
FOUNDERS TITLE
BY: eCASH, DEPUTY - EF 6 P.

PREPARED BY ~~AND~~
~~WHEN RECORDED RETURN TO:~~

WIRELESS CAPITAL PARTNERS, LLC
11900 West Olympic Boulevard, Suite 400
Los Angeles, California 90064
Attn: Servicing Manager
WCP #253853

MEMORANDUM OF ASSIGNMENT

This MEMORANDUM OF ASSIGNMENT (this “**Memorandum**”) is made as of April 20, 2007 between **Wireless Capital Partners, LLC**, a Delaware limited liability company (“**Assignor**”), and **MW Cell REIT 1 LLC**, a Delaware limited liability company (“**Assignee**”).

1. Assignor and Randall G. Peters, Individual, as Landlord, are parties to a Purchase and Sale of Lease and Successor Lease dated January 3, 2006 (the “**Agreement**”), a memorandum of which was recorded in Salt Lake County, UT on 1/20/06 in/as 9245/7875, relating to an interest in the real property described on attached Schedule A. Pursuant to an Assignment dated October 24, 2006, a memorandum of which was recorded in Salt Lake County, UT on 02/05/07 in/as 9994038/B9418/P615-620, Assignor transferred and assigned all of its right, title and interest in and to the Agreement and the subject matter thereof including, without limitation, all amounts due and payable thereunder, to WCP Wireless Lease Subsidiary, LLC, a Delaware limited liability company (“**WCPWLS**”).

2. Pursuant to an assignment dated April 20, 2007, a memorandum of which is about to be recorded immediately prior hereto, WCPWLS transferred and assigned all of its right, title and interest in and to the Agreement and the subject matter thereof including, without limitation, all amounts due and payable thereunder, to Assignor.

3. Pursuant to an Assignment dated April 20, 2007 (the "Assignment"): (i) Assignor has transferred and assigned, and in confirmation thereof hereby transfers and assigns, all of its right, title and interest in and to the Agreement and the subject matter thereof including, without limitation, all amounts due and payable thereunder, to Assignee; and (ii) Assignee has assumed all liabilities of Assignor under the Agreement which accrue or relate to the period from and after the date hereof.

4. Assignor executes this Memorandum to provide constructive notice of the existence of the Assignment, and of Assignee's rights and obligations under the Assignment.

5. The terms and conditions of the Assignment are incorporated herein by reference as if set forth herein in full. Copies of the Agreement and the Assignment are maintained by WCP at its offices at 11900 West Olympic Boulevard, Suite 400, Los Angeles, California 90064.

[Signature page follows]

In witness whereof, the undersigned, pursuant to proper authority, has duly executed, sealed, acknowledged and delivered this instrument as of the day and year first above written.

**Witness #1 as to land in CT, DE, FL,
GA, LA, PA & SC and all other states:**

Name: Hilda Zaragoza

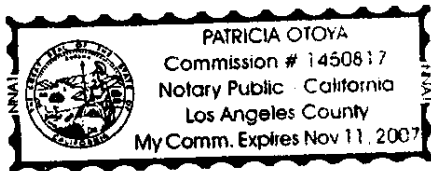
**Witness #2 as to land in CT, DE, FL,
GA, LA, PA & SC:**

Name: Elizabeth Lawwill

Notary Public as to land in GA & LA:

Name: Patricia Otoy

Title: Notary Public



ASSIGNOR:

**WIRELESS CAPITAL PARTNERS,
LLC, a Delaware limited liability company**

By:

Name: Joni LeSage

Title: Treasurer

[Acknowledgment follows]

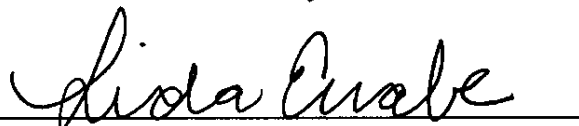
County of Los Angeles, State of California:

Multi-State LLC (by Individual) Acknowledgment:

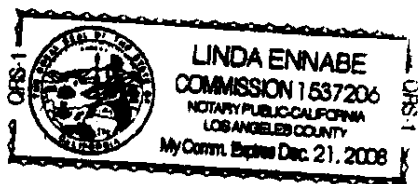
On April 20, 2007, before me, the undersigned officer, personally appeared Joni LeSage, who acknowledged himself / herself to me (or proved to me on the basis of satisfactory evidence) to be the Authorized Signatory of the foregoing limited liability company (hereinafter, the "LLC"); and that as such officer, being duly authorized to do so pursuant to its bylaws or operating agreement, executed, subscribed and acknowledged the foregoing instrument for the purposes therein contained, by signing the name of the LLC by himself / herself in his / her authorized capacity as such officer as his / her free and voluntary act and deed and the free and voluntary act and deed of said LLC. Witness my hand and official seal.

Supplemental Acknowledgment pursuant to Uniform Acknowledgment Act and also prescribed form of CA Acknowledgment:

On April 20, 2007, before me, the undersigned, a Notary Public in and for said State, personally appeared Joni LeSage, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he / she / they executed the same in his / her / their authorized capacity(ies), and that by his / her / their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument. Witness my hand and official seal.



Notary Public



SCHEDULE A
Legal Description

Commencing 115 feet North from the Southeast corner of Lot 15, Block 8, Five Acre Plat "B", Big Field Survey; thence North 125 feet; thence West 363 feet; thence South 125 feet; thence East 363 feet to the beginning.

Tot Id # 15-11-428-030

Recorded by:

Chicago Title #1207-0646 (Bluetooth)
711 Third Ave, #500, NY, NY 10017
(800) 525-2511

Return to:

Chicago Title #1207-0646 (Bluetooth)
711 Third Ave, #500, NY, NY 10017
(800) 525-2511