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1/29/2008 11:50:00 AM \$18.00
Book - 9563 Pg - 3903-3907
Gary W. Ott
Recorder, Salt Lake County, UT
FOUNDERS TITLE
BY: eCASH, DEPUTY - EF 5 P.

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

WIRELESS CAPITAL PARTNERS, LLC
11900 West Olympic Boulevard, Suite 400
Los Angeles, California 90064
Attn: Title Department
WCP #78624

Parcel ID: 08-35-457-025

MEMORANDUM OF ASSIGNMENT

This MEMORANDUM OF ASSIGNMENT (this "Memorandum") is made as of December 21, 2007 between **Wireless Capital Partners, LLC**, a Delaware limited liability company located at 11900 W. Olympic Boulevard, #400, Los Angeles, CA 90064 ("Assignor"), and **MW Cell REIT 1 LLC**, a Delaware limited liability company located at One North Wacker Drive, 9th Floor, Chicago, IL 60606 ("Assignee").

1. Assignor and Robert E Barr, as Landlord, are parties to a Purchase and Sale of Lease and Successor Lease dated 9/26/2007 (the "Agreement"), a memorandum of which was recorded in Salt Lake County, UT on 11/2/2007 in/as 10265823 relating to an interest in the real property described on attached Schedule A.

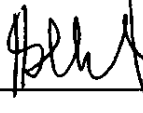


2. Pursuant to an Assignment dated December 21, 2007 (the "Assignment"): (i) Assignor has transferred and assigned, and in confirmation thereof hereby transfers and assigns, all of its right, title and interest in and to the Agreement and the subject matter thereof including, without limitation, all 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.

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

4. The terms and conditions of the Assignment are incorporated herein by reference as if set forth herein in full.

[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.

<p>Witness #1 as to land in CT, DE, FL, GA, LA, PA & SC and all other states:</p> <p> Name: <u>Holly Schitz</u></p> <p>Witness #2 as to land in CT, DE, FL, GA, LA, PA & SC:</p> <p> Name: <u>Jennifer Matkins</u></p> <p>Notary Public as to land in GA & LA:</p> <p>_____ Name: _____ Title: Notary Public</p>	<p><u>ASSIGNOR:</u></p> <p>WIRELESS CAPITAL PARTNERS, LLC, a Delaware limited liability company</p> <p>By:  Name: Keith Drucker Title: Authorized Officer</p>
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[Acknowledgment follows]

County of Los Angeles, State of California:

Multi-State LLC (by Individual) Acknowledgment:

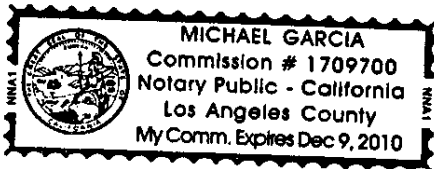
On December 21 2007, before me, the undersigned officer, personally appeared Keith Drucker, who acknowledged himself / herself to me (or proved to me on the basis of satisfactory evidence) to be the Authorized Officer of the foregoing limited liability company (hereinafter, the "LLC"); and that as such 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 in his authorized capacity as such officer as his 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 December 21 2007, before me, the undersigned, a Notary Public in and for said State, personally appeared Keith Drucker, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature 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

BEGINNING 1 ROD SOUTH OF THE SOUTHEAST CORNER OF LOT 7, BLOCK 58, PLAT "C", SALT LAKE CITY SURVEY AND RUNNING THENCE NORTH 6 RODS; THENCE WEST 9 RODS; THENCE SOUTH 6 RODS; THENCE EAST 9 RODS TO THE PLACE OF BEGINNING.

Said property is also known by the street address of:
47-49 North 800 West
Salt Lake City, UT 84116
