

WHEN RECORDED RETURN TO:

AFTER RECORDING RETURN TO:

UPF WASHINGTON INC
12410 E MIRABEAU PKWY #100
SPOKANE VALLEY WA 99216
REF # 387164

Prepared by:
Lake & Cobb, PLC
1095 W. Rio Salado Pkwy, Suite 206
Tempe, AZ 85281

Space above this line for Recorder's Use

A.P.N. 00-0020-001

**Prior recorded document(s) in Wasatch County, Utah:
None Known**

**MEMORANDUM OF FIRST AMENDMENT TO
SITE LEASE WITH OPTION**

This Memorandum of First Amendment to Site Lease With Option is made effective this 19 day of December 2014 by and between LD ACQUISITION COMPANY 12 LLC, a Delaware limited liability company (hereinafter referred to as "Landlord") and SBC TOWER HOLDINGS LLC, a Delaware limited liability company (hereinafter referred to as "Tenant").

1. Rocky Mountain Holding Trust ("Original Landlord") and VoiceStream PCS II Corporation ("Original Tenant") entered into a Site Lease With Option and Addendum dated September 20, 2001 (the "Lease") whereby Original Tenant leased certain real property, together with access and utility easements, located in Wasatch County, Utah from Original Landlord (the "Premises"), all located within certain real property owned by Original Landlord ("Landlord's Property"). Landlord's Property, of which the Premises is a part, is more particularly described on Exhibit B attached hereto. The Premises is more particularly described on Exhibit A attached hereto.

2. LD Acquisition Company 12 LLC is currently the Landlord under the Lease by virtue of an assignment from Original Lessor or its successor in interest.

3. SBC Tower Holdings LLC is currently the Tenant under the Lease as successor in interest to the Original Tenant.

4. The Lease had an initial term that commenced on November 15, 2001 and expired on November 14, 2006. The Lease provides for four extensions of five years each, two of which were exercised by Tenant (each extension is referred to as a "Renewal Term"). According to the Lease, the final Renewal Term expires November 14, 2026.

5. Landlord and Tenant have entered into a First Amendment to Site Lease With Option (the "First Amendment"), of which this is a Memorandum, providing for sixteen Renewal Terms of five years each and one final extension of approximately six years (the "Final Renewal Term"). Pursuant to the First Amendment, the Final Renewal Term expires on August 15, 2112.

6. The terms, covenants and provisions of the First Amendment shall extend to and be binding upon the respective executors, administrators, heirs, successors and assigns of Landlord and Tenant.

7. This Memorandum does not contain the social security number of any person.

8. A copy of the First Amendment is on file with Landlord and Tenant.

[Execution Pages Follow]

IN WITNESS WHEREOF, hereunto and to duplicates hereof, Landlord and Tenant have caused this Memorandum to be duly executed on the day and year first written above.

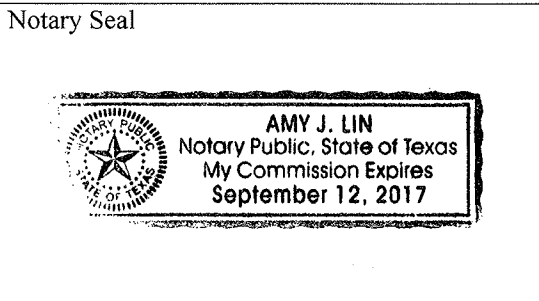
LANDLORD:
LD ACQUISITION COMPANY 12 LLC, a
Delaware limited liability company

By: *Keith Drucker*
Print Name: **Keith Drucker**
Chief Operating Officer
Title: _____

STATE OF Texas)
)ss.
COUNTY OF Harris)

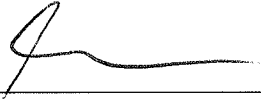
On this 19 day of December 2014, before me, the subscriber, a Notary Public in and for said State and County, personally appeared Keith Drucker, the Chief Operating Officer of LD ACQUISITION COMPANY 12 LLC, known or identified to me to be the person whose name is subscribed to the foregoing Memorandum of First Amendment to Site Lease With Option, and in due form of law acknowledged that he/she is authorized on behalf of said company to execute all documents pertaining hereto and acknowledged to me that he/she executed the same as his/her voluntary act and deed on behalf of said company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my seal in said State and County on the day and year last above written.



Amy J. Lin
(Signature of Notary)
My Commission Expires: _____

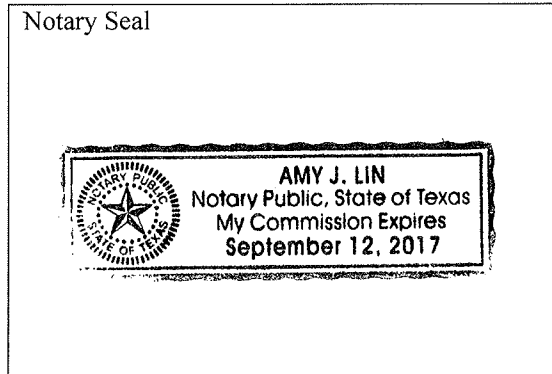
TENANT:
SBC TOWER HOLDINGS LLC, a Delaware
limited liability company


By: 
Print Name: Scott Tonnesen
Title: Director

STATE OF Texas)
)ss.
COUNTY OF Harris)

On this 19 day of December 2014, before me, the subscriber, a Notary Public in and for said State and County, personally appeared Scott Tonnesen, the Director of SBC TOWER HOLDINGS, known or identified to me to be the person whose name is subscribed to the foregoing Memorandum of First Amendment to Site Lease With Option, and in due form of law acknowledged that he/she is authorized on behalf of said company to execute all documents pertaining hereto and acknowledged to me that he/she executed the same as his/her voluntary act and deed on behalf of said company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my seal in said State and County on the day and year last above written.




(Signature of Notary)

My Commission Expires: _____

EXHIBIT A
(Legal Description of Premises)

PREMISES

Beginning at a point which is S01°01'03"E 1995.51 feet along the section line and East 408.27 feet from the Northwest corner of Section 19, Township 5 South, Range 4 East, SLB&M; thence N48°00'00"E 23.00 feet along a chain line fence, thence S40°00'00"E 43.00 feet along the outside of a chain line fence, thence S48°00'00"W 23.00 feet along the outside of a chain line fence, thence N40°00'00"W 43.00 feet to the point of beginning.

Together with a nonexclusive easement across an existing dirt roadway being approximately 12 feet in width leading from the highway to the tower site.

ACCESS EASEMENT

That portion of the roadway which crosses the Steven and Connie Ault property:

All of the roadway lying within Lot 2, Section 19, Township 5 South, Range 4 East, SLB&M

Being approximately 0.4 miles.

Together with:

All of the roadway lying within Section 13, Township 5 South, Range 3 East, SLB&M and that portion lying within Sections 8 and 19 of Township 5 South, Range 4 East, SLB&M, excepting that portion within Lot 2, Section 19, Township 5 South, Range 4 East, SLB&M.

Being approximately 2.3 miles.

EXHIBIT B
(Legal Description of Landlord's Property)

The Southwest Quarter of the Northwest Quarter of Section 19, Township 5 South, Range 4 East,
Salt Lake Base and Meridian.