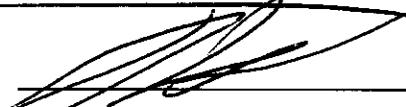


**PREPARED BY, and WHEN
RECORDED RETURN TO:**


Vice President
Md7 Capital Three, LLC
(858) 799-7850
3721 Valley Centre Drive, Suite 303
San Diego, CA 92130

Memorandum of Lease recording reference:
on November 3, 2010, in Docket P,
Book 140, Page 795.

Parcel #: 107419000002200

SPACE ABOVE FOR RECORDER'S USE

MEMORANDUM OF SITE SUBLEASE AND ASSIGNMENT AGREEMENT

THIS MEMORANDUM OF SITE SUBLEASE AND ASSIGNMENT AGREEMENT ("Memorandum of Sublease") is entered into as of August 9, 2010, by and between **Md7 Capital Three, LLC**, a Delaware limited liability company ("**Sublessor**"), whose mailing address for notices is 3721 Valley Centre Drive, Suite 303, San Diego, CA 92130, Attention: Legal Department and **Powertel/Memphis, Inc.**, a Delaware corporation ("**Sublessee**"), whose mailing address for notices is Attn: Lease Administrator and Legal Department, 7668 Warren Parkway, Frisco, TX 75034; with a copy to Attn: Lease Administrator and Legal Department, T-Mobile USA, Inc., 12920 SE 38th Street, Bellevue, Washington 98006. The effective date of this Memorandum of Sublease is October 10, 2010 ("**Effective Date**").

WHEREAS, Sublessor is the "Lessee" and the **City of Southaven**, a Mississippi municipal corporation, who acquired title as DeSoto County, Mississippi, previously and erroneously referred to as the City of Southaven, Mississippi ("**Prime Lessor**") is the "Lessor" under a Tower Attachment Lease Agreement dated August 22, 1997, as amended by that certain First Amendment to Tower Attachment Lease Agreement dated effective as of October 10, 2010 (collectively, the "**Prime Lease**"), for certain premises together with certain Easements (as defined in the Prime Lease) (collectively, the "**Premises**"), that are a portion of the property located at **8440 Greenbrook Parkway, Southaven, MS 38671** ("**Property**"), as more particularly described in the Prime Lease; and

Whereas, Sublessor and Sublessee are parties to that certain Site Sublease and Assignment Agreement dated effective as of October 10, 2010 (the "**Sublease**"), whereby Sublessor has subleased and hereby subleases to Sublessee and Sublessee has subleased from Sublessor the Premises.

NOW, THEREFORE, the parties hereby acknowledge and agree as follows:

1. The Sublease has a term of twenty-five (25) years, as more particularly described in the Sublease.

9ME0272A

MT-7 MOS

Indexing Instructions to the Chancery Clerk of De Soto, County, Mississippi: The real property described in this instrument is located in the _____ ¼ of the _____ ¼ of Section _____, Township _____, Range _____, [_____ Judicial District of] De Soto County, Mississippi.

2. Subject to the terms and conditions thereof, the Sublease provides for the assignment of all of the Sublessor's rights, title and interests in, to and under the Prime Lease to Sublessee upon the end of the term of the Sublease. Sublessor hereby authorizes Sublessee to record a memorandum or other form of notice memorializing the effectuation of any such assignment.

3. Sublessor and Sublessee desire and hereby enter into this Memorandum of Sublease to provide constructive notice of the existence of the Sublease.

4. The terms and conditions of the Sublease are hereby incorporated as if set forth herein in full. This Memorandum of Sublease is not intended to amend or modify, and shall not be deemed or construed as amending or modifying, any of the terms, conditions or provisions of the Sublease; all of which are hereby ratified and affirmed. The Sublease shall be binding upon and inure to the benefit of the parties and their respective heirs, successors, and assigns, and shall run with the land and bind all assignees, transferees or successors of the parties' respective interests.

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

SBLESSOR:

Md7 Capital Three, LLC,
a Delaware limited liability company

By:  _____

Print Name: Thomas E. Leddo

Title: Vice President

SUBLEESSEE:

Powertel/Memphis, Inc.,
a Delaware corporation

By:  _____

Print Name: Jared Ledet

Title: Director-Regional Development South Region

SUBLESSOR ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN DIEGO)

On Sept 30, 20 10, before me, Holly Nigh,

a Notary Public, personally appeared Thomas E. Leddo, who proved to me on the basis of satisfactory evidence to be the person whose name 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 person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: *Holly Nigh*



(Seal)

SUBLESSEE ACKNOWLEDGEMENT

STATE OF TEXAS)

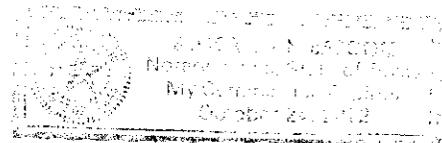
COUNTY OF COLLIN)

On October 8, 20 10 before me,

Brook L. Bascom, Notary Public personally appeared **Jared Ledet**, who proved to me on the basis of satisfactory evidence to be the person whose name 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 person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature: *Brook L. Bascom*



(Seal)

My commission expires:

EXHIBIT A

LEGAL DESCRIPTION

Street Address: 8440 Greenbrook Parkway, Southaven, MS 38671

Parcel #: 1074190000002200

Legal Description:

That certain communications facility site (and access and utility easements) on a portion of the real property described as follows:

Part of Section 19, Township 1 South, Range 7 West, Greenbrook Subdivision, DeSoto County, Mississippi, more particularly described as follows:

BEGINNING at a point in the easterly line of Greenbrook Parkway 898.73 feet north of the northerly line of Valley Springs Drive at the northwest corner of Lot 934; thence eastwardly at an interior angle of 90 degrees 253.58 feet to a point; thence northeastwardly at an interior angle of 138 degrees 45 minutes 52.67 feet to a point; thence northwardly at an interior angle of 136 degrees 15 minutes 321.81 feet to a point; thence westwardly at an interior angle of 99 degrees 40 minutes 285.67 feet to a point in the easterly line of Greenbrook parkway and the arc of a curve to the right with a radius of 551.97 feet; thence southeastwardly along the arc of said curve and the easterly line of Greenbrook parkway 93.33 feet to a point at the end of said curve; thence southwardly with the easterly line of Greenbrook Parkway 315.00 feet to the point of beginning.

There is a 5 foot utility easement around the perimeter of this tract.

The property described above being the same land designated as the water tower park in Section "E", Greenbrook Subdivision, DeSoto County, Mississippi, recorded in the Office of the Cancery Clerk of DeSoto County, Mississippi.

An easement in gross over and across the following described property, as further shown on the attached Site Sketch:

Part of Section 19, Township 1 South, Range 7 West, Greenbrook Subdivision, DeSoto County, Mississippi, more particularly described as follows:

BEGINNING at a point in the easterly line of Greenbrook Parkway 898.73 feet north of the northerly line of Valley Springs Drive at the northwest corner of Lot 934; thence eastwardly at an interior angle of 90 degrees 253.58 feet to a point; thence northeastwardly at an interior angle of 138 degrees 45 minutes 52.67 feet to a point; thence northwardly at an interior angle of 136 degrees 15 minutes 321.81 feet to a point; thence westwardly at an interior angle of 99 degrees 40 minutes 285.67 feet to a point in the easterly line of Greenbrook parkway and the arc of a curve to the right with a radius of 551.97 feet; thence southeastwardly along the arc of said curve and the easterly line of Greenbrook parkway 98.83 feet to a point at the end of said curve; thence southwardly with the easterly line of Greenbrook Parkway 315.00 feet to the point of beginning.

There is a 5 foot utility easement around the perimeter of this tract.

The property described above being the same land designated as the water tower park in Section "E", Greenbrook Subdivision, DeSoto County, Mississippi, recorded in the Office of the Cancery Clerk of DeSoto County, Mississippi.