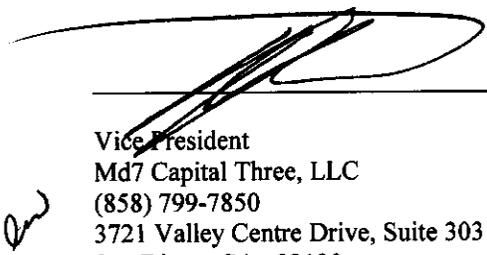


**PREPARED BY, and WHEN  
RECORDED RETURN TO:**

  
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 791.

**Parcel #: 207203000 0000400**

SPACE ABOVE FOR RECORDER'S USE

**MEMORANDUM OF AMENDMENT TO  
TOWER ATTACHMENT LEASE AGREEMENT**

**This Memorandum of Amendment to Tower Attachment Lease Agreement ("Memorandum of Amendment")** is entered into as of August 9, 2010, by and between the **City of Southaven**, a Mississippi municipal corporation ("**Lessor**"), whose mailing address for notices is 8710 Northwest Drive, Southaven, MS 38671, and **Md7 Capital Three, LLC**, a Delaware limited liability company ("**Lessee**"), whose mailing address for notices is 3721 Valley Centre Drive, Suite 303, San Diego, California 92130, Attention: Legal Department. The effective date of this Memorandum of Amendment is October 10, 2010 ("**Effective Date**").

**Whereas**, Lessor and Lessee (or its predecessors in interest) are parties to that certain Tower Attachment Lease Agreement dated May 17, 2000, as amended (the "**Lease**"), whereby Lessor has leased and hereby leases to Lessee and Lessee has leased from Lessor certain premises described therein, together with all other space and access and utility easements utilized by Lessee pursuant to the provisions of the Lease (collectively, the "**Premises**"), that are a portion of that certain real property located at **5848 Getwell Road, Southaven, MS 38672** ("**Property**") described on **Exhibit A** attached hereto and incorporated herein;

**Whereas**, a Memorandum of Lease has been recorded prior hereto and concurrently herewith;

**Whereas**, Lessor and Lessee have entered into that certain First Amendment to Tower Attachment Lease Agreement dated effective as of October 10, 2010 ("**First Amendment**"), and have agreed and hereby agree to amend the Lease; and

**Whereas**, Lessor and Lessee desire and hereby enter into this Memorandum of Amendment, to provide constructive notice of the existence of the First Amendment.

**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.**

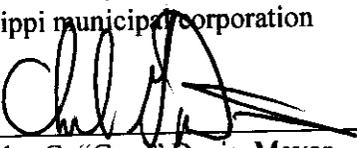
1. The parties have agreed to modify the current term of the Lease such that the current term of the Lease expires on October 9, 2035 (“**Modified Term**”), subject to the provisions of the Lease, as amended by the First Amendment.
2. The parties have agreed, following the Modified Term, to add three (3) renewal terms of five (5) years each to the Lease, which may be exercised upon the terms and conditions of the Lease, as amended by the First Amendment.
3. The provisions of the Lease, as amended by the First Amendment, are hereby ratified and affirmed.

**[SIGNATURES APPEAR ON THE FOLLOWING PAGE]**

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

**LESSOR:**

City of Southaven,  
a Mississippi municipal corporation

By:   
Charles G. "Greg" Davis, Mayor

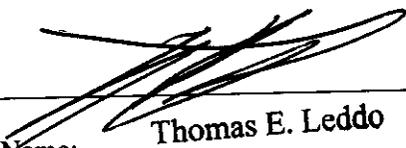
**ATTEST:**

By: 

Title: CFO

**LESSEE:**

Md7 Capital Three, LLC,  
a Delaware limited liability company

By: 

Print Name: Thomas E. Leddo

Title: Vice President

**LESSOR ACKNOWLEDGEMENT**

STATE OF Mississippi )

COUNTY OF DeSoto )

On September 22, 2010 before me, [print name and title of notarial officer here:] Wesley A Brown

personally appeared Charles G. "Greg" Davis, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Wesley A Brown

My commission expires: 1-9-2011



**LESSEE ACKNOWLEDGEMENT**

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

On Sept 30, 2010, 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)

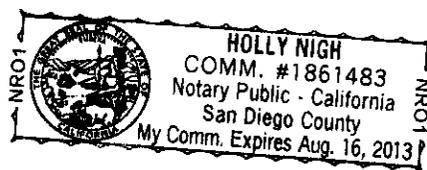


EXHIBIT A

LEGAL DESCRIPTION

Street Address: 5848 Getwell Road, Southaven, MS 38672

Parcel #: 207203000 0000400

Legal Description:

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

A part or parcel of the Northwest Quarter of the Northwest Quarter of Section 3, Township 2 South, Range 7 West, DeSoto County, Mississippi and being more particularly described as follows:

BEGIN at a concrete right-of-way marker located on the East right-of-way line of Getwell Road (DeSoto County Road Project No. SAP-17(46), said marker being located 845.2 feet South and 53.0 feet East of the Northwest corner of said Section 3, Township 2 South, Range 7 West; from said point of beginning run thence North along said right-of-way line for a distance of 125.00 feet to a point; run thence East for a distance of 522.72 feet to a point; run thence South for a distance of 125.00 feet to a point; run thence West for a distance of 522.72 feet to the point of beginning of the herein described parcel containing 1.5 acres more or less.