

Return Address:

VoiceStream PCS III Corporation
3650 - 131st Avenue SE, Suite 400
Bellevue, WA 98006
Attn: PCS Lease Coordinator
Phone: (425) 586-8700
Fax: (425) 586-8040



200009110044

, Skagit County Auditor

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MEMORANDUM OF LEASE AND OPTION

Grantor:

Whatcom, Skagit Mini Storage, LLC.

Grantee:

VoiceStream PCS III Corporation

Legal Description:

Ptn. Gov. Lot 4, 7-36-4 EWM

Complete legal description is on page D-4 of document.

Assessor's Property Tax Parcel Account Number(s): **360407-0-008-0504**

SKAGIT COUNTY WASHINGTON
Real Estate Excise Tax

AUG 28 2000

Amount Paid \$ 0
By Skagit Co. Treasurer Deputy
Lp

Site Number: SE7015
Site Name: Alger Texaco
Market: Seattle

After recording, please return to:

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Site Identification: SE7015 - Alger Texaco

Market: Seattle

Memorandum of Lease and Option

Between Whatcom, Skagit Mini Storage, LLC. ("Landlord")
and VoiceStream PCS III Corporation ("Tenant")

A Site Lease with Option ("Lease") dated as of November 15, 1999 by and between Whatcom, Skagit Mini Storage, LLC. ("Landlord") and VoiceStream PCS III Corporation ("Tenant") was made regarding the following premises:

See attached Exhibit A.

Subject Lease is for a term of five (5) years and will commence on the date as set forth in the Lease (the "Commencement Date") and shall terminate at midnight on the last day of the month in which the 5th anniversary of the Commencement Date shall have occurred. Tenant shall have the right to extend this Lease for four (4) additional five-year terms.

IN WITNESS WHEREOF, the parties hereto have respectively executed this memorandum on the 15th day of November, 1999.

LANDLORD:

Whatcom, Skagit Mini Storage, LLC.

By: [Signature]

Its: Owner

TENANT:

VoiceStream PCS III Corporation

By: [Signature]

Its: Assistant Vice-President

Site Number: SE7015
Site Name: Alger Texaco
Market: Seattle

D-3



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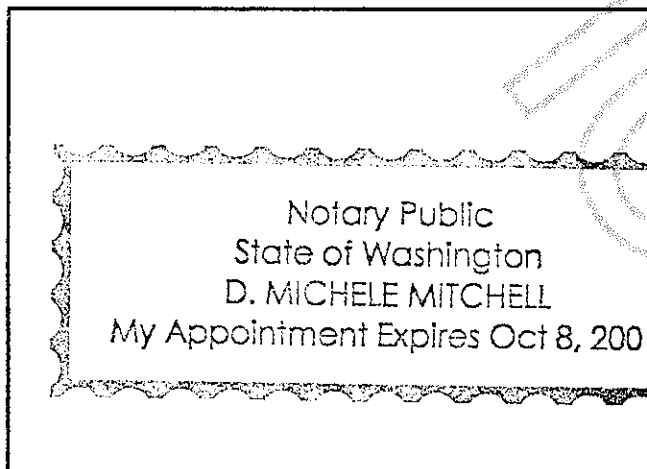
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[Notary block for Corporation, Partnership, Limited Liability Company]

STATE OF WASHINGTON)
) ss.
COUNTY OF Snohomish)

I certify that I know or have satisfactory evidence that Thomas Buggia is the person who appeared before me, and said person acknowledged that he/she signed this instrument, on oath stated that he/she was authorized to execute the instrument and acknowledged it as Manager of Whatcom-Skagit Mini Storage LLC to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated: 10.8.99



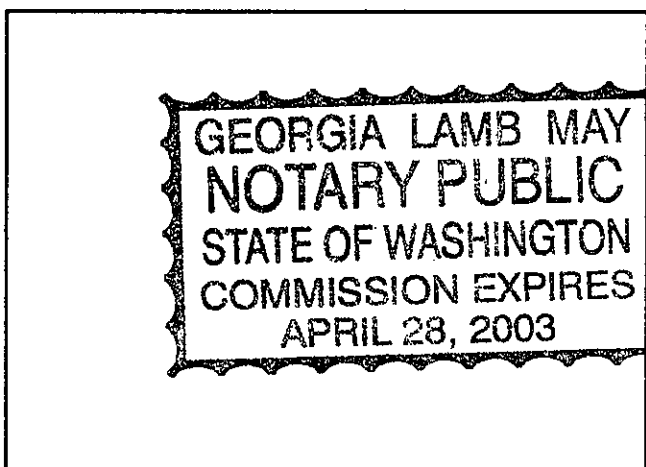
(Use this space for notary stamp/seal)

D.M. Mitchell
Notary Public
Print Name D.M. Mitchell
My commission expires 10.8.01
residing in Snohomish

STATE OF WASHINGTON)
) ss.
COUNTY OF King)

I certify that I know or have satisfactory evidence that Lauren Venezia is the person who appeared before me, and said person acknowledged that he/she signed this instrument, on oath stated that he/she was authorized to execute the instrument and acknowledged it as the Assistant Vice-President of VoiceStream PCS III Corporation to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated: 11-15-99



(Use this space for notary stamp/seal)

Georgia Lamb May
Notary Public
Print Name Georgia Lamb May
My commission expires 4/28/03



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, Skagit County Auditor

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Site Number: SE7015
Site Name: Alger Texaco
Market: Seattle

EXHIBIT A
Legal Description

To the Site Lease with Option dated 11-15-99, between Whatcom, Skagit Mini Storage, LLC., as Landlord, and VoiceStream PCS III Corporation, as Tenant.

The Property is legally described as follows:

That portion of Government Lot 4 of Section 7, Township 36 North, Range 4 East, W.M., Skagit County, Washington, described as follows:

Commencing at the Southwest corner of said Government Lot 4; thence South 89 degrees 01'34" East 1451.78 feet to the Southeast corner of said Government Lot 4, being the Southeast corner of Skagit County Short Plat. No. 11-85, as filed under Auditor's File No. 8603110018 and the Point of Beginning; thence North 00 degrees 18'56" West along the East line of said Government Lot and said Short Plat a distance of 1201.82 feet to the Southerly line of Alger-Lake Samish Road; thence North 70 degrees 55'30" West along said Southerly line a distance of 261.41 feet to the centerline of Patrick Lane as shown on said Short Plat; thence South 03 degrees 20'47" East along said centerline a distance of 22.10 feet; thence South 25 degrees 41'33" West along said centerline a distance of 215.99 feet; thence South 03 degrees 03'26" West along said centerline a distance of 123.31 feet; thence North 89 degrees 01'34" West 290.00 feet; thence South 30 degrees 00'00" West 150.00 feet; thence South 13 degrees 00'00" West 100.00 feet; thence South 15 degrees 50'30" West 104.59 feet to the Easterly line of Interstate Hwy. No. 5; thence Southerly along said Easterly line the following courses: South 23 degrees 56'55" East 301.93 feet; thence South 27 degrees 24'52" East 146.80 feet; thence South 27 degrees 56'00" East 237.89 feet to the South line of said Government Lot 4; thence South 89 degrees 01'34" East along said South line a distance of 467.09 feet to the true point of beginning.

TOGETHER WITH AND SUBJECT TO an easement for ingress, egress and utilities, described as follows:

Beginning at the intersection of the Southerly line of Alger-Lake Samish Road with the Easterly line of Interstate Hwy. No. 5; thence Southerly along said Easterly line as shown on Skagit County Short Plat No. 11-85 the following courses: South 19 degrees 04'31" West 95.97 feet; thence South 12 degrees 27'14" West 308.83 feet; thence South 05 degrees 44'23" East 150.30 feet; thence departing from said Easterly line of Interstate Hwy. No. 5 South 89 degrees 01'34" East 489.51 feet to the Westerly line of Patrick Lane as shown on said Short Plat; thence North 03 degrees 03'26" East along said Westerly line a distance of 20.01 feet; thence departing therefrom North 89 degrees 01'34" West 462.38 feet to a line parallel to and 30 feet Easterly of said Easterly line of Interstate Hwy. No. 5; thence North 05 degrees 44'23" West parallel to said Easterly line a distance of 128.89 feet; thence North 12 degrees 27'14" East parallel to said Easterly line a distance of 73.47 feet; thence South 89 degrees 01'34" East 30.61 feet to a line parallel to and 60 feet Easterly of said Easterly line; thence North 12 degrees 27'14" East parallel to said Easterly line a distance of 221.00 feet; thence North 19 degrees 04'31" East parallel to said Easterly line a distance of 32.50 feet; thence North 66 degrees 21'56" East 88.46 feet to said Southerly line of Alger-Lake Samish Road; thence North 70 degrees 55'30" West along said Southerly line a distance of 125.00 feet to the Point of Beginning.

ALSO an easement for ingress, egress and utilities over that portion of the above described Patrick Lane lying North of the Easterly projection of the South line of the 20 foot wide portion of the above described easement.

Situate in the County of Skagit, State of Washing



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Skagit County Auditor