

Return Address:

VoiceStream PCS III Corporation
3650 - 131st Avenue SE, Suite 200
Bellevue, WA 98006
Attn: PCS Lease Coordinator
Phone: (425) 586-8700
Fax: (425) 586-8040



200009110045

, Skagit County Auditor

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MEMORANDUM OF LEASE AND OPTION

Grantor:

Dan Mitzel and Patricia Burklund

Grantee:

VoiceStream PCS III Corporation

Legal Description:

Section 6, Township 34 North, Range 04 East

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

Assessor's Property Tax Parcel Account Number(s):

P112796

SKAGIT COUNTY WASHINGTON
Real Estate Excise Tax

AUG 28 2000

Amount Paid \$
By Skagit Co. Treasurer
Deputy

Site Number: 7107.C
Site Name: Gages Slough / Mitzel
Market: Seattle

After recording, please return to:

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Site Identification: 7107.C - Gages Slough / Mitzel

Market: Seattle

Memorandum of Lease and Option
Between Dan Mitzel and Patricia Burkland ("Landlord")
and VoiceStream PCS III Corporation ("Tenant")

A Rooftop Site Lease with Option ("Lease") dated as of May 18, 2000 by and between Dan Mitzel and Patricia Burkland ("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 five (5) additional five-year terms.

IN WITNESS WHEREOF, the parties hereto have respectively executed this memorandum on the 18th day of May, 2000.

LANDLORD:

Dan Mitzel and Patricia Burkland

By: *[Signature]*

By: *[Signature]*

TENANT:

VoiceStream PCS III Corporation

By: *[Signature]*

Its: *Executive Director*

Site Number: 7107.C
Site Name: Gages Slough / Mitzel
Market: Seattle

D-3



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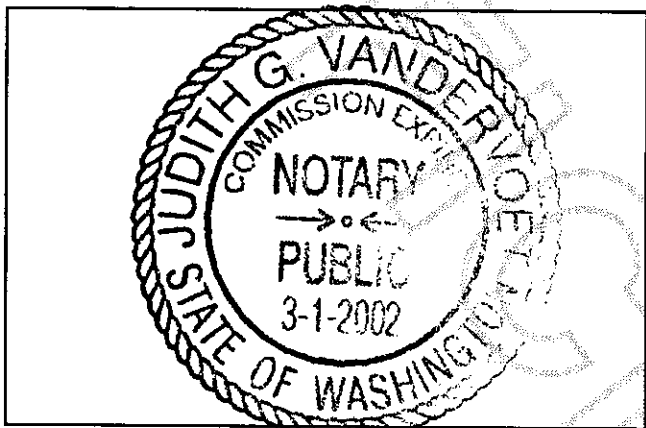
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STATE OF WASHINGTON)

COUNTY OF SKAGIT) ss.

I certify that I know or have satisfactory evidence that DAN MITZEL is the person who appeared before me, and said person acknowledged that he/she signed this instrument and acknowledged it to be his/her free and voluntary act for the uses and purposes mentioned in the instrument.

Dated: 4-28-00



(Use this space for notary stamp/seal)

Notary Public

Print Name VANDERVOET

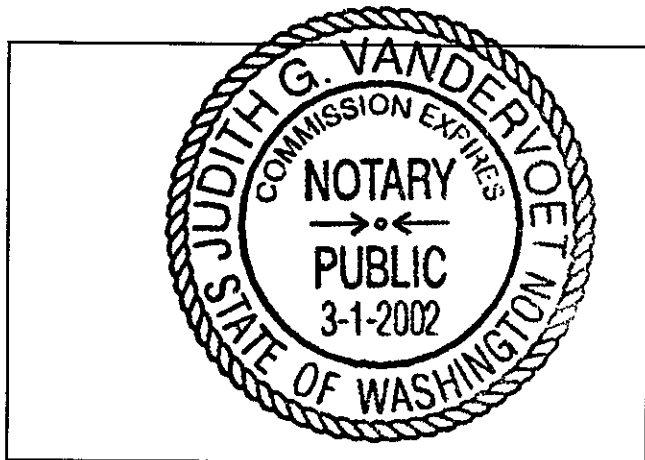
My commission expires 3-1-2002

STATE OF WASHINGTON)

COUNTY OF SKAGIT) ss.

I certify that I know or have satisfactory evidence that PATRICIA BURKLUND is the person who appeared before me, and said person acknowledged that he/she signed this instrument and acknowledged it to be his/her free and voluntary act for the uses and purposes mentioned in the instrument.

Dated: 4-28-00



(Use this space for notary stamp/seal)

Notary Public

Print Name VANDERVOET

My commission expires 3-1-2002

Site Number: 7107.C
Site Name: Gages Slough / Mitzel
Market: Seattle



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, Skagit County Auditor

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STATE OF WASHINGTON)

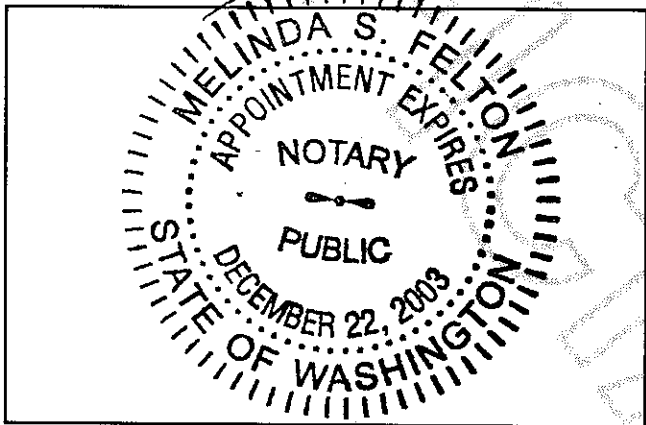
COUNTY OF) ss.

King

I certify that I know or have satisfactory evidence that Tung Bui 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 Executive Director 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:

5/18/00



(Use this space for notary stamp/seal)

Melinda S. Felton

Notary Public

Print Name

Melinda S. Felton

My commission expires

12-22-03

Site Number: 7107.C
Site Name: Gages Slough / Mitzel
Market: Seattle



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Skagit County Auditor

EXHIBIT A
Legal Description

To the Rooftop Site Lease with Option dated 5-18-00, between Dan Mitzel and Patricia Burklund, as Landlord, and VoiceStream PCS III Corporation, as Tenant.

The Property is legally described as follows:

EXHIBIT "A"

Lot 4 of CITY OF BURLINGTON SHORT PLAT NO. 4-94, approved May 16, 1995, and recorded May 24, 1995, in Volume 11 of Short Plats, pages 204 and 205, under Auditor's File No. 9505240069, records of Skagit County, Washington; being a portion of the Northeast Quarter of Section 6, Township 34 North, Range 4 East of the Willamette Meridian;

EXCEPT that portion of said Lot 4 of City of Burlington Short Plat No. 4-94, described as follows:

Beginning at the Northeast corner of said Lot 4;
Thence North 88°59'18" West, along the North line thereof, a distance of 239.06 feet;
Thence South 01°00'42" West, a distance of 27.00 feet;
Thence South 88°59'18" East parallel with the North line of said Lot 4, a distance of 243.63 feet to the West right of way line of Goldenrod Road as shown on said short plat;
Thence North 08°36'09" West along said West line a distance of 27.38 feet, more or less, to the point of beginning;

AND EXCEPT any portion of said Lot 4 of City of Burlington Short Plat No. 4-94, lying Westerly of the following described line:

Commencing at the Northeast corner of said Lot 4;
Thence North 88°59'18" West, along the North line thereof, a distance of 239.06 feet to the true point of beginning;
Thence South 01°00'42" West, a distance of 181.20 feet to the South line of said Lot 4.

Situated in Skagit County, Washington.

- END OF EXHIBIT "A" -

Site Number: 7107.C
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A. , Skagit County Auditor