

Return Address:

VoiceStream PCS III Corporation
3650 - 131st Avenue SE, Suite 200
Bellevue, WA 98006
Attn: PCS Lease Coordinator
Phone: (425) 653-4600
Fax: (425) 653-5050



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, Skagit County Auditor

9/11/2000 Page 1 of 6 11:22:42AM

MEMORANDUM OF LEASE AND OPTION

Grantor: Sea-Land Development Corporation
Grantee: VoiceStream PCS III Corporation

Legal Description:

Section 24, Township 35, Range 4

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

Assessor's Property Tax Parcel Account Number(s): 350424 0 007 0000

SKAGIT COUNTY WASHINGTON
Real Estate Excise Tax

AUG 28 2000

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

Site Number: 7106.A
Site Name: Sealand
Market: Seattle

After recording, please return to:

VoiceStream PCS III Corporation
3650 - 131st Avenue SE, Suite 200
Bellevue, WA 98006
Attn: PCS Lease Coordinator
Phone: (425) 653-4600
Fax: (425) 653-5050

Site Identification: 7106.A
Market: Seattle

Memorandum of Lease and Option
Between Sea-Land Development Corporation ("Landlord")
and VoiceStream PCS III Corporation ("Tenant")

A Site Lease with Option ("Lease") dated as of June 15, 2000 by and between Sea-Land Development Corporation ("Landlord") and VoiceStream PCS III Corporation ("Tenant") was made regarding the following premises:

See attached Exhibit B-1 for the specific location,
which is located on the real property described on the 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 15th day of June, 2000.

LANDLORD:

Sea-Land Development Corporation

By: [Signature]

Its: President

TENANT:

VoiceStream PCS III Corporation

By: [Signature]

Its: Executive Director

Site Number: 7106.A
Site Name: Sealand
Market: Seattle

D-3



200009110046

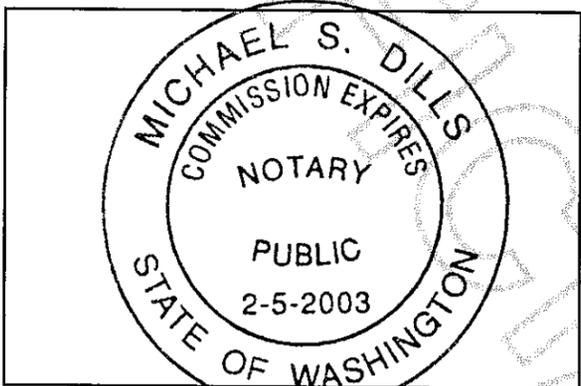
, Skagit County Auditor

9/11/2000 Page 2 of 6 11:22:42AM

STATE OF WASHINGTON)
) ss.
COUNTY OF Snohomish)

I certify that I know or have satisfactory evidence that Mark A. Nysether 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 President of Sea-Land Development Corporation to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated: May 30, 2000



(Use this space for notary stamp/seal)

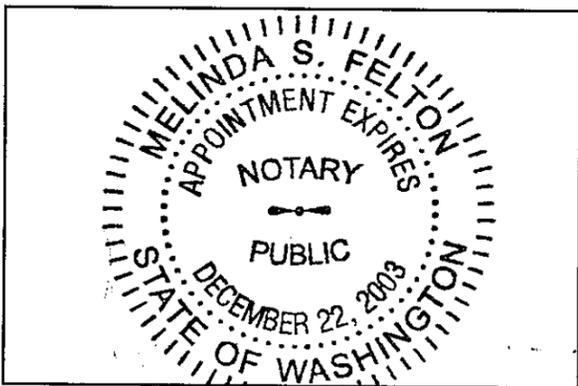
Michael S. Dills

Notary Public
Print Name MICHAEL S. DILLS
My commission expires FEB 5, 2003

STATE OF WASHINGTON)
) ss.
COUNTY OF 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: 6/15/00



(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: 7106.A
Site Name: Sealand
Market: Seattle

D-4



200009110046
Skagit County Auditor

9/11/2000 Page 3 of 6 11:22:42AM

**EXHIBIT A
Legal Description**

To the Memorandum of Lease and Option dated 6/15/00, between Sea-Land Development Corporation, as Landlord, and VoiceStream PCS III Corporation, as Tenant.

The Property is legally described as follows:

Parcel "A":

That portion of Section 24, Township 35 North, Range 4 East, W.M., described as follows:

Beginning at the Southwest corner of Block 11, "WEST ADDITION TO THE TOWN OF WOOLLEY"; thence North 00 degrees 05'44" West along the East line of Borseth Street, a distance of 1,293.38 feet to the true point of beginning; thence continuing North 00 degrees 05'44" West along the East line of Borseth Street, a distance of 145.80 feet to the South line of vacated Waldron Street; thence South 89 degrees 45'19" East along the South line of vacated Waldron Street, a distance of 1,017.72 feet to a point on the West line of the Northern Pacific Railway right of way; thence South 09 degrees 44'28" West along the West line of the Northern Pacific Railway right of way, a distance of 830.91 feet to a point on the centerline of the Old Fairhaven and Southern Railway; thence North 52 degrees 18'38" West along the centerline of the said Fairhaven and Southern Railway right of way, a distance of 1,108.11 feet to the true point of beginning;

EXCEPT that portion lying Southwesterly of the Northeasterly line of the former right of way of the Fairhaven and Southern Railway Company.

Parcel "B":

Vacated Blocks 20 and 21, "WOOLLEY, THE HUB OF SKAGIT COUNTY", according to the plat thereof recorded in Volume 2 of Plats, page 92, records of Skagit County, Washington; and a portion of vacated Block 2 of "WEST ADDITION TO THE TOWN OF WOOLLEY", according to the plat thereof recorded in Volume 2 of Plats, page 89, records of Skagit County, Washington.

TOGETHER WITH certain vacated streets and alleys adjoining and all more particularly described as follows:

Beginning at the intersection of the South line of vacated Waldron Street with the Westerly line of the Sumas Branch, Northern Pacific Railway right of way; thence West along the South line of said vacated Waldron Street to the East line of State Highway No. 17-A (Borseth Street); thence North along the East line of said State Highway to the point of curvature to the right of said highway; thence on a curve to the right

Site Number: 7106.A
Site Name: Sealand
Market: Seattle

D-5



200009110046

, Skagit County Auditor

Northeasterly along the Southeasterly line of said highway to the point where said highway runs East; thence East along the South line of said highway to the Westerly line of the Sumas Branch, Northern Pacific Railway; thence Southerly along said Westerly line to the point of beginning.

Parcel "C":

That portion of the West 1/2 of Section 24, Township 35 North, Range 4 East, W.M., described as follows:

Beginning at the intersection of the North line of the Great Northern Railway right of way and the East line of Borseth Street, as shown on the Plat of "WEST ADDITION TO THE TOWN OF WOOLLEY, SKAGIT COUNTY, WASH.", as per plat recorded in Volume 2 of Plats, page 89, records of Skagit County, Washington; thence North along the East line of Borseth Street to the North line of the former Fairhaven and Southern Railway right of way; thence Southeasterly along the North line of said railway right of way to the intersection with the West line of the Northern Pacific Railway Company's right of way; thence Southerly along the West line of said railroad right of way to the intersection with the North line of the Great Northern Railway Company right of way; thence Southwesterly along the Northerly line of said railroad right of way to the point of beginning; TOGETHER WITH all vacated streets and alleys within the boundaries of said Tract.

EXCEPT the following described tract:

Beginning at a point of intersection of the Westerly boundary line of the Northern Pacific Railway Company's Sumas Branch right of way with the Northerly boundary line of the Great Northern Railway Company's Skagit Branch right of way; thence South 80 degrees 29'22" West along said Northerly boundary line, 77.8 feet; thence Northeasterly on a curve to the left, said curve having a radius of 328.3 feet, a distance of 120 feet, more or less, to a point in said Westerly boundary line, 68.8 feet Northerly measured along said Westerly boundary line from the place of beginning; thence South 9 degrees 44'28" West along said Westerly boundary line, 68.8 feet to the place of beginning.

Site Number: 7106.A
Site Name: Sealand
Market: Seattle

D-6



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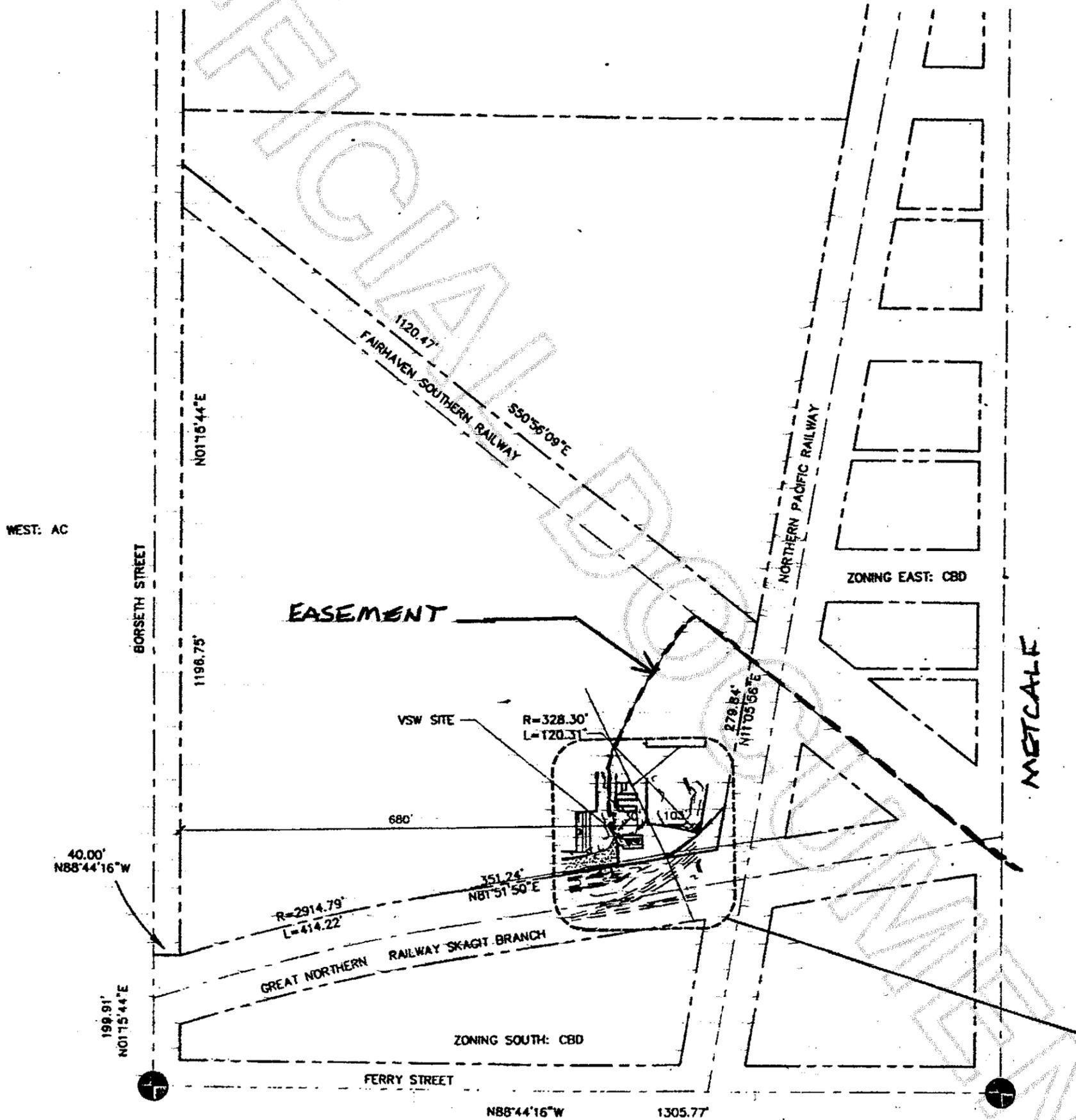
, Skagit County Auditor

9/11/2000 Page 5 of 6 11:22:42AM

EXHIBIT B
Premises Location Within the Property

To the Memorandum of Lease with Option dated 6/15/00, between Sea-Land Development Corporation, as Landlord, and VoiceStream PCS III Corporation, as Tenant.

The location of the Premises within the Property is more particularly described and depicted as follows:



Site Number: 7106.A
 Site Name: Sealand
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B-1



200009110046
 Skagit County Auditor
 9/11/2000 Page 6 of 6 11:22:42AM