

WHEN RECORDED RETURN TO:

ISLAND TITLE COMPANY
PO BOX 670
BURLINGTON WA 98233



200101190064
Skagit County Auditor
1/19/2001 Page 1 of 8 12:42:56PM

Chicago Title Insurance Company

701 5th Avenue - Suite 1700 - Seattle, Washington 98104

DOCUMENT TITLE(s)

1. ASSIGNMENT AND ASSUMPTION OF GROUND LEASE
- 2.
- 3.

B14994 ✓

ISLAND TITLE CO.

REFERENCE NUMBER(s) OF DOCUMENTS ASSIGNED OR RELEASED:

Additional numbers on page _____ of the document

GRANTOR(s):

1. MOTOROLA, INC.
- 2.
- 3.

Additional names on page _____ of the document

GRANTEE(s):

1. PINNACLE TOWERS INC.
- 2.
- 3.

Additional names on page _____ of the document

ABBREVIATED LEGAL DESCRIPTION:

NE NE, Sec. 22, T34N, R5E W.M.

Complete legal description is on page _____ of the document

ASSESSOR'S PROPERTY TAX PARCEL ACCOUNT NUMBER(s):

340522-1-002-0005

(sign only if applicable) I am requesting an emergency nonstandard recording for an additional fee as provided in RCW 36.18.010. I understand that the recording processing requirements may cover up or otherwise obscure some part of the text of the original document.

Signature Kauleen Skelton

This cover sheet is for the County Recorder's indexing purposes only.
The Recorder will rely on the information provided on the form and will not read the document to verify the accuracy or completeness of the indexing information provided herein.

Record and return to:
Lawrence J. Wolk, Esq.
Holland & Knight LLP
2100 Pennsylvania Avenue, Suite 400
Washington, D.C. 20037

Site # 03462A
Location: Cultas Mountain, Washington

ISLAND TITLE CO.
B14994✓

ASSIGNMENT AND ASSUMPTION OF GROUND LEASE

Assigning a Land Lease Agreement dated December 6, 1995, evidenced by a Memorandum of Lease and Consent dated as of January 18, 2001 and recorded January 19, 2000, in Auditor File No 200101190063

Grantor: Motorola, Inc.
Grantee: Pinnacle Towers Inc.
Tax Parcel Number: 340522-1-002-0005

Legal Description (Abbreviated): NE NE 22-34-5
Full legal description is shown on Schedule B (page 7) of this document.

SKAGIT COUNTY WASHINGTON
Real Estate Excise Tax

JAN 19 2001

Amount Paid \$
Skagit Co. Treasurer
By *[Signature]* Deputy



200101190064
Skagit County Auditor

Site # 3462A
Location: Cultas Mountain site - Washington
Skagit County, Washington

ASSIGNMENT AND ASSUMPTION OF GROUND LEASE

THIS ASSIGNMENT AND ASSUMPTION OF GROUND LEASE (this "Assignment") is dated as of this 18th day of Jan, 2001, and effective as of Janu 18, 2001, by **MOTOROLA, INC.**, a Delaware corporation, having an address at 1301 East Algonquin Road, Schaumburg, Illinois 60196 (the "Assignor"), and **PINNACLE TOWERS INC.**, a Delaware corporation, having an address at 1549 Ringling Boulevard, Third Floor, Sarasota, Florida 34236 (the "Assignee").

WITNESSETH:

WHEREAS, Assignee has agreed to purchase and Assignor has agreed to sell pursuant to that certain Agreement for Purchase and Sale of Assets dated as of June 29, 1999 between Assignor, as seller, and Assignee, as purchaser, as amended (the "Purchase Agreement") the assets described therein (the "Assets");

WHEREAS, among the Assets is the lease described on Schedule A attached hereto and incorporated herein (the "Ground Lease");

WHEREAS, the Ground Lease leases the land described in Schedule B attached hereto and incorporated herein (the "Land");

WHEREAS, the communications tower located on the Land and all tangible personal property related to the design, operation and maintenance of the Tower as such term is defined in the Purchase Agreement (collectively the "Tower Assets") are intended to be assigned and conveyed by Assignor to Assignee; and

WHEREAS, in connection with the transfer of the Assets, Assignor desires to assign to Assignee all of Assignor's right, title and interest in and to the Ground Lease, and Assignee desires to assume all of Assignor's right, title and interest in and to the Ground Lease.

NOW, THEREFORE, in consideration of Ten Dollars (\$10.00) paid by Assignee to Assignor, the promises and covenants herein set forth, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Assignor hereby transfers, assigns, conveys and sets over unto Assignee all of Assignor's right, title and interest in and to the Ground Lease and the Tower Assets.
2. Assignee hereby accepts the foregoing assignment of all of Assignor's right, title and interest in the Ground Lease and Tower Assets, agrees to be bound by and subject to all of the terms, covenants and conditions of the Ground Lease as now in effect, and Assignee hereby assumes and agrees to perform all of the Assignor's obligations thereunder arising and accruing from and after the date hereof.
3. This Assignment is being entered into in connection with the Purchase Agreement and is subject to the terms, provisions, covenants and conditions set forth therein.
4. In the event of a conflict between the terms and provisions of this Assignment and any novation, lease assumption or similar agreement required by the landlord under the Ground



Lease, the terms and provisions of this Assignment shall govern and control as between the parties.

5. This Assignment may be made and signed in separate counterparts, and when signed by both parties the counterparts shall together constitute one instrument.

TO HAVE AND TO HOLD the same unto Assignee, its successors and assigns, forever.

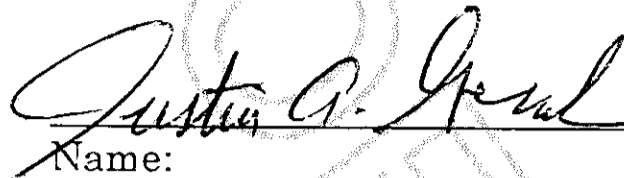
THE REMAINDER OF THIS PAGE HAS INTENTIONALLY BEEN LEFT BLANK




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IN WITNESS WHEREOF, the parties have executed this instrument as of the day and year first above written.

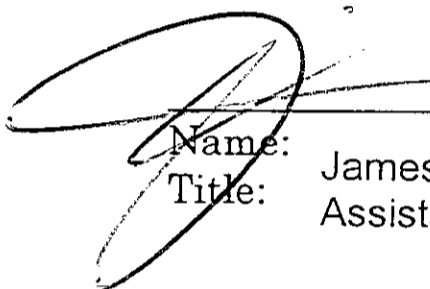
ATTEST:


Name: Justin A. Gerak
Title: Assistant Secretary


MOTOROLA, INC., a Delaware corporation

By: 
Name: Bob Kell
Title: Corporate Vice President

ATTEST:


Name: James K. Bokish
Title: Assistant Secretary

PINNACLE TOWERS INC.,
a Delaware corporation

By: 
Name: Steven R. Day
Title: Vice President



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STATE OF New York)
County of New York) SS.

I certify that I know or have satisfactory evidence that Bob Kell and Justin A. Gerak are the persons who appeared before me, and said persons acknowledged that they signed this instrument on oath stated that they are authorized to execute the instrument and acknowledged it as the Corporate V.P. and Asst. Secy of Motorola, Inc. to be the free and voluntary act of such party for the uses and purposes mentioned in this instrument.

DATED: August 31, 1999

Linda M. Wilkens
Name (typed or printed): LINDA M. WILKENS
NOTARY PUBLIC in and for the State of New York
Residing at Queens, New York
My appointment expires Sept 30, 2000

LINDA M. WILKENS
Notary Public, State of New York
No. 41-9672455
Qualified in Queens County
Cert. Filed in New York County
Term Expires Sept. 30, 2000

STATE OF New York)
County of New York) SS.

I certify that I know or have satisfactory evidence that Steven R. Nay and James R. Bobick are the persons who appeared before me, and said persons acknowledged that they signed this instrument on oath stated that they are authorized to execute the instrument and acknowledged it as the Vice President and Asst Secretary of Pinnacle Towers Inc. to be the free and voluntary act of such party for the uses and purposes mentioned in this instrument.

DATED: 8/30/99

Carmela Graziano
Name (typed or printed): Carmela Graziano
NOTARY PUBLIC in and for the State of NY
Residing at New York
My appointment expires 8/31/99

CARMELA GRAZIANO
5 Notary Public, State of New York
No. 24-5551170
Qualified in Kings County, New York County
Certificate Filed in New York County
Commission Expires 8/31/00



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Skagit County Auditor

**SCHEDULE A
GROUND LEASE**

Land Lease Agreement by and between Longview Fibre Company, as Landlord, and Motorola, Inc., as Tenant, dated December 6, 1995, and pertaining to the Land described in Schedule B attached hereto.



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SCHEDULE **B**

A Tract of land located in the Northeast Quarter of Section 22, Township 34 North, Range 5 East, W.M., Skagit County, Washington, described more particularly as follows:

Commencing at the East $\frac{1}{4}$ corner of said Section 22;

THENCE North 42 degrees 29 minutes 39 seconds West for a distance of 3887.95 feet to the North $\frac{1}{4}$ corner of said Section 22;

THENCE South 56 degrees 11 minutes 09 seconds East for a distance of 2196.06 feet to the True Point of Beginning for this legal description;

THENCE South 49 degrees 06 minutes 50 seconds East for a distance of 156.31 feet;

THENCE South 70 degrees 00 minutes 54 seconds West for a distance of 157.93 feet;

THENCE North 10 degrees 57 minutes 11 seconds East for a distance of 159.19 feet to the True Point of Beginning.

Together with and subject to covenants, easements, and restrictions of record.

Said property contains 0.248 acres more or less.



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, Skagit County Auditor

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Site 3462A
Skagit County, WA