

RECORDING REQUESTED BY, AND
WHEN RECORDED, RETURN TO:

CINGULAR WIRELESS LLC
2445 - 140th Ave. NE, Suite 202
Bellevue, WA 98005


200305210108
Skagit County Auditor
5/21/2003 Page 1 of 5 11:02AM

MEMORANDUM OF AGREEMENT

Grantor: GALT & ASSOCIATES, LLC, a Nevada limited liability company
Grantee: CINGULAR WIRELESS LLC, a Delaware limited liability company, on
behalf of Pacific Bell Wireless Northwest, LLC, a Delaware limited liability
company, d/b/a Cingular Wireless
Legal Description: Ptn BIK 16, Ball & Ledger's 1st Add. (abbreviated legal)
Official legal description attached as Exhibit A
Assessor's Tax Parcel ID No.: 3702-016-010-0009
Site Name & ID No.: Conway (WA-807-03)

This Memorandum of Agreement is entered into on the 4 day of June, 2002, by and
between CINGULAR WIRELESS LLC, a Delaware limited liability company, on behalf of Pacific Bell Wireless
Northwest, LLC, a Delaware limited liability company, d/b/a Cingular Wireless, whose address is 2445 140th Ave.
NE, Suite 202, Bellevue, WA 98005 (hereinafter referred to as "Subtenant"), and Galt & Associates, LLC, a Nevada
limited liability company, whose address is 4742 42nd Avenue SW, #7, Seattle, WA 98116 (hereinafter referred to
as "Sublessor").

RECITALS

WHEREAS, Sublessor and Subtenant have executed that certain Communication Site Sublease Agreement
("Agreement") dated as of 4 June, 2002, covering certain premises ("Premises")
situated on certain real property located in the City of Mt. Vernon, County of Skagit, State of Washington, and more
particularly described in Exhibit A attached hereto and incorporated herein by this reference; and

WHEREAS, Sublessor and Subtenant desire to record notice of the Sublease in the Official Records of
Skagit County, Washington;

NOW, THEREFORE, in consideration of the foregoing, Sublessor and Subtenant hereby declare as
follows:

1. **Demise**. Sublessor has Subleased Premises to Sublessor (together with access rights), and
Subtenant has hired the Premises from Sublessor, subject to the terms, covenants and conditions contained in the
Agreement for the purpose of installing, operating and maintaining a radio communications facility and other
improvements. All of the foregoing are set forth in the Agreement.



2. **Expiration Date.** The term of the Agreement is scheduled to commence with the issuance of a local building permit and shall expire five (5) years thereafter, subject to Subtenant's option to extend the term for five (5) additional terms of five (5) successive years each.

3. **Sublease Controlling.** This Memorandum is solely for the purpose of giving constructive notice of the Agreement. In the event of conflict between the terms of the Agreement and this Memorandum, the terms of the Agreement shall control.

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

SUBLESSOR: GALT & ASSOCIATES, LLC,
a Nevada limited liability company

SUBTENANT: CINGULAR WIRELESS LLC,
a Delaware limited liability company, on behalf of
Pacific Bell Wireless Northwest, LLC, a Delaware
limited liability company, d/b/a CINGULAR
WIRELESS

By: *Ken Pipkin*

By: *E. Donald MacLeod*

Name: Ken Pipkin
Title: Managing Member

Name: E. Donald MacLeod
Title: Seattle Network Director

Date: 5-15-02

Date: 5-15-02



200305210108

Skagit County Auditor

5/21/2003 Page

2 of

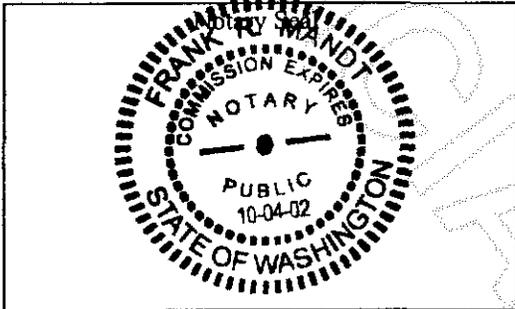
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SUBLESSOR - REPRESENTATIVE CAPACITY:

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

I certify that I know or have satisfactory evidence that KEN PIPELIN is the person who appeared before me, and said person acknowledged that said person signed this instrument, on oath stated that said person was authorized to execute the instrument and acknowledged it as a managing Member of Galt & Associates, LLC, a Nevada Limited Liability Company, to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

DATED: 5-15-02



Frank R. Mandt
(Signature of Notary)
FRANK R. MANDT
(Legibly Print or Stamp Name of Notary)
Notary Public in and for the State of Washington
My appointment expires: 10-4-02



200305210108

Skagit County Auditor

5/21/2003 Page 3 of 5 11:02AM

MS

EXHIBIT A
LEGAL DESCRIPTION

Site Name: Conway

Site I.D.: WA-807-03

Site situated in the County of Skagit, State of Washington commonly described as follows:

Legal Description:

PARCEL A

Lots 6, 7 & 8, Block 16, "BALL & LEDGER'S FIRST ADDITION TO MT. VERNON", according to the plat thereof recorded in Volume 1 of Plats, page 1, records of Skagit County, Washington; EXCEPT the South 10 feet of said Lot 6;

TOGETHER WITH the vacated East 12 1/2 feet of Third Street adjoining said property on the West; EXCEPT that portion condemned for State Highway No. 1 by Decree entered on July 2, 1954, in Superior Court for Skagit County Cause No. 22697, records of Skagit County, Washington.

PARCEL B

That portion of Block 16, "BALL & LEDGER'S FIRST ADDITION TO MT. VERNON", according to the Plat thereof recorded in Volume 1 of Plats, page 1, records of Skagit County, Washington, described as follows:

Beginning at the Northeast corner of said Block 16; thence South along the East line of said Block 16, 60 feet; thence West 162.5 feet to the East line of Third Street, as established in the City of Mt. Vernon; thence North along the East line of Third Street, 60 feet to the South line of Fulton Street; thence East along the South line of Fulton Street 162.5 feet to the Point of Beginning; (Also sometimes being known as Lots 9 and 10, Block 16, "Ball & Ledger's First Addition to Mt. Vernon", and that portion of the vacated East 12.5 feet of Third Street adjoining said lot);

EXCEPT that portion thereof conveyed to the State of Washington for highway purposes by deed recorded May 29, 1954, under Auditor's File No. 502169, records of Skagit County, Washington.



200305210108

Skagit County Auditor

5/21/2003 Page 5 of 5 11:02AM

Sublessor's Initials: WJS

Subtenant's Initials: _____