

**Return Address:**  
**OLD REPUBLIC TITLE**  
**530 South Main Street**  
**Suite 1031**  
**Akron, OH 44311**



201312060106

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\$79.00

8 11:51AM

**Order # 01-13054357-01R**

Please print or type information **WASHINGTON STATE RECORDER'S Cover Sheet** (RCW 65.04)

**Document Title(s)** (or transactions contained therein): (all areas applicable to your document must be filled in)

MEMORANDUM OF MASTER PREPAID LEASE AND MANAGEMENT AGREEMENT

**Reference Number(s) of Documents assigned or released:**

Additional reference #'s on page \_\_\_\_\_ of document

**Grantor(s)** (Last name, first name, initials)

T-MOBILE WEST TOWER LLC

**Grantee(s)** (Last name first, then first name and initials)

CCTMO LLC

**Legal description** (abbreviated: i.e. lot, block, plat or section, township, range)

NE 1/4 OF SE 1/4, 4-35-3 E W.M.

**Assessor's Property Tax Parcel/Account Number** ☐ Assessor Tax # not yet assigned

P33801

The Auditor/Recorder will rely on the information provided on the form. The staff will not read the document to verify the accuracy or completeness of the indexing information provided herein.

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 of Requesting Party

**MEMORANDUM OF MASTER PREPAID LEASE  
AND MANAGEMENT AGREEMENT**

**THIS MEMORANDUM OF MASTER PREPAID LEASE AND MANAGEMENT AGREEMENT** (this "Memorandum") is made this 2 day of August, 2013, by and between **T-MOBILE WEST TOWER LLC**, a Delaware limited liability company ("T-Mobile Lessor"), having a mailing address of 12920 S.E. 38th Street, Bellevue, Washington 98006, and **CCTMO LLC**, a Delaware limited liability company ("Crown"), having a mailing address of 2000 Corporate Drive, Canonsburg, Pennsylvania 15317.

1. Marilyn E. Carlson, Trustee, Joel W. Carson Exemption Equivalent Trust U/W ("Lessor") and Voicestream PCS III Corporation ("Original T-Mobile Tenant") entered into that certain Site Lease with Option dated June 18, 2003, a memorandum of which is attached hereto as **Exhibit B** for certain real property as described on **Exhibit A** attached hereto and incorporated herein by reference (the "Leased Premises"), and Lessor and Original T-Mobile Tenant are parties to that certain Access and Utility Easement dated June 18, 2003 and recorded in the Official Records of Skagit County, Washington as Instrument No. 200306180110 for certain real property related to the Leased Premises and more particularly described therein (the "Easement Areas," and together with the Leased Premises, the "Land").

2. T-Mobile Lessor and Crown are parties to (a) a Master Prepaid Lease (the "MPL") and (b) a Management Agreement (the "MA"), each with an effective date of November 30, 2012, pursuant to which T-Mobile Lessor (as successor to Original T-Mobile Tenant) has granted to Crown and Crown has accepted, either (y) a leasehold or sub-leasehold interest in the Land, together with the telecommunications tower located thereon, and such other improvements as more fully set forth in the MPL or the MA, as applicable (collectively, the "Site"), or (z) an exclusive right to operate, manage and administer the Site, in either case, subject to the terms, conditions and reservations in the MPL or the MA, as applicable.

3. The MPL and the MA each have a term that commenced on November 30, 2012 and shall terminate or expire, with respect to the Site, on the Site Expiration Date or Technical Closing Date, as applicable, and as determined in accordance with the MPL and the MA, but in no event later than December 31, 2049.

4. Crown has an option to purchase T-Mobile Lessor's right, title and interest in the Site in accordance with Section 20 of the MPL.

5. Unless otherwise defined herein, capitalized terms shall have the meaning set forth in the MPL. The MPL and the MA and any and all amendments thereto contain terms and conditions in addition to those set forth in this Memorandum. This Memorandum is not intended to amend or modify the terms and conditions of the MPL or the MA or of any amendments thereto. The parties agree that the terms and conditions of the MPL and the MA, as applicable, shall govern the relationship of the parties under this Memorandum and the MPL and the MA are



each incorporated herein by reference. In the event of a conflict or inconsistency between the terms of the MPL or the MA and this Memorandum, the applicable terms of the MPL and the MA shall govern and control.

6. This Memorandum shall not be amended, supplemented or modified in any respect, except pursuant to written agreement duly executed by the parties; provided, however, if the term of both the MPL and MA shall terminate or expire with respect to the Site, the parties shall execute and file a revocation of or amendment to this Memorandum to evidence such termination or expiration. If either party fails to timely execute a revocation of or amendment to this Memorandum promptly after the expiration or termination of both the MPL and MA, then the other party shall have the right to execute such revocation or amendment as attorney in fact for such failing party.

*[Remainder of page intentionally left blank. Signature and acknowledgments to follow.]*



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IN WITNESS WHEREOF, the parties hereto have set their hands and seals as of the date first above written.

**T-MOBILE TENANT:**

**T-MOBILE WEST TOWER LLC,**  
a Delaware limited liability company

By: **CCTMO LLC,**  
a Delaware limited liability company  
Its: Attorney in Fact

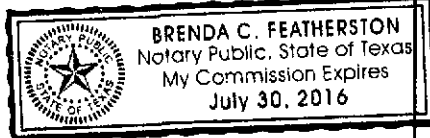
By: *Lisa A. Sedgwick*  
Name: Lisa A. Sedgwick  
Its: RET Manager

STATE OF Texas )  
COUNTY OF Harris )SS

I certify that I know or have satisfactory evidence that Lisa A. Sedgwick, 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 the RET Manager of CCTMO LLC, a Delaware limited liability company, as Attorney-in-Fact for T-MOBILE WEST TOWER LLC to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

DATED: August 2, 2013

Notary Seal



*Brenda C. Featherston*  
(Signature of Notary)

Brenda C. Featherston  
(Legibly Print or Stamp Name of Notary)  
Notary Public in and for the State of Texas  
Serial Number, if any: \_\_\_\_\_



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**CROWN:**

**CCTMO LLC,**  
a Delaware limited liability company

By: *Lisa A. Sedgwick*  
Name: Lisa A. Sedgwick  
Its: RET Manager

STATE OF Texas )  
COUNTY OF Harris )SS

I certify that I know or have satisfactory evidence that Lisa A. Sedgwick, 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 the RET Manager of CCTMO LLC, a Delaware limited liability company, to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

DATED: August 2, 2013

Notary Seal



*Brenda C. Featherston*  
(Signature of Notary)

Brenda C. Featherston  
(Legibly Print or Stamp Name of Notary)  
Notary Public in and for the State of Texas  
Serial Number, if any: \_\_\_\_\_



201312060106

## **EXHIBIT "A"**

A portion of the following described real property, together with easements for ingress, egress and utilities thereto:

**The Northeast ¼ of the Southeast ¼, Section 4, Township 35 North, Range 3 East, W.M.,**

**EXCEPT the right-of-way for Drainage District No. 16 as condemned in Skagit County Superior Court Cause No. 4744.**

**Situate in the County of Skagit, State of Washington.**



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EXHIBIT "B"

Memorandum of Lease

Assessor's Parcel Number: 350304-4-001-0003 P33801

Between Marilyn E. Carlson, Trustee, Joel W. Carlson Exemption Equivalent Trust U/W ("Landlord")  
and Voicestream PCS III Corporation, a Delaware corporation ("Tenant")

A Site Lease with Option (the "Lease") by and between Marilyn E. Carlson, Trustee, Joel W. Carlson Exemption Equivalent Trust U/W ("Landlord") and Voicestream PCS III Corporation, a Delaware corporation ("Tenant") was made regarding a portion of following the property:

Abbreviated Legal Description: Section 4, Township 35, Range 3, Ptn. NE-SE

See Attached Exhibit "A" For complete legal description incorporated herein for all purposes.

The Option is for a term of twelve (12) months after the Effective Date of the Lease (as defined under the Lease), with up to one additional twelve (12) month renewal ("Optional Period").

The Lease is for a term of five (5) years and will commence on the date as set forth in the Lease (the "Commencement Date"). Tenant shall have the right to extend this Lease for three (3) additional five-year terms.

IN WITNESS WHEREOF, the parties hereto have respectively executed this memorandum effective as of the date of the last party to sign.

LANDLORD: Marilyn E. Carlson, Trustee, Joel W. Carlson Exemption Equivalent Trust U/W

By: M Marilyn E. Carlson, Trustee  
Printed Name: MARILYN E. CARLSON  
Its: Trustee  
Date: 6/17/03

TENANT: Voicestream PCS III Corporation, Delaware corporation

By: Tung Bui  
Printed Name: Bryon Gunnerson **Executive Director**  
Its: Vice President, Western Region  
Date: 6/18/03



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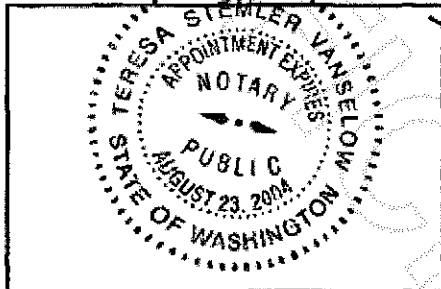
STATE OF WASHINGTON )

COUNTY OF Skagit )

) ss.

I certify that I know or have satisfactory evidence that Marilyn Carlson 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: 6/17/03



(Use this space for notary stamp/seal)

Teresa Stemler Vanselow  
Notary Public

Print Name

My commission expires

TERESA Stemler Vanselow  
8/23/04

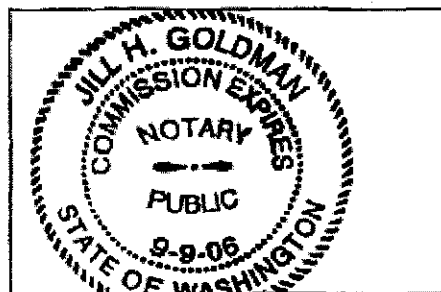
STATE OF WASHINGTON )

COUNTY OF King )

) ss.

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: 6/18/03



(Use this space for notary stamp/seal)

Jill H. Goldman  
Notary Public

Print Name

My commission expires

Jill H. Goldman  
9/9/06



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