

Recording Requested by and Return to:
Crown Castle
8020 Katy Freeway, Suite 900
Houston, Texas 77024
Attention: CCRE Department

Cross Reference to:
Deed _____, Page _____
Walton County, Georgia Records

STATE OF GEORGIA)

COUNTY OF WALTON)

**AGREEMENT AND MEMORANDUM OF
FIRSTAMENDMENT TO SITE LEASE WITH OPTION**

THIS AGREEMENT AND MEMORANDUM OF First AMENDMENT TO SITE LEASE WITH OPTION (“Memorandum”) is entered into as of the last date of execution set forth below, by and between **WALTON INDUSTRIAL BUILDING AUTHORITY**, a public body corporate and politic of the State of Georgia, successor in interest to Walton County, Georgia, having a mailing address of 303 S Hammond Drive, Ste. 330, Board of Commissioners, Monroe, GA 30655-2904 (the “**Landlord**”), and **T-MOBILE USA TOWER LLC**, a Delaware limited liability company, successor in interest to Powertel/Atlanta, Inc., having a mailing address of 12920 SE 38th Street, Bellevue, WA 98006, Attn: Lease Compliance (“**Tenant**”).

W I T N E S S E T H:

WHEREAS, Walton County, Georgia and Powertel/Atlanta, Inc. entered into that Site Lease with Option dated September 2, 2003 (the “**Lease**”), covering certain real property together with an easement for ingress and egress thereto described in Exhibit “A” attached hereto (the “**Premises**”); and

WHEREAS, the Lease has an original term (including all extension terms) that will terminate on November 20, 2033 (the “**Original Term**”); and

WHEREAS, effective as of the date of this Memorandum, Landlord and Tenant have amended the Lease pursuant to that certain First Amendment to Site Lease with Option dated as of the date hereof (the “**Amendment**”) and desire to acknowledge, confirm and make record of the Amendment.

NOW, THEREFORE, Landlord and Tenant hereby acknowledge and agree that the following accurately represents the Lease, as amended by the Amendment:

**MEMORANDUM OF FIRST AMENDMENT TO
SITE LEASE WITH OPTION**

Landlord: Walton Industrial Building Authority, a public body corporate and politic of the State of Georgia, with a mailing address of 303 S Hammond Drive, Ste. 330, Board of Commissioners, Monroe, GA 30655-2904.

Tenant: T-Mobile USA Tower LLC, a Delaware limited liability company, having a mailing address of 12920 SE 38th Street, Bellevue, WA 98006, Attn: Lease Compliance.

Premises: The real property leased by Landlord to Tenant together with an easement for ingress and egress thereto is described in Exhibit "A," attached to this Memorandum and incorporated herein by this reference.

Initial Lease Term: For a term of five (5) years, beginning on November 21, 2003.

Expiration Date: The first three (3) extensions having been exercised, if not otherwise extended or renewed, the Lease shall expire on November 20, 2023.

Right to Extend or Renew: Tenant has two (2) remaining options to extend the Lease for a period of five (5) years each on the terms and conditions set forth in the Lease, as amended. If Tenant exercises all extensions/renewals, the final expiration of the Lease will occur on November 20, 2023.

Option to Purchase: No.

Right of First Refusal: No.

All of the terms, provisions, covenants and agreements contained in the Lease, as amended by the Amendment, are hereby incorporated herein by reference in the same manner and to the same extent as if all such terms, provisions, covenants and agreements were fully set forth herein. Landlord and Tenant ratify, confirm and adopt the Lease, as amended by the Amendment, as of the date hereof and acknowledge that there are no defaults under the Lease or events or circumstances which, with the giving of notice or passage of time or both, would ripen into events of default. Except as otherwise expressly amended herein, all the terms and

conditions of the Lease shall remain and continue in full force and effect. This Memorandum will be recorded in the applicable land records and is intended to provide notice to third parties of the Lease and any and all amendments thereto. The Lease 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 Lease or of any amendments thereto. To the extent that the terms and conditions of this Memorandum differ from the terms and conditions of the Lease and/or any amendments thereto, the terms and conditions of the Lease and/or any amendments thereto shall govern and prevail. Capitalized terms not otherwise defined herein shall have the meaning defined in the Lease and/or any amendments thereto. This Memorandum may be executed in two (2) or more counterparts and by facsimile, each of which shall be deemed an original, but all of which together shall constitute but one and the same instrument.

[Signatures appear on the following pages]

IN WITNESS WHEREOF, the parties have executed this Agreement and Memorandum of First Amendment to Site Lease with Option on the day and year first written above.

Signed, Sealed and
Delivered in the Presence of:

Unofficial Witness

Notary Public

MY COMMISSION EXPIRES:

LANDLORD:

**WALTON INDUSTRIAL BUILDING
AUTHORITY,**
a public body corporate and politic of the
State of Georgia

By: _____
Name: _____
Its: _____
Date: _____

Signed, Sealed and
Delivered in the Presence of:

Unofficial Witness

Notary Public

TENANT:

T-MOBILE USA TOWER LLC,
a Delaware limited liability company

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

By: _____ (SEAL)
Name: _____
Its: _____

EXHIBIT "A"

ALL THAT TRACT OR PARCEL OF LAND LYING AND BEING IN LAND LOT 241 OF THE 4TH DISTRICT, BUNCOMBE G.M.D. 417, WALTON COUNTY, GEORGIA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT AN 1/2" REBAR FOUND AT THE NORTH CORNER OF THE PARENT PARCEL; THENCE PROCEED ALONG THE SOUTHEASTERLY RIGHT-OF-WAY LINE OF GUTHRIE ROAD S29°46'02"W FOR A DISTANCE OF 409.13 FEET; THENCE S60°13'58"E FOR A DISTANCE OF 10.86 FEET TO THE POINT OF BEGINNING;

THENCE, N46°14'46"E FOR A DISTANCE OF 60.00 FEET;
THENCE, S43°45'14"E FOR A DISTANCE OF 60.00 FEET;
THENCE, S46°14'46"W FOR A DISTANCE OF 60.00 FEET;
THENCE N43°45'14"W FOR A DISTANCE OF 60.00 FEET TO THE POINT OF BEGINNING.

SAID TRACT CONTAINS 3,600 SQUARE FEET OR 0.083 ACRES, MORE OR LESS.

**Together with:
ACCESS & UTILITY EASEMENT:**

ALL THAT TRACT OR PARCEL OF LAND LYING AND BEING IN LAND LOT 241 OF THE 4TH DISTRICT, BUNCOMBE G.M.D. 417, WALTON COUNTY, GEORGIA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT AN 1/2" REBAR FOUND AT THE NORTH CORNER OF THE PARENT PARCEL; THENCE PROCEED ALONG THE SOUTHEASTERLY RIGHT-OF-WAY LINE OF GUTHRIE ROAD S29°46'02"W FOR A DISTANCE OF 291.44 FEET TO THE POINT OF BEGINNING;

THENCE, S39°51'01"E FOR A DISTANCE OF 86.48 FEET;
THENCE, S46°14'46"W FOR A DISTANCE OF 43.89 FEET;
THENCE, N43°45'14"W FOR A DISTANCE OF 20.00 FEET;
THENCE, N46°14'46"E FOR A DISTANCE OF 25.21 FEET;
THENCE, N39°51'01"W FOR A DISTANCE OF 60.37 FEET TO THE SOUTHEASTERLY RIGHT-OF-WAY LINE OF GUTHRIE ROAD;
THENCE N29°46'02"E ALONG THE SAID RIGHT-OF-WAY LINE FOR A DISTANCE OF 21.34 FEET TO THE POINT OF BEGINNING.

SAID TRACT CONTAINS 2,160 SQUARE FEET OR 0.050 ACRES, MORE OR LESS.

As shown on the following pages:

PROPERTY INFORMATION

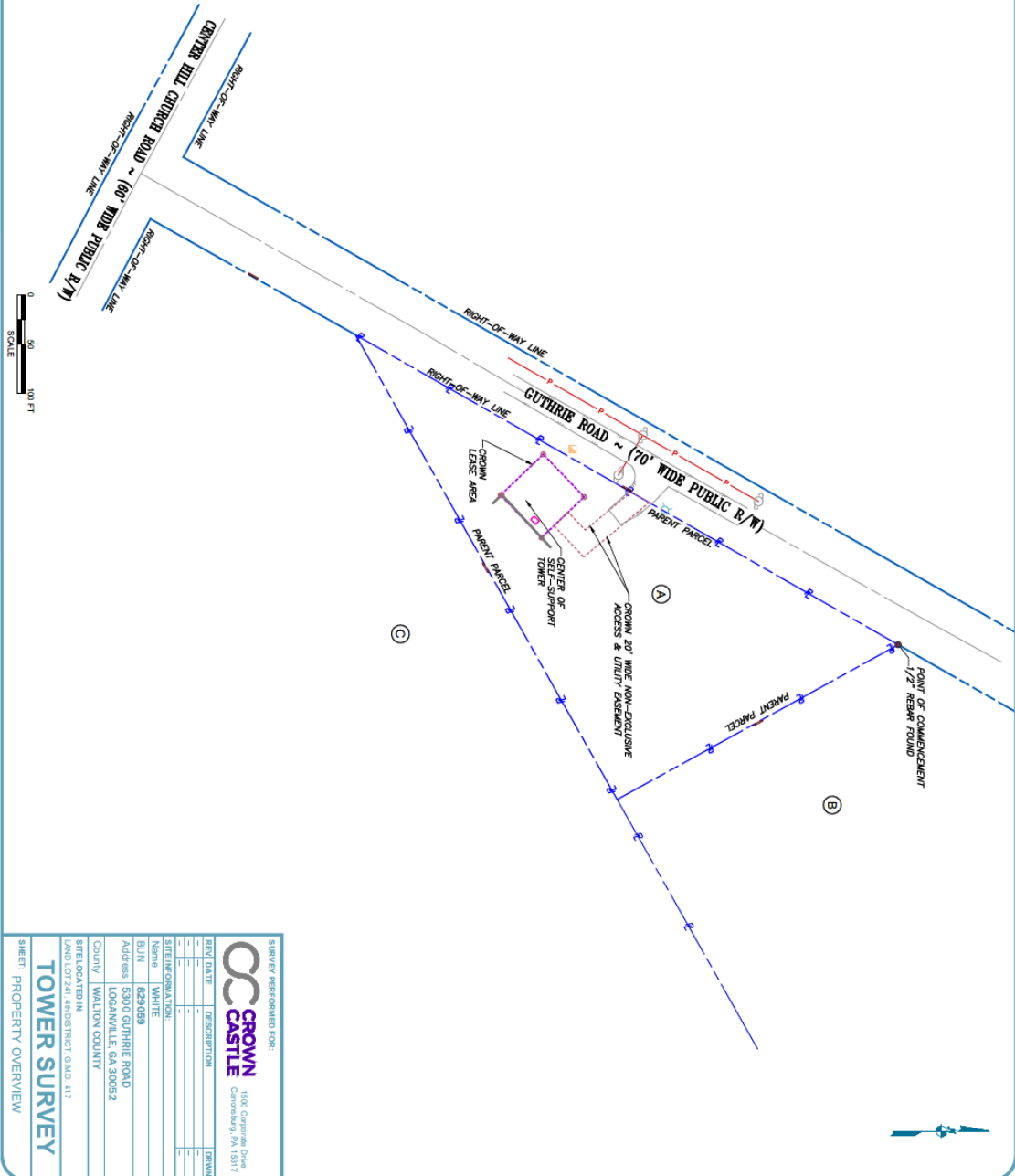
PARENT PARCEL

WALTON INDUSTRIAL BUILDING AUTHORITY
 DEED BOOK 228, PAGE 391
 PLAT BOOK 43, PAGE 69
 ADDRESS:
 5300 GUTHRIE ROAD
 LOOKANVILLE, GA 30092

ADJACENT PARCELS

(A) HAMBERTO A. GIZMAN &
 JOYCE A. GIZMAN
 JEFFREY LAMONT GUTHRIE
 APN: 0289022
 (B)
 (C)

AREA SUMMARY			
AREA	SQ. FT.	ACRES	
PARENT PARCEL	88,445	2.035	
CROWN LEASE AREA	3,600	0.083	
CROWN 20' WIDE NON-EXCLUSIVE ACCESS & UTILITY EASEMENT	2,190	0.050	

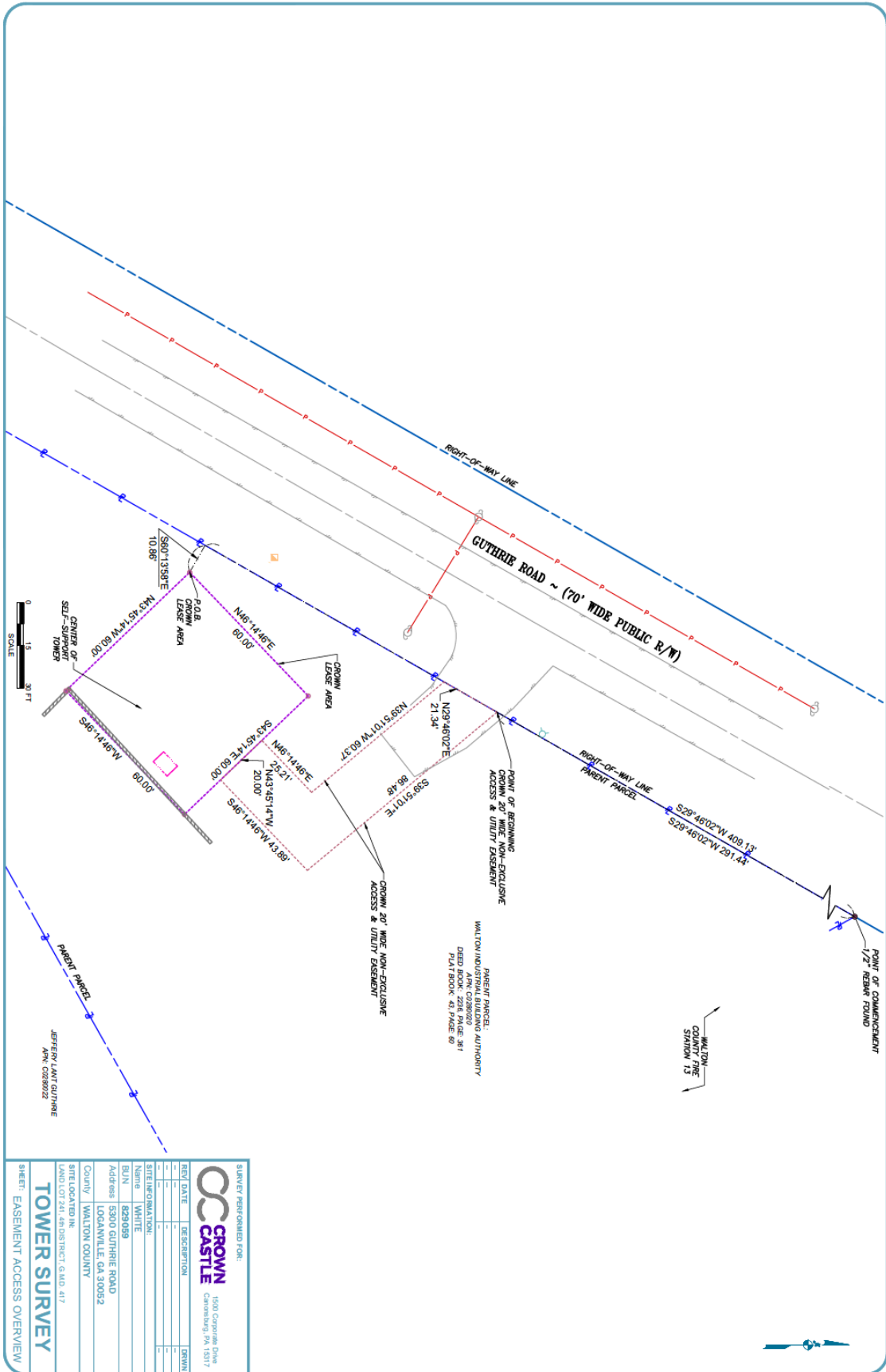


SURVEY PERFORMED FOR:
CROWN CASTLE
 1430 Corporate Plaza
 Columbus, GA 31917

REV	DATE	DESCRIPTION	BY
-	-	-	SRWIN

SITE INFORMATION:
 Name: WHITE
 BU#: 829059
 Address: 5300 GUTHRIE ROAD
 LOOKANVILLE, GA 30092
 County: WALTON COUNTY
 SITE LOCATED IN:
 LAND LOT 241, 4th DISTRICT, Q.M.D. 417

TOWER SURVEY
 SHEET: PROPERTY OVERVIEW



STUDY PERFORMED FOR:

CROWN CASTLE
 1400 Corporate Drive
 Chesapeake, VA 23017

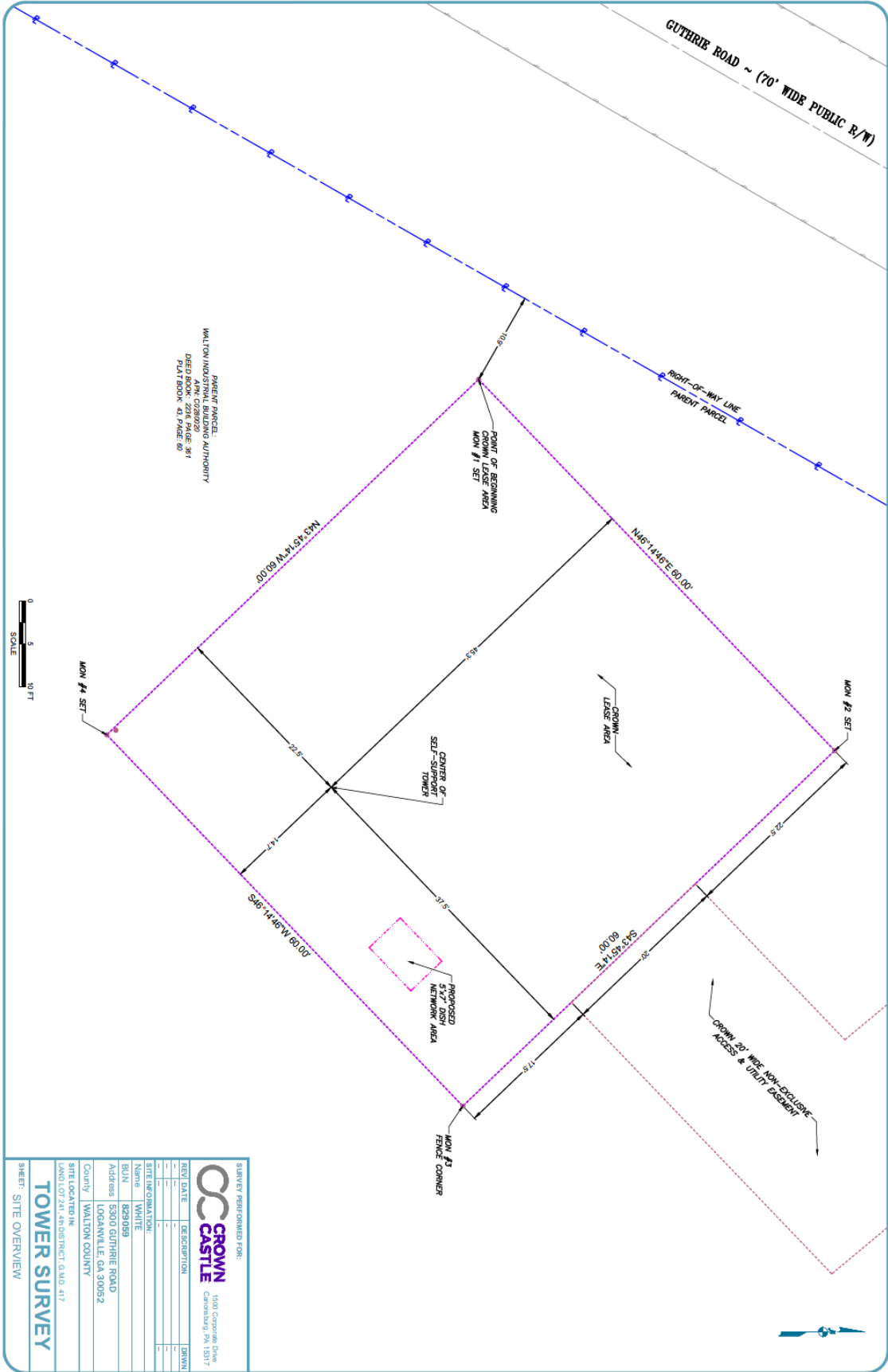
REV. DATE	DESCRIPTION	BY
-	-	-
-	-	-
-	-	-

SITE INFORMATION:

Name: WHITE
 BUN: 829059
 Address: 5300 GUTHRIE ROAD
 LOGANVILLE, GA 30052
 County: WALTON COUNTY

SITE LOCATED IN:
 LAND LOT 241, 4th DISTRICT, G.M.D. 417

TOWER SURVEY
 SHEET: EASEMENT ACCESS OVERVIEW



PARENT PARCEL:
 WALTON INDUSTRIAL BUILDING AUTHORITY
 APN: C082029
 DEED BOOK: 2241 PAGE: 301
 PLAT BOOK: 517 PAGE: 29



SURVEY PERFORMED FOR:

CROWN CASTLE 1420 Corporate Park
 Caryville, TN 37037

REV	DATE	DESCRIPTION	BY
1			SRWIN

SITE INFORMATION:

NAME: WHITE

BU# : 829059

Address: 5300 GUTHRIE ROAD

LODANVILLE, GA 30092

County: WALTON COUNTY

SITE LOCATED IN:
 LAND LOT 241, 4th DISTRICT, Q.M.D. 417

TOWER SURVEY

SHEET: SITE OVERVIEW