

APN: 137-35-501-004

PREPARED BY:

Md7, LLC

WHEN RECORDED RETURN TO:

Michael Fraunces, President
10590 West Ocean Air Drive, Suite 300
San Diego, CA 92130

SPACE ABOVE FOR RECORDER'S USE

MEMORANDUM OF AGREEMENT

THIS MEMORANDUM OF AGREEMENT ("Memorandum of Agreement") is entered into effective as of JUNE 15, 2011, by and between the City of Las Vegas, a municipal corporation of the State of Nevada ("**CLV**"), whose mailing address for notices is Attn: Real Estate, 333 North Rancho Drive 8th Floor, Las Vegas, Nevada 89106, and T-Mobile West Corporation, a Delaware corporation, as successor in interest to Omnipoint Communications, Inc., a Delaware corporation, a subsidiary of T-Mobile USA, Inc. ("**T-Mobile**"), whose mailing address for notices is Attn: Lease Administrator and Legal Department, 2625 South Plaza Drive, Suite 400, Tempe, AZ 85282; with a copy to Attn: Lease Administrator and Attn: Legal Department, T-Mobile USA, Inc., 12920 South East 38th Street, Bellevue, WA 98006.

Whereas, CLV and T-Mobile are parties to that certain License Agreement/Cell Tower Pavilion Center dated January 4, 2007 (the "**Agreement**"), whereby CLV has leased and hereby leases to T-Mobile and T-Mobile has leased from CLV certain premises described therein, together with all other space and access and utility easements utilized by T-Mobile pursuant to the provisions of the Agreement (collectively the "**Premises**"), that are a portion of that certain real property located at 101 South Pavilion Center Drive, Las Vegas, NV 89144 ("**Property**") described on **Exhibit "A"** attached hereto and incorporated herein; and

Whereas, CLV and T-Mobile desire and hereby enter into this Memorandum of Agreement to provide constructive notice of the existence of the Agreement.

1. The Agreement commenced on May 1, 2007, and expires April 30, 2012, subject to the provisions of the Agreement.

2. T-Mobile has three (3) consecutive options to extend or renew the term of the Agreement, each for a period of five (5) years.

3. This Memorandum of Agreement is not intended to amend or modify, and shall not be deemed or construed as amending or modifying, any of the terms, conditions or provisions of the Agreement, all of which are hereby ratified and affirmed.

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Agreement effective as of the date first written above.

"CLV"

CITY OF LAS VEGAS



OSCAR B. GOODMAN, MAYOR

ATTEST:



BEVERLY K. BRIDGES, CITY CLERK

APPROVED AS TO FORM:

By:  _____

John S. Ridilla
Deputy City Attorney

"T-MOBILE":

T-Mobile West Corporation,
a Delaware corporation

By:  _____

Print Name: Allan Tantillo

Title: Director – Tower Asset Management

Date: APR 26 2011

CLV ACKNOWLEDGMENT

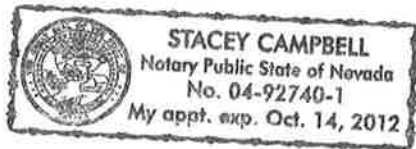
STATE OF NEVADA

COUNTY OF CLARK

This instrument was acknowledged before me on JUNE 16, 2011, by
OSCAR B. GOODMAN, Mayor.

(Notary Stamp)

Stacey L Campbell
Signature of notarial officer

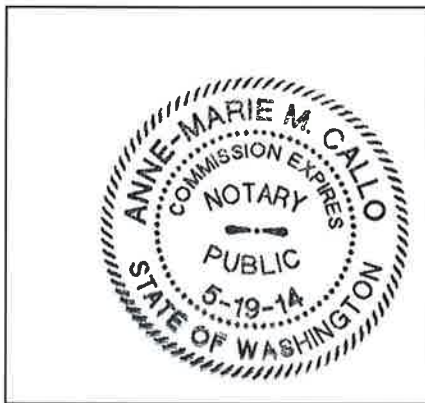


T-MOBILE ACKNOWLEDGMENT

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

I certify that I know or have satisfactory evidence that **Allan Tantillo** is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the **Director - Tower Asset Management of T-Mobile West Corporation, a Delaware corporation**, to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated: APR 26 2011



Anne-Marie M. Callo

Notary Public Anne-Marie M. Callo
Print Name
My appointment expires 5-19-14

(Use this space for notary stamp/seal)

EXHIBIT "A"

PREMISES DESCRIPTION AND LEGAL DESCRIPTION OF PROPERTY

Street Address: 101 South Pavilion Center Drive, Las Vegas, NV 89144

APN: 137-35-501-004

Legal Description: That certain communications facility site (and access and utility easements) on a portion of the real property described as follows:

A PARCEL OF LAND LOCATED IN THE STATE OF NEVADA, COUNTY OF CLARK, WITH A SITUS ADDRESS OF 103 N PAVILION CENTER DR, LAS VEGAS NV 89144 CURRENTLY OWNED BY CITY OF LAS VEGAS HAVING A TAX ASSESSOR NUMBER OF 137-35-501-004 AND BEING THE SAME PROPERTY MORE FULLY DESCRIBED AS PARCEL MAP FILE 85 PAGE 97 LOT 3 PT N2 NE4 SEC 35 TWP 20 RGN 59 AND DESCRIBED IN DOCUMENT NUMBER 20910001666 DATED 08/23/2002 AND RECORDED 09/10/2002.