

AFTER RECORDING RETURN TO:

UPF WASHINGTON INC
12410 E MIRABEAU PKWY #100
SPOKANE VALLEY WA 99216
REF # 306623

Recorded in Official Records, Orange County
Tom Daly, Clerk-Recorder



2012000297925 1:45 pm 05/24/12

47 412 M11 13

0.00 0.00 0.00 20.00 36.00 0.00 0.00 0.00

Prepared by:
Shustak Frost & Partners
401 West A Street, Suite 2330
San Diego, CA 92101

Space above this line for Recorder's Use

A.P.N. 231-091-07

**Prior recorded document(s) in Orange County, California:
Recorded on October 28, 1998 at # 19980728962**

**MEMORANDUM OF FIRST AMENDMENT TO
COMMUNICATIONS SITE GROUND LEASE AGREEMENT**

This Memorandum of First Amendment to Communications Site Ground Lease Agreement ("Memorandum") is made effective this 7th day of JUNE, 2012¹¹ by and between the COUNTY OF ORANGE, a political subdivision of the State of California with a mailing address of 561 The City Drive South, Orange, California 92868 (hereinafter referred to as "Lessor") and STC ONE LLC, a Delaware limited liability company, by and through GLOBAL SIGNAL ACQUISITIONS III LLC, a Delaware limited liability company, its Attorney In Fact with a mailing address of 2000 Corporate Drive, Canonsburg, Pennsylvania 15317 (hereinafter referred to as "Lessee").

1. Michael Lee Malamut, a married man ("Original Lessor") and Cox PCS Assets, L.L.C., a Delaware limited liability company ("Original Lessee") entered into a Communications Site Ground Lease Agreement dated October 9, 1998 (the "Lease"), whereby Original Lessee leased certain real property, together with access and utility easements, located in Orange County, California from Original Lessor (the "Premises"), all located within certain real property owned by Original Lessor ("Lessor's Property"). Lessor's Property, having an address of 595

Site Name: Santa Ana
Business Unit #: 879005

The City Drive South, City of Orange, California, of which the Premises is a part, is more particularly described on Exhibit A attached hereto.

2. Lessor, successor by transfer of title from Michael Lee Malamut, a married man, is currently the Lessor under the Lease as the current owner of Lessor's Property as more fully set forth in the Grant Deed recorded on September 23, 2005 as Instrument No. 2005000755202 in the Office of the Orange County Recorder, California.

3. STC One LLC, a Delaware limited liability company, by and through Global Signal Acquisitions III LLC, a Delaware limited liability company, its Attorney in Fact, is currently the Lessee under the Lease as successor by assignment to Sprint PCS Assets, L.L.C., a Delaware limited liability company, formerly known as Cox PCS Assets, L.L.C.

4. The Lease had an initial term of five (5) years commencing on October 9, 1998. The Agreement provides for five extensions of five years each, three of which were exercised by Lessee (each extension is referred to as a "Renewal Term"). According to the Lease, the final Renewal Term expires October 9, 2023.

5. Lessor and Lessee have entered into a First Amendment to the Lease ("First Amendment") whereby Lessor and Lessee have expanded and modified the Premises. A description of the modified Premises is attached hereto as Exhibit B.

6. The terms, covenants and provisions of the First Amendment shall extend to and be binding upon the respective executors, administrators, heirs, successors and assigns of Lessor and Lessee.

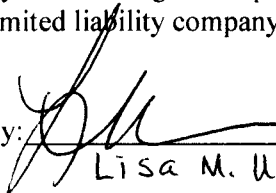
7. This Memorandum does not contain the social security number of any person. A copy of the First Amendment is on file with Lessor and Lessee.

IN WITNESS WHEREOF, hereunto and to duplicates hereof, Lessor and Lessee have caused this Memorandum to be duly executed on the day and year first written above.

LESSEE


STC One LLC, a Delaware limited liability company

By: Global Signal Acquisitions III LLC, a Delaware limited liability company, its Attorney in Fact

By: _____
Lisa M. Upton

LESSOR

County of Orange

By: _____
Rich Adler, Real Estate Manager
OC Community Resources/OC Parks

STATE OF California }

COUNTY OF _____ }

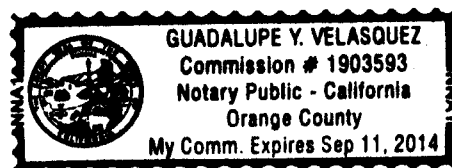
On this 27th day of March, 2012 before me Guadalupe Y. Velasquez (notary public), personally appeared Richard Adlee (print name), who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

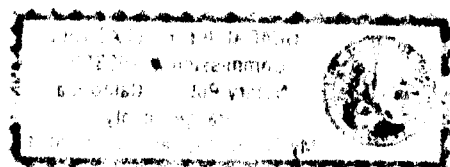
I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Guadalupe Y. Velasquez (notary public)

(NOTARY SEAL)





STATE OF CALIFORNIA

COUNTY OF ORANGE

On this 3 day of APRIL, 2012 before me KELLY A MCDONOUGH (notary public), personally appeared LISA M VITON (print name), who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of _____ that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Kelly A McDonough (notary public)

(NOTARY SEAL)

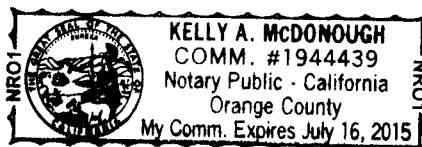


EXHIBIT A

LEGAL DESCRIPTION

Manchester Avenue Complex

Facility No.: GA1118

ALL THAT CERTAIN REAL PROPERTY SITUATED IN THE COUNTY OF ORANGE, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

PARCEL 46:

THAT PORTION OF LOT 28 OF THE POTTS, BORDEN AND SIDWELL TRACT, IN THE CITY OF ORANGE, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON A MAP RECORDED IN BOOK 4, PAGE 624 OF MISCELLANEOUS RECORDS, IN THE OFFICE OF THE COUNTY RECORDER OF LOS ANGELES COUNTY, CALIFORNIA, DESCRIBED AS FOLLOWS:

BEGINNING AT THE POINT OF INTERSECTION OF THE CENTERLINE OF PLACENTIA AVENUE, AS DESCRIBED IN THE DEED TO THE COUNTY OF ORANGE, RECORDED AUGUST 2, 1951 IN BOOK 2212, PAGE 183, OF OFFICIAL RECORDS WITH THE NORTHERLY LINE OF SAID LOT 28; THENCE EASTERLY 283.00 FEET ALONG THE NORTHERLY LINE OF SAID LOT; THENCE SOUTHERLY 248.00 FEET AT RIGHT ANGLES TO SAID NORTHERLY LINE; THENCE WESTERLY, PARALLEL TO THE NORTHERLY LINE OF SAID LOT 28, TO A POINT OF INTERSECTION WITH THE CENTERLINE OF SAID PLACENTIA AVENUE; THENCE NORTHERLY ALONG SAID CENTERLINE TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM THE LAND DESCRIBED IN THE DEED TO THE STATE OF CALIFORNIA, RECORDED ON NOVEMBER 27, 1961 AS INSTRUMENT NO. 16530 IN BOOK 5923, PAGES 1 THROUGH 3 OF OFFICIAL RECORDS, OF SAID COUNTY.

ALSO EXCEPTING THEREFROM THE WESTERLY 204.00 FEET AS DESCRIBED IN THE DEED TO E. LEE SCHULTZ, ET AL, RECORDED AUGUST 10, 1964 AS INSTRUMENT NO. 6365, IN BOOK 7170, PAGE 26 OF OFFICIAL RECORDS OF SAID COUNTY.

PARCEL 47:

A NON-EXCLUSIVE EASEMENT FOR INGRESS, EGRESS, AND INCIDENTAL PURPOSES FROM

Site Name: Santa Ana
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MANCHESTER AVENUE, AS RESERVED IN THE DOCUMENT ENTITLED "GRANT DEED", RECORDED AUGUST 10, 1964 IN BOOK 7170, PAGES 26, OF OFFICIAL RECORDS OF SAID COUNTY.

PARCEL 48:

THAT PORTION OF LOT 28 OF THE "POTTS, BORDEN AND SIDWELL TRACT", IN THE CITY OF ORANGE, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4, PAGE 624, OF MISCELLANEOUS RECORDS, IN THE OFFICE OF THE COUNTY RECORDER OF LOS ANGELES COUNTY, DESCRIBED AS FOLLOWS:

COMMENCING AT A POINT IN THE SOUTH LINE OF "DAWN TRACT", AS SHOWN ON A MAP RECORDED IN BOOK 8, PAGE 21 OF MISCELLANEOUS MAPS, RECORDS OF SAID ORANGE COUNTY, SAID POINT BEING THE INTERSECTION OF THE SOUTH LINE OF "DAWN TRACT" WITH THE CENTER LINE OF THAT CERTAIN STREET, 40.00 FEET WIDE, SITUATED ALONG THE WEST LINE OF LOT 35 OF SAID "DAWN TRACT"; THENCE ALONG SAID SOUTH LINE SOUTH 89° 08' 03" EAST, TO A LINE PARALLEL WITH AND DISTANT EASTERLY 40.00 FEET, MEASURED AT RIGHT ANGLES, FROM THE SOUTHERLY PROLONGATION OF SAID CENTER LINE; THENCE ALONG SAID PARALLEL LINE SOUTH 0° 41' 00" WEST, 130.53 FEET TO THE TRUE POINT OF BEGINNING; THENCE SOUTH 5° 03' 22" EAST, 100.00 FEET; THENCE SOUTH 12° 01' 33" EAST, 18.47 FEET TO A LINE PARALLEL WITH AND DISTANT SOUTHERLY 248.00 FEET, MEASURED AT RIGHT ANGLES, FROM THE NORTHERLY LINE OF SAID LOT 28; THENCE ALONG LAST SAID PARALLEL LINE NORTH 89° 08' 03" WEST, 17.19 FEET TO A NON-TANGENT CURVE, CONCAVE WESTERLY AND HAVING A RADIUS OF 2040.00 FEET; THENCE NORTHERLY ALONG SAID CURVE, FROM A TANGENT WHICH BEARS NORTH 03° 51' 22" EAST, THROUGH AN ANGLE OF 3° 10' 22", AN ARC DISTANCE OF 112.97 FEET TO FIRST SAID PARALLEL LINE; THENCE ALONG FIRST SAID PARALLEL LINE NORTH 0° 41' 00" EAST, 4.55 FEET TO SAID TRUE POINT OF BEGINNING.

PARCEL 49:

THE SURFACE AND THOSE PORTIONS OF THE SUBSURFACE WHICH LIES ABOVE A PLANE PARALLEL TO AND 500 FEET MEASURED VERTICALLY DOWNWARD BELOW THE SURFACE OF THE FOLLOWING DESCRIBED REAL PROPERTY:

THAT PORTION OF LOT 28 OF POTTS, BORDEN AND SIDWELL TRACT, IN THE CITY OF ORANGE, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4, PAGE 624 OF MISCELLANEOUS RECORDS, IN THE OFFICE OF THE COUNTY RECORDER OF LOS ANGELES COUNTY, CALIFORNIA, AS SHOWN AS PARCEL 2 ON MAP FILE IN BOOK 25, PAGE 32 OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

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PARCEL 50:

AN EASEMENT FOR A SANITARY SEWER LINE OVER THE WESTERLY 10.00 FEET OF THAT PORTION OF LOT 28, OF POTTS, BORDEN AND SIDWELL TRACT, IN THE CITY OF ORANGE, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4, PAGE 624, MISCELLANEOUS RECORDS, IN THE OFFICE OF THE COUNTY RECORDER OF LOS ANGELES COUNTY, CALIFORNIA, SHOWN ON PARCEL 1 ON A MAP FILED IN BOOK 25, PAGE 32 OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

PARCEL 51:

THAT PORTION OF LOT 28 OF THE "POTTS, BORDEN AND SIDWELL TRACT", IN THE COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON A MAP RECORDED IN BOOK 4, PAGE 624 OF MISCELLANEOUS RECORDS OF LOS ANGELES COUNTY, CALIFORNIA, DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE CENTERLINE OF PLACENTIA AVENUE (NOW KNOWN AS MANCHESTER AVENUE) AS DESCRIBED IN THE DEED TO THE COUNTY OF ORANGE, RECORDED AUGUST 2, 1951 IN BOOK 2212, PAGE 183 OF OFFICIAL RECORDS IN THE OFFICE OF THE COUNTY RECORDER OF SAID ORANGE COUNTY, WITH THE NORTH LINE OF SAID LOT 28; THENCE, EASTERLY 591.10 FEET ALONG THE NORTH LINE OF SAID LOT 28 TO AN INTERSECTION WITH THE NORTHWESTERLY LINE OF THE 630.00 FOOT WIDE STRIP OF LAND DESCRIBED AS "PARCEL 2", IN THE DEED TO THE COUNTY OF ORANGE, RECORDED MAY 25, 1932 IN BOOK 557, PAGE 264 OF OFFICIAL RECORDS OF SAID ORANGE COUNTY; THENCE, SOUTHWESTERLY 392.13 FEET ALONG SAID NORTHWESTERLY LINE TO AN INTERSECTION WITH THE NORTHERLY LINE OF THAT CERTAIN LAND DESCRIBED AS "PARCEL 1" IN THE DEED TO THE STATE OF CALIFORNIA, RECORDED NOVEMBER 6, 1962 IN BOOK 6311, PAGE 631 OF OFFICIAL RECORDS OF SAID ORANGE COUNTY, SAID NORTHERLY LINE BEING DESCRIBED AS "NORTH 88° 50' 38" WEST 409.58 FEET", THENCE, WESTERLY ALONG SAID NORTHERLY LINE AND ITS WESTERLY EXTENSION TO AN INTERSECTION WITH THE CENTERLINE OF SAID PLACENTIA AVENUE (NOW KNOWN AS MANCHESTER AVENUE); THENCE, NORTHERLY ALONG SAID CENTERLINE TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM ANY PORTION LYING WITHIN THAT CERTAIN LAND DESCRIBED AS "PARCEL 1" IN SAID DEED TO THE STATE OF CALIFORNIA.

ALSO EXCEPTING THEREFROM THE FOLLOWING DESCRIBED LAND:

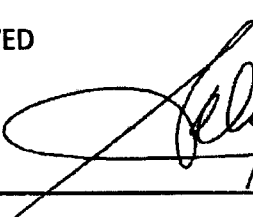
Site Name: Santa Ana
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BEGINNING AT THE POINT OF INTERSECTION OF THE CENTERLINE OF PLACENTIA AVENUE (NOW KNOWN AS MANCHESTER AVENUE) AS DESCRIBED IN SAID DEED TO THE COUNTY OF ORANGE, WITH THE NORTH LINE OF SAID LOT 28; THENCE, EASTERLY ALONG SAID NORTH LINE 283.00 FEET; THENCE, SOUTHERLY 248.00 FEET, AT RIGHT ANGLES TO SAID NORTH LINE, TO AN INTERSECTION WITH A LINE PARALLEL TO SAID NORTH LINE; THENCE, WESTERLY ALONG SAID PARALLEL LINE TO AN INTERSECTION WITH THE CENTERLINE OF SAID PLACENTIA AVENUE; THENCE, NORTHERLY ALONG SAID CENTERLINE TO THE POINT OF BEGINNING.

EXCEPT THEREFROM THAT PORTION OF SAID LAND CONVEYED TO THE COUNTY OF ORANGE TRANSPORTATION AUTHORITY, MORE PARTICULARLY DESCRIBED IN THAT CERTAIN DOCUMENT RECORDED NOVEMBER 30, 2004 AS INSTRUMENT NO. 2004001062820 OF OFFICIAL RECORDS.

SEE EXHIBIT "C" ATTACHED AND BY REFERENCE MADE A PART.

APPROVED



The seal is circular with the text "LICENSED LAND SURVEYOR" around the top and "STATE OF CALIFORNIA" around the bottom. In the center, it reads "Armando D. DuPont", "L.S. 7780", and "Exp. 12-31-13".

Armando D. DuPont

PLS # 7780

DATE 02/29/12

Site Name: Santa Ana
Business Unit #: 879005

EXHIBIT B

LEGAL DESCRIPTION

Manchester Avenue Complex

Facility No.: GA1118

PARCEL 52 (ACCESS ROUTE)

THAT PORTION OF LOT 28 OF THE POTTS, BORDEN AND SIDWELL TRACT, IN THE CITY OF ORANGE, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON A MAP RECORDED IN BOOK 4, PAGES 624 OF MISCELLANEOUS RECORDS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED IN DEED TO THE UNION OIL COMPANY, RECORDED JULY 29, 1965, IN BOOK 7611, PAGE 112 OF OFFICIAL RECORDS OF ORANGE COUNTY, BEING A STRIP OF LAND, 12.00 FEET WIDE, LYING 6.00 FEET ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE:

COMMENCING AT THE INTERSECTION THE NORTHERLY LINE OF PARCEL 1, AS DESCRIBED IN THE GRANT DEED RECORDED NOVEMBER 6, 1962 IN BOOK 6311, PAGE 631 OF OFFICIAL RECORDS OF ORANGE COUNTY WITH THE EASTERLY LINE OF THAT CERTAIN 10 FOOT WIDE STRIP OF LAND GRANTED TO THE CITY OF ORANGE BY DEED RECORDED MAY 5, 1998 AS INSTRUMENT NO. 19980314757 OF OFFICIAL RECORDS OF SAID COUNTY, SAID POINT BEING ON A CURVE CONCAVE WESTERLY HAVING A RADIUS OF 2060.00 FEET, A RADIAL LINE THROUGH SAID POINT BEARS N83°45'19"W; THENCE NORTHERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 2°41'59", AN ARC DISTANCE OF 97.06 FEET TO THE POINT OF BEGINNING; THENCE S88°19'48"E, 105.55 FEET; THENCE N00°13'18"E, 34.30 FEET; THENCE S89°46'42"E, 35.08 FEET TO THE END OF SAID STRIP; THENCE S42°12'18"E, 24.85 FEET TO A POINT HEREINAFTER REFERRED TO AS POINT "A".

PARCEL 53 (LEASE AREA)

BEGINNING AT POINT "A" AS DESCRIBED ABOVE; THENCE N00°13'18"E, 25.92 FEET; THENCE S89°46'42"E, 8.33 FEET; THENCE S00°13'18"W, 27.00 FEET; THENCE N89°46'42"W, 8.33 FEET; THENCE N00°13'18"E, 1.08 FEET TO THE POINT OF BEGINNING.

CONTAINING 225 SQUARE FEET, MORE OR LESS.

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PARCEL 54 (UTILITY ROUTES)

BEING TWO STRIPS OF LAND, 5.00 FEET WIDE, LYING 2.50 FEET ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINES:

STRIP NO.1:

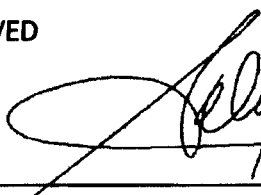
BEGINNING AT POINT "A" AS DESCRIBED ABOVE; THENCE N89°46'42"W, 71.36 FEET; THENCE N81°51'47"W, 58.19 FEET TO A POINT HEREINAFTER REFERRED TO AS POINT "B"; THENCE N89°46'42"W, 12.00 FEET TO THE END OF SAID STRIP.

STRIP NO. 2:

BEGINNING AT POINT "B" AS DESCRIBED ABOVE; THENCE N27°41'49"W, 68.53 FEET; THENCE N89°46'42"W, 3.59 FEET, MORE OR LESS, TO THE WESTERLY LINE OF PARCEL 1 AS DESCRIBED IN A DEED TO MICHAEL LEE MALAMUT RECORDED ON JUNE 16, 1987 AS O.R. 87-339973.

SEE EXHIBIT "D" ATTACHED AND BY REFERENCE MADE A PART.

APPROVED





DATE 02/29/12

Armando D. DuPont

PLS # 7780

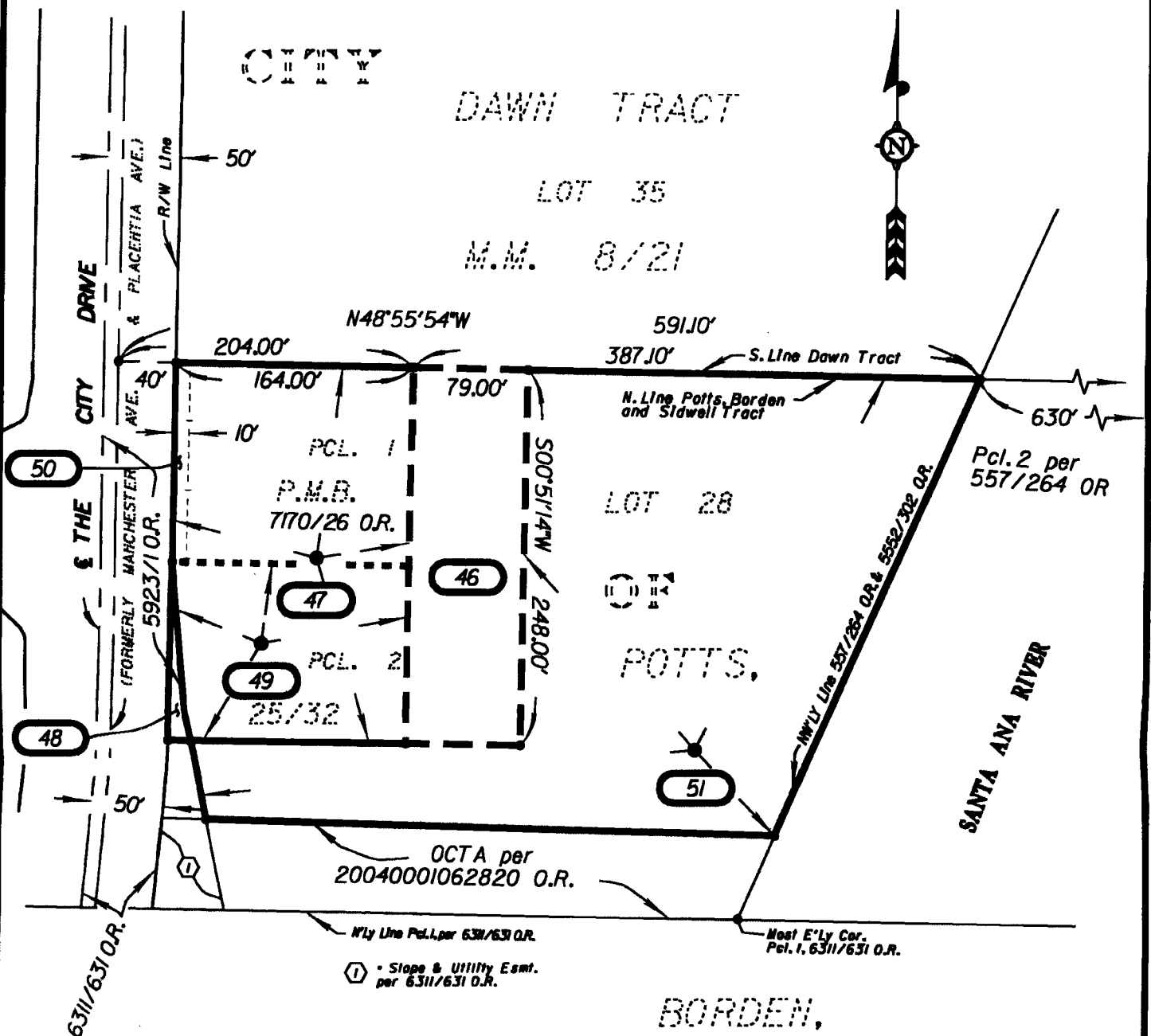
Site Name: Santa Ana
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CITY

DAWN TRACT

LOT 35

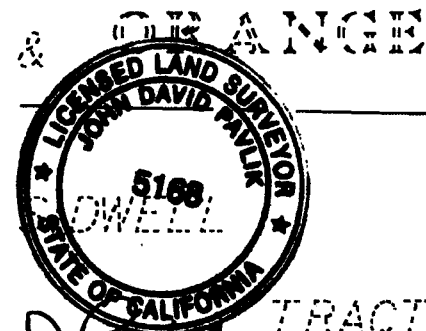
M.M. 8/21



BORDEN,

GARDEN GROVE FREEWAY 22

M.R. L.A. 4/624



John D. Fowler 2/29/12



COUNTY OF ORANGE
OC PUBLIC WORKS
RIGHT - OF - WAY ENGINEERING

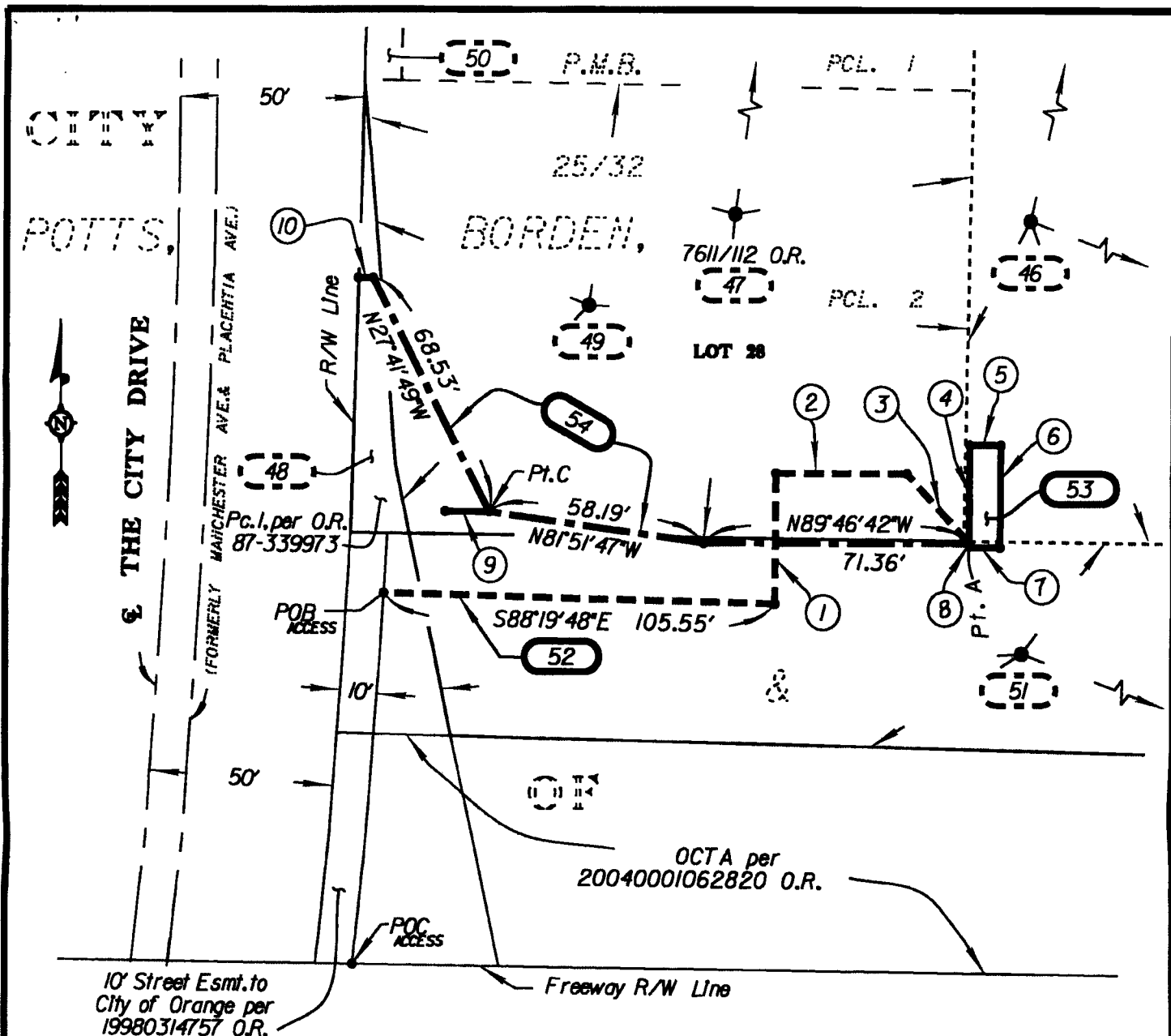
ID # 2011-061

SCALE : 1" = 100'

EXHIBIT C

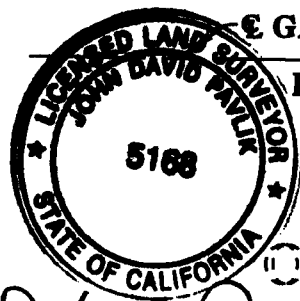
Sheet 1 of 1

PROJECT : MANCHESTER AVE. COMPLEX - GA1118 : COMMUNICATION SITE



SIDWELL TRACT M.R. L.A. 4-624

COURSE			TABLE		
NO.	BEARING	DIST.	NO.	BEARING	DIST.
①	N00°13'18"E	34.30'	⑥	S00°13'18"W	27.00'
②	S89°46'42"E	35.08'	⑦	N89°46'42"W	8.33'
③	S42°12'18"E	24.85'	⑧	N00°13'18"E	1.08'
④	N00°13'18"E	25.92'	⑨	N89°46'42"W	12.00'
⑤	S89°46'42"E	8.33'	⑩	N89°46'42"W	3.59'



John D. Pavlik 2/29/12



COUNTY OF ORANGE
OC PUBLIC WORKS
RIGHT - OF - WAY ENGINEERING

ID # 2011-061
SCALE : 1" = 40'

EXHIBIT D

Sheet 1 of 1

PROJECT : MANCHESTER AVE. COMPLEX - GA1118 : ACCESS-LEASE ESMTS