

DOC # 2010-0192411



APR 19, 2010 2:08 PM

OFFICIAL RECORDS
SAN DIEGO COUNTY RECORDER'S OFFICE
DAVID L. BUTLER, COUNTY RECORDER
FEES: 21.00

PAGES: 5



Recording Requested By and
When Recorded Return To:

F8
5P

TOWERCO ASSETS LLC
Attn: Legal
5000 Valleystone Drive
Cary, NC 27519

7054

APN# 589-020-32 & 589-020-33

Space above for Recorder's Use

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE ("Memorandum") is effective as of April 06, 2010 (the Effective Date").

1. THE CITY OF SAN DIEGO, a California municipal corporation ("CITY"), as lessor, with offices at 1200 Third Avenue, M.S. 51A, San Diego, CA 92101-4155, and NEXTEL OF CALIFORNIA, INC., a Delaware corporation, together with any of its subsidiaries or affiliates including SPRINT PCS ASSETS, L.L.C., a Delaware limited liability company ("Sprint/Nextel"), as lessee, entered into that certain CITY OF SAN DIEGO TELECOM MASTER LEASE AGREEMENT (the "Lease") dated January 8, 2007, as amended, for the purpose of installing, constructing, modifying, maintaining, operating, and removing a communications facility as set forth in the Lease.
2. Sprint/Nextel assigned all its right, title, and interest under the Lease in and to Sprint/Nextel Site No. CA6970D, located at 7373 Tooma Street, San Diego, CA, to TOWER ENTITY 7 LLC, a Delaware limited liability company ("Tower Entity"), by that certain ASSIGNMENT AND ASSUMPTION OF GROUND LEASE dated September 23, 2008, and recorded as Document No. 2009-0081675 among the Official records of the County of San Diego, State of California.
3. Tower Entity was acquired and merged into TOWERCO ASSETS LLC, a Delaware limited liability company ("TowerCo"), with offices at 5000 Valleystone Drive, Cary, North Carolina 27519.
4. The term of the Lease is ten (10) years, commencing on January 5, 2007.
5. The land which is the subject of the Lease is APN# 589-020-32 & 589-020-33, described in attached Exhibit "A." The portion of the real property being leased to LESSEE is set forth in the Lease.

6. TowerCo hereby acknowledges that the current Use Permit expires July 27, 2010, and that there is no assurance it will be renewed upon its expiration. As more specifically set forth in the Lease, failure to obtain a new Use Permit would be a breach of the Lease (see Section 11.1, Compliance with Law).
7. This Memorandum shall give notice of the Lease and the rights created thereby, all of which are hereby confirmed.
8. This Memorandum may be executed in two or more counterparts, all of which together shall be considered a single document and effective as of the Effective Date only when signed and delivered by all parties.

IN WITNESS WHEREOF, this Memorandum is executed to be effective as of the Effective Date.

[SIGNATURE PAGES FOLLOW]

7056

IN WITNESS WHEREOF, the parties have executed this Memorandum as of the latter of the signature dates below.

LESSOR:

THE CITY OF SAN DIEGO, a California
municipal corporation

By: *J. F. Barwick*

Name: James F. Barwick, CCIM
Director, Real Estate Assets

Title: _____

Date: 4/6/10

LESSOR ACKNOWLEDGMENT

State of California

County of San Diego

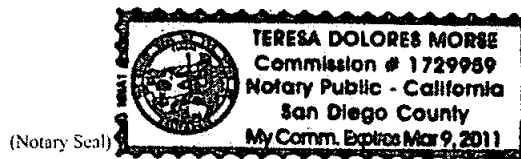
On April 6, 2010 before me, TERESA DOLORES MORSE, Notary Public
(Here insert name and title of the officer)

personally appeared James F. Barwick,
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) ~~is/are~~
subscribed to the within instrument and acknowledged to me that ~~he/she/they~~ executed the same in
~~his/her/their~~ authorized capacity(ies), and that by ~~his/her/their~~ signature(s) on the instrument the
person(s) or the entity upon behalf of which the person(s) 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.

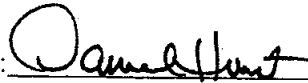
Teresa Dolores Morse
Signature of Notary Public



7057

LESSEE:

TOWERCO ASSETS LLC, a Delaware
limited liability company

By: 

Name: Daniel Hunt

Title: Vice President and CFO

Date: 4/14/2010

LESSEE ACKNOWLEDGMENT

State of North Carolina

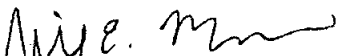
County of Wake

On April 14, 2010 before me, Jill E. Miraglia, Notary Public
(Here insert name and title of the officer)

personally appeared Dan Hunt, Vice President and CFO
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

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

WITNESS my hand and official seal.


Signature of Notary Public

(Notary Seal)



7058

ATTACHMENT A
LAND

Property located in San Diego, CA

Parcel 2 of Parcel Map No. 4946, in the City and County of San Diego, State of California,
according to the plat thereof filed in the Office of the County Recorder of San Diego County.

Tax Parcel No. 589-020-32 & 589-020-33

ADDENDUM TO
CITY OF SAN DIEGO TELECOM MASTER LEASE AGREEMENT

This Addendum ("Addendum") to that certain City of San Diego Telecom Master Lease Agreement dated JANUARY 5, 2007 ("Master Lease"), by and between the CITY OF SAN DIEGO, a California municipal corporation ("CITY"), and NEXTEL OF CALIFORNIA, INC., a Delaware corporation, together with any of its subsidiaries or affiliates that may enter into the Master Lease including SPRINT PCS ASSETS, L.L.C., a Delaware limited liability company ("LESSEE"), is made by and between CITY and LESSEE to be effective upon execution by CITY (the "Addendum Effective Date") and approval by the City Attorney. The terms used in this Addendum shall have the same meaning as such terms have in the Master Lease.

CITY hereby agrees to lease portions of the property described in Exhibit "I" – Legal Description, attached to this Addendum and by this reference made part of the Master Lease, which shall be referred to as the "Site." LESSEE leases from CITY that portion of the Site described in Exhibit "II" – Site Plan/Location, attached to this Addendum and by this reference made part of the Master Lease, which portion shall be referred to as the "Premises," all upon the terms and conditions set forth in the Master Lease.

This Addendum is executed by CITY, acting by and through its City Manager, and by LESSEE, acting by and through its lawfully authorized signatory, to be effective as of the Addendum Effective Date.

Date: 1/5/07

THE CITY OF SAN DIEGO, a California
municipal corporation

By: [Signature]
Name: J. F. BARWICK
Title: DIRECTOR - READ

Date: 1/4/07

LESSEE:
NEXTEL OF CALIFORNIA, INC., a Delaware
corporation

By: [Signature]
Name: Christopher T. Glass
Title: Manager of Strategic Sites

SPRINT PCS ASSETS, L.L.C., a Delaware limited
liability company

By: [Signature]
Name: Christopher T. Glass
Title: Manager of Strategic Sites

Date: January 8, 2007

ENVIRONMENTAL ANALYSIS SECTION
ENVIRONMENTAL CLEARANCE:

By: Kenneth Teasley
Name: KENNETH TEASLEY
Title: Senior Planner

APPROVED as to form and legality this 8th day of JANUARY,
2007.

MICHAEL J. AGUIRRE, City Attorney

By: [Signature]
Name: BRUCE LADENWIG
Title: CHIEF DEPUTY CITY ATTORNEY

7373 Tooma Street
Bay Terraces Community Park
T707RD/001/A00
CA6970D

EXHIBIT I – Legal Description.

Legal Description:

Parcel 2 of Parcel Map No.4946 in the City of San Diego, County of San Diego, State of California, filed in the office of the County Recorder of San Diego County, July 22, 1976 as File No. 73-232657 of official records.

APN: 589-020-32&33

INITIALS
<i>[Signature]</i>
<i>[Signature]</i>

T707RD-001

EXHIBIT II – Site Plan/Location.

[illegible]

INITIALS			
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COPY TELECOM PROJECT

NEXTTEL

HIGHWAY 54
7373 TOOMA STREET
SAN DIEGO, CA 92139
CA6-970

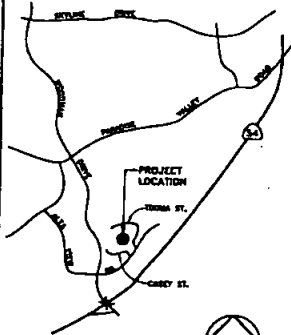
Exhibit "A"

Approved 7-27-00
(date)

Permit No. 94-0330-89

VICINITY MAP

THOMAS BRDS. 1290 07



DIRECTIONS:

TRUCK HIGHWAY 54 EAST TO WESTWARD CURVE OFFRAMP
AT 5TH LIGHT TURN LEFT ONTO WESTWARD AVENUE
PROCEED SOUTH TO 4TH CURVE, TURN RIGHT ONTO
4TH AVENUE, HEADING EAST TO TOOMA STREET, TURN LEFT ONTO
TOOMA STREET. THE PROJECT SITE IS ON LEFT SIDE OF THE
ROAD AT 5TH TURN OFF HIGHWAY 54.

CONSULTANT TEAM

ARCHITECT:

WILLIAM SMITH & ROBERT BLANCK
ARCHITECTURE & PLANNING
P.O. BOX 4051
CARLSBAD, CA 92008
(760) 434-8424
(760) 434-8200 FAX

ELECTRICAL CONSULTANT:

WALTER D. CAMP, ELECTRICAL ENGINEER, P.E.
WDC ENGINEERING INC.
SAN DIEGO, CA 92122
(619) 533-1800
FAX (619) 533-1800

MECHANICAL CONSULTANT:

STEVEN CHRISTENSEN CONSULTANTS
405 N. FIFTH AVE., SUITE 100
CHICAGO, IL 60610
(773) 332-0077
FAX (773) 332-0078

STRUCTURAL CONSULTANT:

HARRY F. FLETCHER, STRUCTURAL ENGINEER
918 SAN MARCOS BLVD., SUITE 201
SAN MARCOS, CA 92069
(760) 344-2218

PROJECT SUMMARY

SITE NAME: HIGHWAY 54
SITE NUMBER: CA6-970
SITE ADDRESS: 7373 TOOMA STREET
SAN DIEGO, CA 92139
OWNER: CITY OF SAN DIEGO
PARK AND RECREATION DEPT.
SAN DIEGO, CA 92139
APPLICANT: NEXTTEL OF CALIFORNIA
3740 DUPUY DRIVE, SUITE 100
SAN DIEGO, CALIFORNIA 92111
(619) 590-4200
FAX (619) 590-4202

LEGAL DESCRIPTION:

PARCEL 2 OF PARCEL MAP NO. 4946 IN THE CITY OF SAN DIEGO,
COUNTY OF SAN DIEGO, STATE OF CALIFORNIA, FILED IN THE OFFICE
OF THE COUNTY RECORDER OF SAN DIEGO COUNTY JULY 22, 1979
AS FILE NO. 72-222827 OF OFFICIAL RECORDS.

ASSESSORS PARCEL NUMBER: 380-020-22 & 33
EXISTING ZONING: M-1 / 10'0" SPACE
TOTAL SITE AREA: 135,817.6 SF=3.12 ACRES
TOTAL BUILDING AREA (NEW): 400 SF
TYPE OF CONSTRUCTION PROPOSED: TYPE 1A
OCCUPANCY OF PROPOSED NEXTTEL SPACE: 0
STORIES: ONE

SHEET SCHEDULE

T-1 TITLE SHEET
A-1 SITE PLAN
A-2 DETAILED SITE/FLOOR PLAN
A-3 EXTERIOR ELEVATIONS

PROJECT DESCRIPTION

THE WORK OF NEXTTEL'S PROPOSED SITE CALLS FOR A
TELECOMMUNICATIONS FACILITY CONSISTING OF ONE (1) PANEL
ANTENNA, BEARING 1 FOOT WIDE BY 4 FEET IN LENGTH. THE
PANEL ANTENNA WILL BE MOUNTED TO NEW LIGHT STANDARDS. THE
NEW LIGHT STANDARDS WILL REPLACE EXISTING LIGHT STANDARDS.
THE (2) ONE ANTENNA AND ONE (1) ONE ANTENNA WILL BE
MOUNTED TO PROPOSED EQUIPMENT BUILDING. RADIO EQUIPMENT
ROOM WILL BE LOCATED IN NEW EQUIPMENT BUILDING. THIS
PROJECT IS DESIGNED TO BE A STEALTH FACILITY. THIS
PROPOSED FACILITY WILL BE UNDETECTABLE BY RADAR A
DAY.

SITE PLAN

PREPARED BY:
NAME: WILSON & BLANCK
ARCHITECTURE AND PLANNING
P.O. BOX 4051
CARLSBAD, CA 92008
(760) 434-8424
(760) 434-8200 FAX

PROJECT ADDRESS:
7373 TOOMA STREET
SAN DIEGO, CA 92139

PROJECT NAME:
HIGHWAY 54

SHEET NO:
T-1

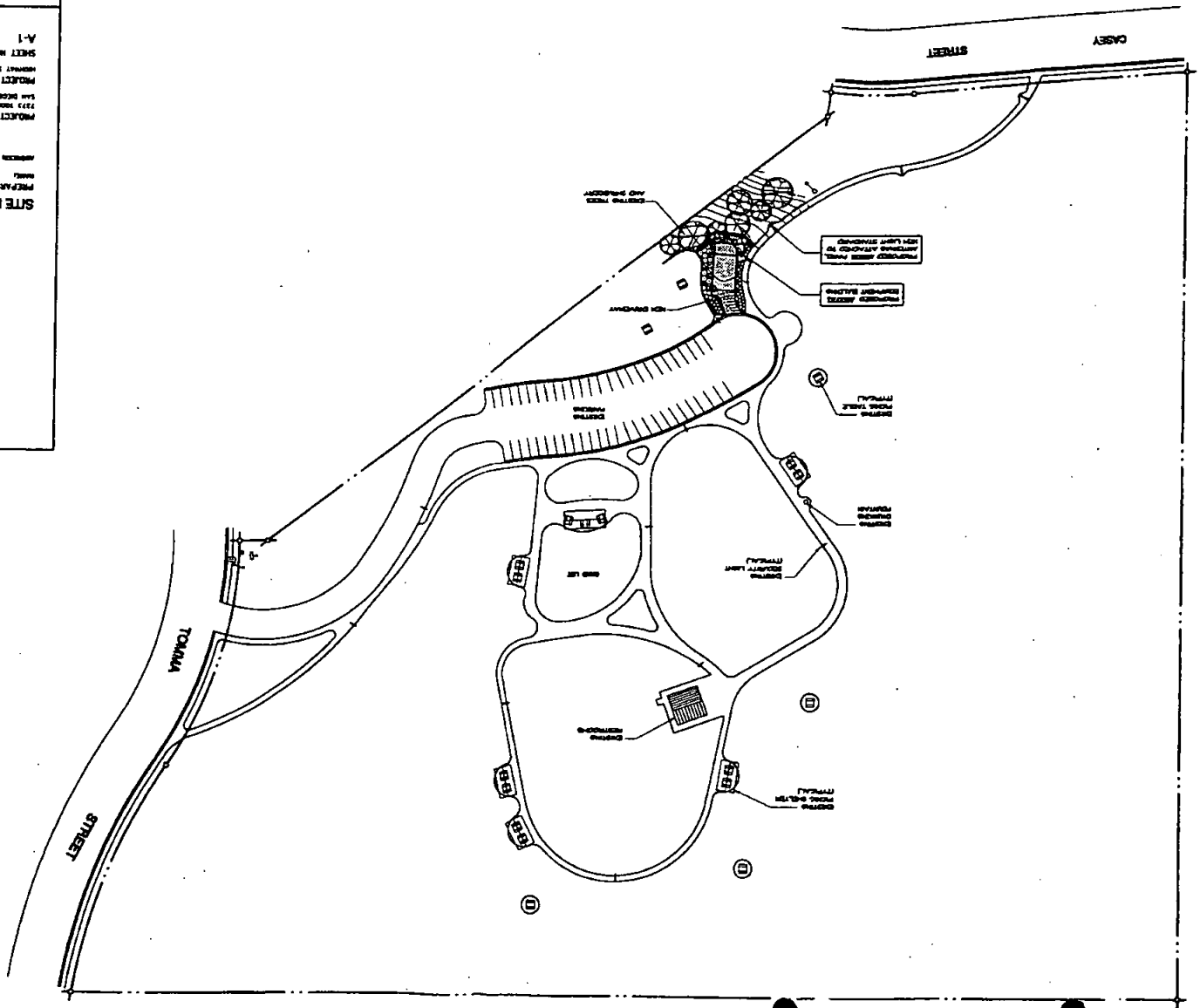
SHEET DESCRIPTION:
TITLE SHEET
PROJECT INFORMATION

REVISION 1A	REVISION 1A
REVISION 1B	REVISION 1B
REVISION 1C	REVISION 1C
REVISION 1D	REVISION 1D
REVISION 1E	REVISION 1E
REVISION 1F	REVISION 1F
REVISION 1G	REVISION 1G
REVISION 1H	REVISION 1H
REVISION 1I	REVISION 1I
REVISION 1J	REVISION 1J
REVISION 1K	REVISION 1K
REVISION 1L	REVISION 1L
REVISION 1M	REVISION 1M
REVISION 1N	REVISION 1N
REVISION 1O	REVISION 1O
REVISION 1P	REVISION 1P
REVISION 1Q	REVISION 1Q
REVISION 1R	REVISION 1R
REVISION 1S	REVISION 1S
REVISION 1T	REVISION 1T
REVISION 1U	REVISION 1U
REVISION 1V	REVISION 1V
REVISION 1W	REVISION 1W
REVISION 1X	REVISION 1X
REVISION 1Y	REVISION 1Y
REVISION 1Z	REVISION 1Z

BOOTH & SQUARTZ
ARCHITECTURE & PLANNING
740 N. 1ST STREET, SUITE 100
SAN DIEGO, CA 92101

NEXTTEL
HIGHWAY 54
SAN DIEGO, CA 92139

SITE PLAN



Booth 8

SITE PLAN

PREPARED BY:
 ARCHITECTURE AND PLANNING
 1000 P.O. BOX 4001
 CARLSBAD, CA 92008
 (760) 434-4474
 (760) 434-4475 FAX

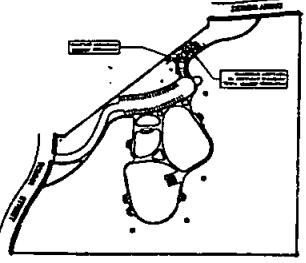
PROJECT ADDRESS:
 7777 TOLAN STREET
 SAN DIEGO, CA 92126

PROJECT NAME:
 7777 TOLAN STREET

SHEET NO.:
 A-1

SHEET DESCRIPTION:
 SITE PLAN

NO.	REVISION	DATE	BY
1	AS SHOWN	1/1/78	ML
2	AS SHOWN	1/1/78	ML
3	AS SHOWN	1/1/78	ML
4	AS SHOWN	1/1/78	ML
5	AS SHOWN	1/1/78	ML
6	AS SHOWN	1/1/78	ML
7	AS SHOWN	1/1/78	ML
8	AS SHOWN	1/1/78	ML
9	AS SHOWN	1/1/78	ML
10	AS SHOWN	1/1/78	ML
11	AS SHOWN	1/1/78	ML
12	AS SHOWN	1/1/78	ML
13	AS SHOWN	1/1/78	ML
14	AS SHOWN	1/1/78	ML



NEUTRAL
 HIGHWAY 54
 SAN DIEGO, CA 92108



Online Banking

Checking - 2592 : Check Image

Check Image:

THE FACE OF THIS DOCUMENT HAS A COLORED BACKGROUND • PADLOCK ICON DISAPPEARS WITH HEAT • FLUORESCENT FIBERS AND OTHER SECURITY FEATURES

BE WISE RANCH
20505 SAN PASQUAL ROAD
ESCONDIDO, CA 92025
(760) 748-8006

BANK OF AMERICA
Rancho Bernardo Branch
13845 Bernardo Center Drive
San Diego, CA 92128

134394

*****ONE THOUSAND TWO HUNDRED SIXTY-FOUR AND 03/100 DOLLARS*****

DATE	CHECK NO.	CHECK AMOUNT
05/29/2010	134394	*\$1,264.03

TO THE ORDER OF
CRUZ HERIBERTO ALVERDIN
415 NORTH HICKORY #408
ESCONDIDO, CA 92025

BE WISE RANCH

Walter J. Cruz