

**FIRST AMENDMENT TO CITY OF SAN DIEGO
TELECOM MASTER LEASE AGREEMENT**

THIS FIRST AMENDMENT TO CITY OF SAN DIEGO TELECOM MASTER LEASE AGREEMENT ("Amendment") is made by and between VERIZON WIRELESS (VAW) LLC, a Delaware limited liability company doing business as Verizon Wireless ("LESSEE"), and THE CITY OF SAN DIEGO, a California municipal corporation ("CITY"), to be effective as of the date of execution by CITY (the "Effective Date"), when signed by the parties and approved by the San Diego City Attorney, as follows:

RECITALS

- A. LESSEE, as lessee, and CITY, as lessor, are parties to that certain CITY OF SAN DIEGO TELECOM MASTER LEASE AGREEMENT (the "Lease") by and between CITY and LESSEE dated July 19, 2007, attached hereto as **Exhibit A: Lease**, under which LESSEE leases from CITY that certain real property for telecommunication sites throughout the City of San Diego and more particularly described in the Lease.
- B. CITY and LESSEE desire to amend the Lease as set forth below.

FOR VALUABLE CONSIDERATION, the sufficiency of which is acknowledged, the parties agree as follows:

1. Prepaid Rent. Lease Section 4.5, Prepaid Rent, shall be deleted in its entirety.
2. No Other Changes. All other terms and conditions of the Lease shall remain in full force and effect.

[Signatures begin on next page]

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

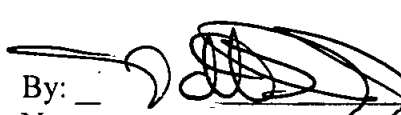
Date: 2/19/09

THE CITY OF SAN DIEGO, a California municipal corporation

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

Date: _____

VERIZON WIRELESS (VAW) LLC, a Delaware limited liability company doing business as Verizon Wireless

By:  2/3/09
Name: Walter L. Jones, Jr.
Title: Area Vice President Network

APPROVED AS TO FORM AND LEGALITY:

Date: 2/24/09

JAN I. GOLDSMITH, City Attorney

By: 
Name: BRock LADewig
Title: DEPUTY CITY ATTORNEY

EXHIBIT A: Lease