



T-Mobile USA, Inc.
12920 SE 38th Street, Bellevue, WA 98006

June 5, 2013

SENT BY CERTIFIED MAIL

Wheaton Park District
102 E Wesley St.
Wheaton, IL 60187-5321

T-Mobile Site ID: CH44387B

Re: The lease ("Lease") for the premises located at or about 1720 Wiesbrook Road, Wheaton, IL 60187 ("Site")

Dear Landlord:

Enclosed please find a Memorandum of Assignment and Assumption Agreement for your records and the security deposit required under the Lease. The check for \$5,000.00 referenced in the enclosed consent letter will be mailed separately.

Feel free to contact me directly should you have any questions.

Sincerely,

A handwritten signature in blue ink that reads "Heather Schmidt".

Heather Schmidt
Contract Attorney, Tower Transaction



T-MOBILE USA, INC.
 12920 SE 38TH STREET
 BELLEVUE, WA 98006
 (425) 378-4000

2602306
 5/23/2013
 2000033423

Invoice Number	Inv. Date	Description	Deductions	Voucher	Amount Paid
CK400000491	5/22/2013	MZ CH44387B SECURITY	0.00	1100916795	13923.60

DO NOT ACCEPT THIS CHECK UNLESS THE FACE FADES FROM BLACK TO RED WITH LOGO IN BACKGROUND. THE BACK OF THIS DOCUMENT HAS HEAT-SENSITIVE INK THAT CHANGES FROM ORANGE TO YELLOW



T-MOBILE USA, INC.
 12920 SE 38th Street
 Bellevue, WA 98006
 (425) 378-4000

The Bank of New York Mellon
 Pittsburgh, PA
 60-160/433

2602306
 5/23/2013
 VID 2000033423

PAY **\$13,923.60**
ONE THREE NINE TWO THREE SIX CENTS

***\$13,923.60**

Thirteen Thousand Nine Hundred Twenty Three Dollars And 60 Cents**

To **WHEATON PARK DISTRICT**
 The **ATTN EXECUTIVE DIRECTOR**
 Order **102 E WESLEY ST**
 Of **WHEATON, IL 60187-5321**

VOID AFTER 180 DAYS
 THIS CHECK CLEARS THROUGH POSITIVE PAY

David [Signature]

⑈000 260 2306⑈ ⑆043301601⑆ 013⑈8430⑈

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is entered into this 23 day of May, 2013, by and between T-Mobile Central LLC, a Delaware limited liability company ("**Assignor**") and T-Mobile USA Tower LLC, a Delaware limited liability company ("**Assignee**"). Initially capitalized terms used but not defined in this Memorandum of Assignment and Assumption Agreement have the meanings given to them in that certain Master Agreement entered into by and among T-Mobile USA, Inc. and its subsidiaries named therein and Crown Castle International Corp and its subsidiary named therein, dated September 28, 2012.

1. Assignment and Transfer. As of the date hereof, Assignor sells, conveys, assigns, transfers and delivers to Assignee, Assignor's interest in and to the to the ground lease, sublease, easement, license or other agreement described on Exhibit A attached hereto and incorporated herein (the "Ground Lease").
2. Acceptance of Assignment; Assumption of Liabilities. As of the date hereof, Assignee accepts the sale, conveyance, assignment, transfer and delivery of Assignor's interest in and to the Ground Lease and assumes and agrees to pay, perform and discharge, when and as due, any and all Post-Closing Liabilities with respect to such Ground Lease.

IN WITNESS WHEREOF, Assignors and Assignee have executed this Memorandum of Assignment and Assumption Agreement as of the date first written above.


ASSIGNOR:

ASSIGNEE:


T-MOBILE CENTRAL LLC

T-MOBILE USA TOWER LLC

By:


Name: Allan Tarrillo
Title: Director, National Siting Policy

By:


Name: Allan Tarrillo
Title: Director, National Siting Policy


T-Mobile Legal Approval
Lois Duran

Exhibit A

Ground Lease

T-Mobile Site ID	Site Address
CH44387B	1720 Wiesbrook Road, Wheaton, IL 60187



T-Mobile USA, Inc.
12920 SE 38th Street, Bellevue, WA 98006

April 11, 2013

SENT BY ELECTRONIC MAIL

Wheaton Park District
102 E Wesley St
Wheaton, IL 60187-5321

T-Mobile Site ID: CH44387B

Re: The lease ("Lease") for the premises located at or about 1720 Wiesbrook Road, Wheaton, IL 60187 ("Site"), and the transfer of the Lease to T-Mobile USA Tower LLC.

Dear Landlord:

On September 28, 2012, T-Mobile USA, Inc. ("T-Mobile") and Crown Castle International Corp. ("Crown") entered into an agreement ("Agreement") regarding the tower portfolio of T-Mobile and its affiliates, which includes your Site.

This transaction closed on November 30, 2012. As a part of this Agreement, T-Mobile USA Tower LLC entered into a master prepaid lease (basically a sublease) which grants certain rights to a subsidiary of Crown. Upon your consent, T-Mobile (including its affiliates) will assign the Lease and all of its rights in the Site and Lease to T-Mobile USA Tower LLC, thereby allowing the Crown subsidiary to exercise its rights. These rights include the right to operate the Site and an option in the future to acquire T-Mobile's (including its affiliates) interest in the Site. T-Mobile USA Tower LLC will remain the owner of the rights, title in, and interest in and to the Site until the Crown subsidiary exercises the option. A subsidiary of T-Mobile will continue to maintain its communications facilities (including modifications) on the Site as part of the Agreement with Crown.

This letter asks that you please confirm your consent (i) to the assignment of the Lease to T-Mobile USA Tower LLC and (ii) to the master prepaid lease, as it relates to this Lease, by signing this letter and returning it via email. In recognition of your prompt attention to this matter, T-Mobile will, within thirty (30) days of receiving your signed consent in accordance with this letter, mail a check to you at the above address in the amount of \$5,000.00. Further, T-Mobile will, within thirty (30) days of receiving your signed consent in accordance with this letter, mail a security deposit in the amount of \$13,923.60, pursuant to Section 10 of the Lease, to you at the above address.

T-Mobile agrees to provide financial statements for T-Mobile USA Tower LLC to you as soon as practicable, provided that such statements are, in fact, created by T-Mobile. It is understood that T-Mobile has not yet determined if such financial statements will be produced at the entity level of T-Mobile USA Tower LLC, and if no statements are actually produced, T-Mobile and its affiliates shall have no obligation to provide same. Additionally, T-Mobile will provide a copy of the assignment and assumption document once the assignment to T-Mobile USA Tower LLC is effectuated.

PG64001-R4

While we await your consent, T-Mobile has contracted with Crown to manage the Site and perform certain obligations of the Lease. You may have already received an introductory letter from Crown, and may continue to receive additional information from Crown during this transition.

Thank you for your prompt attention to this matter. If you have any questions about this request, please e-mail us immediately at heather.schmidt2@t-mobile.com or call (425) 383-7274.

Sincerely,


Allan Tantillo
Director

Acknowledged and Consented:

By: 
Authorized Signatory

Print Name: M. David T. Bennett

Date: 9/20/13

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is entered into this ___ day of _____, 20___, by and between T-Mobile Central LLC, a Delaware limited liability company ("**Assignor**") and T-Mobile USA Tower LLC, a Delaware limited liability company ("**Assignee**"). Initially capitalized terms used but not defined in this Memorandum of Assignment and Assumption Agreement have the meanings given to them in that certain Master Agreement entered into by and among T-Mobile USA, Inc. and its subsidiaries named therein and Crown Castle International Corp and its subsidiary named therein, dated September 28, 2012.

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2. Acceptance of Assignment; Assumption of Liabilities. As of the date hereof, Assignee accepts the sale, conveyance, assignment, transfer and delivery of Assignor's interest in and to the Ground Lease and assumes and agrees to pay, perform and discharge, when and as due, any and all Post-Closing Liabilities with respect to such Ground Lease.

IN WITNESS WHEREOF, Assignors and Assignee have executed this Memorandum of Assignment and Assumption Agreement as of the date first written above.

ASSIGNOR:

T-MOBILE CENTRAL LLC

By:

Name: _____
Title: _____

ASSIGNEE:

T-MOBILE USA TOWER LLC

By:

Name: _____
Title: _____

Exhibit A

Ground Lease

T-Mobile Site ID	Site Address
CH44387B	1720 Wiesbrook Road, Wheaton, IL 60187