

Return to:
Atlas Tower Holdings, LLC
4450 Arapahoe Ave., Suite 100
Boulder, CO 80303

FORM OF MEMORANDUM OF LEASE

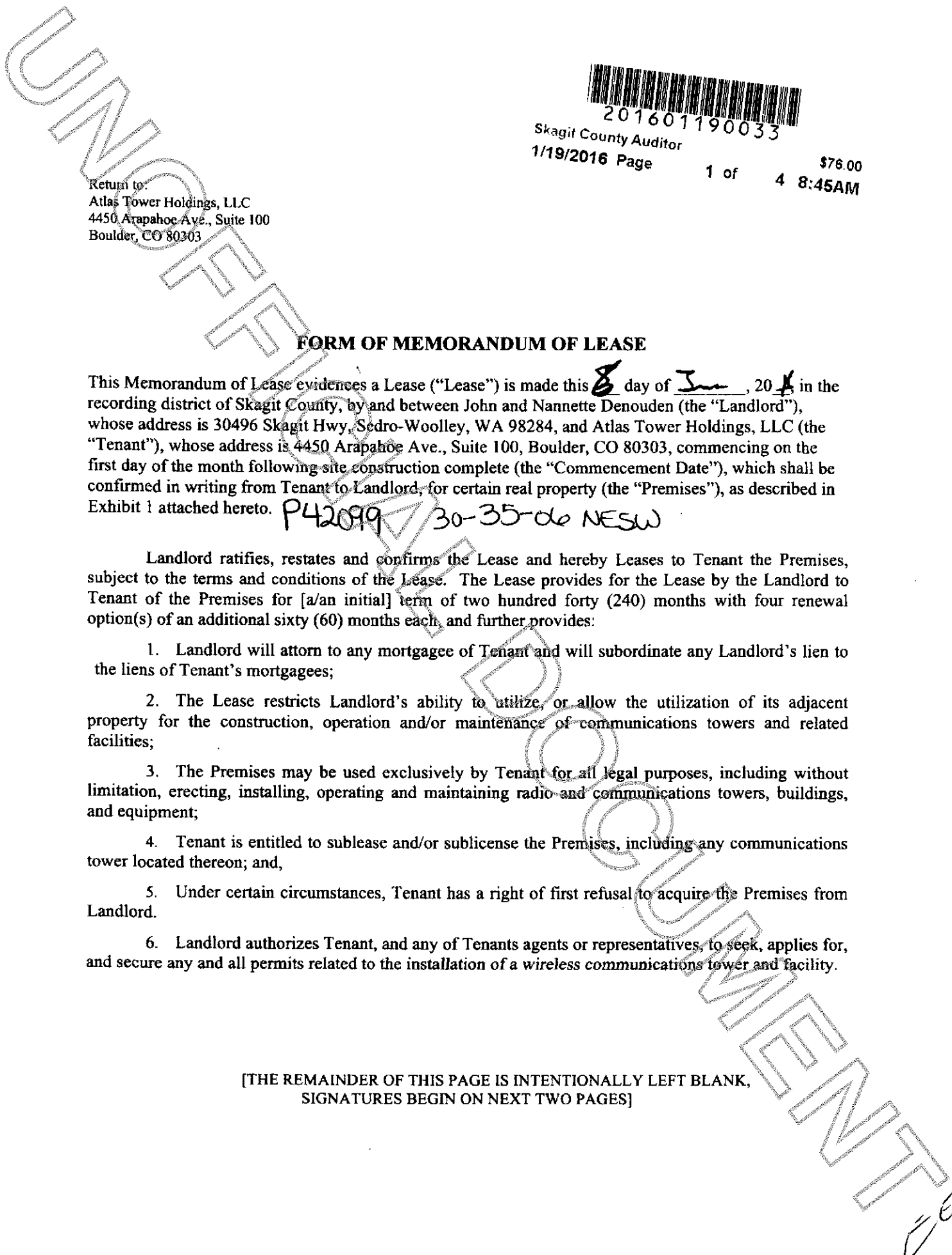
This Memorandum of Lease evidences a Lease ("Lease") is made this 8 day of June, 2016 in the recording district of Skagit County, by and between John and Nannette Denouden (the "Landlord"), whose address is 30496 Skagit Hwy, Sedro-Woolley, WA 98284, and Atlas Tower Holdings, LLC (the "Tenant"), whose address is 4450 Arapahoe Ave., Suite 100, Boulder, CO 80303, commencing on the first day of the month following site construction complete (the "Commencement Date"), which shall be confirmed in writing from Tenant to Landlord, for certain real property (the "Premises"), as described in Exhibit 1 attached hereto.

P42099 30-35-06 NESW

Landlord ratifies, restates and confirms the Lease and hereby Leases to Tenant the Premises, subject to the terms and conditions of the Lease. The Lease provides for the Lease by the Landlord to Tenant of the Premises for [a/an initial] term of two hundred forty (240) months with four renewal option(s) of an additional sixty (60) months each, and further provides:

1. Landlord will attorn to any mortgagee of Tenant and will subordinate any Landlord's lien to the liens of Tenant's mortgagees;
2. The Lease restricts Landlord's ability to utilize, or allow the utilization of its adjacent property for the construction, operation and/or maintenance of communications towers and related facilities;
3. The Premises may be used exclusively by Tenant for all legal purposes, including without limitation, erecting, installing, operating and maintaining radio and communications towers, buildings, and equipment;
4. Tenant is entitled to sublease and/or sublicense the Premises, including any communications tower located thereon; and,
5. Under certain circumstances, Tenant has a right of first refusal to acquire the Premises from Landlord.
6. Landlord authorizes Tenant, and any of Tenants agents or representatives, to seek, applies for, and secure any and all permits related to the installation of a wireless communications tower and facility.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK,
SIGNATURES BEGIN ON NEXT TWO PAGES]



IN WITNESS WHEREOF, the parties hereto have executed this MEMORANDUM OF LEASE as of the date last signed by a party hereto.

LANDLORD:

By: [Signature]
Name: Nannette Denouden
Title: Landlord
Date: 12-24-15

By: [Signature]
Name: John K. Denouden
Title: Landlord
Date: 12-24-15

On this 24 day of Dec, 2015 before me personally appeared Nannette and John Denouden to me known (or proved to me on the basis of satisfactory evidence) to be the persons described in and who executed the foregoing instrument, and acknowledged that he/she executed the same as his/her free act and deed.

WITNESS my hand and Official Seal at office this 24 day of December, 2015

[Signature]
Notary Public

My Commission Expires:
02-10-2018

BEVERLY PENA
STATE OF WASHINGTON
NOTARY PUBLIC
MY COMMISSION EXPIRES
02-10-18

WITNESSES:

Name: _____
Name: _____

TENANT:

Atlas Tower Holdings, LLC

By: [Signature] CFO
Name: Nathan Foster
Title: President, Atlas Tower Holdings, LLC
Date: 1/6/16

On this 6th day of January, 2016, before me personally appeared Dawn Schmecker, to me known (or proved to me on the basis of satisfactory evidence) to be the persons described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

WITNESS my hand and Official Seal at office this 6th day of January, 2016

[Signature]
Notary Public

JAMIE LYNN ROSA
NOTARY PUBLIC - STATE OF COLORADO
My Identification # 20154028955
Expires July 23, 2019

EE

Exhibit 1

Description of Parent Tract

**Real property with parcel number P42099 and an assessor legal description of O/S#5-2000
AF#200003060094 2001 TH PTN E1/2 NE1/4 SW1/4 S OF RD. SURVEY AF#200403190146.**

UNOFFICIAL DOCUMENT

EXHIBIT 2

The Premises is depicted/described as follows (75 feet x 75 feet, measuring 5,625 sq. feet.) and will be replaced by a surveyed legal description when available



DOCUMENT

CA