

THIS DOCUMENT PREPARED BY:

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AFTER RECORDING RETURN TO:

UPF WASHINGTON INC
12410 E MIRABEAU PKWY #100
SPOKANE VALLEY WA 99216
REF # 3236 1/2

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

This Memorandum of First Amendment to Ground Lease Agreement (this "Memorandum") is made this 12 day of December, 2012, by and between **KLAIRMONT FAMILY ASSOCIATES, L.P.**, an Illinois limited partnership ("Landlord"), whose address is 4747 W. Peterson Avenue, Chicago, Illinois 60646, and **CROWN CASTLE GT COMPANY LLC**, a Delaware limited liability company ("Tenant"), whose address is c/o Crown Castle USA Inc., E. Blake Hawk, General Counsel, 2000 Corporate Drive, Canonsburg, Pennsylvania 15317.

RECITALS

WHEREAS, Landlord and Tenant are the current parties under that certain Ground Lease Agreement dated September 18, 1991, with a commencement date of September 18, 1991, originally by and between Chicago SMSA Limited Partnership, an Illinois limited partnership ("SMSA"), as tenant, and NBD Trust Company of Illinois, as Trustee under Trust #4172-HP Dated August 19, 1986 ("NBD"), as landlord, a memorandum of which was recorded on December 31, 1991 as Document Number 91692577 with the Cook County Recorder of Deeds, as assigned by SMSA to Tenant pursuant to that certain Assignment and Assumption Agreement dated June 25, 2001 and recorded on September 18, 2001 as Document Number 0010865960 with the Cook County Recorder of Deeds (the "Lease");

WHEREAS, Landlord is the successor in title to the Leased Premises (as defined below);

WHEREAS, the parties have modified the terms of the Lease by that certain First Amendment to Ground Lease Agreement dated the same date as this Memorandum, and wish to provide record notice of the existence of the Lease as amended thereby (hereafter, the Lease is referred to as the "Amended Lease") and the status of certain rights and interests thereunder through the recording of this Memorandum with the Cook County Recorder of Deeds; and

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WHEREAS, the Amended Lease pertains to certain real property leased to Tenant, together with access and utility easements, that is more particularly described on **Exhibit "A"** attached hereto and incorporated herein by this reference (the "Leased Premises"), which is located on a portion of Landlord's property that is more particularly described on **Exhibit "B"** attached hereto and incorporated herein by this reference ("Landlord's Property").

OPERATIVE PROVISIONS

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

1. The recitals hereinabove are true and correct and are incorporated herein by this reference.
2. The Amended Lease provides that the initial term of the Amended Lease is five (5) years, commencing on September 18, 1991, with nine (9) extension terms of five (5) years each. The term of the Amended Lease, including all extension terms, if exercised, will terminate on September 17, 2041.
3. The Amended Lease pertains to certain real property described on **Exhibit "A"** attached hereto.
4. The Amended Lease provides Tenant with an irrevocable option to lease up to a maximum of five hundred (500) square feet of Landlord's Property in a location to be mutually agreed upon by Landlord and Tenant, upon the terms and conditions more particularly set forth in the First Amendment to Ground Lease Agreement.
5. The purpose of this Memorandum is to give record notice of the Amended Lease and of the rights created thereby, all of which are hereby confirmed and incorporated herein. In the event of a conflict between any terms of this Memorandum and of the Amended Lease, those contained in the Amended Lease shall control.
6. The parties consent to the recording of this Memorandum in the public records of the county in which the Leased Premises is situated, and agree that this Memorandum shall be executed in recordable form.
7. This Memorandum may be executed in counterparts, each of which shall constitute an original instrument.

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EXHIBIT "A"

LEASED PREMISES

A parcel of land adjoining an existing building located within Lot "D" in Koester and Zander's Section Line Subdivision of the Northwest 1/4 of the Northwest 1/4 of Section 27, Township 40 North, Range 13, East of the Third Principal Meridian, more particularly described as follows:

Commencing at the Northeast corner of Lot "D" aforesaid; thence North 88°03'34" West, along the North line of Lot "D", for a distance of 29.22 feet; thence South 00°35'51" West, for a distance of 19.38 feet; thence South 88°32'43" East, for a distance of 0.76 feet; thence South 01°27'17" West, for a distance of 2.40 feet to the Point of Beginning; thence continuing along the last described course for a distance of 17.30 feet; thence North 88°32'43" West, for a distance of 14.50 feet; thence North 01°27'17" East, for a distance of 17.30 feet; thence South 88°32'43" East, for a distance of 14.50 feet to the Point of Beginning, containing 251 square feet, more or less, in Cook County, Illinois.

AND ALSO:

A portion of an existing building located within Lot "D" in Koester and Zander's Section Line Subdivision of the Northwest 1/4 of the Northwest 1/4 of Section 27, Township 40 North, Range 13 East of the Third Principal Meridian, more particularly described as follows:

Commencing at the Northeast corner of Lot "D" aforesaid; thence North 88°03'34" West along the North line of Lot "D" for a distance of 29.22 feet; thence South 00°35'51" West, for a distance of 0.78 feet to the Point of Beginning; thence continuing along a prolongation of the last described course for a distance of 18.60 feet; thence South 88°32'43" East, for a distance of 0.76 feet; thence South 01°27'17" West, for a distance of 2.40 feet; thence North 88°32'43" West, for a distance of 21.73 feet; thence North 00°35'51" East, for a distance of 21.00 feet; thence South 88°32'43" East for a distance of 21.00 feet to the Point of Beginning, containing 443 square feet, more or less, in Cook County, Illinois.

Together with the following described Utility Easement:

A parcel of land located within Lot "D" in Koester and Zander's Section Line Subdivision of the Northwest 1/4 of the Northwest 1/4 of Section 27, Township 40 North, Range 13 East of the Third Principal Meridian, more particularly described as follows:

Commencing at the Northeast corner of Lot "D" aforesaid; thence South 01°22'31" West along the East line of Lot "D", for a distance of 70.22 feet for a Point of Beginning; thence continuing along the last described course, for a distance of 15.00 feet; thence North 30°51'10" West, for a distance of 75.35 feet; thence South 88°32'43" East, for a distance of 9.47 feet; thence South 30°51'10" East, for a distance of 57.60 feet to the Point of Beginning, containing 532 square feet, more or less, in Cook County, Illinois.

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Together with the following described Ingress and Egress Easement:

A parcel of land located within the South 80.00 feet of the West 213.00 feet of the East 313.00 feet of the Northwest 1/4 of the Northwest 1/4 of Section 27, Township 40 North, Range 13 East of the Third Principal Meridian. Also, within Lot "D" in Koester and Zander's Section Line Subdivision of the Northwest 1/4 of the Northwest 1/4 of Section 27, Township 40 North, Range 13 East of the Third Principal Meridian, as recorded January 26, 1915, as Document No. 5567610, more particularly described as follows:

Beginning at a point of intersection of the South line of the Northwest 1/4 of Section 27 aforesaid with the East right-of-way line of Knox Avenue, said point being 313.00 feet Westerly of the East line of the Northwest 1/4 of the Northwest 1/4 of Section 27 aforesaid; thence South 88°03'25" East along the South line of the Northwest 1/4 of the Northwest 1/4 of Section 27 aforesaid, for a distance of 185.83 feet to a tangential curve to the left having a radius of 17.00 feet for an arc distance of 26.87 feet; thence North 01°22'31" East parallel with and 110.00 feet Westerly of as measured perpendicular to the East line of the Northwest 1/4 of the Northwest 1/4 of Section 27 aforesaid, for a distance of 289.30 feet; thence North 88°32'43" West, for a distance of 12.00 feet; thence South 01°22'31" West, for a distance of 15.01 feet; thence South 46°27'17" West, for a distance of 7.06 feet; thence North 88°32'43" West, for a distance of 15.73 feet; thence South 01°27'17" West, for a distance of 12.00 feet; thence South 88°32'43" East, for a distance of 15.74 feet; thence South 43°35'06" East, for a distance of 7.09 feet; thence South 01°22'31" West, for a distance of 252.31 feet to a tangential curve to the right having a radius of 5.00 feet for an arc distance of 7.90 feet; thence North 88°03'25" West, parallel with and 12.00 feet Northerly of as measured perpendicular to the South line of the Northwest 1/4 of the Northwest 1/4 of Section 27 aforesaid, for a distance of 185.95 feet, said point being on the East right-of-way line of Knox Avenue; thence South 01°22'31" West, for a distance of 12.00 feet to the Point of Beginning, containing 6,185 square feet, more or less, in Cook County, Illinois.

Part of Tax Parcel Identification Numbers: 13-27-103-002-0000 and 13-27-103-003-0000

Common Addresses:

3011 N. Knox Avenue, Chicago, Illinois and 4600 W. Diversey Avenue, Chicago, Illinois

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EXHIBIT "B"

LANDLORD'S PROPERTY

Lot "D" in Koester and Zander's Section Line Subdivision in the Northwest Quarter of the Northwest Quarter of Section 27, Township 40 North, Range 13 East of the Third Principal Meridian, in Cook County, Illinois.

AND ALSO:

That part of the East 313.00 feet of the West 1/2 of the Northwest 1/4 of Section 27, Township 40 North, Range 13 East of the Third Principal Meridian, lying North and South of the centerline of West Wellington and its Easterly extension, being also the Quarter, Quarter section line of said Northwest 1/4 aforesaid, more particularly described as follows:

Beginning at the intersection of said Quarter, Quarter section line with the West line of the East 313 feet of said West 1/2 of the Northwest 1/4 of Section 27, being also the East line of North Knox Avenue; thence on an assumed bearing of North 00 degrees 01 minute 11 seconds East on said East line of said North Knox Avenue, a distance of 80.00 feet to the Southwest corner of Lot "D" in Koester and Zander's Section Line Subdivision of the Northwest 1/4 of Section 27 aforesaid; thence South 89 degrees 23 minutes 29 seconds East on the South line of said Lot "D", being also the North line of the South 50 feet of the Northwest 1/4 of the Northwest 1/4 of Section 27 aforesaid, a distance of 213.00 feet to the Southeast corner of said Lot "D"; thence South 00 degrees 01 minute 11 seconds West on a line parallel with and 100.00 feet West of the East line of the West 1/2 of the Northwest 1/4 of Section 27 aforementioned, a distance of 60.12 feet to the North line of the South 1316.84 feet of the Northwest 1/4 of said Section 27 lying North of the North line of Diversey Avenue; thence South 89 degrees 22 minutes 01 second East on said North line, a distance of 5.00 feet to the East line of the West 5.00 feet of the East 100 feet of said Northwest 1/4; thence South 00 degrees 01 minute 11 seconds West on said East line, a distance of 27.89 feet to the North face of an existing 2 story brick building and its Easterly and Westerly extension; thence North 89 degrees 55 minutes 57 seconds West on said North face of an existing building and its Easterly and Westerly extension, a distance of 218.00 feet to the East line of said North Knox Avenue; thence North 00 degrees 01 minute 11 seconds East on said East line, a distance of 10.05 feet to the place of beginning, in Cook County, Illinois.

Tax Parcel Identification Number: 13-27-103-002-0000

Also part of Tax Parcel Identification Number: 13-27-103-003-0000

Common Addresses:

3011 N. Knox Avenue, Chicago, Illinois and 4600 W. Diversey Avenue, Chicago, Illinois

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