

**After recording return to:**

STATE OF MASSACHUSETTS  
COUNT OF BARNSTABLE

**MEMORANDUM OF TOWER USE AGREEMENT**

This Memorandum of lease ("MEMORANDUM") dated as of May 30, 2014, is between **VARSITY WIRELESS INVESTORS, LLC**, a Delaware limited liability company ("LESSOR") and **Bell Atlantic Mobile of Massachusetts Corporation Ltd., dba Verizon Wireless**, a Bermuda corporation ("LESSEE").

RECITALS

Whereas, LESSOR has a leasehold interest in a portion of certain property located at 724 Route 6, Wellfleet, Barnstable County, Massachusetts ("Property"), notice of which is recorded at the Barnstable County Registry of Deeds at Book 28288 Page 41.

LESSOR and LESSEE have executed that certain Tower Use Agreement ("Agreement") dated as of May 30, 2014, evidencing LESSOR sublease to LESSEE of a portion of the Property, which portion is shown on Exhibit B (the "Tower Site"), and

Whereas, LESSOR and LESSEE desire to record notice of the Agreement in the Official Records of the Registry where the Property is located;

NOW THEREFORE, in consideration of the foregoing, LESSOR and LESSEE hereby declare as follows:

1. LESSOR has leased the Tower Site to LESSEE (together with access rights), and LESSEE has leased the Tower Site from LESSOR, subject to the terms, covenants and conditions contained in the Agreement.
2. Term: The Agreement is for an initial term of five (5) years commencing on the Commencement Date defined below and is subject to LESSEE's option to extend the Term pursuant to the Agreement for four (4) additional terms of five (5) years each.
3. Commencement Date: The Commencement Date shall be first day of the first calendar month immediately following the earlier of: (i) the date upon which LESSEE commences construction at the Tower Site and/or installation of the Equipment in the Leased Premises; or (ii) thirty (30) days after LESSOR delivers to LESSEE written notice that the Tower Site is completed.
4. Agreement Controlling. This Memorandum is solely for the purpose of giving constructive notice of the Agreement. In the event of conflict between terms of the Agreement and this Memorandum, the terms of the Agreement shall control.

724 ROUTE 6, WELLFLEET, MA

lessee Site ID: Wellfleet 2 mt

IN WITNESS WHEREOF, the parties have executed this Memorandum as of the day and year first above written.

LESSOR:

LESSEE:

VARITY WIRELESS INVESTORS, LLC  
a Delaware limited liability company

Bell Atlantic Mobile of Massachusetts  
Corporation Ltd., dba Verizon Wireless

By: Christopher J. Davis  
Title: President  
Date: 5.26.14

By: David R. Heverling  
Title: Area Vice President Network  
Date: 5/30/14

LESSOR'S NOTARY BLOCK

COMMONWEALTH OF MASSACHUSETTS  
COUNTY OF SUFFOLK

On May 26, 2014, personally appeared Christopher J. Davis, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

NOTARIAL SEAL

(OFFICIAL NOTARY SIGNATURE)  
NOTARY PUBLIC—STATE OF MA

My commission expires:  
10/9/20

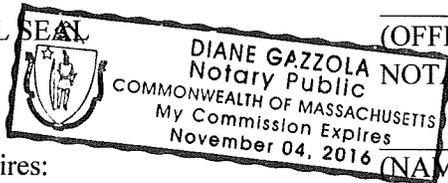
Francis D. Parisi  
(NAME OF NOTARY) Notary Public  
COMMISSION NUMBER: My Commission Expires 10/9/13

LESSEE'S NOTARY BLOCK

STATE OF MASSACHUSETTS  
COUNTY OF WORCESTER

On May 30, 2014, personally appeared David R. Heverling, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

NOTARIAL SEAL



(OFFICIAL NOTARY SIGNATURE)  
NOTARY PUBLIC—STATE OF MASS.

My commission expires:  
\_\_\_\_\_

Diane Gazzola  
(NAME OF NOTARY)  
COMMISSION NUMBER: \_\_\_\_\_

**EXHIBIT A TO THE MEMORANDUM OF TOWER USE AGREEMENT****LEGAL DESCRIPTION**

The land in Wellfleet, Barnstable County, Massachusetts, bounded and described as follows:

Commencing at the Northwest corner of the premises, at the Easterly side of the State Highway (Route 6) in the range of land now or formerly of Kenneth Rickson et ux; thence

S 77° 41' 51" E in said Rickson et ux range, one hundred eighty-two and 89/100 (182.89) feet to a stake in the range of land now or formerly of Edward B. Lane et al; thence

S 49° 01' 30" E by said Lane et al, one hundred sixty-one and 56/100 (161.56) feet to land of the New York, New Haven, & Hartford Railroad company; thence

S 02° 32' 01" E by said Railroad Company land, five hundred twenty and 92/100 (520.92) feet to land now or formerly of the Heirs of John Wiley; thence

S 64° 38' 10" W by land of said Wiley Heirs, five hundred seventy-eight and 61/100 (578.61) feet to the State Highway; thence

N 12° 18' 09" E by said State Highway, nine hundred thirty four and 65/100 (934.65) feet to the point of beginning.

Containing 6.834 acres, more or less.

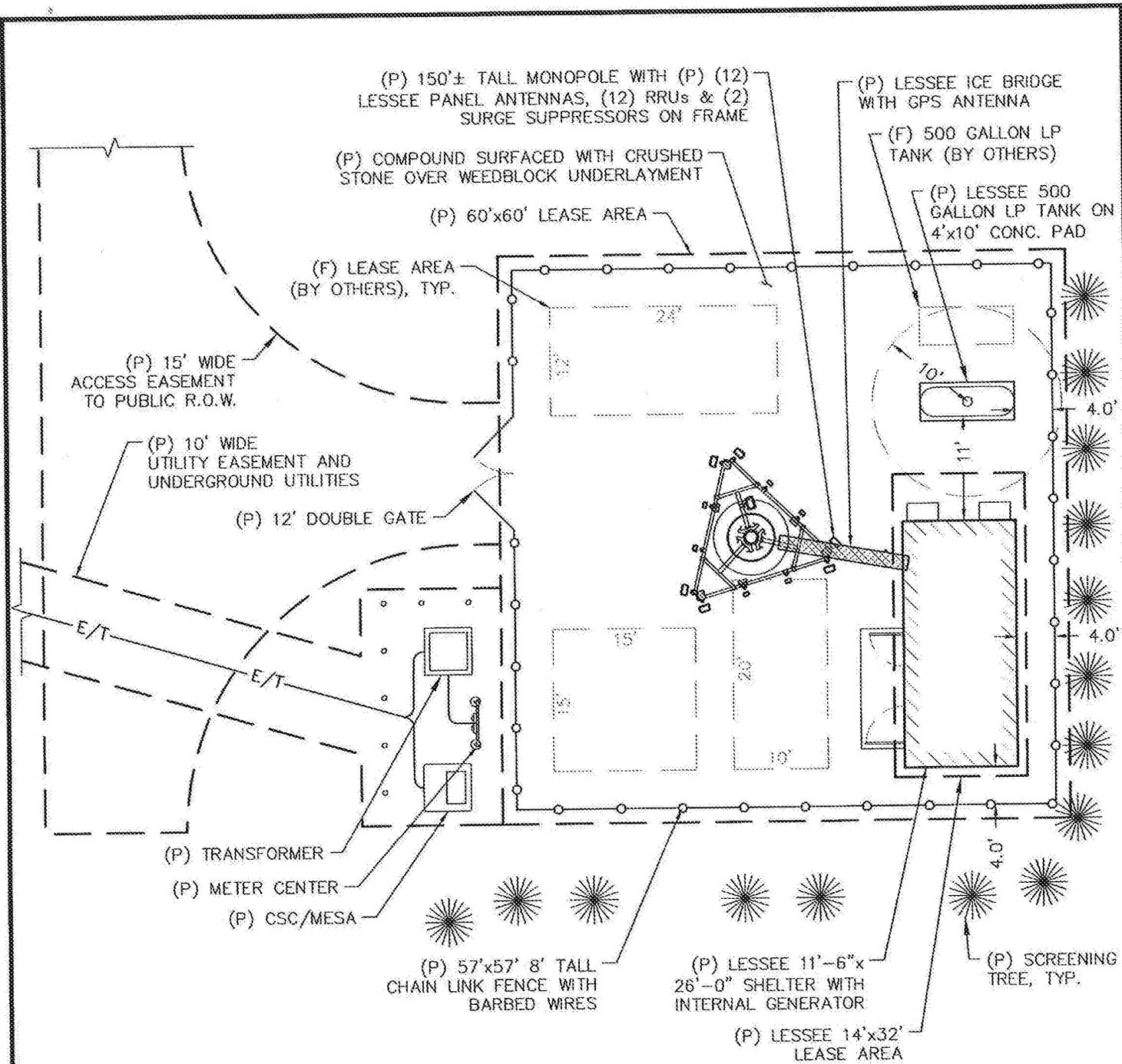
Subject to and together with all matters of records insofar as the same are in full force and effect.

Being the same premises, exclusive of the portion conveyed to Rickson et ux., shown on a plan recorded with the Barnstable County Registry of Deeds entitled, "Plan of Land in Wellfleet (South), Mass., As surveyed May 1953 for Manuel G. Thimas" recorded with the Barnstable County Registry of Deeds in Plan Book 183, Page 11.

For title see deed dated May 6, 1998 and recorded with the Barnstable County Registry of Deeds in Book 11440, Page 272.

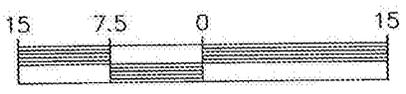
**EXHIBIT B TO THE MEMORANDUM OF TOWER USE AGREEMENT**

**TOWER SITE AND LEASED PREMISES**



**COMPOUND PLAN**

SCALE: 1"=15'



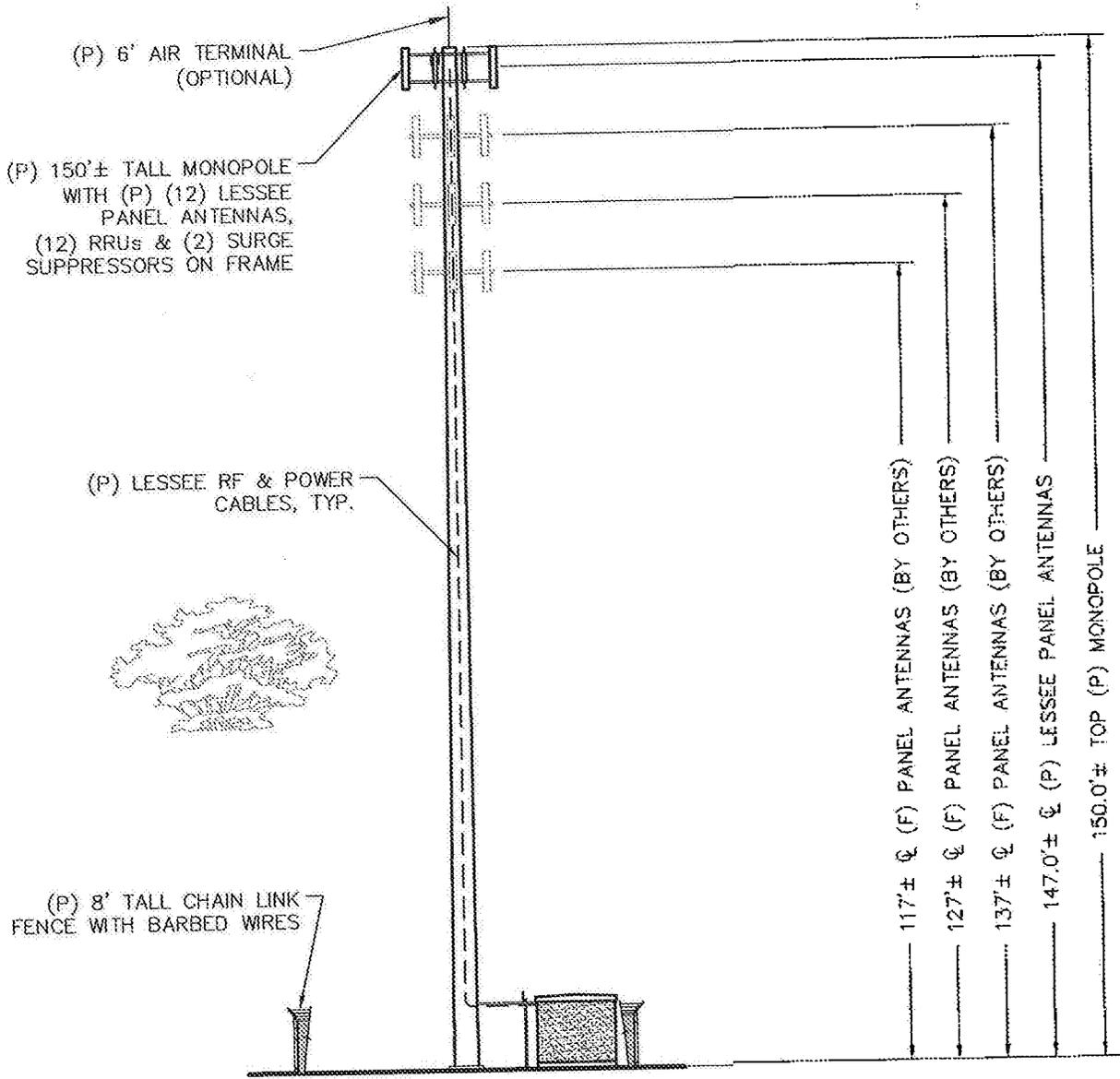
**ProTerra**  
 DESIGN GROUP, LLC  
 1 Short Street  
 Suite 3  
 Northampton, MA 01060  
 Ph: (413)320-4918  
 Fax: (413)320-4917

**LEASE EXHIBIT**

SITE NUMBER: VW MA 0057  
 SITE NAME: WELLFLEET 6  
 ADDRESS: 724 ROUTE 6  
 WELLFLEET, MA 02667

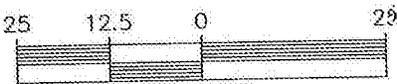
JOB NO.: 14-009    REVISION: 2    DATE: 5/27/14    SHEET: LE-2

**varsity wireless**



### SOUTH ELEVATION

SCALE: 1"=25'



|   |  |  |                               |
|---|--|--|-------------------------------|
| <p><b>ProTerra</b><br/>DESIGN GROUP, LLC</p> <p>1 Short Street<br/>Suite 3<br/>Northampton, MA 01060<br/>Ph: (413)320-4918<br/>Fax: (413)320-4917</p> | <h2>LEASE EXHIBIT</h2>   |  | <p><b>varsitywireless</b></p> |
|   | SITE NUMBER: VW MA 0057<br>SITE NAME: WELLFLEET 6<br>ADDRESS: 724 ROUTE 6<br>WELLFLEET, MA 02667 | JOHN F. MEADE, REGISTER<br>BARNSTABLE COUNTY REGISTRY OF DEEDS<br>RECEIVED & RECORDED ELECTRONICALLY |                               |
| JOB NO.: 14-009   | REVISION: 2  | SHEET: LE-3  |                               |