

TENANT: New Cingular Wireless PCS, LLC
Leased Premises Location: 2250 60th Ave SE (60th Ave SE & I-90, at Exit 6)
WSDOT Lease Number: 1-17-06028, WF-1-11471
Market: PNW
TENANT Cell Site Number: SD42
Cell Site Name: West Mercer Tunnel
Fixed Asset Number: 10092732

AMENDMENT NO. 1
AIRSPACE LEASE FOR COMMUNICATION FACILITIES
(Ground Rental Only)

THIS AMENDMENT NO. 1 TO AIRSPACE LEASE FOR COMMUNICATION FACILITIES ("Amendment"), dated as of the latter of the signature dates below, is entered into by and between the Washington State Department of Transportation ("WSDOT"), and New Cingular Wireless PCS, LLC, a Delaware limited liability company, having a mailing address of 12555 Cingular Way, Suite 1300, Alpharetta, GA 30004 ("TENANT"), as successor in interest to AT&T Wireless Services of Washington, LLC, an Oregon limited liability company, collectively referred to as the "Party" and individually referred to as "Parties".

WHEREAS, WSDOT and TENANT entered into an Airspace Lease for Communication Facilities dated the 6th of March, 2003, whereby WSDOT leased to TENANT certain Premises, therein described, that are a portion of the Property located in the state right-of-way at 60th Ave SE and I-90, at Exit 6 ("Lease"); and

NOW THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, WSDOT and TENANT agree to amend the Lease as follows:

1. DEFINITIONS are hereby added before **Section 1. Premises** of the Lease as follows:

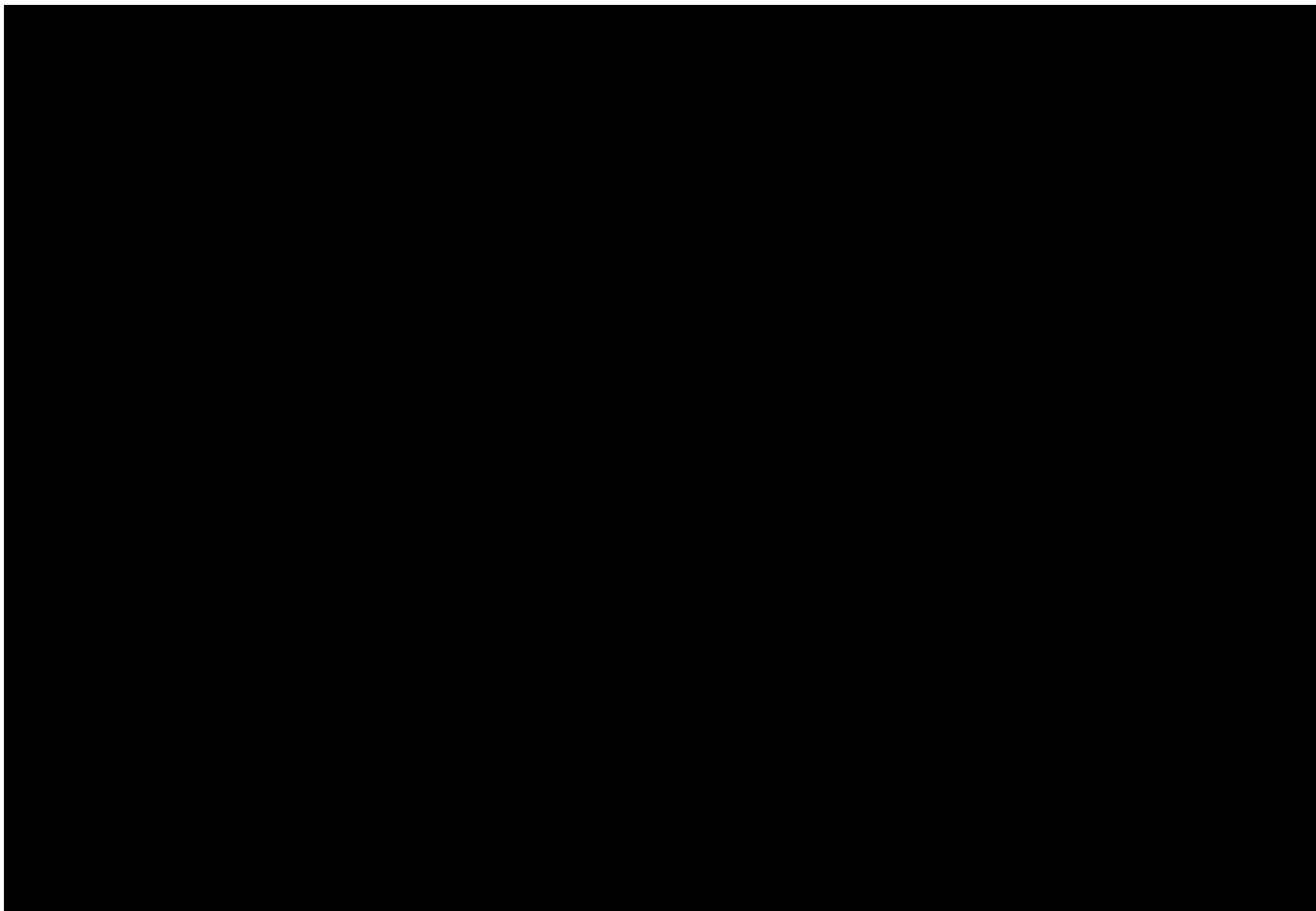
- A. **"Annual Adjustment Date"** – means the first day of the month after the Commencement Date and shall recur annually upon that date. For the purpose of this Lease, the Annual Adjustment Date is April 1st. Annual Adjustment Date replaces the "Anniversary Date" as used in the original Lease.
- B. **"Commencement Date"** – means the date WSDOT executed the Lease, which was March 6, 2003. Commencement Date will replace "Effective Date" as used in the original Lease.
- C. **"Communication Facility"** – means the unstaffed personal communications equipment and related telecommunications activities which TENANT is legally authorized to provide.
- D. **"Premises" or "Leased Premises"** – means the area TENANT will lease from WSDOT.

E. **“Renewal Date”** – means the date upon which a five (5) year Renewal Period begins. This shall fall upon the Annual Adjustment Date of the year the Renewal Period begins. For the purposes of this Lease, the Renewal Dates are April 1, 2008, April 1, 2013, and April 1, 2018.

2. **EXHIBIT C**, dated 11/22/02, is hereby replaced with updated Exhibit C-1, bearing a final construction drawing date of 8/9/11 and WSDOT acceptance date of August 9, 2012.

3. **Section 8. Term** is replaced in its entirety as follows:

The Term of this Lease shall be five (5) years, commencing upon execution of this Lease by WSDOT (Commencement Date), and terminating at 11:59 p.m., five (5) years from the Annual Adjustment Date. Terms may be extended pursuant to Section 9 of this Lease.

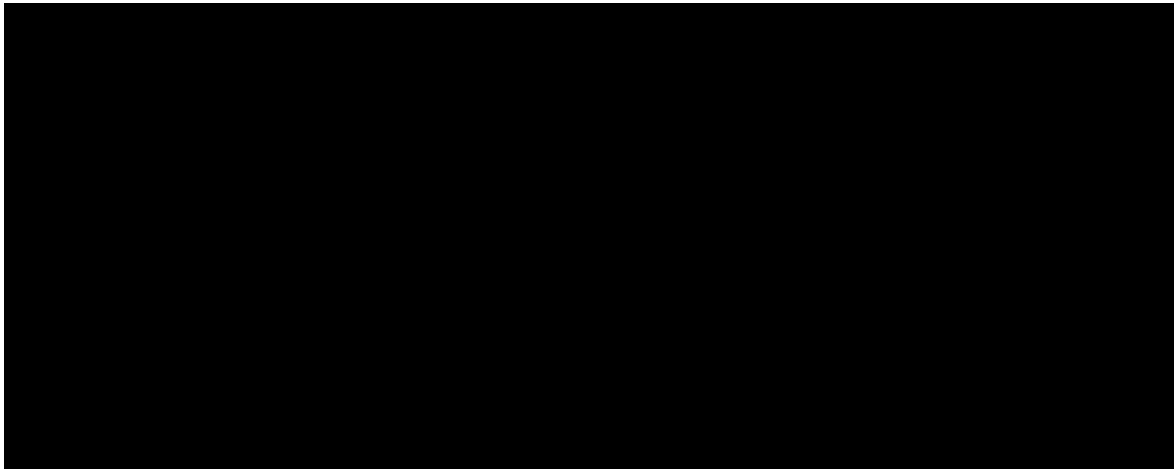


Mailing Address: Attn: Property Management Program Manager
P.O. Box 47339
Olympia, WA 98504-7339

Physical Address: Attn: Property Management Program Manager
243 Israel Road S.E., Ste 101
Tumwater, WA 98501

After 9/1/12;

Physical Address: Attn: Property Management Program Manager
7345 Linderson Way SW
Tumwater, WA 98501-7384



C. **Upgrade or Modification Adjustment.** At the time of any site modification or upgrade by TENANT, rent may be adjusted at WSDOT's discretion upon prior written notice to TENANT by either the WSDOT Rate Schedule for Wireless Communication Leases currently in effect; or a reasonable amount that reflects changes in comparable rents as identified in an appraisal/market evaluation conducted by WSDOT at its sole cost and expense. In the event of any such site modification or upgrade, the parties shall execute an amendment to the Lease.

D. **Payment Identification.** If multiple site/rental payments are submitted in one check, a breakdown of all corresponding sites and their rent amounts must be clearly identified by both the WSDOT Lease Number and TENANT's site number. **All payments must include:**

- WSDOT Lease Number - **for each site**
- TENANT lease site number - **for each site**
- The amount paid and the amount due on the WSDOT Rental Billing Statement.

Payments that do not include this information or are not for the required amount will be returned and late fees will be applied.

6. **Section 44. Notices** is hereby amended to update addresses as follows:

WSDOT

Washington State Department of Transportation
Attn: Property Management Program Manager
PO Box 47338
Olympia, WA 98504-7338

TENANT

New Cingular Wireless PCS, LLC
Attn: Network Real Estate Administration
Re: Cell Site # SD42
Cell Site Name: West Mercer Tunnel
Fixed Asset #: 10092732
12555 Cingular Way, Suite 1300
Alpharetta, GA 30004

With a required copy to:

New Cingular Wireless PCS, LLC
Attn: Legal Department
Re: Cell Site # SD42
Cell Site Name: West Mercer Tunnel
Fixed Asset #: 10092732
P.O. Box 97061 (if by US Mail)
Redmond, WA 98073-9761
16331 NE 72nd Way (if by courier)
Redmond, WA 98052

7. Other Terms and Conditions Remain. In the event of any inconsistencies between the Lease and this Amendment, the terms of this Amendment shall control. Except as expressly set forth in this Amendment, the Lease otherwise is unmodified and remains in full force and effect. Each reference in the Lease to itself shall be deemed also to refer to this Amendment.

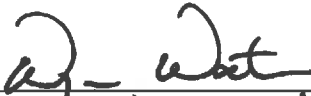
8. Capitalized Terms. All capitalized terms used but not defined herein shall have the same meanings as defined in the Lease.

IN WITNESS WHEREOF, the parties have caused this Amendment to be effective as of the last date written below.


TENANT:

New Cingular Wireless PCS, LLC,
a Delaware limited liability company

By: AT&T Mobility Corporation
Its: Manager

By: 
Print Name: WAYNE WOOTEN
Its: ASST MGR
Date: 8-29-12

WSDOT:

By: 
Print Name: Cynthia Tremblay
Its: Property Management Program Manager
Date: 9/11/2012


APPROVED AS TO FORM
DATE: 9-11-2012

Asst. Attorney General

EXHIBIT C-1

DESCRIPTION OF PREMISES

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To the AMENDMENT NO. 1 TO AIRSPACE LEASE FOR COMMUNICATION FACILITIES dated September 11, 2012, by and between Washington State Department of Transportation (WSDOT), and New Cingular Wireless PCS, LLC, as TENANT.

The Premises are described and/or depicted as follows:

Construction Drawings prepared by PTS Architecture, dated 8/9/11 and WSDOT acceptance date of August 9, 2012, attached hereto.

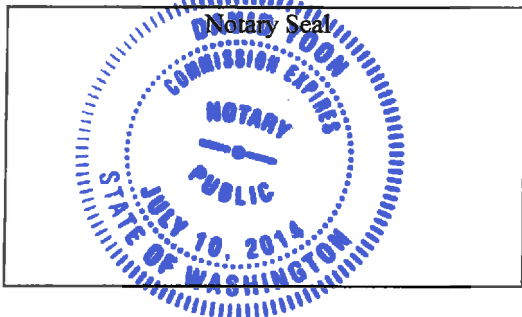
STATE AGENCY ACKNOWLEDGEMENT

REPRESENTATIVE CAPACITY:

STATE OF WASHINGTON)
)
COUNTY OF THURSTON) SS.

I certify that I know or have satisfactory evidence that Cynthia Tremblay is the person who appeared before me, and said person acknowledged that said person signed this instrument, on oath stated that said person was authorized to execute the instrument and acknowledged it as the Property Management Program Manager of Washington State Department of Transportation, to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

DATED: 9/11/2012



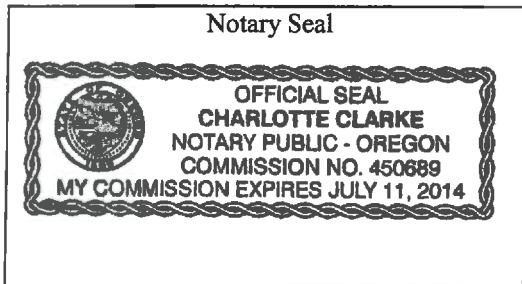
[Signature]
(Signature of Notary)
David Yoon
(Legibly Print or Stamp Name of Notary)
Notary Public in and for the State of Washington
My appointment expires: 7/10/2014

FOR TENANT SIGNATURES IN OREGON STATE

CORPORATE ACKNOWLEDGEMENT

STATE OF OREGON)
)
COUNTY OF Washington) SS.

This instrument was acknowledged before me on August 29, 2012 by Wayne Wooten as Area Mgr of AT&T Mobility Corporation.



[Signature]
(Signature of Notary)
Charlotte Clarke
(Legibly Print or Stamp Name of Notary)
Notary Public in and for the State of Oregon
My Commission expires: 7/11/14