

**PREPARED BY, and WHEN RECORDED
RETURN TO:**

Michael Fraunces, President
Md7, LLC
10590 West Ocean Air Drive, Suite 300
San Diego, CA 92130

Parcel #: W0010001-0000 and W0010001-TEL1

SPACE ABOVE FOR RECORDER'S USE

Re: Cell Site #: LS1520
Cell Site Name: BALLARD HIGH SCHOOL (KY)
Fixed Asset Number: 10068345
State: KY
County: Jefferson

**MEMORANDUM
OF
AGREEMENT**

This Memorandum of Agreement is entered into on this ____ day of _____, 201__, by and between Board of Education of Jefferson County, Kentucky, having a mailing address at 3001 Crittendon Drive, Louisville, KY 40209 (hereinafter referred to as "**JCPS**") and New Cingular Wireless PCS, LLC, a Delaware limited liability company, having a mailing address of 575 Morosgo Drive NE, Atlanta, GA 30324 (hereinafter referred to as "**Licensee**").

1. JCPS and Licensee entered into a certain Communications Facility Space License Agreement dated _____, 201__ (hereinafter, the "**Agreement**") for the purpose of installing, operating and maintaining a communications facility and other improvements at a portion of JCPS's real property located in the City of Louisville, County of Jefferson, commonly known as 6000 Brownsboro Road (the "**Site**"). All of the foregoing are set forth in the Agreement.
2. The Initial Term will be five (5) years ("**Initial Term**") commencing on the Effective Date, with one (1) successive five (5) year option to renew.
3. The portion of the space being licensed to Licensee at the Site (the "**Licensed Space**") on the Site is described in **Exhibit 1** attached hereto.
4. This Memorandum of Agreement is not intended to amend or modify, and shall not be deemed or construed as amending or modifying, any of the terms,

conditions or provisions of the Agreement, all of which are hereby ratified and affirmed. In the event of a conflict between the provisions of this Memorandum of Agreement and the provisions of the Agreement, the provisions of the Agreement shall control. The Agreement shall be binding upon and inure to the benefit of the parties and their respective heirs, successors, and assigns, subject to the provisions of the Agreement.

[NO MORE TEXT ON THIS PAGE - SIGNATURES TO FOLLOW ON NEXT PAGE]

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

JCPS:
Board of Education of Jefferson County,
Kentucky

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

By: AT&T Mobility Corporation
Its: Manager

By: _____

Print Name: _____

Title: _____

Date: _____

By: Kathleen Noyl

Print Name: KATHLEEN NOYL

Title: AREA MANAGER

Date: 8/2/17

JCPS ACKNOWLEDGEMENT

STATE OF _____)
) SS.
COUNTY OF _____)

I certify that I know or have satisfactory evidence that _____
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 _____ of the
Board of Education of Jefferson County, Kentucky, to be the free and voluntary act of such
party for the uses and purposes mentioned in the instrument.

DATED: _____

Notary Seal

(Signature of Notary)

(Legibly Print or Stamp Name of Notary)
Notary Public in and for the State of

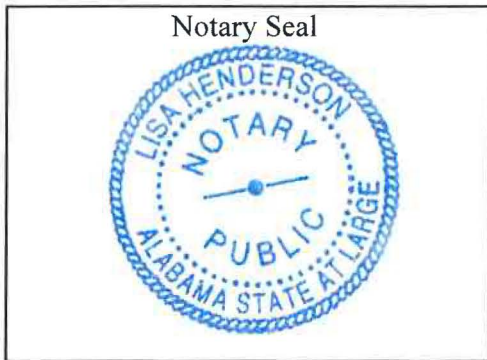
My appointment expires: _____

LICENSEE ACKNOWLEDGEMENT

STATE OF Alabama)
) SS.
COUNTY OF Jefferson)

I certify that I know or have satisfactory evidence that Kathleen Royal is the person who appeared before me, and said person acknowledged that he/she signed this instrument, on oath stated that he/she was authorized to execute the instrument and acknowledged it as the Area Manager of AT&T Mobility Corporation, the Manager of **New Cingular Wireless PCS, LLC, a Delaware limited liability company**, to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

DATED: August 2, 2017.



Lisa Henderson
(Signature of Notary)
Lisa Henderson
(Legibly Print or Stamp Name of Notary)
Notary Public in and for the State of
AL
My appointment expires: 7/9/2018

Attachment:

Exhibit 1 – Description of Licensed Space

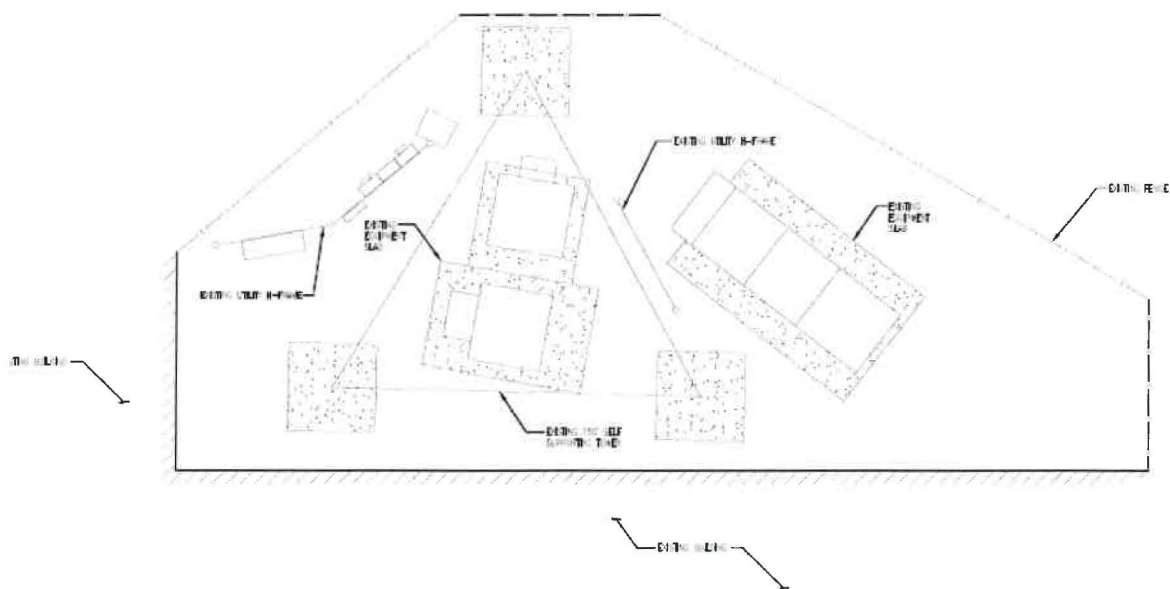
Exhibit 1 to Memorandum of Agreement
Description of Licensed Space

Street Address: 6000 Brownsboro Road, Louisville, KY 40222

The Licensed Space is described and/or depicted as follows:

Space on the self-support tower structure located at the Site at approximately one hundred fifty (150) feet high on such structure, as well as certain ground space depicted on the drawing below, for placement and operation of Licensee's equipment and facilities.

NORTH ←



61651775.2