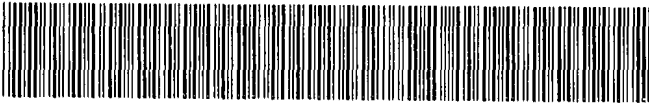


MISC 2012022659



MAR 08 2012 14:39 P 8

MISC

FEE 40.50 FB 01-60000

BK16-15-12^{MS} EXAM

IND SCAN PRF

Received - DIANE L. BATTIATO
Register of Deeds, Douglas County, NE
3/8/2012 14:39:38.91



2012022659

THIS PAGE INCLUDED FOR INDEXING

PAGE DOWN FOR BALANCE OF INSTRUMENT

RETURN TO: SAM MANDOLFO
2611 So 117 ST.
OMAHA, NE 68144

CHECK NUMBER

35040042 + cash

Prepared by and Return to:

New Cingular Wireless PCS, LLC
Attn: Network Real Estate Administration
12555 Cingular Way, Suite 1300
Alpharetta, GA 30004

Re: Cell Site # OMAHNE1410; Cell Site Name: Creighton West
Fixed Asset Number: 10146414
State: Nebraska
County: Douglas

MEMORANDUM
OF
SUBLEASE

This Memorandum of Sublease is entered into on this 3rd day of January, ~~2011~~ **2012**, by and between John Markel, Inc., a Nebraska corporation, having a mailing address of 716 North 102nd Street, Omaha, Nebraska 68114 ("**Sublandlord**") and New Cingular Wireless PCS, LLC, a Delaware limited liability company, having a mailing address of 12555 Cingular Way, Suite 1300, Alpharetta, GA 30004 ("**Subtenant**").

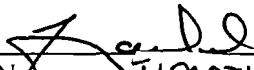
1. Sublandlord and Subtenant entered into a certain Option and Sublease Agreement ("**Agreement**") on the 8th day of December, 2011, for the purpose of installing, operating and maintaining a communications facility and other improvements. All of the foregoing are set forth in the Agreement.
2. The initial lease term will commence on the date on which Subtenant exercises the Option and expire on March 31, 2028, subject to earlier termination on or after March 31, 2018.
3. The portion of the land being subleased to Subtenant (the "**Subleased Property**") is described in **Exhibit 1** annexed hereto.
4. This Memorandum of Sublease 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 Sublease 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.

Exhibit "D"
Page 2 of 6

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

"SUBLANDLORD"


John Markel, Inc., a Nebraska corporation

By: 
Print Name: TIMOTHY S. MARKEL
Its: PRESIDENT
Date: 11/3/12

"SUBTENANT"

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

By: AT&T Mobility Corporation
Its: Manager

By: 
Print Name: RONALD L MITCHEM
Its: Real Estate & Construction Manager
Date: 12/14/11

[ACKNOWLEDGMENTS APPEAR ON THE NEXT PAGE]

SUBTENANT ACKNOWLEDGMENT

STATE OF Minnesota)
) ss:
COUNTY OF Ramsey)

On the 14 day of Dec, 2011, before me personally appeared Ronald Mitchell and acknowledged under oath that he is the REU manager of AT&T Mobility Corporation, the Manager of New Cingular Wireless PCS, LLC, the Subtenant named in the attached instrument, and as such was authorized to execute this instrument on behalf of the Subtenant.

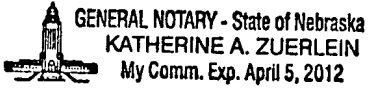


Kathy Leners
Notary Public: Kathy Leners
My Commission Expires: 1/31/2016

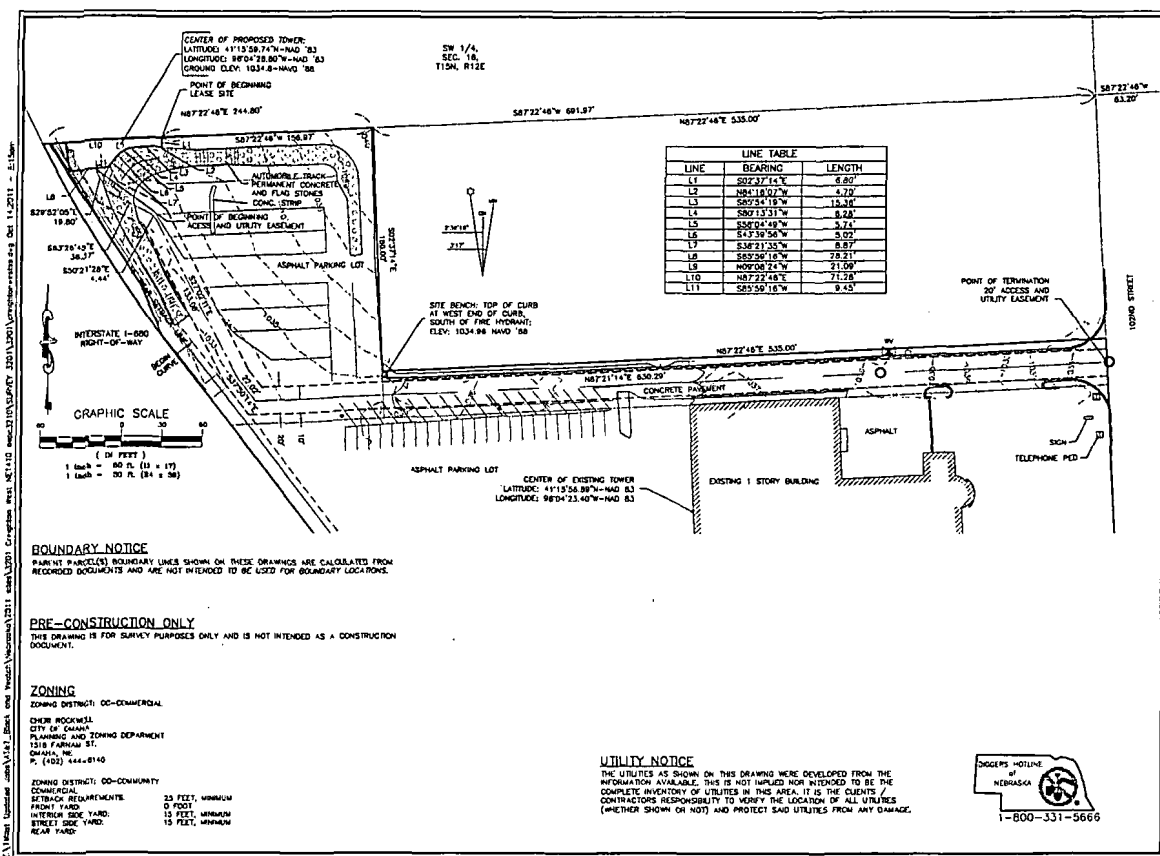
SUBLANDLORD ACKNOWLEDGMENT

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

On the 3rd day of JANUARY, ~~2011~~ ²⁰¹² before me, personally appeared Timothy S. Markel, who acknowledged under oath, that he is the President of John Markel, Inc., the Sublandlord named in the above Agreement, and as such was authorized to execute this Agreement on behalf of the Sublandlord.



Katherine A. Zuerlein
Notary Public: KATHERINE A. ZUERLEIN
My Commission Expires: 4/5/2012



APPLICANT/OWNER

4300 IMPACT POINTS DR.
BLOOMINGTON IN 46105

PROJECT MANAGER

BLACK & VEATCH
7000 GRANDVIEW DRIVE
OVERLAND PARK, MISSOURI 66210
(913) 438-3000

REGISTERED

ASSOCIATED ENGINEERING, INC.
2705 S. MAIN STREET
OMAHA, NE 68102
PH: (402) 388-5840
FAX: (402) 280-5043
AE INC. PROJECT #3201

NEBRASKA REGISTERED PROFESSIONAL ENGINEER
LS-587
10/14/11
07/01/13

DRAWN BY: CHH BY: JAV BY:
DSR SH TW

STATE SITE NAME:
CREIGHTON WEST

STATE SITE NUMBER:
OMAHNE1168

SUBMITTALS

REV.	DATE	DESCRIPTION
0	10/13/11	FINAL
0	08/18/11	REV. LEASE SITE
0	08/18/11	REVISED LEASE SITE
0	02/19/11	PRELIMINARY
REV.	DATE	DESCRIPTION

DRAWING TITLE:
SITE SURVEY
SHEET 2 OF 3

DRAWING NUMBER:
SS-2

EXHIBIT "D"

Page 6 of 6

EASEMENTS, COVENANTS, CONDITIONS AND RESTRICTIONS

TITLE REPORT SUPPLIED BY U.S. TITLE SOLUTIONS, LEBANON, MO FILE # 20031-NE100-5030... DATE: 11/19/2011... RECORD: APRIL 8, 2010, INSTRUMENT # 201002978.

- ITEM 1: NO JUDGMENT, LENS OR U.C.G. FILMS FOUND WITHIN THE PERIOD SEARCHED.
ITEM 2: NO COVENANTS OR RESTRICTIONS FOUND WITHIN THE PERIOD SEARCHED.
ITEM 3: BARRANTY SEWER LINE EASEMENT GRANTED TO BARRANTY AND IMPROVEMENT DISTRICT NO. 129 OF DOUGLAS COUNTY, NEBRASKA...

SURVEY NOTES

- 1. SITE BENCH MARK: TOP OF CURB AT WEST OF CURB OF ACCESS DRIVE, JUST SOUTH OF FIRE HYDRANT. ELEVATION: 1004.90 FEET - NAVD 83.
2. BENCH MARK: COUNTY SURVEYOR'S CAP AT 102ND AND MAPLE STREETS. ELEVATION: 1000.33 FEET - NAVD 83.
3. BASE OF BEARING: BEING 023714°E, BEING THE EASTERLY LINE OF THE SOUTHWEST QUARTER OF SECTION 18, TOWNSHIP 13 NORTH, RANGE 12 EAST, 8TH P.M., FROM A FOUND BRASS CAP AT THE CENTER OF SAID SECTION 18 TO A FOUND 1" SOLID IRON 41" THE NORTH QUARTER CORNER OF SAID SECTION 18, DOUGLAS COUNTY, NEBRASKA...

LEASE SITE DESCRIPTION

A TRACT OF LAND LOCATED IN PART OF SOUTHWEST QUARTER OF SECTION 18, TOWNSHIP 13 NORTH, RANGE 12 EAST, 8TH P.M., DOUGLAS COUNTY, NEBRASKA, MORE PARTICULARLY DESCRIBED AS FOLLOWS: COMMENCING AT THE NORTHEAST CORNER OF SAID SOUTHWEST QUARTER (646.6' CENTER OF SECTION 18)...

ACCESS AND UTILITY EASEMENT DESCRIPTION

A STRIP OF LAND OVER AND ACROSS A TRACT OF LAND LOCATED IN PART OF THE SOUTHWEST QUARTER OF SECTION 18, TOWNSHIP 13 NORTH, RANGE 12 EAST, 8TH P.M., DOUGLAS COUNTY, NEBRASKA, BEING 10 FEET IN WIDTH AND 10 FEET ON EACH SIDE OF AND PARALLEL WITH THE FOLLOWING DESCRIBED CENTERLINE: COMMENCING AT THE POINT OF BEGINNING OF LEASE SITE, THENCE ALONG THE EASTERLY LINE OF THE LEASE SITE, SOUTH 023714°E, A DISTANCE OF 6.80 FEET...

BOUNDARY NOTICE

BOUNDARY NOTICE: PARENT PARCEL(S) BOUNDARY LINES SHOWN ON THESE DRAWINGS ARE CALCULATED FROM RECORDED DOCUMENTS AND ARE NOT INTENDED TO BE USED FOR BOUNDARY LOCATIONS.

PRE-CONSTRUCTION ONLY

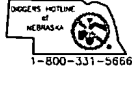
THIS DRAWING IS FOR SURVEY PURPOSES ONLY AND IS NOT INTENDED AS A CONSTRUCTION DOCUMENT.

UTILITY NOTICE

THE UTILITIES AS SHOWN ON THIS DRAWING WERE DEVELOPED FROM THE INFORMATION AVAILABLE. THIS IS NOT IMPLIED NOR INTENDED TO BE THE COMPLETE INVENTORY OF UTILITIES IN THIS AREA. IT IS THE CLIENT'S / CONTRACTOR'S RESPONSIBILITY TO VERIFY THE LOCATION OF ALL UTILITIES (WHETHER SHOWN OR NOT) AND PROTECT SAID UTILITIES FROM ANY DAMAGE.

ZONING

ZONING DISTRICT: CC-COMMERCIAL
CITY OF OMAHA: PLANNING AND ZONING DEPARTMENT
1510 PARKWAY ST, OMAHA, NE 68102
PHONE: (402) 444-8140
ZONING DISTRICT: CC-COMMUNITY
COMMERCIAL
DETAILED REQUIREMENTS:
FRONT YARD: 25 FEET MINIMUM
INTERIOR SIDE YARD: 0 FEET
REAR YARD: 15 FEET MINIMUM
STREET SIDE YARD: 15 FEET MINIMUM



SURVEYOR'S CERTIFICATE
I, STEPHEN L. HENNINGER, A PROFESSIONAL REGISTERED LAND SURVEYOR UNDER THE LAWS OF THE STATE OF NEBRASKA, CERTIFY THAT THE ABOVE SURVEY IS CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF, HAVING OF SHEETS COVERED WITH THIS SEAL: SS-1 AND SS-2.
SIGNED THIS 14th DAY OF October, 2011.
Stephen L. Henninger
NEBRASKA 0007

PARENT PARCEL DESCRIPTION

THAT PART OF THE SW 1/4 OF SECTION 18, TOWNSHIP 13 NORTH, RANGE 12 EAST OF THE 8TH P.M., DOUGLAS COUNTY, NEBRASKA, DESCRIBED AS FOLLOWS: COMMENCING AT THE NE CORNER OF SAID SW 1/4, THENCE SOUTH (ASSUMED BEARING), 112.83 FEET ON THE EAST LINE OF SAID SW 1/4, THENCE WEST 43.20 FEET TO THE POINT OF BEGINNING SAID POINT ALSO BEING THE S.E. CORNER OF A TRACT OF LAND OFFERED TO METRO LINCOLN-MERIDIAN AS DESCRIBED IN DEED BOOK 1454-45 PAGE 33 OF THE DOUGLAS COUNTY RECORDS; THENCE CONTINUING WEST, 779.80 FEET ON THE SOUTH LINE OF SAID METRO LINCOLN-MERIDIAN TRACT TO THE EASTERLY LINE OF INTEREST; THENCE SOUTH 023714°E, A DISTANCE OF 1025.82-FOOT PARALLEL TO THE EAST LINE OF INTEREST; THENCE SOUTH 023714°E, A DISTANCE OF 183.83 FEET AND DISTANCE OF 183.83 FEET; THENCE SOUTH 217100°E, A DISTANCE OF 214.09 FEET; THENCE SOUTH 023714°E, A DISTANCE OF 1025.82 FEET TO THE WEST LINE OF 102ND STREET; THENCE NORTH, 242.70 FEET ON A LINE 80.00 FEET WEST OF AND PARALLEL WITH THE EAST LINE OF SAID SW 1/4 AND ON THE WEST LINE OF 102ND STREET; THENCE NORTH 117000°E, A DISTANCE OF 52.25 FEET ON THE WEST LINE OF 102ND STREET; THENCE WEST, 52.25 FEET ON THE POINT OF BEGINNING; THENCE WITH THAT PART OF THE EAST LINE OF 102ND STREET NORTH-OF-WAY LINES WITHIN THE SW 1/4 OF SECTION 18, TOWNSHIP 13 NORTH, RANGE 12 EAST OF THE 8TH P.M., DOUGLAS COUNTY, NEBRASKA, MORE PARTICULARLY DESCRIBED AS FOLLOWS: COMMENCING AT THE NE CORNER OF SAID SW 1/4, THENCE SOUTH (ASSUMED BEARING), 204.04 FEET ON THE EAST LINE OF SAID SW 1/4, THENCE WEST, 52.25 FEET TO THE POINT OF BEGINNING SAID POINT ALSO BEING THE S.E. CORNER OF A TRACT OF LAND OFFERED TO METRO LINCOLN-MERIDIAN AS DESCRIBED IN DEED BOOK 1454-45 PAGE 33 OF THE DEED RECORDS OF DOUGLAS COUNTY, NEBRASKA; THENCE CONTINUING WEST, 52.25 FEET ON THE SOUTH LINE OF SAID METRO LINCOLN-MERIDIAN TRACT; THENCE SOUTH 180.00 FEET ON A LINE 52.25 FEET WEST OF AND PARALLEL WITH THE WEST LINE OF 102ND STREET; THENCE EAST, 52.25 FEET ON A LINE 102.00 FEET SOUTH OF AND PARALLEL WITH THE WEST LINE OF SAID METRO LINCOLN-MERIDIAN TRACT; TO THE WEST LINE OF 102ND STREET; THENCE NORTH 180.00 FEET ON THE WEST LINE OF 102ND STREET TO THE POINT OF BEGINNING.

Client/Owner: at&t
Project Manager: BLACK & VEATCH
Engineer: ASSOCIATED ENGINEERING, INC.
Professional Engineer Seal: NEBRASKA REGISTERED PROFESSIONAL ENGINEER, L.S. 587, STEPHEN L. HENNINGER, DOUGLAS COUNTY, NEBRASKA.
Drawing Title: SITE SURVEY SHEET 3 OF 3
Drawing Number: SS-3

The Property

PARCEL A:

That part of the SW $\frac{1}{4}$ of Section 16, Township 15 North, Range 12 East of the 6th P.M., Douglas County, Nebraska, described as follows: Commencing at the NE corner of said SW $\frac{1}{4}$; thence South (assumed bearing) 1433.93 feet on the East line of said SW $\frac{1}{4}$; thence West 83.20 feet to the point of beginning said point also being the S.E. corner of a tract of land deeded to Metro Lincoln-Mercury as described in Deed Book 1454 at Page 33 of the Douglas County Records; thence continuing West 779.80 feet on the South line of said Metro Lincoln-Mercury tract to the Easterly line of Interstate 680; thence Southerly on the Easterly line of Interstate 680; on the following described courses; thence Southeasterly on a 1025.92 foot radius curve to the left, chord bearing South 29°56'49" East, chord distance 185.39 feet, an arc distance of 185.65 feet; thence South 35°13'00" East 294.07 feet; thence South 48°12'00" East 725.50 feet to the West line of 102nd Street; thence North 245.70 feet on a line 60.00 feet West of and parallel to the East line of said Southwest $\frac{1}{4}$ and on the West line of 102nd Street; thence North 11°06'00" East 52.05 feet on the West line of 102nd Street; thence West 33.20 feet on the West line of 102nd Street; thence North 587.69 feet on the West line of 102nd Street to the point of beginning. Together with that part of vacated 102nd Street right of way lying within the Southeast $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of Section 16, Township 15 North, Range 12 East of the 6th P.M., Douglas County, Nebraska, more particularly described as follows: commencing at the NE corner of the SW $\frac{1}{4}$ of said Section 16; thence South (assumed bearing) 2088.40 feet on the East line of SW $\frac{1}{4}$; thence West 45.00 feet to the point of beginning; thence continuing West 15.00 feet to the West line of 102nd Street; thence South 230.00 feet on the West line of 102nd Street to the SE corner of a tract of land described on a deed recorded in Book 1793 at Page 489 of the Douglas County records; thence East 15.00 feet; thence North 230.00 feet on a line 45.00 feet West of and parallel with the East line of said SW $\frac{1}{4}$ to the point of beginning.

EXCEPT

That part of the Southwest Quarter of Section 16, Township 15 North, Range 12 East of the 6th P.M., in the City of Omaha, in Douglas County, Nebraska, more particularly described as follows: Commencing at the Northeast corner of said Southwest Quarter; thence South (assumed bearing) 1433.93 feet on the East line of said Southwest Quarter; thence West 83.20 feet to the point of beginning, said point also being the Southeast corner of a tract of land deeded to Metro Lincoln-Mercury as described in Book 1454 at Page 33 of the Deed Records of Douglas County, Nebraska; thence continuing West 535.00 feet on the South line of said Metro Lincoln-Mercury tract; thence South 180.00 feet on a line 535.00 feet West of and parallel to the West line of 102nd Street; thence East 535.00 feet on a line 180.00 feet South of and parallel to the South line of said Metro Lincoln-Mercury tract, to the West line of 102nd Street; thence North 180.00 feet on the West line of 102nd Street to the point of beginning.