

MEMORANDUM OF GROUND AND TOWER LEASE AGREEMENT

THIS INSTRUMENT PREPARED BY:

NAME Beverly Johnson
ADDRESS Richmond 20MHz, LLC
1150 Shenandoah Village Drive
Waynesboro, VA 22980

TAX MAP NO.: 026404000

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM evidences that a lease was made and entered into by written Ground and Tower Lease Agreement dated July 1, 2015, between the **TOWN OF NAGS HEAD, NORTH CAROLINA**, a North Carolina municipal corporation ("Owner"/"Grantor") and **RICHMOND 20MHz, LLC**, a Delaware limited liability company, d.b.a. NTELOS ("Company"/"Grantee"), executed by Grantor and Grantee as of _____, 201_, (the "Execution Date"), the terms and conditions of which are incorporated herein by reference.

Such Ground and Tower Lease Agreement provides in part that Grantor leases to Grantee a certain site located at 5401 South Croatan Highway, Town of Nags Head, State of North Carolina, together with nonexclusive easements for rights of access thereto and electric and telephone utilities, which site is described in Attachment "A" attached hereto, within the property of Owner, which is described in Attachment "B" attached hereto. The lease provides for a term of one (1) year commencing on July 1, 2015 (the "Commencement Date"), which term is subject to four (4) additional, successive one (1) year extension periods by Grantee

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease on the day and year written below.

LESSOR:
TOWN OF NAGS HEAD, NORTH CAROLINA

By: _____ (SEAL)

Name: Robert C. Edwards

Its: Mayor

Tax ID No.: 56-6034273

Attest:

Carolyn F. Morris, Town Clerk

STATE OF NORTH CAROLINA
COUNTY OF DARE

I, _____, a Notary Public of the County and State aforesaid, certify that Carolyn F. Morris personally came before me this day and acknowledged that she is the Town Clerk of the Town of Nags Head, a North Carolina municipal corporation, and that by authority duly given and as act of the Town, the forgoing instrument was signed in its name by its Mayor, sealed with its corporate seal and attested by herself as its Town Clerk. Witness my hand and official stamp or seal, this _____ day of _____, 201_.

Notary Public

My Commission Expires: _____

[NOTARY SEAL]

LESSEE:
RICHMOND 20MHz, LLC

By: _____ (SEAL)

Name: R. L. McAvoy

Title: Executive Vice President

Date: _____

Attest:

County of Chesterfield
Commonwealth of Virginia

I, _____, a Notary Public for said County and State, do hereby certify that R. L. McAvoy, Executive Vice President for Richmond 20MHz, LLC, a Delaware limited liability company, d/b/a NTELOS, personally appeared before me this day and acknowledged the execution of the foregoing instrument. Witness my hand and official seal, this _____ day of _____, 201_.

Notary Public

My Commission Expires: _____

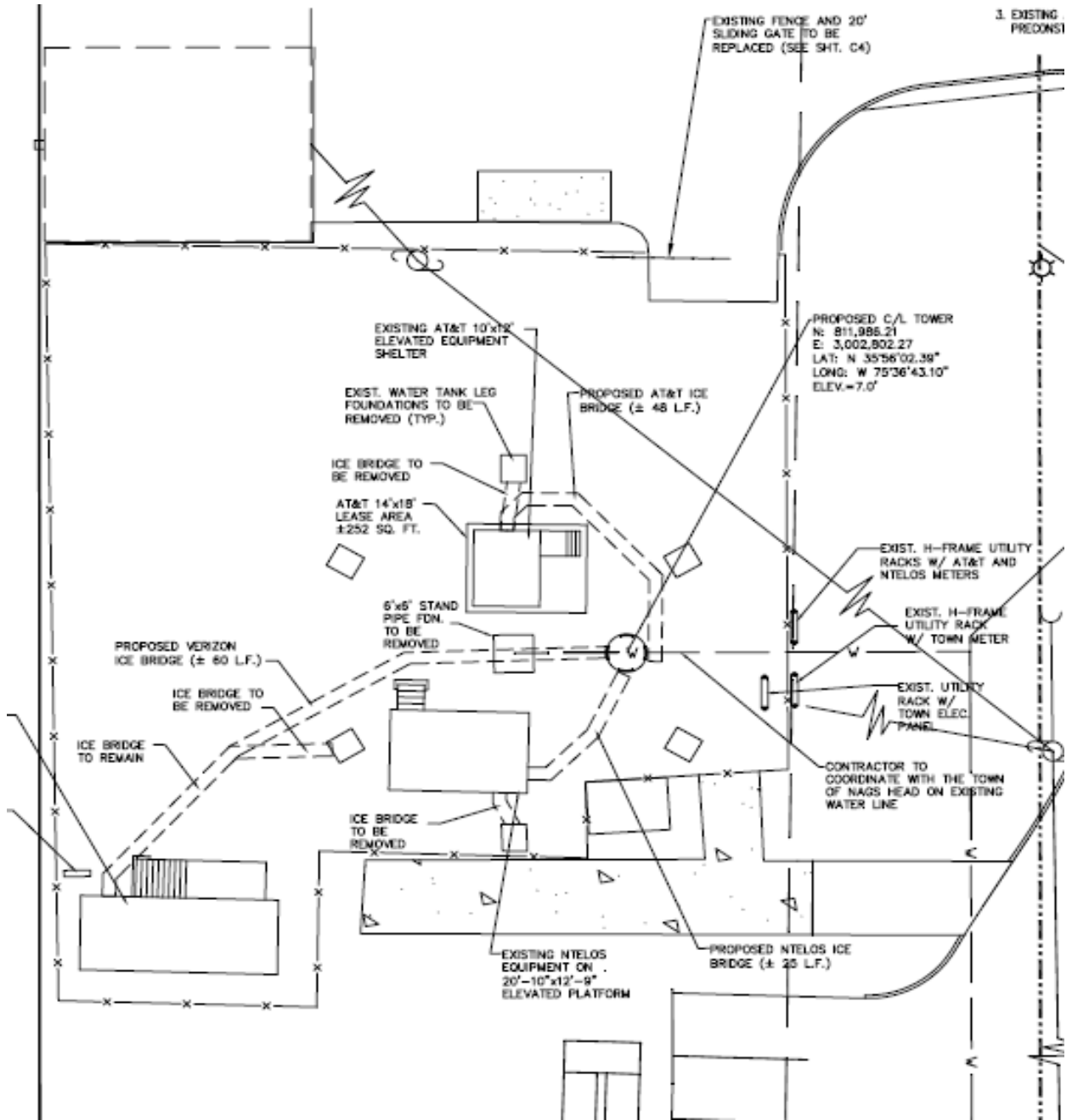
[NOTARY SEAL]

Exhibit A

Grantee's Site

(See attached drawings)

Ground Space



Tower Space

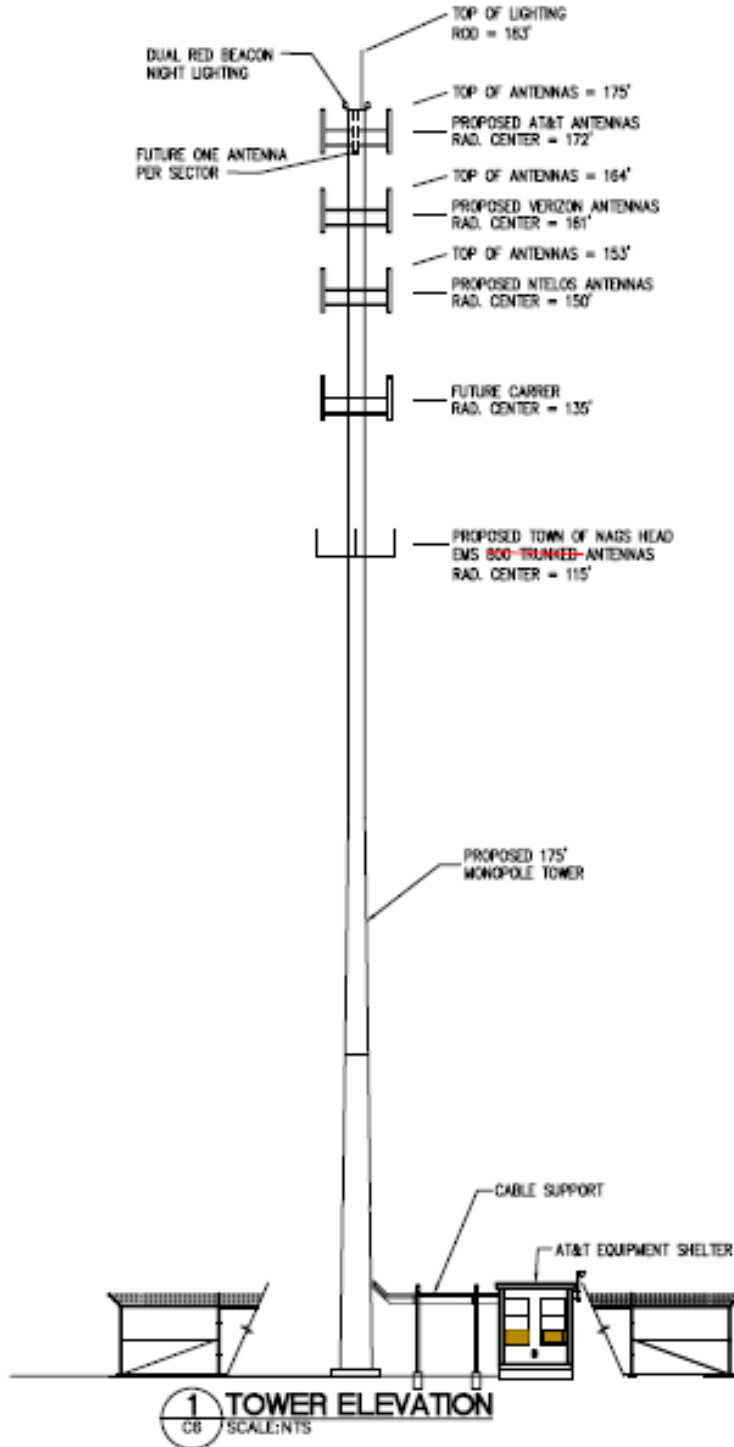


Exhibit B

Grantor's Property

Owner's Property is situated in the Town of Nags Head, County of Dare, State of North Carolina, commonly described as property owned by the Town of Nags Head, located at 5401 South Croatan Highway, and recorded in Deed Book 118, page 474 of the Dare County registry.

(SEE ATTACHED DRAWING)

