



2525 Pio Pico Drive, Suite 301, Carlsbad, CA 92008

www.unison-site.com

April 20, 2009

San Pablo Lodge No 43
Don Ockrassa
342 Georgia St
Vallejo, CA 94590

Site #: 435900

The offer is subject to due diligence and is based on the assumptions listed below:

- Site Owner Rooftop
- Sprint PCS as tenant
- \$750.00 current monthly rent
- \$750.00 purchased monthly rent
- 10.0% 5 year term (Sprint PCS) escalation

Dear Don:

Thank you for your interest in our cell site lease conversion program. After analyzing the information you provided, Unison is prepared to offer you a lump sum of \$53,543 if the offer is accepted by April 30, 2009.

Our offer is to purchase a defined easement for the cell site. General easement includes additional space outside of the existing leased area ("Additional Space"). Unison will receive the currently scheduled rent stream (including escalators) for the term of the easement, and agrees that for all rent over and above this amount received from new tenants located within the Additional Space, Site Owner will collect 50% and Unison will collect 50%. The final amount of our offer is subject to due diligence and confirmation of your monthly rent escalators and site tenants.

The appeal of the Unison deal:

- **Convert your lease into cash:** Unison Site Management, L.L.C. is rapidly building a nationwide portfolio of cell site leases. Our program allows you to convert your lease into hard cash on a potentially tax efficient basis. The telecom industry is changing rapidly, with three major mergers taking place in the last year alone, and we encourage you to understand and consider your options now.
- **Secure your asset:** With our lump sum cash offer, the value of your lease asset will no longer be dependent on future rent payments. Instead, you would have \$53,543 in your bank account. This payment is yours regardless of what happens to your site in the future—even if you sell the property. You can invest your capital payment in real estate, stocks, bonds, or your own business.
- **Receive substantial tax savings:** For the typical site owner, Unison's lump sum program is taxed at lower capital gains rates as opposed to ordinary income rates on rent income. This can reduce taxes by up to 50%. A Starker 1031 Exchange election may allow you to defer taxes altogether while investing the Unison proceeds in another real estate asset. Please consult your financial advisor to determine your specific tax situation.

If you have any questions, please contact me directly at (866)434-8494. I look forward to discussing our offer with you at your earliest convenience.

Sincerely,

Keith Larson
Unison Site Management, LLC



2626 Pico Pico Drive, Suite 301, Carlsbad, CA 92008

www.unisonfile.com

Document Checklist

1. LANDLORD ENTITY TAX ID # or SSN: _____

2. I agree to provide my Unison representative with the following information required for closing:

- * Full copy of each Telecommunications Tenant Agreement, including any addenda, amendments, assignments, notice or exercise letter
- * Commencement date verification of each Telecommunications Tenant Agreement and copies of at least the last three months' rent checks
- * All available correspondence from Telecommunications Tenants
- * Proof of Site Owner's existence and authority, as applicable: (Entity Documents – Corporate filing receipt, Certificate of Good Standing, Articles of Incorporation, Articles of Formation, By-laws, Operating Agreement; Partnership Agreement; Trust Agreement; Probate documents, Death Certificate; Divorce Decree; Property Management Agreement)
- * Deed
- * Survey of property
- * If there is a mortgage on the property, Site Owner agrees to obtain a Non-Disturbance Agreement from the lender

3. The following documents will substantially expedite closing:

- * Construction Drawings/Site Plans for the Telecommunication Tenants' installations
- * Title Report or Title Insurance Policy
- * Existing Environmental Reports, if applicable (Phase 1 or 2 or comparable)
- * Current Tax Bill for property
- * Appraisal or Fair Market Valuation (particularly if Lender may not easily provide Non-Disturbance and Attornment Agreement)
- * Site Plan

Site Owner Signature
Date signed: 4/28/09

Site Owner Contact information

Name: DONALD OCKRASSA

Phone: 510 719 7730

Fax: _____

Email: dockrassa@PORTOAKLAND.COM

Attorney Contact Information

Name: _____

Phone: _____

Fax: _____

Email: _____

Lender Name: GRAND LODGE OF CALIFORNIA - I.O.O.F.

Phone: _____

Mortgage Amount: _____

Fax: _____

Lender Contact: _____

Email: _____

Mortgage (if none, please indicate below)

(UNISON)

2525 Pio Pico Drive, Suite 301, Carlsbad, CA 92008

www.unisonsite.com

April 20, 2009

Terms of Agreement

*Our signatures below acknowledge that these are the business terms upon which this transaction will be completed. However, the terms of this agreement are subject to due diligence and final Underwriting commitment by Unison, and receipt by Unison of all required documentation, including but not limited to the complete Carrier lease(s), proof of scheduled monthly rent(s), escalator(s), and Carrier(s). By signing and dating below, Unison will endeavor to close this transaction within 90 days of the date of your acceptance of these business terms. The terms of this agreement will expire in six (6) months unless extended by mutual consent.

*When used herein, the terms Unison and Site Owner shall refer to Unison and the Site Owner and their respective successors and/or assigns.

Site #: 435900

Site Address: 342 GEORGIA ST, Vallejo, CA 94590-5907

Purchaser: Unison Site Management ("Unison")

Seller ("Site Owner"): San Pablo Lodge No 43 - Don Ockrassa

Tenant/Carrier(s): Site Owner Rooftop with Sprint PCS as tenant

Current Rent: \$750.00

Purchased Rent: \$750.00

Escalator: 10.0% 5 year term (Sprint PCS)

Term of Easement Purchased: Perpetual

Easement Area: General rooftop easement to include existing wireless service provider leases and equipment footprints, and will include access and utility easements.

Other Transactional Terms: General easement includes additional space outside of the existing leased area ("Additional Space"). Unison will receive the currently scheduled rent stream (including escalators) for the term of the easement, and agrees that for all rent over and above this amount received from new tenants located within the Additional Space, Site Owner will collect 50% and Unison will collect 50%.

Purchase Price: \$53,543

The purchase price shall be the gross purchase price from which will be netted:

- Pro-rated rent for the remainder of the month of closing plus the next two months (Site Owner shall be entitled to cash and retain the rent check(s) for the pro-rated periods);
- Title company escrow, search and premium fees for the Owner's form policy to be provided to Unison; and
- Transfer taxes (if any).

Offer Expiration Date: April 30, 2009

*Site Owner agrees to provide Unison with all due diligence items listed under the Document Checklist on the following page at the point of execution of this agreement by the Site Owner. Site Owner also agrees to provide comments (if any) to the Easement and Assignment agreement within 14 days of the execution of this agreement. The terms of this offer will expire if such comments are not provided within 14 days of the execution of this agreement by the Site Owner. As noted on page 2 hereto, if there is a mortgage on the property, Site Owner agrees to obtain a Non-Disturbance Agreement from the lender.

Keith Larson
Site Development Officer
for Unison Site Management

Donald Ockrassa - TRUSTEE
Site Owner
Date: 28 April 2009 BY DIRECTION