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Dane Rogers, Deputy
MAYORDET HENKLE
IOWA COUNTY RECORDER
SIDNEY, IOWA Fee \$31.00

Prepared By: Gayle Toney, Nextel Partners,
4500 Carillon Point, Kirkland WA 98033

MEMORANDUM OF AGREEMENT

This Memorandum of Agreement is entered into on this 29th day of September, 1999, by and between Todd A. Moyer and Melinda M. Moyer, husband and wife, residing at 2090 245th Street, Percival, IA 51648 (hereinafter referred to as "Lessor") and Nextel WIP Lease Corp., a Delaware corporation with an office 4500 Carillon Point, Kirkland, WA 98033, (hereinafter referred to as "Lessee").

1. Lessor and Lessee entered into a Communications Site Lease Agreement (Ground/Guy Tower) ("Agreement") on the 29th day of September 1999, for the purpose of installing, operating and maintaining a radio communications facility and other improvements. All of the foregoing are set forth in the Agreement.
2. The term of the Agreement is for five (5) years commencing upon the commencement of construction or twelve (12) months from the date when Lessee executes this Agreement, whichever first occurs ("Commencement Date"), and terminating on the fifth (5th) anniversary of the Commencement Date with four (4) successive five (5) year options to renew.
3. The Land which is the subject of the Agreement is described in Exhibit A annexed hereto. The portion of the Land being leased to Lessee (the "Premises") is described in Exhibit B annexed hereto.
4. Lessor grants to Lessee easements across the Land for access to install, repair and maintain guy wires, guy anchors and guy enclosures ("Azimuth Easements"). Such Azimuth Easements shall encompass that area of the Land, the width and length of which shall be sufficient for the construction of Lessee Facilities, and as more fully described in Exhibit B annexed hereto. Lessor acknowledges that the right of access to the Azimuth Easements shall include the right by Lessee to clear any underbrush or vegetation adjacent to the Azimuth Easements which may block access to the Azimuth Easements.

The Azimuth Easements granted herein shall run with the Land and be appurtenant to and for the benefit of the Premises, and shall be coterminous with this Agreement. Lessor shall not use nor permit its employees, agents, successors or assigns, or any future lessee to use the Land in any manner which interferes with Lessee's use of the Azimuth Easements. The benefits and obligations of the Azimuth Easements shall be a covenant running with the Land and shall inure to and be binding upon the successors, assigns and heirs of the parties.

CLERK: Please return this document to:

Nextel WIP Lease Corp.
4500 Carillon Point
Kirkland, WA 98033
Attention: Property Manager

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

LESSOR:

By: 

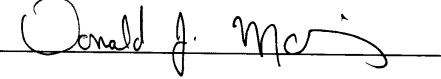
Name: Todd A. Moyer

Title: Owner

Date: September 3, 1999

LESSEE:

Nextel WIP Lease Corp.

By: 

Name: Donald J. Manning

Title: Vice President

Date: 9-29-99

By: Melinda M. Moyer

Name: Melinda M. Moyer

Title: Owner

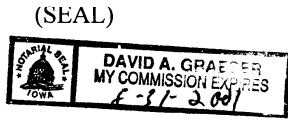
Date: September 3, 1999

STATE OF IOWA)
COUNTY OF Fremont) ss.

On this 3rd day of September, 1999 before me, David A. Graeser, Notary Public, personally appeared Todd A. Moyer, a married man, to me known to be the person named in and who executed the foregoing instrument, and acknowledged that he executed the same as his voluntary and deed.

WITNESS my hand and official seal.
David A. Graeser
Notary Public in the State of Iowa

My commission expires: 8-31-2001

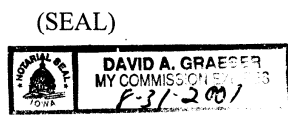


STATE OF IOWA)
COUNTY OF Fremont) ss.

On this 3rd day of September, 1999 before me, David A. Graeser, Notary Public, personally appeared Melinda M. Moyer, a married woman, to me known to be the person named in and who executed the foregoing instrument, and acknowledged that she executed the same as her voluntary and deed.

WITNESS my hand and official seal.
David A. Graeser
Notary Public in the State of Iowa

My commission expires: 8-31-2001



STATE OF Washington)
COUNTY OF King) ss.

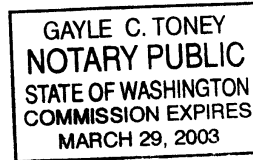
On this 24th day of September, 1999 before me, Gayle C. Toney, Notary Public, personally appeared Donald J. Manning, to me personally known, who being by me duly affirmed did say that that person is the Vice President of said corporation and that said instrument was signed on behalf of the said corporation by authority of its board of directors and the said VP.

Acknowledged the execution of said instrument to be the voluntary act and deed of said corporation by it voluntarily executed.

WITNESS my hand and official seal.

Gayle C. Toney
Notary Public

(SEAL)



My commission expires: 3/29/03

EXHIBIT A

DESCRIPTION OF LAND

to the Agreement dated 9/29, 1999, by and Todd A. Moyer and Melinda M. Moyer, husband and wife, as Lessor, and Nextel WIP Lease Corp., a Delaware corporation, as Lessee.

The Land is situated in the County of Fremont, State of Iowa, being more particularly described and/or depicted as follows:

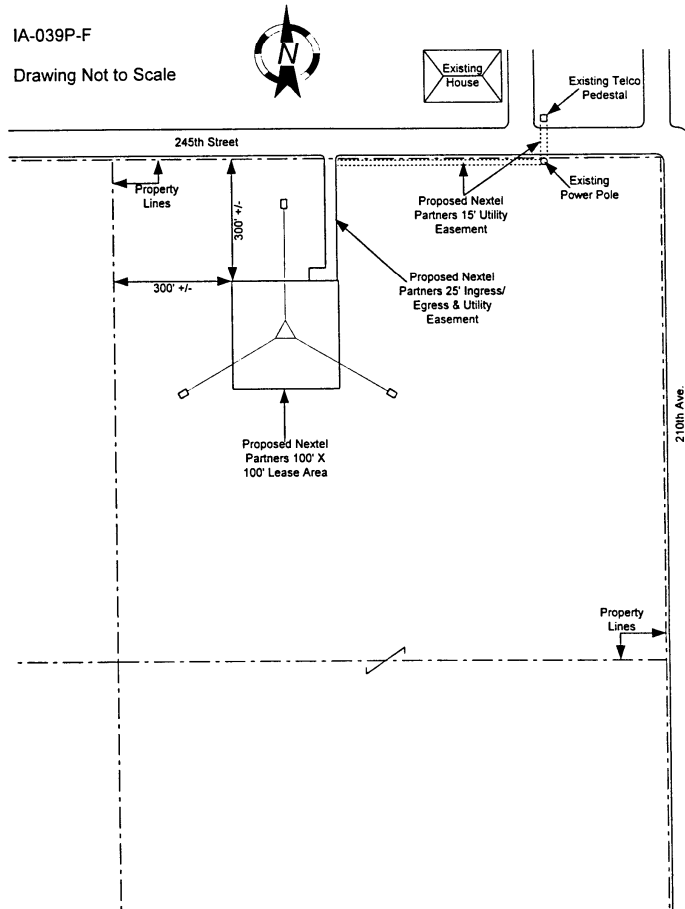
The East Half of the Southeast Quarter (E. $\frac{1}{2}$ SE $\frac{1}{4}$) of Section Twenty (20), Township Sixty-eight (68) North, Range Forty-three (43) West of the 5th P.M., Fremont County, Iowa, excepting part of the Southeast Quarter of the Southeast Quarter (SE $\frac{1}{4}$ SE $\frac{1}{4}$) of said Section Twenty (20), deeded to the State of Iowa for road purposes in Book 77, page 323, subject to easements of record, all in Fremont County, Iowa.

EXHIBIT B

DESCRIPTION OF PREMISES AND EASEMENTS

to the Agreement dated 9/29, 1999, by and between Todd A. Moyer and Melinda M. Moyer, husband and wife, as Lessor, and Nextel WIP Lease Corp., a Delaware corporation, as Lessee.

The Premises are described and/or depicted as follows:



Notes:

1. This Exhibit may be replaced by a land survey of the Premises once it is received by Lessee.
2. Setback of the Premises from the Land's boundaries shall be the distance required by the applicable governmental authorities.
3. Width of access road shall be the width required by the applicable governmental authorities, including police and fire departments.
4. The type, number and mounting positions and locations of antennas and transmission lines are illustrative only. Actual types, numbers, mounting positions may vary from what is shown above.