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RICHARD A. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE



MISC 2001 18746

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MEMORANDUM OF LEASE

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ATTN: Peggy Jordan
Phone: (651) 765-6400

This Instrument Prepared by:

Donal M. O'Brien, Esq.
Vedder, Price, Kaufman & Kammholz
222 N. LaSalle Street, Suite 2500
Chicago, IL 60601
Phone: (312) 609-7759

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MISC. FEE 36 FB 01-6000
 9-14-13
 7 BKP 4-14-13 C/O _____ COMP _____
 2 DEL _____ SCAN CR FV _____

MEMORANDUM OF TOWER LEASE AGREEMENT

THIS MEMORANDUM OF TOWER LEASE AGREEMENT, made and entered into as of the 1st day of October, 2001, by and between AMERICAN TOWERS, INC., a Delaware corporation, located at 116 Huntington Avenue, 11th Floor, Boston, MA 02116 ("ATC"), and ALLTEL COMMUNICATIONS OF NEBRASKA, INC., a Nebraska corporation, located at One Allied Drive, Little Rock, AR 72202 ("ALLTEL"), f/k/a Aliant Cellular, Inc., the Successor in interest to Omaha Cellular Limited Partnership.

ALLTEL, on the terms and conditions set forth in an unrecorded document dated October 1, 2001 and entitled "Site Designation Supplement and Tower Lease Agreement" executed pursuant to that certain unrecorded document dated December 19, 2000, and entitled "Lease and Sublease," which terms and conditions are incorporated herein by reference, and in consideration of the rent and covenants therein provided, does hereby lease to ATC, and ATC

State: Nebraska
County: Douglas
Site Name: 36th And Orchard
Site Number: 98474
Region: SW
CHICAGO/#825664.1

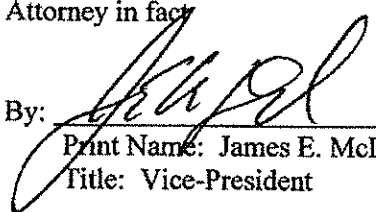
✓ 133 7910.

hereby rents and accepts from ALLTEL, certain real property ("Property") located in the City of Omaha, County of Douglas, State of Nebraska, within the property of ALLTEL which is described in Exhibit "A1" attached hereto ("ALLTEL's Property"), together with a right of access and to install and maintain utilities, for an initial term of fifteen (15) years commencing on October 1, 2001, which term is subject to certain rights to purchase ALLTEL's interest in ALLTEL's Property pursuant to a purchase option with respect to the Property exercisable by ATC at the end of the term. The Property consists of ALLTEL's Property, less and except certain property with respect to which ALLTEL has reserved and retained certain rights, as more fully described in the Lease and Sublease, and such property is as described on Exhibit "A2" attached hereto (the "Reserved Space," "Microwave Space" and "Additional ALLTEL Space").

IN WITNESS WHEREOF, ATC and ALLTEL have duly executed this Memorandum of Tower Lease Agreement as of the day and year first above written.

ALLTEL COMMUNICATIONS OF
NEBRASKA, INC., a Nebraska corporation

By: ALLTEL COMMUNICATIONS, INC.,
a Delaware corporation, its
Attorney in fact

By: 
Print Name: James E. McDonald
Title: Vice-President

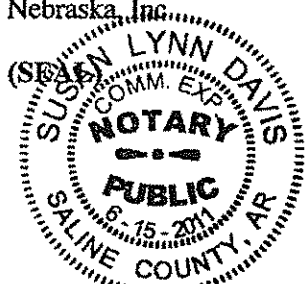
AMERICAN TOWERS, INC., a Delaware
corporation

By: 
Print Name: John J. Peterman
Title: Vice President

State: Nebraska
County: Douglas
Site Name: 36th And Orchard
Site Number: 98474
Region: SW
CHICAGO/#825664.1

STATE OF ARKANSAS)
) SS.
COUNTY OF PULASKI)

The foregoing instrument was acknowledged before me, the undersigned, a Notary Public in and for said State and County, this 1st day of October, 2001, by James E. McDonald, personally known to me to be the Vice-President of ALLTEL Communications, Inc., a Delaware corporation, on behalf of the corporation, the Attorney in fact for ALLTEL Communications of Nebraska, Inc.



Susan Lynn Davis Notary Public
(Signature)

Print Name: SUSAN LYNN DAVIS

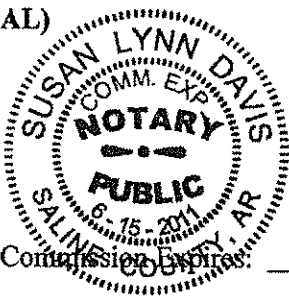
My Commission Expires: 6-15-2011

State: Nebraska
County: Douglas
Site Name: 36th And Orchard
Site Number: 98474
Region: SW
CHICAGO/#825664.1

STATE OF ARKANSAS)
) SS.
COUNTY OF PULASKI)

The foregoing instrument was acknowledged before me, the undersigned, a Notary Public in and for said State and County, this 1st day of October, 2001, by John J. Peterman, personally known to me to be the Vice-President of American Towers, Inc., a Delaware corporation, on behalf of the corporation, a Nebraska corporation.

(SEAL)



Susan Lynn Davis, Notary Public
(Signature)

Print Name: SUSAN LYNN DAVIS

My Commission Expires: 6-15-2011

State: Nebraska
County: Douglas
Site Name: 36th And Orchard
Site Number: 98474
Region: SW
CHICAGO/#825664.1

Exhibit A-1
LEGAL DESCRIPTION

NW SW

LEGAL DESCRIPTION PARENT PARCEL

Part of Tax Lot 10, a Tax Lot located in the Southwest Quarter of Section 4, Township 14 North, Range 13 East, and the Northwest Quarter of Section 9, Township 14 North, Range 13 East of the 6th Principal Meridian, City of Omaha, Douglas County, Nebraska and being more particularly described as follows:

Beginning at the point of intersection of the East Right-of-Way line of 36th Street and the South Right-of-Way line of Edward Babe Gomez Avenue; thence easterly S 87°16'21" E on the South Right-of-Way line of Edward Babe Gomez Avenue, 244.53 feet; thence southerly S 01°53'18" W, 640.61 feet; thence westerly N 87°16'21" W, 244.53 feet, to a point of intersection with the easterly Right-of-Way line of 36th Street; thence northerly N 01°53'18" E on the easterly Right-of-Way of 36th Street, 640.61 feet, to the point of Beginning.

LEGAL DESCRIPTION LEASE SITE

Part of Tax Lot 10, a Tax Lot located in the Southwest Quarter of Section 4, Township 14 North, Range 13 East, and the Northwest Quarter of Section 9, Township 14 North, Range 13 East of the 6th Principal Meridian, City of Omaha, Douglas County, Nebraska and being more particularly described as follows:

Referring to the intersection of the East right of way of 36th Street and the South right of way of Edward Babe Gomez Avenue, a found drill hole; thence easterly S 87°16'21" E on said south right of way for Edward Babe Gomez Avenue, 244.51 feet; thence southerly S 03°10'50" W, 26.00 feet; thence westerly N 87°42'29" W, 2.42 feet, to the point of beginning for the described Lease Site; thence southerly S 05°17'31" W, 24.00 feet; thence westerly N 84°42'29" W, 60.00 feet; thence northerly N 05°17'31" E, 24.00 feet; thence easterly S 84°42'29" E, 60.00 feet, to the point of beginning for the described Lease Site.

Containing a total calculated area of 1440 square feet, more or less.

LEGAL DESCRIPTION ACCESS EASEMENT

An Access Easement 12 feet in width located in that part of Tax Lot 10, a Tax Lot located in the Southwest Quarter of Section 4, Township 14 North, Range 13 East, of the 6th Principal Meridian, City of Omaha, Douglas County, Nebraska and being more particularly described as follows:

Referring to the Southeast corner of the described Lease Site; thence westerly N 84°42'29" W, 60.00 feet, to the point of beginning for the centerline of the described easement; thence southwesterly S 28°49'16" W, 75.25 feet; thence westerly S 85°19'11" W, 94.11 feet; thence southwesterly S 35°25'22" W, 72.58 feet; thence westerly N 88°06'42" W, 31.54 feet, to the point of termination for the centerline of the described easement.

ZONING INFORMATION

Zoned HI Heavy Industrial

Setbacks:

Front - 20'

Side - 10'

Rear - 10'

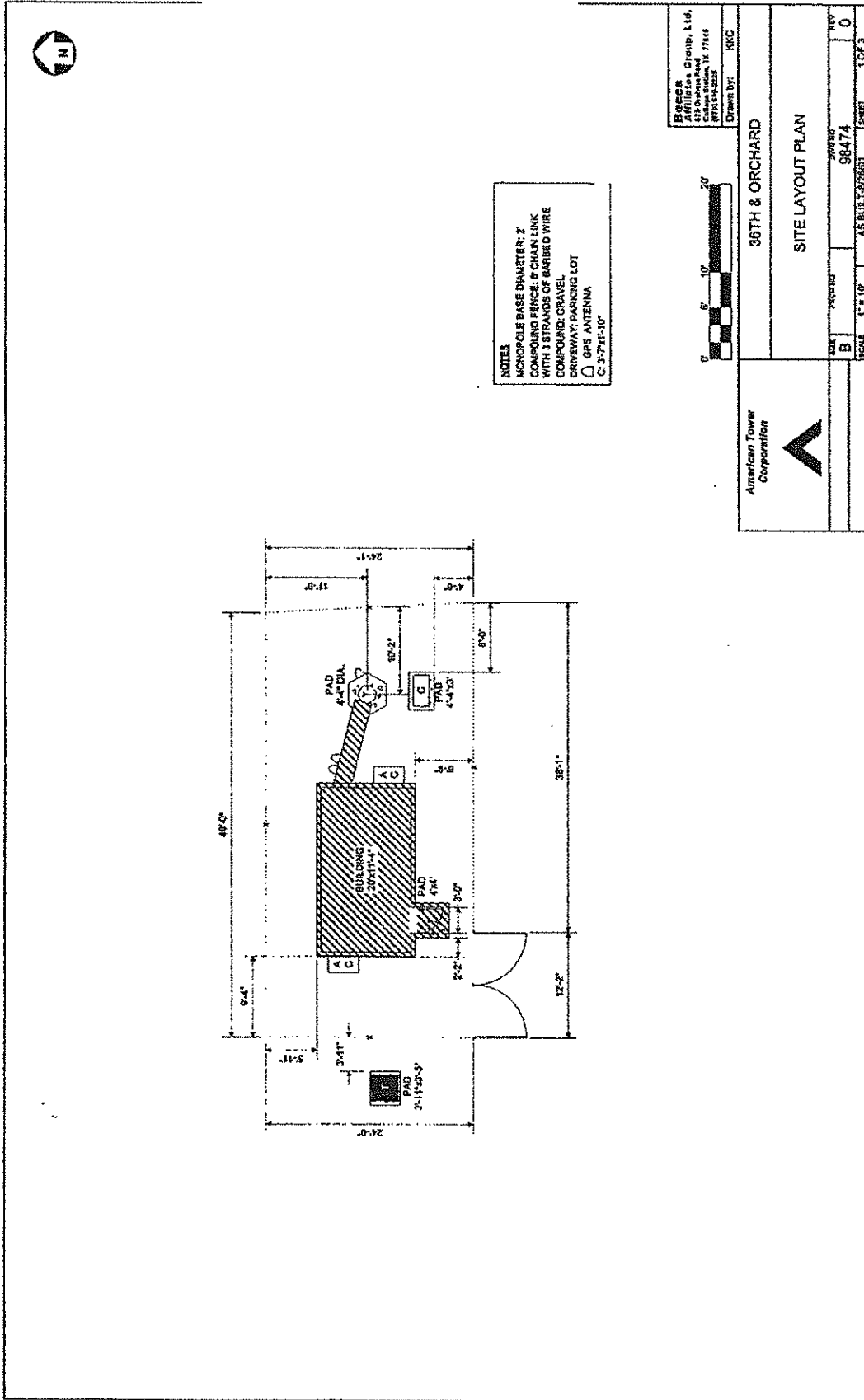
Maximum Height 120'

Information obtained from the City of Omaha Planning Department. For further information contact 1-402-444-3426.

BENCHMARK INFORMATION

Benchmark established by the City of Omaha
Top of nut on Fire Hydrant, located at the
intersection of 36th & "I" Streets. Elev. = 1150.94

**Exhibit A-2
Reserved Space, Microwave Space
and Additional ALLTEL Space**



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MEMORANDUM OF LE

REF # 98474

US Recordings