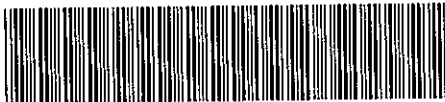




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Date

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By

MKT: NXP / OMA

SITE # NE-0008-D

RICHARD J. TAYLOR
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

00 JAN -3 PM 1:55

RECEIVED

MEMORANDUM OF AGREEMENT

This Memorandum of Agreement is entered into on this 20th day of December, 1999, by and between Blue Cross & Blue Shield of Nebraska, a Mutual Insurance Company, with an office at 2120 South 72nd, Omaha, NE 68124, (hereinafter referred to as "Lessor") and Nextel WIP Lease Corp., a Delaware corporation with an office at 4500 Carillon Point, Kirkland, WA 98033 (hereinafter referred to as "Lessee").

1. Lessor and Lessee entered into a Communications Site Lease Agreement (Building) ("Agreement") on the 20th day of December 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 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.

PK 20 D
 FEE _____ FB _____
 BKP _____ C/O _____ COMP _____
 DEL _____ SCAN PK FV _____

CLERK: Please return this document to:

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

MKT: NXP / OMA
SITE #: NE-0008-D

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

LESSOR:

Blue Cross & Blue Shield of Nebraska,
a Mutual Insurance Company

By:  _____

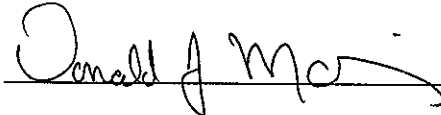
Name: Robert A. Prokop

Title: Director Property Services

Date: 12-13-99

LESSEE:

Nextel WIP Lease Corp.

By:  _____

Name: Donald J. Manning

Title: Vice President

Date: 12-20-99

STATE OF NEBRASKA)
 ss.
COUNTY OF Douglas)

The foregoing instrument was acknowledged before me this 13 December 1999 day by Robert Q. Prokop of Blue Cross & Blue Shield of Nebraska, a Mutual Insurance Company, on behalf of the company.



Carla R Noble
Notary Public

My commission expires:

September 10, 2000

STATE OF Washington)
 ss.
COUNTY OF King)

The foregoing instrument was acknowledged before me this 12/20/99 by Donald J. Manning of Nexel WP Lease Corp. a Delaware corporation, on behalf of the corporation.

Gayle C. Toney
Notary Public

My commission expires:

3/29/03

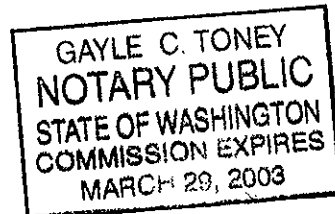


EXHIBIT A

DESCRIPTION OF LAND

to the Communications Site Lease Agreement (Building) dated 12/20, 1999, by and between Blue Cross & Blue Shield of Nebraska, a Mutual Insurance Company, as Lessor, and Nextel WIP Lease Corp., a Delaware corporation, as Lessee.

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

A part of the Northeast $\frac{1}{4}$ of the Southeast $\frac{1}{4}$ of Section 26, Township 15 North, Range 12 East of the 6th P.M., Douglas County, Nebraska, more particularly described as follows:

(East line of said $\frac{1}{4}$ Section assumed North-South in direction)

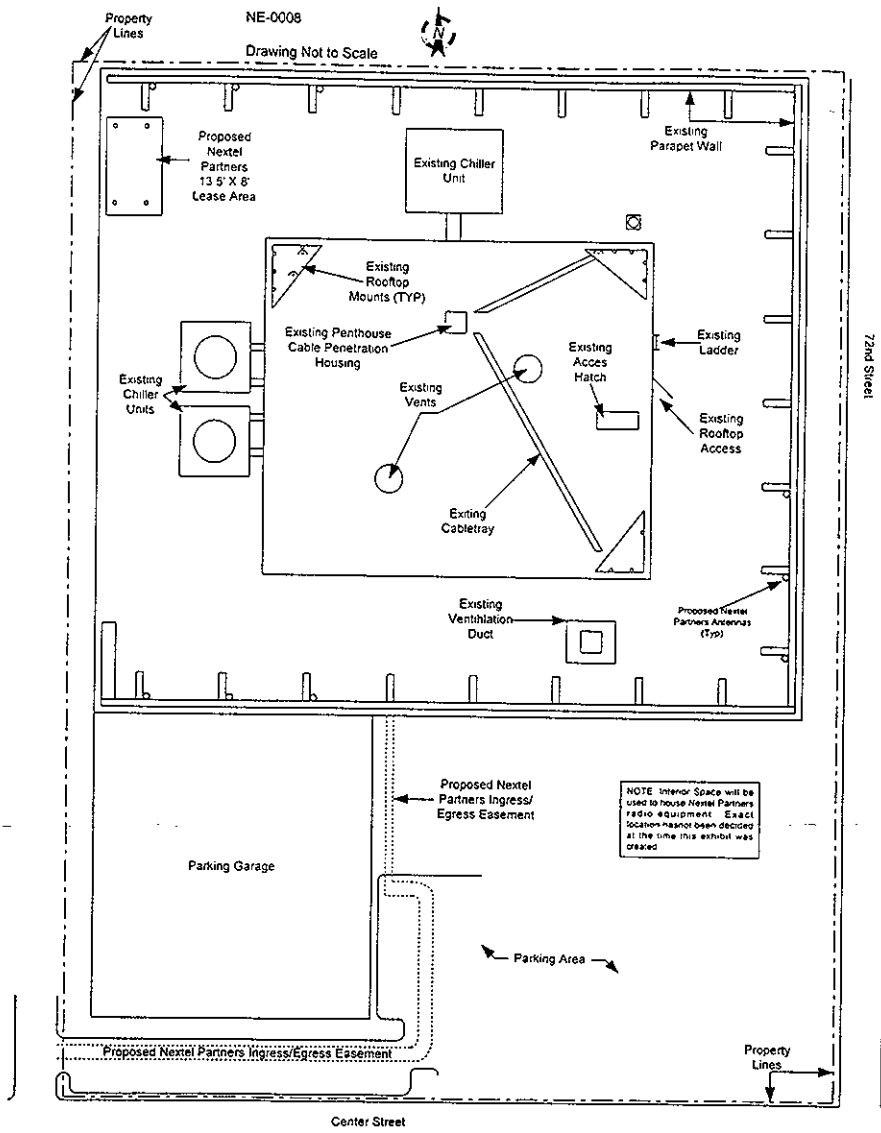
Beginning at a point which is 485.00 feet South of and 122.31 feet West of the East $\frac{1}{4}$ corner of said Section 26; thence S02° 58' 52"W for 85.00 feet; thence N90° 00' 00"E for 43.00 feet; thence S02° 58' 52"W for 149.68 feet; thence along a curve to the right (having a radius of 1216.50 feet and long chord bearing S09° 01' 04"W for 256.03 feet) for an arc distance of 256.51 feet; thence along a curve to the right (having a radius of 472.91 feet and long chord bearing S18° 56' 55"W for 64.18 feet) for an arc distance of 64.23 feet; thence S22° 50' 23"W for 36.61 feet; thence along a curve left (having a radius of 308.58 feet and long chord bearing S17° 03' 50"W for 62.11 feet) for an arc distance of 62.22 feet; thence S11° 17' 16"W for 78.81 feet; thence along a curve to the right (having a radius of 42.05 feet and long chord bearing S47° 46' 45"W for 50.02 feet) for an arc distance of 53.58 feet; thence along a curve to the right (having a radius of 662.22 feet and long chord bearing S87° 11' 38"W for 66.94 feet) for an arc distance of 66.97 feet; thence N89° 54' 32"W for 113.74 feet; thence North for 415.87 feet; thence West 173.00 feet to the East Right-of-Way line of 73rd Street; thence North for 53.94 feet; thence along a curve to the right (having a radius of 175.00 feet and long chord bearing N12° 47' 40"E for 77.51 feet) for an arc distance of 78.16 feet; thence N25° 35' 19"E for 133.66 feet; thence South 120.91 feet; thence East 200.00 feet; thence North 210.00 feet; thence East 193.79 feet to the point of beginning.

EXHIBIT B

DESCRIPTION OF PREMISES

to the Communications Site Lease Agreement (Building) dated 12/20, 1999, by and between Blue Cross & Blue Shield of Nebraska, a Mutual Insurance Company, 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.