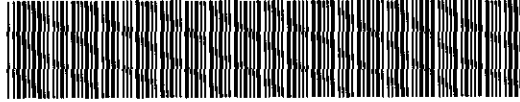


BK 1440 PG 127-131

RICHARD N. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

2002 MAY 15 AM 10:57



MISC 2002 11396

RECEIVED

THIS PAGE INCLUDED FOR INDEXING
PAGE DOWN FOR BALANCE OF INSTRUMENT

F

misc
 FEE 25.80 FB 01-60000
 $\frac{5}{1}$ BKP 1-14-10 CIO ✓ COMP _____
 DEL _____ SCAN Q FV _____

Temp 12401

1582

CLERK: Please return this document to:
Nextel WIP Lease Corp.
4500 Carillon Point
Kirkland, WA 98033
Attention: Contract Administrator

(Recorder's Use Above this Line)

STATE OF NEBRASKA
COUNTY OF DOUGLAS

SCHEDULE IDENTIFICATION NO. 082210
NE146P-B

MEMORANDUM OF AGREEMENT

This Memorandum of Agreement is entered into on this 7th day of December, 2001, by and between American Tower Delaware Corporation, with an office at 3411 Richmond Ave., Suite 400, Houston, TX 77046, (hereinafter referred to as "LICENSOR") and NEXTEL WIP LEASE CORP. d/b/a Nextel Partners, with an office at 4500 Carillon Point, Kirkland, WA 98033, (hereinafter referred to as "LICENSEE").

1. THE LICENSOR entered into a Tower Space License dated December 7, 2001 ("LICENSE"), pursuant to that certain MASTER TOWER SPACE RESERVATION AND LICENSE AGREEMENT dated July 20, 1999, between American Tower L.P. and Licensee, as amended on May 26, 2000 August 10, 2000, and June 5, 2001, for the purpose of licensing space on the LICENSOR's communications tower located on the real property described in Attachment A hereto and installing associated communications equipment thereon.
2. The term of the LICENSE is for ten (10) years commencing on the earlier of Licensee's commencement of installation of Licensee's equipment or January 31, 2002 and ending on _____, 20____, with three (3) successive five (5) year options to renew. If all options to renew are exercised, the term of the LICENSE will expire twenty-five (25) years after the License Commencement Date (as defined in the LICENSE).

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

LICENSOR :

LICENSEE:

AMERICAN TOWER DELAWARE CORPORATION

NEXTEL WIP LEASE CORP.
d/b/a Nextel Partners

By: [Signature]

By: [Signature]

Name: Marty Jimmerson

Name: Denise Swerland

Title: VP / General Manager

Title: Assistant Secretary

Date: 12/7/01

Date: 11/29/01

[Signature]
Account Manager
12/5/01
12/5/01

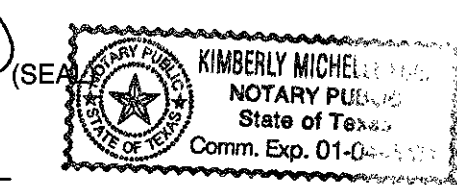
STATE OF Texas

COUNTY OF Harris

On 12/17/01 before me, Kimberly Michelle Ford, Notary Public, personally appeared Marvin Jimmerson personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Kimberly Michelle Ford
Notary Public



My commission expires: _____

**NOTARIAL SEAL
REGISTER OF DEEDS**

STATE OF WASHINGTON

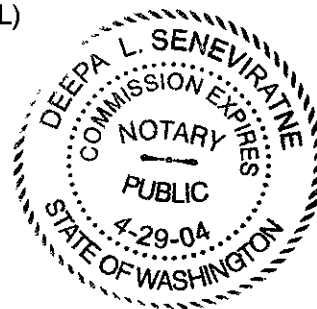
COUNTY OF KING

On 11/29/01 before me, Deepa L. Seneviratne, Notary Public, personally appeared Denise Swerland, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Deepa L. Seneviratne
Notary Public

(SEAL)



My commission expires: 04/29/04

EXHIBIT "A"

**DESCRIPTION OF
PARENT PARCEL**

The Parent Parcel is described and/or depicted as follows:

Parcel A: The East 1/2 of the Northeast 1/4 of the Northwest 1/4 of Section 1, Township 14, Range 10 East of the 6th P.M., Douglas County, Nebraska.

Parcel B: The East 1/2 of the West 1/2 of the Northeast 1/4 of the Northwest 1/4 of Section 1, Township 14 Range 10, East of the 6th P.M., Douglas County, Nebraska.

