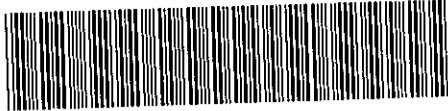


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By

RICHARD W. TAKEDIN
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

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SITE: OMH 33-05
 STATE: Nebraska
 COUNTY: Douglas

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE ("Memorandum") is entered into by RPI Limited Partnership #14, a Nebraska limited partnership, having its principal office at 1600 University Ave., Suite 310, St. Paul, MN 55104 (hereinafter referred to as "Landlord") and AT&T Wireless PCS, LLC., a Delaware limited liability company, d/b/a AT&T Wireless Services, by AT&T Wireless Services, Inc., a Delaware corporation, its manager, having an office at 2729 Prospect Drive, Suite 200, Rancho Cordova, CA 95670 (hereinafter referred to as "Tenant").

- A. Landlord and Tenant have entered into a certain Lease Agreement ("Lease") pursuant to which Landlord leased to Tenant certain real property ("Premises") located in the County of Douglas, State of Nebraska, which is more particularly described in Exhibit "A" attached hereto and incorporated herein by this reference; and
- B. The parties desire to enter into this Memorandum of Lease for the purpose of setting forth certain terms and conditions of the Lease; and
- C. Tenant and Landlord now desire to execute this Memorandum to provide constructive knowledge of Tenant's lease of the Premises.

NOW, THEREFORE, in consideration of the foregoing, the parties hereby agree as follows.

1. **Lease of Premises.** Landlord leases to Tenant, and Tenant leases from Landlord, the Premises for a term of five (5) years, commencing on the 15th day of March, 1999 2000 ("Commencement Date") and terminating on the 31st day of March, 2005, upon the terms and conditions set forth in the Lease. Tenant shall have the right to renew this Lease for five (5) additional 5-year terms.
2. **Provisions Binding on Landlord.** The Lease shall be binding upon and inure to the benefit of the parties and their respective heirs, successors and assigns, subject to the provisions of the Lease.
3. **Governing Law.** This Memorandum and Lease are governed by the laws of the State of Nebraska.

09-5530 35

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Lease on this 15th day of December, 1999.

"LANDLORD"

RPI Limited Partnership #14, a Nebraska
limited partnership

By: MetroPlains Properties, Inc., a Minnesota
corporation.

Its: General Partner

By: Gary L. Stenson

Its: METROPLAINS PROPERTIES, INC., GENERAL PARTNER
~~BY: GARY L. STENSON, VICE PRESIDENT/SECRETARY~~

"TENANT"

AT&T Wireless PCS, LLC., a Delaware
limited liability company, d/b/a AT&T
Wireless Services

By: AT&T Wireless Services, Inc., a Delaware
corporation, Its: Manager

By: Michael J. Eberts 12/23/99

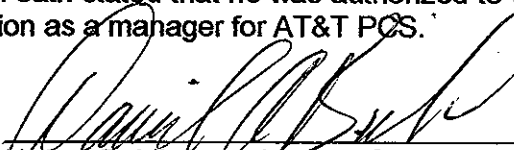
Michael J. Eberts
Director, New Market Development

CORPORATE ACKNOWLEDGMENT

STATE OF Washington §

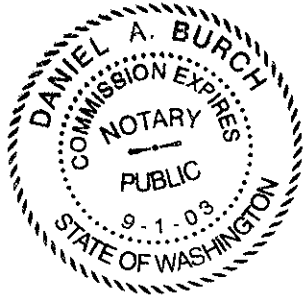
COUNTY OF King §

On the 23rd day of December, 1999, before me personally appeared Michael Eberts, and acknowledged under oath that he is the Director, New Market Development of AT&T Wireless Services, INC., the Delaware corporation that executed the within and foregoing instrument and acknowledged the said instrument to be the free and voluntary act and deed of the corporation as manager for AT&T Wireless Services PCS, LLC, a Delaware limited liability company (AT&T PCS), for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute said instrument on behalf of the corporation as a manager for AT&T PCS.



Notary Public in and for the State of Washington
My Commission Expires: September 1, 2003

(SEAL)



STATE OF _____ §
COUNTY OF _____ §

On the ____ day of _____, 1999, before me personally appeared _____, and acknowledged under oath that he is the _____ of AT&T Wireless Services, Inc., the Delaware corporation that executed the within and foregoing instrument (the "Corporation"), and acknowledged the said instrument to be the free and voluntary act and deed of the Corporation as manager for AT&T Wireless PCS, LLC, a Delaware limited liability company ("AT&T PCS"), for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute said instrument on behalf of the Corporation as manager for AT&T PCS.

Notary Public
My Commission Expires: _____

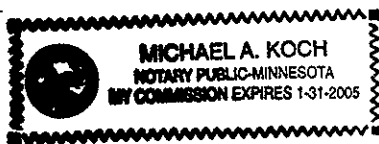
PARTNERSHIP ACKNOWLEDGMENT

STATE OF Minnesota)
~~NEBRASKA~~) ss:
COUNTY OF DOUGLAS)
Ramsey

On the _ day of December, 1999, before me personally appeared Gary L. Stenson, in his/her capacity as Vice President of MetroPlains Properties, Inc., general partner of RPI Limited Partnership #14, a Nebraska limited partnership, on behalf of said Partnership, being duly sworn on his/her oath, deposed and made proof to my satisfaction that:

- (a) he/she is the proper person authorized to sign, seal, and deliver the attached document for the general partner of RPI Limited Partnership, a Nebraska limited partnership;
- (b) the proper seal of said Partnership was affixed; and
- (c) this document was signed and delivered by the Partnership as its voluntary act and deed.

(S E A L)



Michael A. Koch
Notary Public in and for the State of Minnesota
My Commission Expires: JAN. 31, 2005

EXHIBIT A

THE PROPERTY IS LEGALLY DESCRIBED AS: Lots 2 and 3, block 140, in the Original City of Omaha, as surveyed and lithographed in Douglas County, Nebraska, more particularly described as follows:

Beginning at the Southeast corner of said lot 2; thence Westerly on the South line of said Lots 2 and 3, 112.00 feet; thence Northerly on a line 112.00 feet West of and parallel to the East line of said lot 2, 63.00 feet; thence Easterly on a line 63.00 feet North of and parallel to the south line of said lots 2 and 3, 112.00 feet to the East line of said Lot 2; thence Southerly on the East line of said Lot 2, 63.00 feet to the point of beginning.