

184 STATE OF NEBRASKA COUNTY OF OTOE, File for records in the REGISTER OF DEEDS April 13, 2001 at 1:12 p. recorded in Book # 80 of MISC. Page 104 Debra C. Siege Register of Deeds, Fee: \$ 35.50 By: _____ Deputy Entered Indexed Paged Compared

MEMORANDUM OF LEASE

*Recording Requested by
and when recorded return to:*

7118876
U.S. Recordings, Inc.
2925 Country Drive, Suite 201
Little Canada, MN 55117
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

MEMORANDUM OF TOWER LEASE AGREEMENT

THIS MEMORANDUM OF TOWER LEASE AGREEMENT, made and entered into as of the 2nd day of April, 2001, by and between AMERICAN TOWERS, INC., a Delaware corporation, located at 116 Huntington Avenue, 11th Floor, Boston, MA 02116 ("ATC"), and ALLIANT CELLULAR, INC., a Nebraska corporation, located at One Allied Drive, Little Rock, AR 72202 ("ALLTEL") and f/k/a Nebraska Cellular Telephone Corporation.

ALLTEL, on the terms and conditions set forth in an unrecorded document dated April 2, 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 hereby rents and accepts from ALLTEL, certain real property ("Property") located in the City of Palmyra, County

State: Nebraska
County: Otoe
Site Name: PALMYRA
Site Number: 98570
Region: SW

of Otoe, 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 April 2, 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").

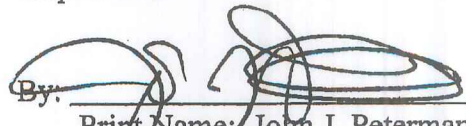
IN WITNESS WHEREOF, ATC and ALLTEL have duly executed this Memorandum of Tower Lease Agreement as of the day and year first above written.

ALLIANT CELLULAR, INC., a Nebraska corporation and f/k/a Nebraska Cellular Telephone Corporation

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

By: 
Print Name: Scott Settelmyer
Title: Treasurer

AMERICAN TOWERS, INC., a Delaware corporation

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

State: Nebraska
County: Otoe
Site Name: PALMYRA
Site Number: 98570
Region: SW

STATE OF ARKANSAS)
) SS.
COUNTY OF PULASKI)

The foregoing instrument was acknowledged before me this 2nd day of April, 2001, by Scott H. Settelmyer, as Treasurer of Alltel Communications, Inc., a Delaware corporation, on behalf of the corporation, as the Attorney in fact for Cellular, Inc., a Nebraska corporation.

(SEAL)

MELEA BUSTER
NOTARY PUBLIC
SALINE COUNTY, STATE OF ARKANSAS

Melea Buster, Notary Public
(Signature)

Print Name: Melea Buster

My Commission Expires: 4-2-2004

State: Nebraska
County: Otoe
Site Name: PALMYRA
Site Number: 98570
Region: SW

STATE OF ARKANSAS)
) SS.
COUNTY OF PULASKI)

The foregoing instrument was acknowledged before me this 2nd day of April, 2001, by John J. Peterman, Vice President of American Towers, Inc., a Delaware corporation, on behalf of the corporation.

(SEAL)

MELEA BUSTER
NOTARY PUBLIC
SALINE COUNTY, STATE OF ARKANSAS

Melea Buster, Notary Public
(Signature)

Print Name: Melea Buster

My Commission Expires: 4-2-2004

State: Nebraska
County: Otoe
Site Name: PALMYRA
Site Number: 98570
Region: SW

LEGAL DESCRIPTION
OF PROPERTY

LEGAL DESCRIPTION LEASE SITE

A tract of land in the South Half of the Southeast Quarter of Section 30, Township 9 North, Range 9 East of the 6th Principal Meridian, Otoe County, Nebraska, less tract sold to the State of Nebraska for highway purposes filed March 2, 1957 in book 103 deeds, page 377 of the records of Otoe County, Nebraska, being more particularly described as follows:

Referring to the Southeast Corner of said Section 30; thence northerly N 01°22'09" W, 835.00 feet; thence westerly S 88°37'45" W, 82.98 feet, to the Point of Beginning for the described Lease Site; thence westerly S 88°37'45" W, 373.59 feet; thence northerly N 01°22'13" W, 428.33 feet; thence easterly N 88°38'11" E, 373.63 feet; thence southerly S 01°21'52" E, 428.28 feet, to the Point of Beginning for the described Lease Site.

Containing a total calculated area of 3.67 acres more or less.

LEGAL DESCRIPTION ACCESS/UTILITY EASEMENT

An Access/Utility Easement 20 feet in width, located in the South Half of the Southeast Quarter of Section 30, Township 9 North, Range 9 East of the 6th Principal Meridian, Otoe County, Nebraska, less tract sold to the State of Nebraska for highway purposes filed March 2, 1957 in book 103, deeds, page 377 of the records of Otoe County, Nebraska, the center line being more particularly described as follows:

Referring to the Southeast Corner of said Section 30; thence northerly N. 01°22'09"W, 835.00 feet; thence westerly S 88°37'45" W, 33.00 feet; thence northerly N. 01°22'09"W, 224.11 feet, to the Point of Beginning for the center line of the described easement; thence westerly S 88°37'51"W 49.97 feet, to the point of termination for the center line of the described easement.

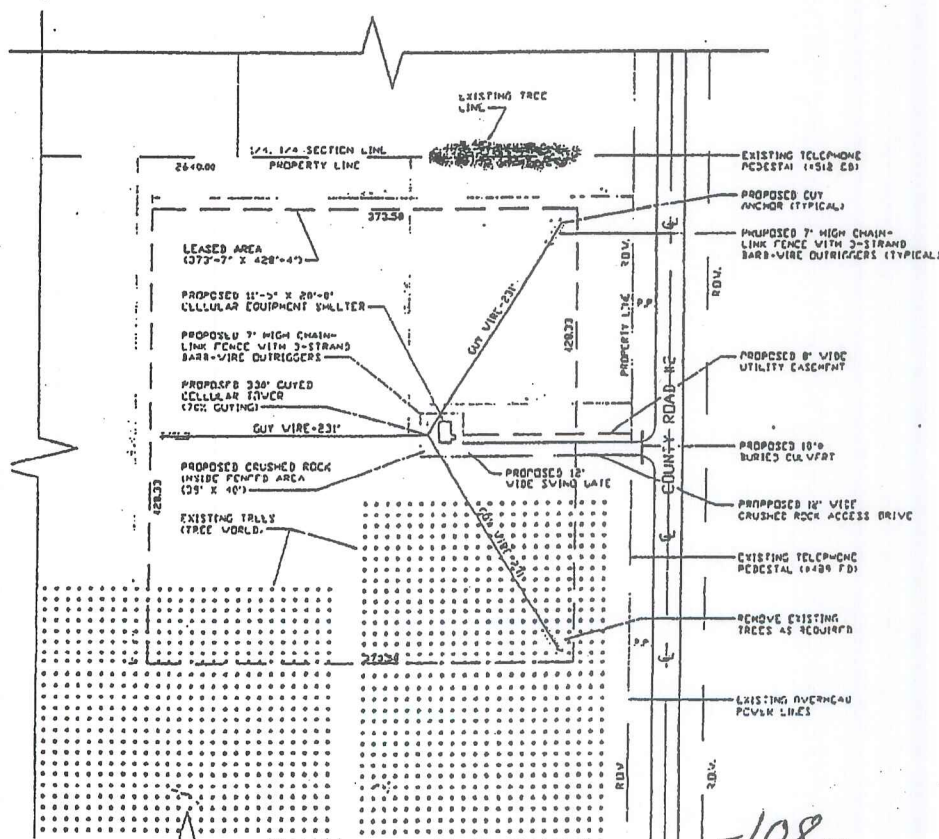




Exhibit A-2
RESERVED SPACE, MICROWAVE SPACE
AND ADDITIONAL ALLTEL SPACE

Site No.: 98570
Site Name: Palmyra (Nebraska)

NOTES
TOWER FACE WIDTH: 3'
TOWER LEG DIAMETER: 2 1/2"
COMPOUND FENCE: 8' CHAIN LINK
WITH 3 STRANDS OF BARBED WIRE
COMPOUND: GRAVEL
DRIVEWAY: DIRT
GUY ANCHOR DISTANCE: 230'
GUY ANCHOR FENCE: 5' CHAIN LINK
GPS ANTENNA
C: 2'-5 1/2'-0"



Becca
Utilities Group, Ltd.
222 Graham Road
College Station, TX 77816
(979) 687-4325
Drawn by: GRC

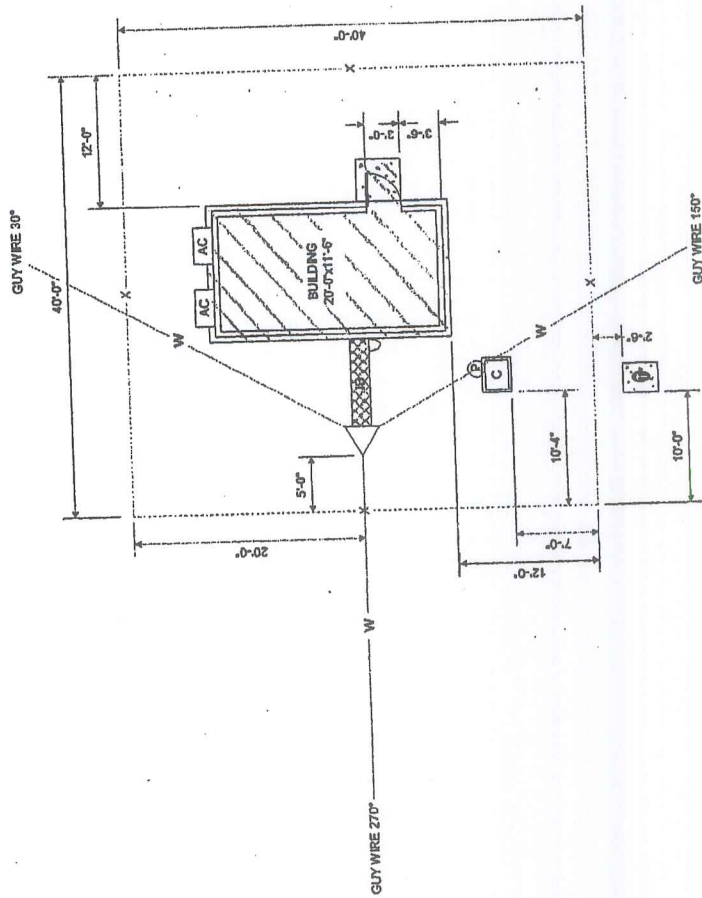
PALMYRA

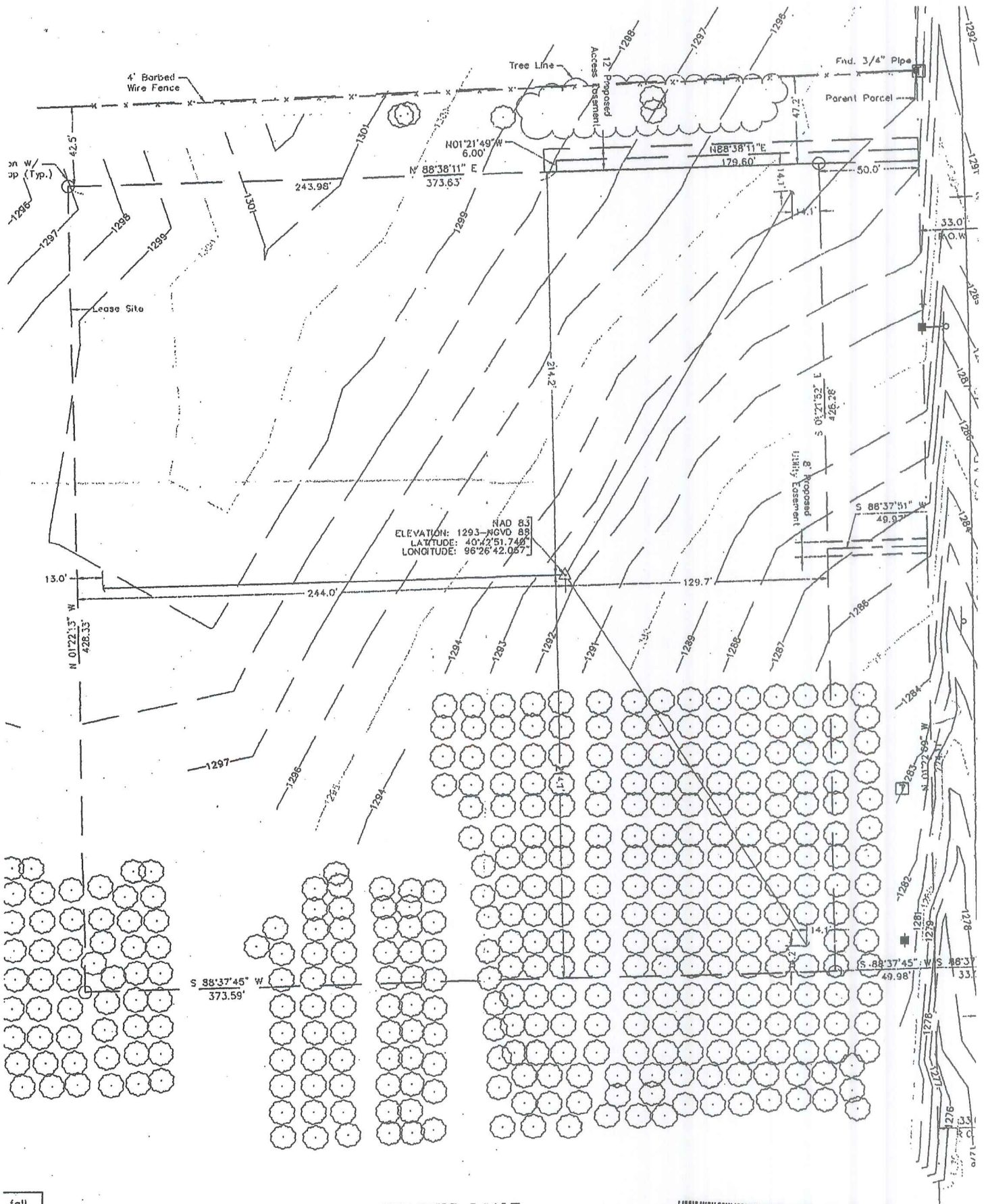
SITE LAYOUT PLAN

American Tower
Corporation



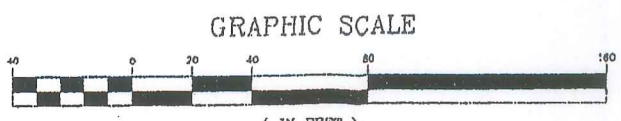
SCALE	1" = 10'	AS BUILT: 3/2/01	SHEET	1 OF 3
SIZE	B	PROJECT NO	98570	REV
				0





NAD 83
 ELEVATION: 1293.88
 LATITUDE: 40°42'51.74"
 LONGITUDE: 96°26'42.057"

fall
 red
 225 A.



(IN FEET)
 1 inch = 40 ft.

-110-



U07118876-01
 MEMORANDUM OF LE
 REF# 98570
 US Recordings