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RANDALL A. COVINGTON
UTAH COUNTY RECORDER
1997 Aug 13 9:20 am FEE 21.00 BY JW
RECORDED FOR AIR TOUCH CELLULAR

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PROJECT NAME: PROEAGLEMTN-CV1

FILED FOR RECORD AT REQUEST OF
AND WHEN RECORDED RETURN TO:
U S WEST NewVector Group, Inc.
Attn: Real Estate Department - M/S 223
P. O. Box 91211
Bellevue, WA 98009-9211

MEMORANDUM OF OPTION AND LEASE AGREEMENT

initials RS

This Memorandum dated this 17th July 97 day of July, 1997, by and between Monte Vista Ranch, L.C. (hereinafter "Lessor") and U S WEST NewVector Group, Inc. 3350 161st Avenue S.E., P.O. Box 91211; Bellevue, Washington 98009-9211 (hereinafter "Lessee"), is a record of that Option and Lease Agreement (hereinafter "Agreement") between Lessor and Lessee dated July 17, 1997, which Agreement includes in part the following terms:


1. Leased Premises. The Agreement pertains to real property consisting of approximately 7000 square feet which are described in Exhibit "A" (hereinafter "Premises"), which is attached hereto and incorporated herein by this reference.

2. Term of Agreement and Options to Extend. The initial term of the Agreement is for a five-year (5) period commencing on the date the Option is exercised by Lessee. Lessee has options to extend the Agreement term for four consecutive five-year (5) periods. Lessee may, under certain conditions, elect to further extend the term thereof.


3. Successors and Assigns. The terms, covenants and provisions of the Agreement extend to and are binding upon the respective executors, administrators, heirs, successors and assigns of Lessor and Lessee.

4. Ratification of Lease. The parties by this Memorandum intend to record a reference to the Agreement and do hereby ratify and confirm all of the terms and conditions of the Agreement and do hereby declare that the real property described in Exhibit "A" attached hereto is in all respects subject to all of the applicable provisions contained in the Agreement.

LESSOR: MONTE VISTA RANCH, L.C.

By: 
Its: Managing member
Date: 7-16-97

LESSEE: U S WEST NewVector Group, Inc.

By: 
Its: Corporate Real Estate Manager
Date: 7/23/97

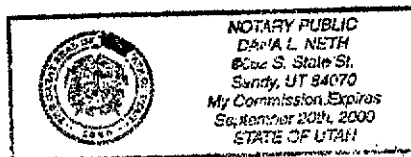
CORPORATE ACKNOWLEDGMENT

STATE OF Utah)
) SS.
COUNTY OF Utah)

On this 16th day of July, 1997, before me, the undersigned, a Notary Public in and for the State of Utah, duly commissioned and sworn, personally appeared John Walden to me known to be the Managing Member of Monte Vista Ranch L.C., the corporation that executed the foregoing instrument and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that he/she/they is/are authorized to execute the said instrument.

WITNESS my hand and official seal hereto affixed the day and year first above written.

Dana S. Neth
Notary Public in and for the State of Utah
residing at 1039 E. 500 N., Lehi, UT 84043
My appointment expires: September 20, 2000

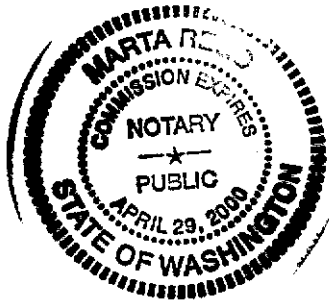


CORPORATE ACKNOWLEDGMENT

STATE OF WASHINGTON)
) SS.
COUNTY OF KING)

On this 23rd day of July, 1997, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Ronald V. Smith to me known to be the Corporate Real Estate Manager of U S WEST NewVector Group, Inc., the corporation that executed the foregoing instrument and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute the said instrument.

WITNESS my hand and official seal hereto affixed the day and year first above written.



(Handwritten signature)

Notary Public in and for the State of WA
residing at King County
My appointment expires: 4/29/2000

EXHIBIT A

Sketch and Legal Description of Property

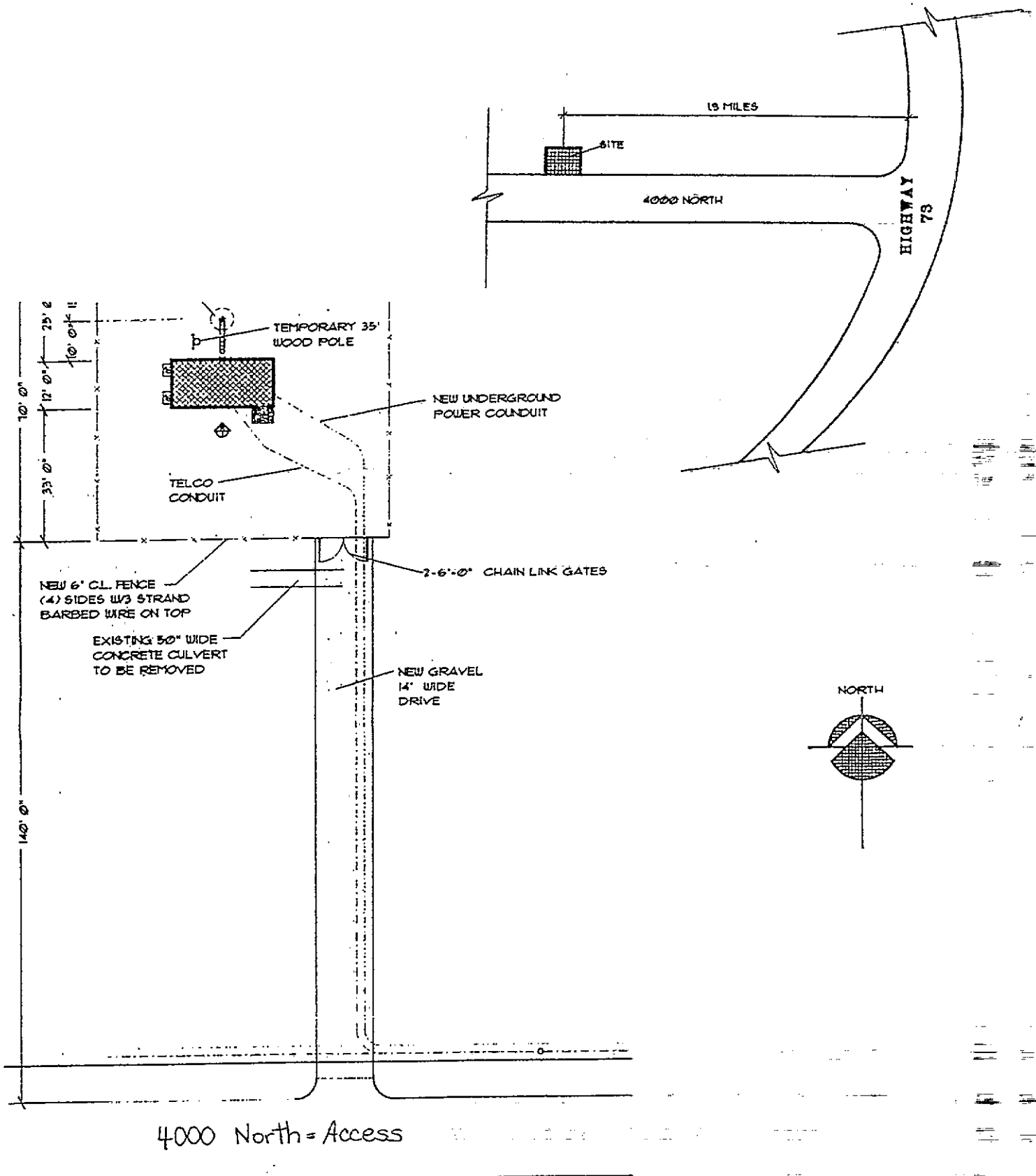


EXHIBIT A

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Sketch and Legal Description of Property

Description of Access Easement

Beginning at a point which is South 89°36'39" East along the Section Line 98.69 feet and South 00°23'21" West 24.97 feet from the Northwest corner of Section 15, Township 6 South, Range 2 West, Salt Lake Base and Meridian, Utah County, Utah and running thence South 89°36'39" East 14.00 feet, thence South 00°23'21" West 141.28 feet, thence North 89°36'39" West 14.00 feet, thence North 00°23'21" East 141.28 feet to the point of beginning containing 1978 square feet, located in Utah County.

Cell Site Description:

Beginning at a point which is South 89°36'39" East 96.69 feet along the Section Line and South 00°23'21" West 166.24 feet from the Northwest corner of Section 15, Township 6 South, Range 2 West, Salt Lake Base and Meridian, Utah County, Utah and running thence South 89°36'39" East 70.00 feet, thence South 00°23'21" West 70.00 feet, thence North 89°36'39" West 70.00 feet, thence North 00°23'21" East 70.00 feet to the point of beginning containing 4900 square feet, located in Utah County.

Narrative:

The purpose of the survey was to define a lease area. This was done using the monuments shown.