

Site Name: FRANKLIN

PCS Site Agreement

Site I. D. SC17XC652

Memorandum of PCS Site Agreement

This memorandum evidences that a lease was made and entered into by written PCS Site Agreement dated JANUARY 29, 1999 between LAKE LIMITED, a Utah Limited Partnership, Michael S. Lake and D. Scott Lake, General Partners ("Owner") and Sprint Spectrum L.P., a Delaware limited partnership ("SSLP"), the terms and conditions of which are incorporated herein by reference.

Such Agreement provides in part that Owner leases to SSLP a certain site ("Site") located at 52 West Fayette, City of Salt Lake, County of Salt Lake, State of Utah, within the property of Owner which is described in Exhibit A attached hereto, with grant of easement for unrestricted rights of access thereto and to electric and telephone facilities for a term of five (5) years commencing on JANUARY 29, 1999, which term is subject to four (4) additional five (5) year extension periods by SSLP.

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

"OWNER"

"SSLP"

LAKE LIMITED, A Utah Limited Partnership

Sprint Spectrum L.P., a Delaware limited partnership

By: [Signature]
Name: MICHAEL S. LAKE
Title: General Partner

By: [Signature] 1/29/99
Name: CAL BORDONARO
Title: SITE DEVELOPMENT MANAGER
SPRINT SPECTRUM L.P.

By: [Signature]
Name: D. SCOTT LAKE
Title: General Partner

Address: 4683 Chabot Dr., Suite 100, Pleasanton, CA 94588

Address: 987 South West Temple, Salt Lake City, UT 84101

7261967
02/19/99 4:21 PM 19.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
SCOTT W. KING ESQ.
5242 S COLLEGE DR. STE 330
SALT LAKE CITY, UTAH 84123
REC BY: N ZELAYA DEPUTY - WI

BK8251P60326

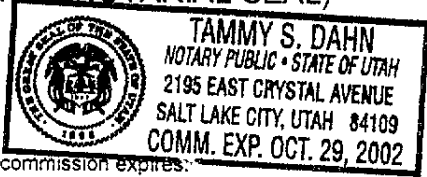
OWNER NOTARY BLOCK:

STATE OF UTAH

COUNTY OF SALT LAKE

The foregoing instrument was acknowledged before me this 17 day of December, 1998, by MICHAEL S. LAKE and by D. SCOTT LAKE, as General Partners on behalf of LAKE LIMITED, a Utah Limited Partnership.

(AFFIX NOTARIAL SEAL)



My commission expires:

Tammy S. Dahn

(OFFICIAL NOTARY SIGNATURE)

NOTARY PUBLIC—STATE OF

Utah

Tammy S. Dahn

(PRINTED, TYPED OR STAMPED NAME OF NOTARY)

COMMISSION NUMBER:

130340

SPRINT SPECTRUM L.P. NOTARY BLOCK:

STATE OF CALIFORNIA

COUNTY OF ALAMEDA

The foregoing instrument was acknowledged before me this _____ day of _____, 199__, by _____, the _____ of Sprint Spectrum, L.P., a Delaware limited partnership, who executed the foregoing instrument on behalf of such limited partnership.

(AFFIX NOTARIAL SEAL)

(OFFICIAL NOTARY SIGNATURE)

NOTARY PUBLIC—STATE OF _____

My commission expires:

SEE ATTACHED

(PRINTED, TYPED OR STAMPED NAME OF NOTARY)

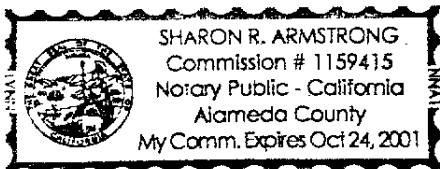
BK8251PG0327

State of California
County of ALAMEDA

On 2.1.99 before me, SHARON R ARMSTRONG NOTARY PUBLIC
(DATE) (NAME/TITLE OF OFFICER-i.e. "JANE DOE, NOTARY PUBLIC")
personally appeared CAL BORDONARD
(NAME(S) OF SIGNER(S))

personally known to me -OR-

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

(SEAL)

Sharon R. Armstrong
(SIGNATURE OF NOTARY)

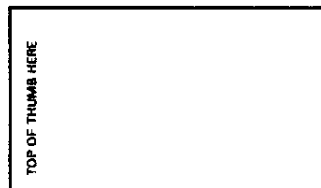
ATTENTION NOTARY

The information requested below and in the column to the right is OPTIONAL. Recording of this document is not required by law and is also optional. It could, however, prevent fraudulent attachment of this certificate to any unauthorized document.

THIS CERTIFICATE
MUST BE ATTACHED
TO THE DOCUMENT
DESCRIBED AT RIGHT:

3L17XC652
Title or Type of Document PCS SITE AGREEMENT
Number of Pages _____ Date of Document _____
Signer(s) Other Than Named Above MICHAEL S. LAKE
D. SCOTT LAKE

RIGHT THUMBPRINT (Optional)

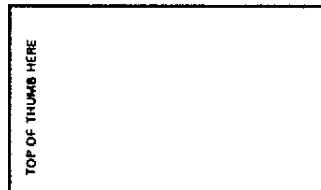


CAPACITY CLAIMED BY SIGNER(S)
 INDIVIDUAL(S)
 CORPORATE _____

OFFICER(S) _____ (TITLES)
 PARTNER(S) LIMITED
 GENERAL
 ATTORNEY IN FACT
 TRUSTEE(S)
 GUARDIAN/CONSERVATOR
 OTHER: _____

SIGNER IS REPRESENTING:
(Name of Person(s) or Entity(ies))

RIGHT THUMBPRINT (Optional)



CAPACITY CLAIMED BY SIGNER(S)
 INDIVIDUAL(S)
 CORPORATE _____

OFFICER(S) _____ (TITLES)
 PARTNER(S) LIMITED
 GENERAL
 ATTORNEY IN FACT
 TRUSTEE(S)
 GUARDIAN/CONSERVATOR
 OTHER: _____

SIGNER IS REPRESENTING:
(Name of Person(s) or Entity(ies))



BK8251PG0328

Site Name: FRANKLIN

Site Description

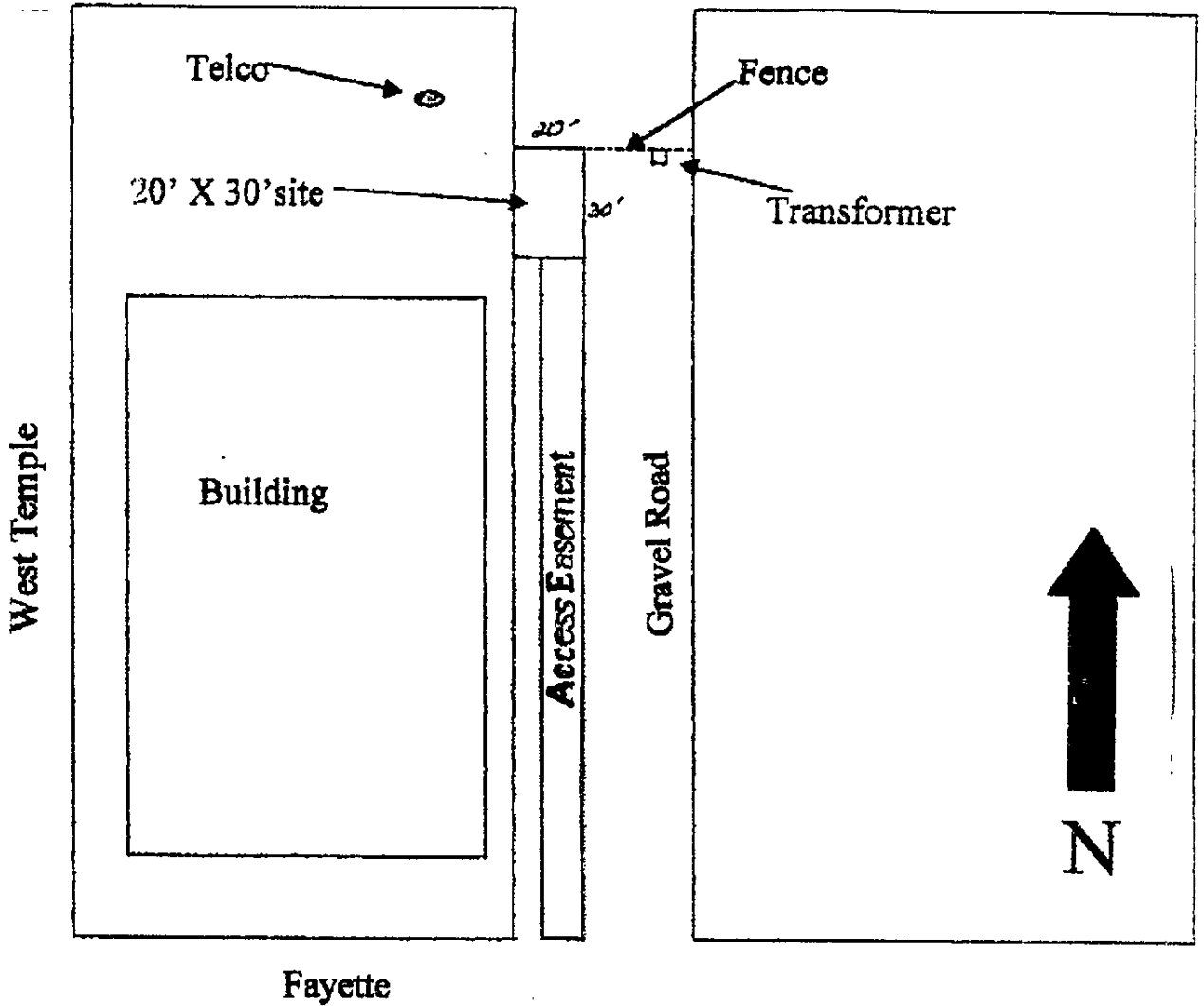
Site I. D. SL17XC652

Site situated in the City of Salt Lake City, County of Salt Lake, State of Utah, commonly described as follows:

Legal Description:

SEE EXHIBIT 'A-1' ATTACHED HERETO AND INCORPORATED BY REFERENCE.

Sketch of Site:



Owner Initials MSH TE

SSLP Initials GB

Note: Owner and SSLP may, at SSLP's option, replace this Exhibit with an exhibit setting forth the legal description of the property on which the Site is located and/or an as-built drawing depicting the Site.

*[Use this Exhibit A for PCS Site Agreement, Memorandum of PCS Site Agreement, Option Agreement and Memorandum of Option Agreement.]

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EXHIBIT A-1

THAT CERTAIN REAL PROPERTY situated in Salt Lake County, State of Utah, and being more particularly described as follows:

Parcel 1:

COMMENCING 200 feet East of the Northwest corner of Lot 10, Block 22, Five Acre Plat "A", Big Field Survey, and running thence East 193 feet; thence South 254.1 feet; thence West 193 feet; thence North 254.1 feet to the place of commencement.

Parcel 2:

COMMENCING at the Northwest corner of Lot 10, Block 22, Five Acre Plat "A", Big Field Survey, Salt Lake City, Salt Lake County, Utah, thence East along the North line of said Lot 10, 154 feet to the Northeast corner of a tract of land conveyed to John Q. Woodruff from the Grantor by Deed dated November 5, 1959, and being the true point of beginning; thence South along the East line of said Woodruff Tract 94.1 feet; thence leaving said Woodruff Tract East 18 feet, more or less, along the Grantor's property line; thence South along the Grantor's property line 160 feet to the North line of said Fayette Avenue; thence East along the North line of said Fayette Avenue 28 feet to the Easterly property line of the Grantor; thence North along said easterly property line of the Grantor 254.1 feet to the North line of said Lot 10; thence West along the North line of said Lot 10, 12.5 feet; thence West 33.5 feet, more or less, to the point of commencement.

BK8251PG0330

msd *AS* *CB*