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West Region
Site Name: Cedar Pass
Site Number: UT-0316

CLERK: Please return this document to:

Nextel Communications
Attn: Property Manager
4643 S. Ulster Street, Suite 500
Denver, CO 80237

ENT 32387:2002 PG 1 of 5
RANDALL A. COVINGTON
UTAH COUNTY RECORDER
2002 Mar 21 2:29 pm FEE 19.00 BY SS
RECORDED FOR NEXTEL

MEMORANDUM OF AGREEMENT


This Memorandum of Agreement is entered into on this 21st day of Feb., 2002, by and between THE RANCHES, L.C., a Utah limited liability company, with an address at 9155 North Cedar Pass Road, Suite B, Eagle Mountain, UT 84043 (hereinafter referred to as "Lessor") and NEXTEL WEST CORP., a Delaware corporation, d/b/a Nextel Communications, with an office at 4643 South Ulster Street, Ste 500, Denver, CO, 80237, (hereinafter referred to as "Lessee").

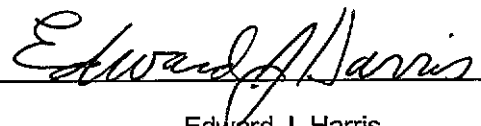
1. Lessor and Lessee entered into a Communications Site Lease Agreement ("Agreement") on the 21st day of February, 2002, for the purpose of installing, operating and maintaining a communications facility and other improvements. All of the foregoing are set forth in the Agreement.
2. The term of the Agreement is for five (5) years commencing on the date Lessee begins construction of the Lessee Facilities or twelve (12) months after full execution of the lease, whichever first occurs ("Commencement Date"), and terminating on the fifth anniversary of the Commencement Date with five (5) successive five (5) year options to renew.
3. The Land which is the subject of the Agreement is described in Exhibit A annexed hereto. The portion of the Land being leased to Lessee (the "Premises") is described in Exhibit B annexed hereto.

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

LESSOR:
THE RANCHES, L.C.
a Utah limited liability company

LESSEE:
NEXTEL WEST CORP.,
a Delaware corporation,
d/b/a Nextel Communications


 By: Scott F. Kirkland
 Title: President
 Date: 1/28/02


 By: Edward J. Harris
 Title: Director of Engineering
 Date: 2/21/02

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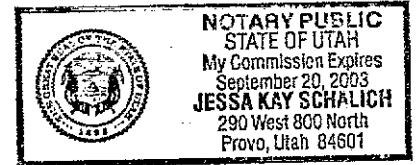
STATE OF Utah

COUNTY OF Utah

On January 28, 2002, before me Jessa Kay Schalich, Notary Public, personally appeared **Scott F. Kirkland**, 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 authorized capacity, and that by his 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.

Jessa Kay Schalich (SEAL)
Notary Public



My commission expires: September 20, 2003

STATE OF Utah

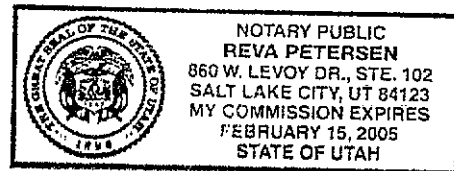
COUNTY OF Salt Lake

On 2-21-02, before me Reva Petersen, Notary Public, personally appeared **Edward J. Harris**, 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 authorized capacity, and that by his 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.

Reva Petersen (SEAL)
Notary Public

My commission expires: Feb. 15, 2005



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EXHIBIT A

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DESCRIPTION OF LAND

to the Agreement dated February 21st, 2002, by and between THE RANCHES, L.C., a Utah limited liability company, as Lessor, and NEXTEL WEST CORP., a Delaware corporation, d/b/a Nextel Communications, as Lessee.

The Land is described and/or depicted as follows:
APN: 58-040-0169

County of Utah, State of Utah

Beginning at the northwest corner of Section 30, Township 5 South, Range 1 West, Salt Lake Base and Meridian; thence South 89°43'21" East 1136.90 feet; thence South 43°14'11" East 1607.06 feet; thence South 89°32'16" East 327.98 feet; thence South 54°40'07" East 546.74 feet; thence South 70°49'44" East 1173.76 feet; thence along the arc of a 523.00 foot radius curve to the right 325.97 feet (Central Angel = 35°22'22"), the chord of which bears South 55°28'50" West 320.82 feet; thence South 73°10'01" West 1031.81 feet; thence along the arc of a 5103.00 foot radius curve to the right 923.97 feet (Central Angel = 10°22'27"), the chord of which bears South 73°21'15" West 922.71 feet; thence South 43°32'23" West 1030.72 feet; thence along the arc of a 497.00 foot radius curve to the left 184.60 feet (Central angel = 21°16'52"), the chord of which bears South 72°54'03" West 183.54 feet; thence North 27°44'23" West 136.00 feet; thence North 89°31'55" West 2059.69 feet; thence North 01°33'53" East 2604.26 feet; thence South 89°15'07" East 1333.69 feet to the point of beginning.

Beginning at a point which is South 5.30 feet and East 643.79 feet from the West quarter corner of Section 30, Township 5 South, Range 1 West, Salt Lake Base and Meridian; thence South 35°10'23" East 206.00 feet; thence along the arc of a 597.00 foot radius curve to the left 196.45 feet (central angle = 13°51'15"), the chord of which bears South 43°18'00" West 195.57 feet; thence South 35°32'22" West 1373.17 feet; thence North 33°00'30" West 1320.42 feet; thence South 89°31'55" East 1945.75 feet to the point of beginning.

Said property is also known by the street address of:

Eagle Mountain, UT

Lessor Initials: [Signature]

Lessee Initials: EH

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EXHIBIT B

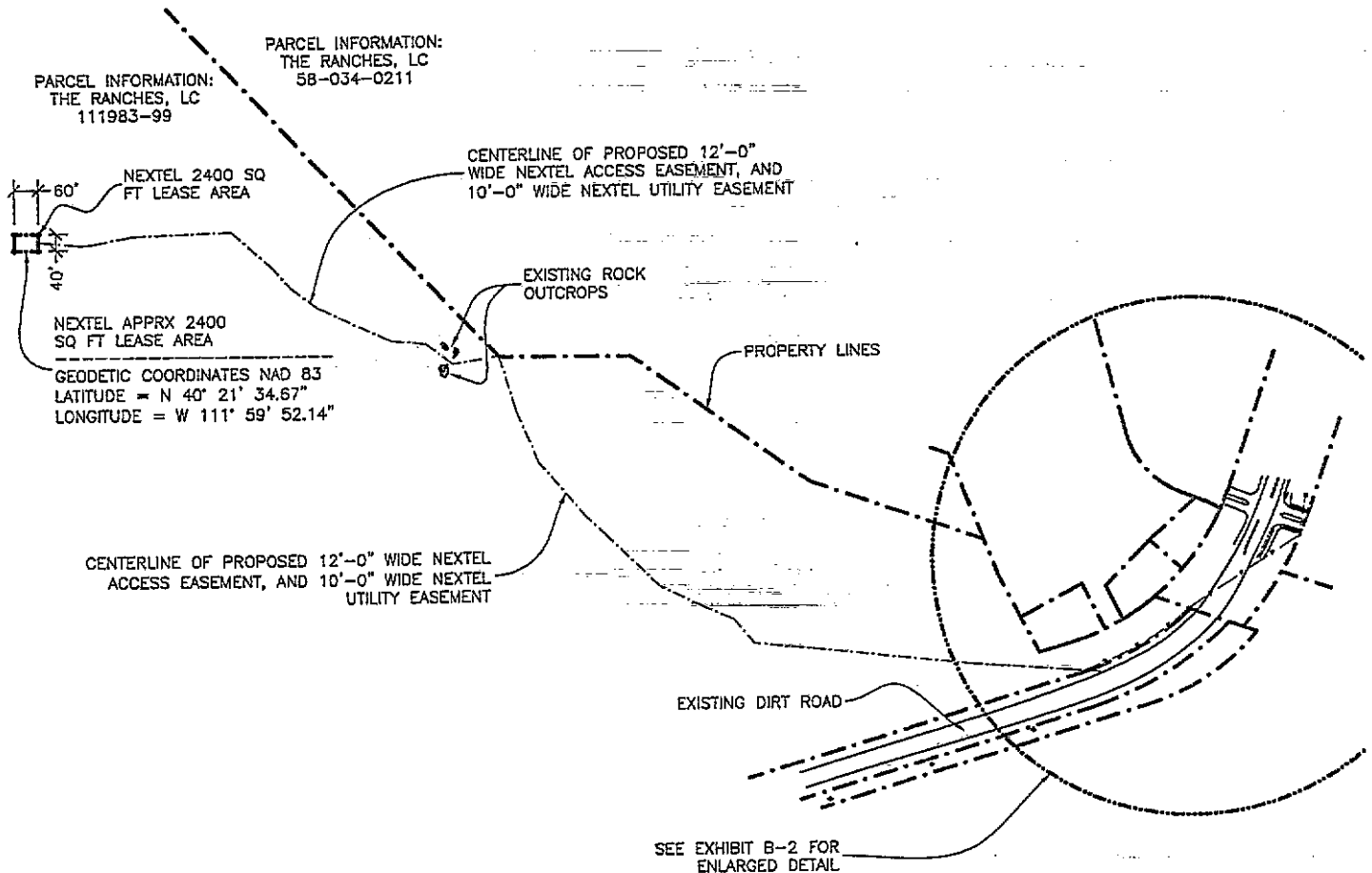
DESCRIPTION OF PREMISES
(Page 1 of 2)

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to the Agreement dated February 21st, 2002, by and between THE RANCHES, L.C., a Utah limited liability company, as Lessor, and NEXTEL WEST CORP., a Delaware corporation, d/b/a Nextel Communications, as Lessee.

The Premises are described and/or depicted as follows:

APN: 58-040-0169



Lessor Initials: GR

Lessee Initials: EH



Notes:

1. This Exhibit may be replaced by a land survey of the Premises once it is received by Lessee.
2. Setback of the Premises from the Land's boundaries shall be the distance required by the applicable governmental authorities.
3. Width of access road shall be the width required by the applicable governmental authorities, including police and fire departments.
4. The type, number and mounting positions and locations of antennas and transmission lines are illustrative only. Actual types, numbers, mounting positions may vary from what is shown above.
5. The location of any utility easement is illustrative only. Actual location shall be determined by the servicing utility company in compliance with all local laws and regulations.

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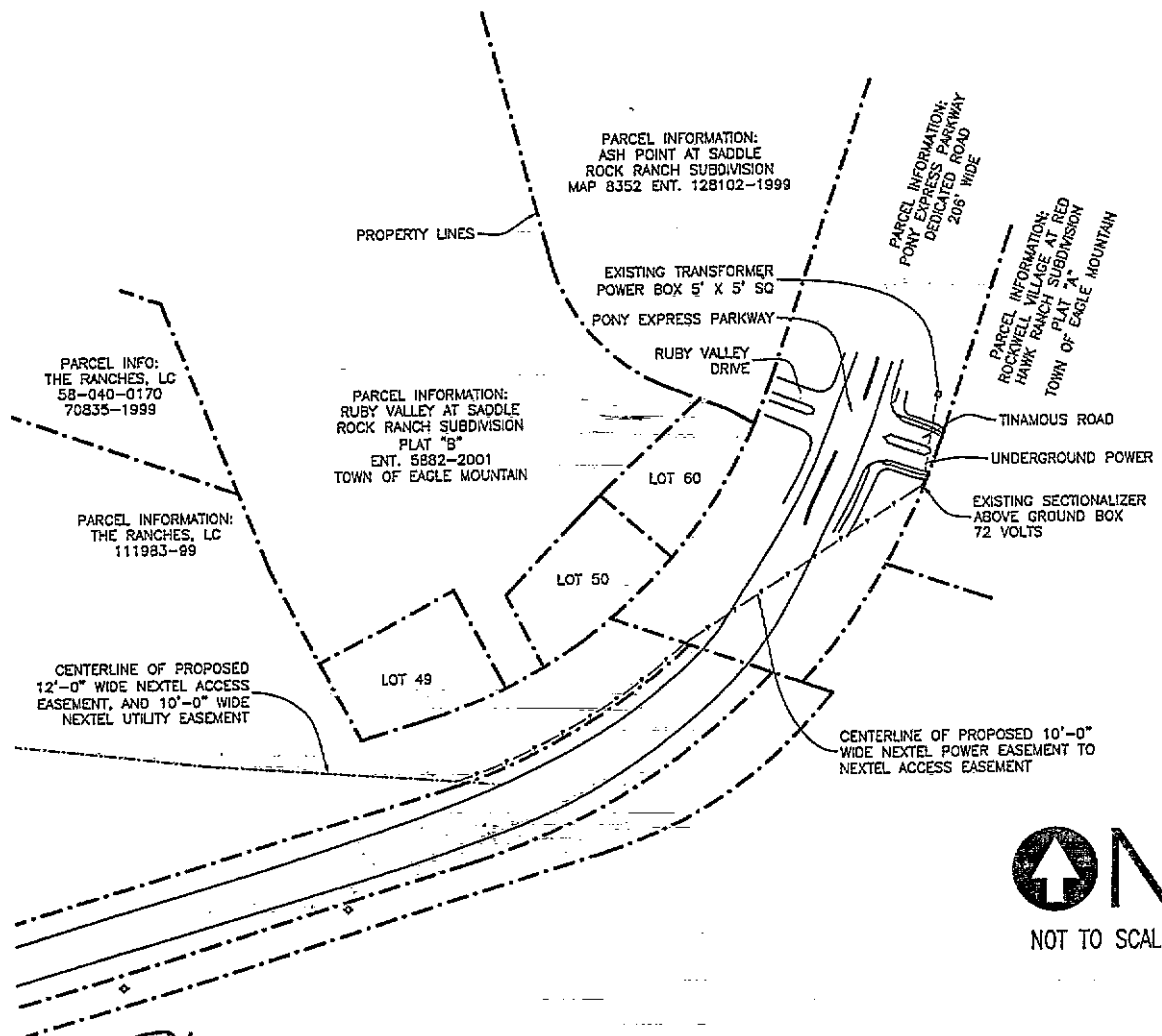
EXHIBIT B

DESCRIPTION OF PREMISES
(Page 2 of 2)

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Lessor Initials: [Signature]

Lessee Initials: [Signature]

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