

MEMORANDUM OF AGREEMENT

CLERK: Please return this document to:

OmniAmerica Development Corp.
23382 Mill Creek Drive, Suite 210
Laguna Hills, CA 92653
Attn: Property Manager
Tel: (949) 699- 1742

ENT 75266 BK 5137 PG 340
RANDALL A. COVINGTON
UTAH COUNTY RECORDER
1999 Jun 30 11:00 am FEE 14.00 BY SS
RECORDED FOR OMNI AMERICA-AMERICAN TOWER

This Memorandum of Agreement is entered into on this 17 day of June, 1999, by and Steven B. Bearnson and Michelle P. Bearnson, as joint tenants with full rights of survivorship, (hereinafter referred to as "Lessor") and OmniAmerica Development Corp., a Nevada corporation, with an office at 23382 Mill Creek Drive, Suite 210, Laguna Hills, CA 92653 (hereinafter referred to as "Lessee").

1. Lessor and Lessee entered into a Site Ground Lease Agreement ("Agreement") on the 17 day of June, 1999, for the purpose of installing, operating and maintaining a radio 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 not later than the 31 day of December, 1999 (which the parties agree shall be the date twelve (12) months from full execution of this Agreement) or the start of construction, whichever first occurs ("Commencement Date"), and terminating on the fifth (5th) 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 17 day of June, 1999.

LESSOR:

LESSEE:

Steven B. Bearnson and Michelle P. Bearnson,
as joint tenants with full rights of survivorship

OmniAmerica Development Corp.
A Nevada corporation

By: [Signature]
Name: Steven B. Bearnson
Title: Owner
Date: 3-9-99

By: [Signature]
Name: WILLIAM C. MAGUIRE
Title: VICE PRESIDENT
Date: 6/17/99

By: [Signature]
Name: Michelle P. Bearnson
Title: Owner
Date: 3-9-99

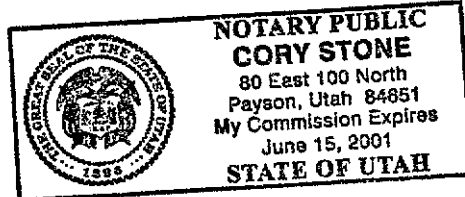
LESSOR NOTARY BLOCK:

STATE OF UTAH

COUNTY OF Utah

On the 9 day of March, 1999, personally appeared before me **Steven B. Bearnson and Michelle P. Bearnson**, the signor(s) of the foregoing instrument, who duly acknowledged to me that they executed the same.

AFFIX NOTARY SEAL



My Commission Expires:

June 15, 2001

[Signature]
Official Notary Signature
Notary Public - State of Utah

[Signature]
Witness:
[Signature]
Witness:

OMNIAMERICA NOTARY BLOCK:

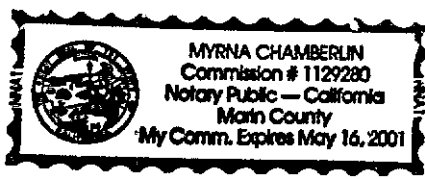
STATE OF CALIFORNIA

COUNTY OF CONTRA COSTA

On the 23rd day of JUNE, 1999, personally appeared before, the WILLIAM C. MAGUIRE of OmniAmerica Development Corporation, the signor(s) of the foregoing instrument, who duly acknowledged to me that he/she/they executed the same.

AFFIX NOTARY SEAL

My Commission Expires: May 16, 2001



[Signature]
Official Notary Signature
Notary Public - State of CALIFORNIA

[Signature]
Witness:
[Signature]
Witness:

255 E. 100 S. PROVO, UTAH
ORDER NO. 5327-A

~~5200~~
WARRANTY DEED

SHERMAN V. BEARNSON and BEVERLY BOYER BEARNSON, husband and wife,
grantor of County of Utah
State of Utah, hereby CONVEY and WARRANT to

STEVEN B. BEARNSON and MICHELLE P. BEARNSON, husband and wife, as joint tenants with
full rights of survivorship and not as tenants in common,

grantees of Utah County, Utah
for the sum of \$10 and other good and valuable considerations,
the following described tract of land in Utah County, State of Utah:

Beginning at a fence corner, said point being South 1986.00 feet and East 1264.44 feet
from the Northwest Corner of Section 3, T9S, R2E, SLB&M; thence along a fence line the
following bearings and distances: North 6°55'37" West 2005.52 feet; North 6°09'27" West
582.45 feet; South 89°47'48" East 1405.50 feet; North 0°23'46" West 2026.81 feet; thence
North 89°39'54" East 841.36 feet; South 0°04'13" East 906.68 feet; thence parting from
said fence North 89°55'25" East 1278.30 feet to a fence line; thence continuing along
said fence line South 0°27'42" West 1022.82 feet; thence South 55°44'10" West 2311.10
feet; South 43°19'45" West 1879.60 feet, more or less, to the point of beginning.

~~Commencing at the Southwest corner of Section 34, T8S, R2E, SLB&M; thence North 7.59 chains;
thence East 990 feet, more or less, to the West line of fence line; thence South 6°09'27"
West along said fence 470 feet to the point which is East of the point of beginning; thence
West 1050 feet, more or less, to the point of beginning.~~

~~Commencing at the Southeast corner of Section 33, Township 8 South, Range 2 East of the
Salt Lake Base and Meridian; thence North 8.58 chains; thence North 89°17'4" West 8.16
chains; thence South 8.60 chains; thence East 2.29 chains to the place of beginning.~~

Subject to easements and restrictions of record.

WITNESS, the hand of said grantor, this 29th day of March A.D. 1974.

Signed in the presence of

Sherman V. Bearnson
(Sherman V. Bearnson)

Beverly Boyer Bearnson
(Beverly Boyer Bearnson)

STATE OF UTAH ss.
County of Utah
On the 29th day of March
A.D. 1974 personally appeared before me

SHERMAN V. BEARNSON and BEVERLY BOYER
BEARNSON, husband and wife,

the signers of the within instrument, who duly
acknowledged to me that they executed the same.

[Signature]
Notary Public
9/14/77
Provo, Utah



RECORDING DATA
Entry No. Fee \$

RECORDED INDEXED
PLATTED ABSTRACTED
COMPARED DELIVERED

~~1974 APR 1 11 AM '74~~
~~5200~~
BOOK 1365 PAGE 136

LAND TITLE COMPANY