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 02/05/2007 10:54 AM #20-010
 Book - 9418 Pg - 615-620
 GARY W. OTT
 RECORDER, SALT LAKE COUNTY, UTAH
 NORTH AMERICAN TITLE
 2200 POST OAK BLVD STE 100
 HOUSTON TX 77056
 BY: ZJM, DEPUTY - MA 6 P.

PREPARED BY AND
WHEN RECORDED RETURN TO:

WCP WIRELESS LEASE SUBSIDIARY, LLC
 2800 28th Street, Suite 100
 Santa Monica, California 90405
 Attn: Servicing Manager
 WCP #253853

MEMORANDUM OF ASSIGNMENT

This MEMORANDUM OF ASSIGNMENT (this "Memorandum") is made as of OCT 24, 2006 between **Wireless Capital Partners, LLC**, a Delaware limited liability company ("Assignor"), and **WCP Wireless Lease Subsidiary, LLC**, a Delaware limited liability company ("Assignee").

1. Assignor and Randall G. Peters, as Landlord, are parties to a Purchase and Sale of Lease and Successor Lease dated January 3, 2006 (the "Agreement"), a memorandum of which was recorded on January 20, 2006, in Book 9245, Page 7875, in the office of the county recording office of Salt Lake County, State of Utah.

2. Pursuant to a Master Purchase and Sale Agreement ("Master Agreement") dated June 30, 2006 and an Assignment dated OCT 24, 2006 (the "Assignment"), Assignor has sold, transferred and assigned all of its right, title and interest in and to the Agreement and the subject matter thereof including, without limitation, all amounts due and payable thereunder, to Assignee. The parties hereto desire to execute this Memorandum to provide constructive notice of the existence of the Master Agreement and the Assignment, and of Assignee's rights thereunder.

3. The terms and conditions of the Master Agreement and the Assignment are incorporated herein by reference as if set forth herein in full. Copies of the Master Agreement, the Assignment and the Agreement are maintained by Assignee at its offices set forth above.

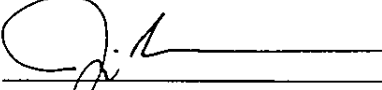
IN WITNESS WHEREOF, this Memorandum of Assignment has been signed and delivered as of OCT 24, 2006.

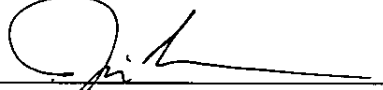
ASSIGNOR:

ASSIGNEE:

**WIRELESS CAPITAL PARTNERS, LLC,
a Delaware limited liability company**

**WCP WIRELESS LEASE
SUBSIDIARY, LLC, a Delaware
limited liability company**

By: 
Name: Joni LeSage
Title: Treasurer

By: 
Name: Joni LeSage
Title: Authorized Signatory

ALL-PURPOSE ACKNOWLEDGMENT

State of California
 County of Los Angeles

} ss.

On Oct. 11, 2006 before me, Linda Ennabe, Notary Public
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Joni LeSage
Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence



to be the person(s) whose names(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 signatures(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.

Linda Ennabe
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could not prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

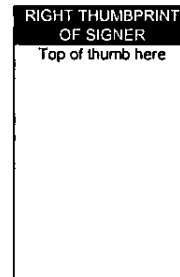
Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

- Individual
- Corporate Officer – Title(s): _____
- Partner - Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer is Representing: _____



ALL-PURPOSE ACKNOWLEDGMENT

State of California
County of Los Angeles

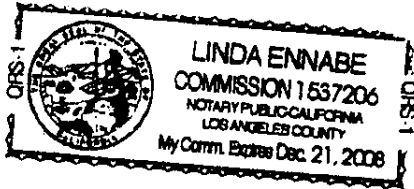
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personally appeared Joni LeSage
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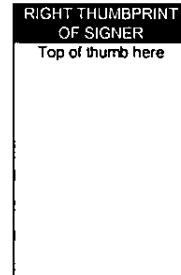
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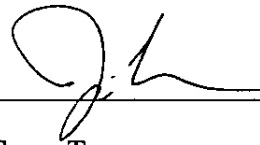


ASSET SALE AND ASSIGNMENT

Effective **OCT 24**, 2006, and pursuant to the MASTER PURCHASE AND SALE AGREEMENT, dated as of June 30, 2006 (as amended, supplemented and otherwise modified from time to time, this "Agreement"), by and between WIRELESS CAPITAL PARTNERS LLC (the "Seller"), and WCP WIRELESS LEASE SUBSIDIARY, LLC (the "Purchaser") and a notice of purchase and sale pursuant thereto dated as of August 30, 2006, Seller hereby sells, assigns, transfers and conveys to Purchaser without recourse (except as set forth in the Agreement) all of Seller's right, title and interest in and to the individual Asset (as defined in that certain credit agreement, dated as of June 30, 2006 among the Purchaser as borrower, the Seller as originator, Bayerische Hypo- und Vereinsbank AG, New York Branch as agent, and the lenders named therein, as amended, restated, supplemented and otherwise modified from time to time) set forth on the Schedule to the Notice of Purchase and Sale dated as of August 30, 2006, identified as ID# 253853, together with any related right in any form of non-disturbance agreement in favor of Seller, at the purchase price set forth opposite the ID# on the Schedule.

Wireless Capital Partners, LLC

By _____



Joni LeSage, Treasurer

EXHIBIT C

(Legal Description)

Commencing 115 feet North from the Southeast corner of Lot 15, Block 8, Five Acre Plat "B", Big Field Survey; thence North 125 feet; thence West 363 feet; thence South 125 feet; thence East 363 feet to the beginning.

15-11-428-030