

BILL OF SALE AND ASSIGNMENT

THIS BILL OF SALE AND ASSIGNMENT is made and entered into this 31 day of October, 1999, by and among GILBERT CARREAU ("Carreau") and SPECTRUM RESOURCES TOWERS, L.P., a Delaware limited partnership ("Spectrum").

WHEREAS, pursuant to a Letter Agreement executed June 25, 1999 (the "Letter Agreement") by and between Spectrum and Carreau, Carreau has agreed to sell and assign to Spectrum and Spectrum has agreed to purchase and accept from Carreau, for the consideration and upon the terms and conditions set forth in the Letter Agreement, certain of the assets, properties and rights of Carreau.

NOW, THEREFORE, pursuant to the Letter Agreement and in consideration of the premises, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1. **CONVEYANCE.** Carreau hereby sells, assigns, conveys, transfers and delivers to Spectrum the "Tower", as such term describes assets as defined in the Letter Agreement, which includes, without limitation, all of Carreau's right, title and interest in: the tower structures, cable and antenna mount structures, equipment buildings, land and property rights, Tower tenant lease agreements, land lease agreements, all Tower related business records, and any other business assets relating to Carreau's Tower operations; provided, however, that any real estate interests shall be deemed to have been assigned pursuant to applicable assignments delivered contemporaneously herewith rather than by this Bill of Sale.

2. **ACCEPTANCE.** Spectrum hereby accepts the foregoing sale and assignment.

3. **WARRANTY OF TITLE.** Carreau warrants that Carreau has good and marketable title to the Tower, free from any and all liens (as defined in the Letter Agreement) except for current personal property taxes not yet due and payable.

4. **THE LETTER AGREEMENT.** This Bill of Sale and Assignment is subject in all respects to the terms and conditions of the Letter Agreement. Nothing contained in this Bill of Sale and Assignment shall be deemed to supersede any of the covenants, agreements, representations or warranties of Carreau or Spectrum contained in the Letter Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Bill of Sale and Assignment as of the day and year first above written:

[SIGNATURES APPEAR ON NEXT PAGE]

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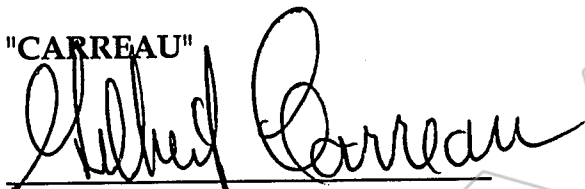
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"SPECTRUM"

SPECTRUM RESOURCES TOWERS, L.P., a
Delaware limited partnership
By VS&A-Spectrum, Inc., a Delaware
corporation, General Partner

By: _____
Name: _____
Title: _____

"CARREAU"



GILBERT CARREAU

COPY

0479221

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STATE OF NEVADA,

County of Douglas ss.

On 10-8-99 personally appeared before me, a notary public, Carlos Roberts personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official stamp at my office in the County of Douglas the day and year in this certificate first above written.

[Signature]
Signature of Notary



STATE OF NEVADA,

County of Douglas ss.

On 10-8-99 personally appeared before me, a notary public, Colbert Carney personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official stamp at my office in the County of Douglas the day and year in this certificate first above written.

[Signature]
Signature of Notary

REQUESTED BY
WESTERN TITLE COMPANY, INC.

IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

1999 OCT 21 PM 3: 56

LINDA SLATER
RECORDER

\$10.00 PAID [Signature] DEPUTY

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