

OFFICIAL RECORD

Requested By:
LARRY K HOUGHTBY

Douglas County - NV
Werner Christen - Recorder

Page: 1 Of 4 Fee: 17.00
BK-0106 PG- 4327 RPTT: 0.00



Prepared by:

Tim McFadden
NSA Wireless
P.O. Box 33
Rescue, CA 95672

Return to:

Cingular Wireless Lease Administration
Attn: Property Management
4420 Rosewood Dr.
Bldg. 2, 3rd Floor
Pleasanton, CA 9458

Re: Cell Site #RENONVN338
Name: Hwy 50 & Foothill Dr

State: Nevada
County: Douglas

**MEMORANDUM
OF
LEASE**

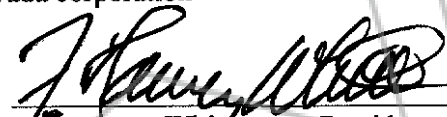
This Memorandum of Lease is entered into on this 7th day of July, 2005 by and between **ZEPHYR COVE PROPERTIES, INC., a Nevada corporation**, having a mailing address of 300 South Fourth St, Suite 1700, Las Vegas NV 89101, Attn: David Whittemore (hereinafter referred to as "**Landlord**") and New Cingular Wireless PCS, LLC, a Delaware limited , having a mailing address of 6100 Atlantic Boulevard, Norcross, GA 30071 (hereinafter referred to as "**Tenant**").

1. Landlord and Tenant entered into a certain Option and Lease Agreement ("**Agreement**") on the 7th day of July, 2005, 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 initial lease term will be five (5) years ("**Initial Term**") commencing on the effective date of written notification by Tenant to Landlord of Tenant's exercise of the Option, with four (4) successive five (5) year options to renew.
3. The portion of the land being leased to Tenant (the "**Premises**") is described in **Exhibit 1** annexed hereto.
4. This Memorandum of Lease is not intended to amend or modify, and shall not be deemed or construed as amending or modifying, any of the terms, conditions or provisions of the Agreement, all of which are hereby ratified and affirmed. In the event of a conflict between the provisions of this Memorandum of Lease and the provisions of the Agreement, the provisions of the Agreement shall control. The Agreement shall be binding upon and inure to the benefit of the parties and their respective heirs, successors, and assigns, subject to the provisions of the Agreement.

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

"LANDLORD"

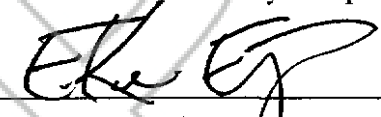
ZEPHYR COVE PROPERTIES, INC.,
a Nevada corporation

By: 
F. Harvey Whittemore, President

Date: 6/2/05

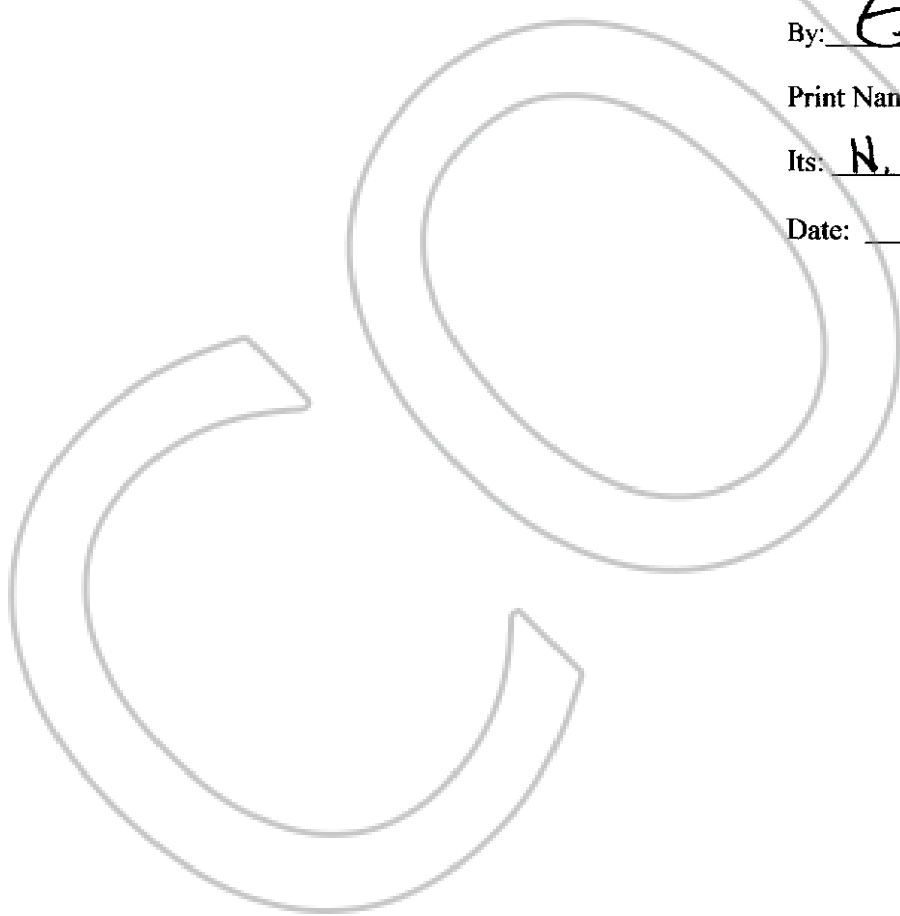
"TENANT"

New Cingular Wireless PCS, LLC, a
Delaware limited liability company

By: 
Print Name: F KEVIN FLAHERTY

Its: N. CALIF/NV MARKET MGR

Date: 7/11/05



TENANT ACKNOWLEDGMENT

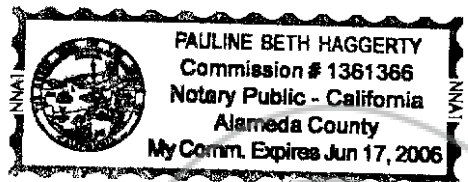
STATE OF California)
) ss:
COUNTY OF Alameda)

On July 11, 2005
Pauline Beth Haggerty
F. Kevin Flaherty

before me
personally appeared

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/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.

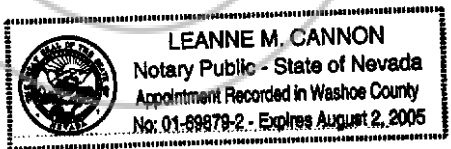


Pauline Beth Haggerty
Notary Public:
My Commission Expires: June 17, 2006

LANDLORD ACKNOWLEDGMENT

STATE OF Nevada)
) ss:
COUNTY OF Washoe)

BE IT REMEMBERED, that on this 6 day of June, 2005 before me, the subscriber, a person authorized to take oaths in the State of Nevada, personally appeared **E. Harvey Whittemore** who, being duly sworn on his/her/their oath, deposed and made proof to my satisfaction that he/she/they is/are the person(s) named in the within instrument; and I, having first made known to him/her/them the contents thereof, he/she/they did acknowledge that he/she/they signed, sealed and delivered the same as his/her/their voluntary act and deed for the purposes therein contained.



Leanne M. Cannon
Notary Public:
My Commission Expires: 8/2/05

EXHIBIT 1

DESCRIPTION OF PREMISES

Page 1 of 1

To the Agreement dated _____, 2005, by and between ZEPHYR COVE PROPERTIES, INC., a Nevada corporation, as Landlord, New Cingular Wireless PCS, LLC, a Delaware limited liability, as Tenant.

The Property is described and/or depicted as follows: APN 1318-10-411-014

LEGAL DESCRIPTION

The land referred to herein is situated in the State of Nevada, County of Douglas, described as follows:

A tract of land situate in the County of Douglas, State of Nevada, being in the SW 1/4 of Section 10, Township 13 North, Range 16 East, M.D.B.&M., more particularly described as follows:

COMMENCING at the section corner common to Sections 9, 10, 15 and 16; thence North 23°01'34" East 1269.21 feet to a point on a road, said point being the Northeast corner of Lot 18, Block F, as shown on the map of ZEPHYR HEIGHTS NO. 5 SUBDIVISION, filed on June 7, 1955 Douglas County, Nevada, records; thence North 23°37' East a distance of 23.67 feet to the True Point of Beginning; thence North 23°37' East 16.33 feet; thence on a curve to the right, the tangent of which bears North 66°23' West, having a radius of 4.88 feet through a central angle of 106°33'30" for an arc distance of 9.07 feet; thence North 40°10'30" East 55.97 feet; thence on a curve to the right having a radius of 5.00 feet through a central angle of 61°35' for an arc distance of 5.37 feet; thence South 78°14'30" East 65.18 feet; thence along a curve to the right having a radius of 50.00 feet through a central angle of 34°08'30" for an arc distance of 29.79 feet; thence South 44°06' East 44.79 feet; thence on a curve to the right having a radius of 25.00 feet through a central angle of 79°50' for an arc distance of 34.83 feet; thence South 35°44' West 84.93 feet; thence on a curve to the right having a radius of 50.00 feet through a central angle of 75°16' for an arc distance of 65.68 feet; thence North 69°00' West 17.00 feet; thence on a curve to the right having a radius of 50.00 feet through a central angle of 57°40' for an arc distance of 50.32 feet; thence North 11°20' West a distance of 69.45 feet to the Point of Beginning.

Said premises more fully disclosed as U.S. Government on that certain Plat Map of ZEPHYR HEIGHTS, NO. 6, filed for record in the office of the County Recorder on October 30, 1963, as Document No. 23747.

APN 1318-10-411-014

"IN COMPLIANCE WITH NEVADA REVISED STATUTE 111.312, THE HEREIN ABOVE LEGAL DESCRIPTION WAS TAKEN FROM INSTRUMENT RECORDED MARCH 11, 1981, BOOK 381, PAGE 841, AS FILE NO. 54247, RECORDED IN THE OFFICIAL RECORDS OF DOUGLAS COUNTY, STATE OF NEVADA."

