

MEMORANDUM OF GROUND LEASE
K-30589

THIS MEMORANDUM evidences that a lease was made and is hereby entered into by written Ground Lease executed February 28, 1997, between Nevin Family Trust, Carrie Nevin Trustee, hereby amended to Carrie Nevin, as Trustee under Declaration of Trust dated July 27, 1982, P. O. Box 737, Corning, California 96021, as "Lessor", and Oregon RSA #6, hereby amended to Crook County RSA Limited Partnership, an Oregon limited partnership, c/o United States Cellular Corporation, Real Estate Department, 8410 West Bryn Mawr, Suite 700, Chicago, Illinois 60631, as "Lessee", the terms and conditions of which are incorporated herein by reference.

Such Ground Lease provides, in part, that Lessor, for valuable consideration, leases to Lessee that certain property owned by Lessor located in Section Nineteen (19), Township Thirty-eight (38) South, Range Eleven and one-half (11 ½), Klamath County, State of Oregon (the "Leasehold"), along with an access easement (the "Access Easement"). The Ground Lease is hereby amended to more fully describe the Leasehold and Access Easement pursuant to survey as follows, to-wit:

LEASEHOLD: That portion of Lot Three (3) (the Northwest Quarter of the Southwest Quarter (NW/4 SW/4)) of Section Nineteen (19), Township Thirty-eight (38) South, Range Eleven and one half (11 ½) East W.M., Klamath County, Oregon, described as follows: Commencing at the Northeast corner of said Section as monumented with a 5/8" rebar and stone; thence South 48°08'01" West based on true North as derived using dual-frequency real-time GPS for 4820.98 feet to a set 5/8" rebar and the true point of beginning; thence South 82°46'49" West 60.38 feet; thence South 6°41'17" East 60.17 feet; thence North 83°10'32" East 61.45 feet; thence North 7°42'16" West 60.60 feet to the said true point of beginning on Exhibit A attached hereto and incorporated herein; and

ACCESS: An Easement for Access, 30 feet in width, having its westerly boundary commencing at the Southwest corner of the above-described Leasehold, the centerline of such access easement commencing on the southerly boundary of the above-described Leasehold and being described on Exhibit A attached hereto and made a part hereof, and running through Section Nineteen (19), Township Thirty-eight (38) South, Range Eleven and one half (11 ½) East, W.M.; Sections Thirteen (13) and Twenty-four (24), Township Ten (10) South, Range Ten (10) East, W.M.; and ending in Section Thirty (30), Township Thirty-eight (38) South, Range Eleven and one-half (11 ½) East, W.M., on a county road known as Mitchell Road, all being in Klamath County, State of Oregon, and as depicted on Certificate of Survey Number 6109 as filed in the office of the Klamath County Surveyor on the 5th day of September, 1997.

The stated term of the Ground Lease is Five (5) years to commence on July 1, 1997. The term of the Ground Lease is subject to Five (5) additional terms of Five (5) years each.

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26585

IN WITNESS WHEREOF, the parties have executed this Memorandum as of the date first
above written.

LESSOR

Carrie Nevin, Trustee
Carrie Nevin, Trustee Under
Declaration of Trust Dated July 27, 1982

LESSEE

CROOK COUNTY RSA LIMITED
PARTNERSHIP, an Oregon limited partnership

By: David A. Nickols
David A. Nickols
Director of Network Operations

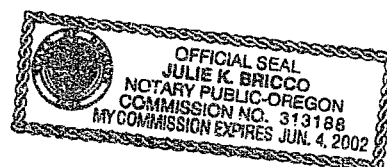
36586

STATE OF OREGON)
~~CALIFORNIA~~)
COUNTY OF KLAMATH) SS

This instrument was acknowledged before me on the 04 day of Sept, 1998, by
Carrie Nevin, as under Declaration of Trust dated July 27, 1982.

Julie K. Bricco
Notary Public

My Commission Expires:
June 4, 2002
[SEAL]



STATE OF WASHINGTON)
COUNTY OF Clark) SS

This instrument was acknowledged before me on the 28 day of Sept, 1998, by
David A. Nickols as Director of Network Operations for Crook County RSA Limited Partnership,
an Oregon limited partnership.

Pamela Tollardo
Notary Public

My Commission Expires.
7-20-02
[SEAL]



Access Element

N.W. 1/4, SEC. 19, T.38 S., R.11 1/2 E., W.M.
KIAMATH COUNTY, OREGON

[illegible]

REGISTERED
PROFESSIONAL
LAND SURVEYOR
OREGON
JULY 22, 1977
ROBERT H. STRATTON
1111

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**SURVEY FOR
UNITED STATES CELLULAR
HOPPER BILL**



STRAITTON SURVEYING
& MAPPING

M. DESCHOTES, P.L. UNIT 1C
 KENNEWICK, WA 98338
 (509) 735-7364
 FAX: (509) 735-6560
 surv6103-cllcz.com

2359WS-3.DWG

DATE: 7/14/97

DRAWN BY: DBE

508 4 24 50

Enlargement of Line Table from Page 1 of Exhibit A

Line Table			Line Table		
Line	Length	Bearing	Line	Length	Bearing
L1	20.89	S08°49'28"E	L50	182.36	S35°44'22"W
L2	112.79	S31°52'08"E	L51	98.20	S42°11'44"W
L3	67.29	S47°10'20"E	L52	82.47	S47°21'04"W
L4	124.29	N69°58'29"E	L53	34.24	S61°36'44"W
L5	60.53	N78°45'35"E	L54	268.51	S18°39'56"W
L6	269.13	N06°21'50"E	L55	139.95	S14°04'66"W
L7	54.08	N15°19'29"E	L56	217.80	S11°44'13"W
L8	230.31	N17°43'51"W	L57	70.90	S10°02'57"W
L9	167.47	N41°48'23"W	L58	179.64	S07°10'35"W
L10	168.18	N50°20'38"W	L59	153.93	S03°42'38"W
L11	361.71	N18°50'52"W	L60	140.22	S03°48'02"E
L12	112.56	N19°50'49"W	L61	128.57	S09°48'50"E
L13	95.40	N18°15'59"W	L62	240.15	S08°48'49"E
L14	180.00	N39°28'11"W	L63	507.50	S08°20'09"E
L15	105.31	N21°27'54"W	L64	182.61	S16°31'18"E
L16	67.94	N35°23'04"W	L65	215.80	S27°07'37"E
L17	115.66	N28°34'59"W	L66	142.89	S38°09'10"E
L18	264.23	N40°13'56"W	L67	298.52	S48°28'11"E
L19	227.79	N51°22'28"W	L68	157.00	S54°21'34"E
L20	163.08	N43°52'22"W	L69	344.64	S42°18'15"E
L21	58.06	N59°42'15"W	L70	380.34	S34°37'14"E
L22	173.51	N38°34'13"W	L71	538.50	S28°52'03"E
L23	288.82	N45°25'02"W	L72	229.35	S37°07'45"E
L24	248.45	N50°54'47"W	L73	324.43	S22°15'56"E
L25	338.31	N51°23'48"W	L74	534.14	S23°59'54"E
L26	258.50	N70°48'45"W	L75	197.72	S36°58'19"E
L27	623.06	N56°06'35"W	L76	123.80	S36°55'39"E
L28	409.05	N82°11'40"W	L77	106.08	S30°04'08"E
L29	360.74	N58°23'45"W	L78	139.50	S25°37'15"E
L30	417.53	N38°28'34"W	L79	211.11	S20°56'33"E
L31	321.78	N47°45'50"W	L80	297.75	S14°58'02"E
L32	218.68	N68°50'28"W	L81	139.52	S31°00'52"E
L33	172.97	N52°38'06"W	L82	253.71	S35°58'28"E
L34	115.32	N48°28'46"W	L83	891.58	S41°48'01"E
L35	175.92	N56°53'58"W	L84	123.17	S35°48'06"E
L36	256.63	N62°34'11"W	L85	103.02	S32°29'24"E
L37	54.75	N85°35'51"W	L86	343.47	S47°48'38"E
L38	72.68	N81°39'08"W	L87	883.21	S39°42'44"E
L39	43.40	N85°20'28"W	L88	280.51	S50°34'03"E
L40	38.04	S88°37'02"W	L89	127.88	S64°28'08"E
L41	75.81	S80°37'30"W	L90	237.68	S31°15'15"E
L42	45.28	S74°41'10"W	L91	479.17	S38°38'31"E
L43	82.19	S64°47'34"W	L92	146.89	S55°35'13"E
L44	67.21	S58°18'51"W	L93	613.88	S46°03'18"E
L45	134.84	S53°29'19"W	L94	187.17	S47°40'13"E
L46	88.27	S57°10'03"W	L95	508.87	S55°27'48"E
L47	120.58	S56°59'08"W	L96	162.72	S47°08'30"E
L48	89.83	S56°00'57"W	L97	209.72	S40°03'52"E
L49	61.97	S47°43'02"W			

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of _____ First American Title _____ the _____ 5th _____ day
 of _____ October _____ A.D., 19 98 _____ at 2:36 _____ o'clock _____ P. M., and duly recorded in Vol. _____ M98
 of _____ Deeds _____ on Page 36584 _____

FEE \$50.00

Bernetha G. Letsch, County Clerk
 By Kathleen Ross