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AFTER RECORDING PLEASE RETURN TO:
United States Cellular
Attn: Real Estate
8410 W. Bryn Mawr Avenue, Suite 700
Chicago, IL 60631

mtc 47725
MEMORANDUM OF
GROUND LEASE

WHEREAS, a GROUND LEASE, was made and entered into on the 10th day of May, 1999, by and between Quentin L. Breen, Trustee of Train Mountain Foundation, hereinafter called "Lessor", and CROOK COUNTY RSA LIMITED PARTNERSHIP, an Oregon limited partnership, dba United States Cellular Wireless Communications, hereinafter called "Lessee."

WITNESSETH:

Whereas, the Lessor thereby leased to Lessee and Lessee thereby leased from Lessor, the property ("Premises") hereinafter described, for the purposes of establishing a communications site for the transmission and reception of radio communications signals, and, for the construction and maintenance of related facilities, towers, antennas, or buildings for related activities on said Premises. The Premises leased is situated in Klamath County, State of Oregon, and is described as follows, to-wit:

See Exhibit "A" attached hereto and made a part hereof.

The above Lease was made for the term, and subject to each and all the terms, provisions, covenants and conditions set forth in the certain GROUND LEASE of even date herewith between the parties hereto, covering the Premises hereinabove described, and, said GROUND LEASE is hereby incorporated herein with the same force and effect as though herein set forth at length.

IN WITNESS WHEREOF, said parties have caused this Memorandum of Ground Lease to be duly effective and executed this 29th day of June, 1999

LESSOR: Quentin L. Breen, Trustee
of Train Mountain Foundation

By: [Signature]
Quentin L. Breen, Trustee

By: _____

LESSEE: CROOK COUNTY RSA LIMITED PARTNERSHIP,
an Oregon limited partnership
dba United States Cellular Wireless Communications

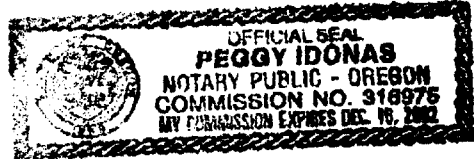
By: David A. Nickols
David A. Nickols, Director of Network Operations, West Region
United States Cellular Wireless Communications

STATE of OREGON }
 }ss:
COUNTY of KLAMATH }

I the undersigned, a notary public in and for the State and County aforesaid, do hereby certify that Quentin L. Breen, Trustee of Train Mountain Foundation, known to me to be the same person whose name is subscribed to the foregoing Ground Lease, appeared before me this day in person and acknowledged that he signed the said Ground Lease as his free and voluntary act for the uses and purposes therein stated.

Given under my hand and seal this 27th day of may, 1999

Peggy Idonas
NOTARY PUBLIC in and for the
State of Oregon
My commission expires: 12/6/2002



STATE of WASHINGTON }
 }ss:
COUNTY of CLARK }

On this 29th day of June, 1999, before me, a Notary Public, personally appeared David A. Nickols, known to me to be the Director of Network Operations, West Region, for United States Cellular Wireless Communications, the Company that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said Company for the uses and purposes therein described.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



Pamela Tollardo
NOTARY PUBLIC in and for the
State of Washington
My commission expires: 7-20-02

EXHIBIT "A"

to that certain Memorandum of Ground Lease dated May 10, 1999 by and between Quentin L. Breen, Trustee of Train Mountain Foundation, as Lessor and CROOK COUNTY RSA LIMITED PARTNERSHIP, an Oregon limited partnership dba United States Cellular Wireless Communications, as Lessee

LEGAL DESCRIPTION

The property is described as follows:

A portion of the following described property:

The SE 1/4 of the SE 1/4 of Section 29, Township 34 South, Range 7 East,
W.M. Klamath County, State of Oregon.

Being more particular described as: A 50' X 50' parcel as delineated on the attached map. The final legal description of the Leasehold Parcel will be determined by a land survey to be attached hereto and become a part hereof.

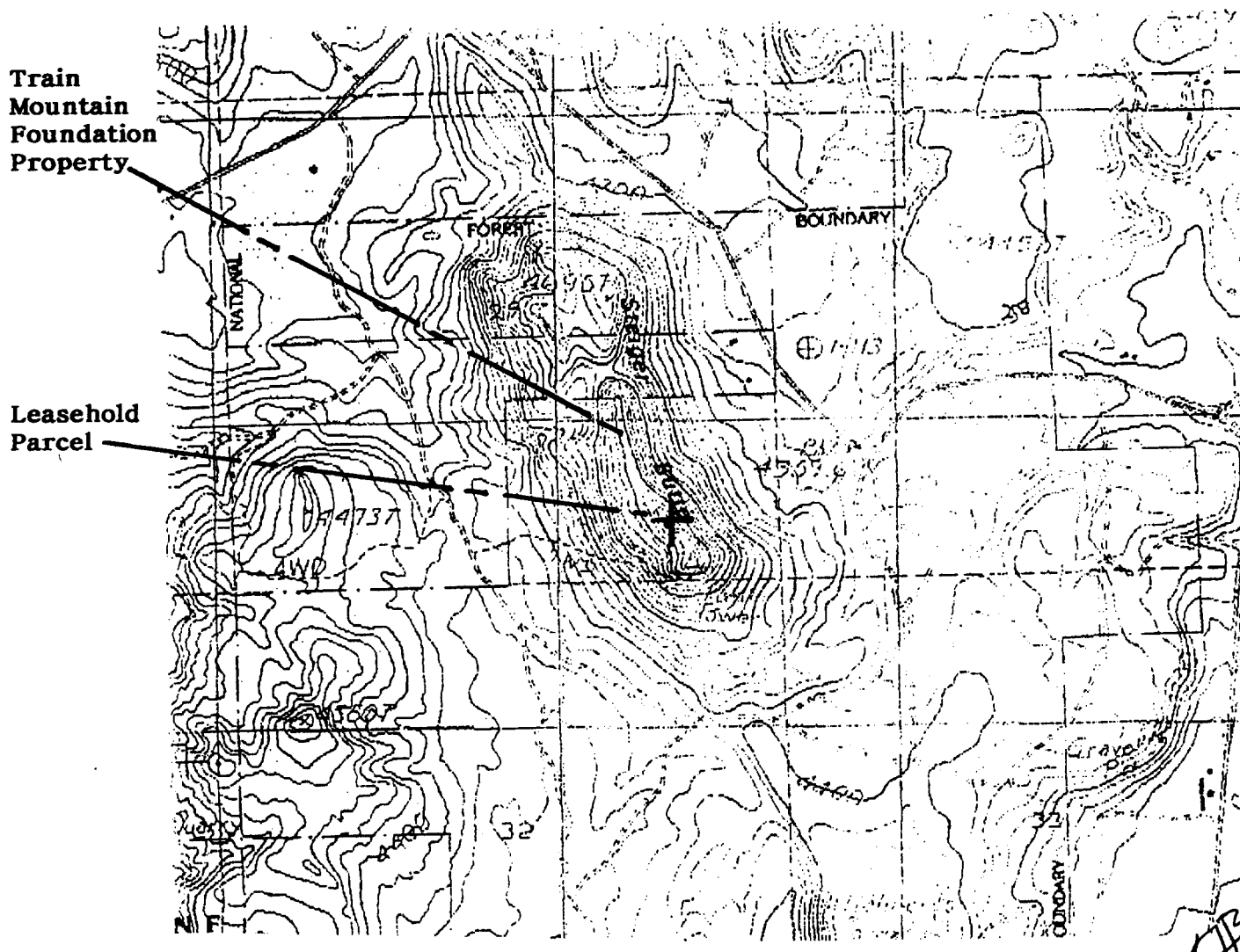


EXHIBIT A, Page 2

That real property situated in the South 1/2 of Section 29, Township 34 South, Range 7 East of the Willamette Meridian, County of Klamath, State of Oregon, more particularly described as follows:

COMMENCING at the Section Corner common to Section Corner 28, 29, 32, 33, all in said Township and Range;
Then North 60 Degrees 51 Minutes 01 Seconds West, a distance of 1196.00 feet to the **True Point of Beginning**;
Thence North 35 Degrees 11 Minutes 08 Seconds West, a distance of 50.00 feet; Thence North 54 Degrees 47 Minutes 58 Seconds East, a distance of 50.00 feet; Thence South 35 Degrees 11 Minutes 08 Seconds East, a distance of 50.00 feet; Thence South 54 Degrees 47 Minutes 58 Seconds West, a distance of 50.00 feet to the **True Point of Beginning**.

State of Oregon, County of Klamath
Recorded 06/12/00, at 3:30 p. m.
In Vol. M00 Page 21282
Linda Smith,
County Clerk Fee \$ 36⁰⁰