

Recording prepared by
and when recorded
return to: C. E. Blonder
SBA Towers Inc., Legal Department
2424 North Federal Highway, Suite 451
Boca Raton, Florida 33431
1-800-487-7483 EXT. 323

MEMORANDUM OF LEASE

Landlord – Crown Pacific Limited Partnership, a Delaware Limited Partnership
Tenant - Mericom Development corporation, Delaware corporation

Property Location – a portion of Tax Lot 104, S8, T24S, R9E, WM,
Klamath County, Oregon

MEMORANDUM OF AGREEMENT

39691

This Instrument was prepared by & after recording
returned to: Catherine E. Blonder
SBA Towers, Inc. Legal Department, Suite 451
2424 North Federal Highway
Boca Raton, FL 33431
Ph: 1-800-487-7483 ext. 323

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE ("Memorandum") is executed this 24 day of AUGUST, 2000, by and between, **Crown Pacific Limited Partnership**, a Delaware Limited Partnership, (Landlord"), whose mailing address is 805 SW Industrial Way, Suite 4, Bend, OR 97702, and **Mericom Development Corporation, a Delaware Corporation** ("Tenant"), whose mailing address is 20472 Crescent Bay Drive, Ste. 104, Lake Forest, CA 92630.

WHEREAS, Landlord and Tenant executed and entered into a Lease Agreement (the "Lease") dated August 24th, 2000 for the purpose of installing, operating, sublicensing and maintaining a communications facility and other improvements on the Property (as hereinafter defined).

WHEREAS, the parties wish to provide a memorandum of the lease, to supplement the description of the Property (as hereinafter defined) and to provide for a commencement date under the Lease.

NOW, THEREFORE, in consideration of the Lease and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Landlord and Tenant hereby agree as follows:

1. **Lease Term.** The terms of the Lease shall be Five (5) years commencing not later than the first day of June 2001, or on the start of construction, which ever first occurs ("Commencement Date"), and terminating at midnight on the Fifth anniversary of the Commencement Date (the "Initial Term"). Tenant has the option under the terms of the Lease to extend the Lease for Five (5) additional Five (5) year terms (the "Renewal Terms").

2. **Property.** Subject to the terms of the Lease, as may be amended from time to time, Landlord has leased to Tenant the real property described on Exhibit "A" attached hereto (the "Property") and Landlord has granted unto Tenant, for the Initial Term and any Renewal Term, easements for ingress, egress and utilities over that real property also described in Exhibit "B" attached hereto (collectively the "Easements").

3. **Notices.** All notices, requests, demands, and other communications to Landlord or Tenant shall be made at the addresses for each as set forth above, unless otherwise notified in writing.

IN WITNESS WHEREOF, the parties hereto have set their hands and affixed their respective seals.

LANDLORD

Crown Pacific Limited Partnership

By: [Signature]

Print Name: GARY M. CREMER

Title: OREGON LAND & TIMBER MGR

Tax ID #: 93-115-8791

TENANT:

Mericom Development Corporation

By: [Signature]

Print Name: TERRELL K. KIRIN

Title: S.P. V.P.

Tax ID #: _____

STATE OF ~~OREGON~~)
CALIFORNIA) ss.
County of ~~Klamath~~)
ORANGE)

On this day personally appeared before me TERRY A. KLEIN,
to me known to be the individual described in and who executed the within and foregoing instrument,
and acknowledged that he/she signed the same as his/her free and voluntary act and deed, for the uses
and purposes therein mentioned.

GIVEN under my hand and official seal this 1 day of Dec., 2000.

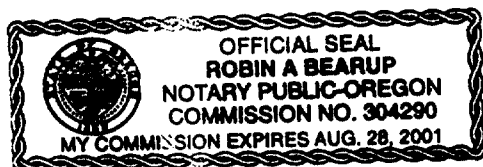


NOTARY PUBLIC in and for the State of Oregon, CALIFORNIA
My Commission Expires: MARCH 2, 2002

STATE OF OREGON)
County of Deschutes) ss.
)

On this day personally appeared before me GARY N. CREMER,
to me known to be the individual described in and who executed the within and foregoing instrument,
and acknowledged that he/she signed the same as his/her free and voluntary act and deed, for the uses
and purposes therein mentioned.

GIVEN under my hand and official seal this 24 day of AUG, 2000.



NOTARY PUBLIC in and for the State of Oregon,
My Commission Expires: 8/28/01

EXHIBIT A

39693

DESCRIPTION OF PROPERTY

to the Agreement dated August 2000, 2000 by Carver Development Corporation as Landlord, and Mericom Development Corporation, a Delaware Corporation, as Tenant.

The Property is described and/or depicted as follows:

A portion of Tax Lot 104, Section 8, Township 24 South, Range 9 East, Willamette Meridian, Coos County, Oregon.

W1/2 E1/2 SW1/4 of Section 8, Township 24 South, Range 9 East of the Willamette Meridian, Klamath County, Oregon.

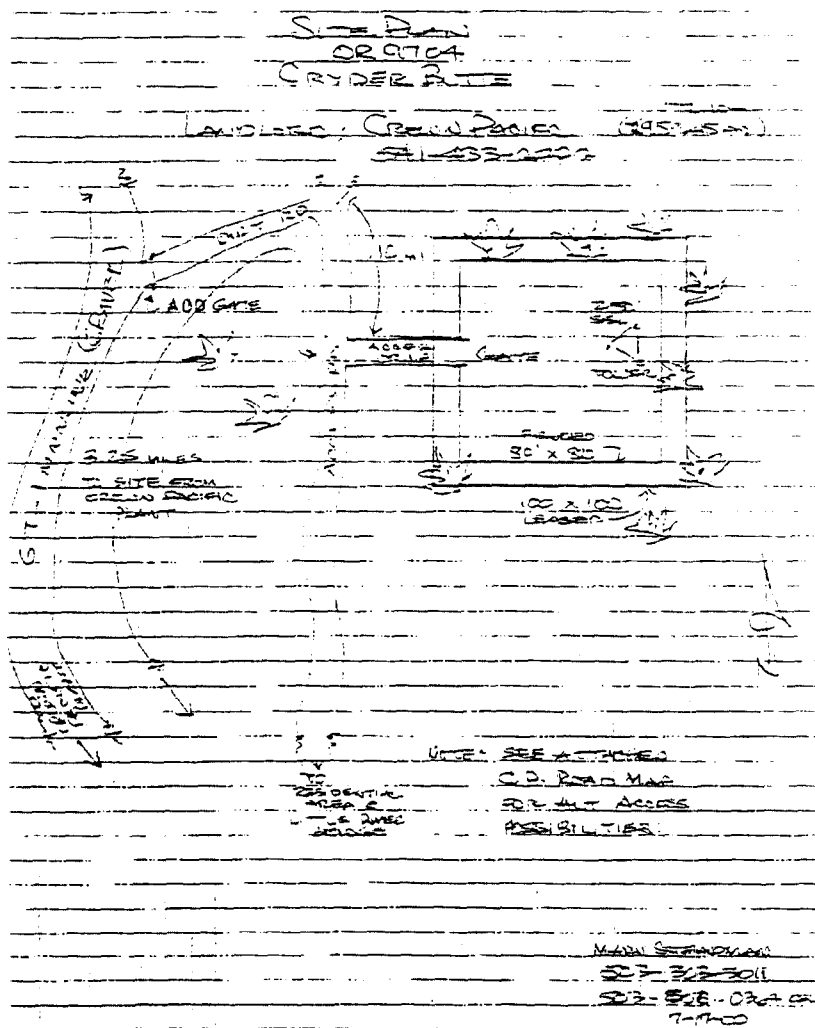
EXHIBIT B

DESCRIPTION OF PREMISES

to the Agreement dated August 31, 2000, by and between Crown Pacific Limited Partnership
Landlord, and Mericom Development Corporation, a Delaware Corporation, as Tenant.

The Premises are described and/or depicted as follows:

A 100' x 100' square fenced parcel of property (the exact location to be determined by a survey and site plan) to accommodate a 250' high self-supporting lattice tower and appurtenant buildings, equipment, fences and necessary access road(s).



Notes:

1. Setback of the Premises from the Land's boundaries shall be the distance required by the applicable governmental authorities.
2. Width of access road shall be the width required by the applicable governmental authorities, including police and fire departments.
3. Upon completion of a land survey, Tenant may replace this Exhibit B at any time.