

2011-009376

Klamath County, Oregon



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08/15/2011 10:07:37 AM

Fee: \$52.00

Return To: Rae Bodonyi  
Lender Recording Services  
33700 Lear Industrial Pkwy  
Avon, Ohio 44011  
440-716-1820

Prepared by ~~and return to:~~  
United States Cellular Operating Company of Medford  
Attention: Real Estate Legal  
8410 W. Bryn Mawr Ave.  
Chicago, IL 60631

Site Name: Bly  
Site Number: 349466  
County: Kalamath  
State: Oregon

USC-84924

**MEMORANDUM OF LEASE**

**THIS MEMORANDUM OF LEASE** is made and entered into by and between Bly Water District, an Oregon municipal corporation, having an address at 61138 Highway 140 East, Bly, Oregon 97622, hereinafter referred to as "Landlord," and United States Cellular Operating Company of Medford, a Oregon Corporation,, whose address is Attention: Real Estate, 8410 West Bryn Mawr Avenue, Suite 700, Chicago, Illinois, 60631, hereinafter referred to as "Tenant."

**WITNESSETH:**

**WHEREAS**, by the terms of a certain Ground Lease, entered into on the 15 of July, 2011, ("the Lease"), the Landlord granted Tenant the option to lease certain property and agreed to grant Tenant certain easements, all being more particularly bounded and described as set forth in Exhibit "A" attached hereto and made a part hereof (the "Premises") upon the terms and conditions set forth in the Lease; and

**WHEREAS**, the Landlord and the Tenant desire to execute this Memorandum of Lease to evidence said Lease and certain of the terms therein for the purpose of placing the same of record in the Clerk's Office for Kalamath County, State of Oregon.

**NOW THEREFORE**, in consideration of the sum of Ten (\$10.00) Dollars and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Landlord does hereby grant Tenant the option to lease the Premises and obtain certain easements upon the terms and conditions of the Lease which is incorporated hercin by specific reference, and do agree as follows:

1. The Lease gives Tenant the option to lease the Premises, exercisable at Tenant's sole discretion, for a period of eighteen (18) months commencing on the 18 day of July, 2011. Tenant may, at its sole discretion, extend the option term for an additional six (6) months.

2. In the event Tenant exercises the option to lease the Premises, in its sole discretion, then the Landlord shall lease the Premises to the Tenant for an initial lease term of five (5) years commencing on the date that Tenant begins construction. The Lease provides for renewal terms that may extend the term of the lease for up to five (5) additional five (5) year terms which may be exercised upon the terms and conditions more particularly as set forth in the Lease.

3. If Tenant exercises the option to lease the Premises, then Landlord also makes certain grants of easement for access and utilities, as more particularly described on the attached Exhibit A, which easements are in effect throughout the term of the Lease as renewed or extended, subject to terms and conditions as set forth in the Lease.

4. The Lease gives the Tenant the Right of First Refusal and option to purchase the Premises in the event of a transaction in which an unrelated third party submits an offer involving the transfer of all or any part of the Premises.

5. This Memorandum of Leases is subject to all the terms and provisions of the Lease which is incorporated herein and made part hereof by reference as if all the provisions thereof were copied in full herein. Any conflict between the provisions of the Memorandum of Lease will be resolved in favor of the Lease.

IN WITNESS WHEREOF, the Landlord and Tenant hereto have caused this Memorandum of Lease to be executed by their duly authorized officers as of the date of full execution.

LANDLORD: Bly Water District

TENANT: United States Cellular Operating Company of Medford

By: Bill Essig

By: [Signature]

Printed: Bill Essig

Printed: Jeff Hoersch

Title: Secretary-Treasurer

Title: Vice President

Date: 4/25/11

Date: 7/15/2011

STATE OF OREGON                    )  
  )  
COUNTY OF KALAMATH            )

I, the undersigned, a notary public in and for the State and County aforesaid, do hereby certify that Bill Essig, known to me to be the same person whose name is subscribed to the foregoing Memorandum of Lease, appeared before me this day in person and acknowledged that, pursuant to their authority, signed the said Memorandum as their free and voluntary act on behalf of Bly Water District, for the uses and purposes therein stated.

Given under my hand and seal this 25 day of April, 2011.

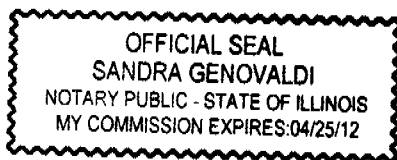


Donna M. Kness  
Notary Public  
My commission expires Feb 3, 2013

STATE OF ILLINOIS                )  
  )  
COUNTY OF COOK                )

I, the undersigned, a notary public in and for the State and County aforesaid, do hereby certify that JEFF HOERST, Vice President for United States Cellular Operating Company of Medford, known to me to be the same person whose name is subscribed to the foregoing Memorandum of Lease, appeared before me this day in person and acknowledged that, pursuant to his authority, he signed the said Memorandum as his free and voluntary act on behalf of the named Tenant corporation, for the uses and purposes therein stated.

Given under my hand and seal this 11 day of July, 2011.



Sandra Genovadi  
Notary Public  
My commission expires 4/25/12

## EXHIBIT A

### Legal Description of Premises

Commencing at the monumented northeast corner of the tract surveyed for the Bly Water District filed as CS 2095 in Klamath County, Oregon; thence South 76°26'19" West, 225.13 feet to the true point of beginning; thence North 89°01'00" East 100.00 feet; thence South 00°59'00" East 100.00 feet; thence South 89°01'00" West 100.00 feet; thence North 00°59'00" West 100.00 feet to the true point of beginning.

Containing 10,000 square feet of land, more or less.

### Legal Description Access/Utility Easement

#### Proposed Access & Utility Easement

Bly Water District 36-14-34, taxlot 1100

A proposed 20 foot wide access & utility easement over an existing road, the centerline of which is described as follows:

Beginning at the monumented southwest corner of Section 34, Township 36 South, Range 14 East of the Willamette Meridian in Klamath County, Oregon; thence South 89°52' East, along the south line of said Section, 743.2 feet (record 740.88') to the monumented southeast corner of the Bly Water District parcel; thence North 89°52' West, 69.5 feet to the center of an existing roadway, for the true point of beginning of the centerline to be described; thence North 31°07' West, 138.2 feet to the south line of the proposed communications lease parcel.