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IN WITNESS RECORDED AT THE REQUEST OF AND  
WHEN RECORDED, RETURN TO:

Sprint Sites USA  
C/O Mericom Corporation  
4700 Northgate Blvd., Suite 160  
Sacramento, CA 95834

E 1693994 B 2901 P. 143  
SHERYL L. WHITE, DAVIS CNTY RECORDER  
2001 OCT 8 10:41 AM FEE 19.00 DEP MT  
REC'D FOR MERICOM CORP

NW 7-4N-1W

lots 09-020-0015, 0036

Space above this line for County Recorder

**MEMORANDUM OF AGREEMENT**

This Memorandum of Agreement is entered into on this 24 day of June, 2000, by and between John Petroff Jr. and Pamela S. Petroff, with an address of 1350 East 700 South, Clearfield, UT 84015 (hereinafter referred to as "OWNER"), and Sprint Spectrum Realty Company, L.P., a Delaware limited partnership, with an office at 4457 Willow Road, Suite 202, Pleasanton, California 94588 (hereinafter referred to as "SSLP").

1. Owner, or Owner's predecessor(s) in interest, and Sprint Spectrum Realty Company, L.P. (SSLP's predecessor in interest and hereinafter referred to as "Lessee"), entered into a PCS Site Agreement ("Agreement") on May 3, 1996, for the purpose of installing, removing, replacing, maintaining and operating a personal communications service system facility. All of the terms and conditions of the Agreement are incorporated herein by reference.
2. SSLP is now the owner and holder of all of the Lessee's rights to the Agreement.
3. The term of the Agreement ("Initial Term") is five (5) years, commencing on a date ("Commencement Date") as defined in the Agreement and automatically renews for four (4) additional terms (each "Renewal Term") of five (5) years each pursuant to certain terms and conditions contained in the Agreement.
4. The Agreement has been modified by the following subsequent instruments:
  - a. April 3, 2000
  - b. June 26, 2001
5. The Parcel which is the subject of the Agreement is described in Exhibit A annexed hereto. The portion of the Parcel which is effected by the Agreement, as modified, (the "Site") is described or depicted in Exhibit B annexed hereto and may include certain additional easements, rights and appurtenances.
6. In the event of any inconsistency between this Memorandum and the Agreement, as modified, the Agreement shall control.
7. This Memorandum and the Agreement, as modified, shall bind and inure to the benefit of the parties and their respective heirs, successors and assigns.

SIGNATURES TO FOLLOW

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

**OWNER:**

John Petroff Jr. and Pamela S. Petroff

**LESSEE:**

Sprint Spectrum Realty Company, L.P.,  
a Delaware limited partnership

By: *John Petroff Jr.*  
Title: *President*  
Date: \_\_\_\_\_

By: *[Signature]*  
Title: *Director, operations*  
Date: *6/26/01*

By: *Pamela S. Petroff*  
Title: *Vice President*  
Date: \_\_\_\_\_

## DESCRIPTION OF LAND

This Exhibit "A" is attached to and made a part of that certain Memorandum of Agreement entered into on June 21st, 2001, by and between John Petroff Jr. and Pamela S. Petroff, as "OWNERS" and Sprint Spectrum Realty Company, L.P., a Delaware limited partnership as "SSLP".

All that real property situated in the City of Clearfield, County of Davis, State of Utah and is more particularly described as follows:

09-020-0015

BEG ON E LINE OF D & W CO CANAL CO R/W & S LINE OF HWY (700 SO STR) 924.0 FT N  $89^{\circ} 52'$  W & 113 FT, M OR L, S OF NE CORNER OF NW $\frac{1}{4}$  SES 7, T4N-R1W, SLM; TH S  $89^{\circ} 52'$  E 175.0 FT ALONG S LINE SAID HWY; TH S  $0^{\circ} 08'$  W 150 FT; N  $89^{\circ} 52'$  175 FT, M OR L TO E'LY LINE OF CANAL R/W; TH N  $0^{\circ} 08'$  E 150 FT ALONG SAID R/W TO BEG. CONT. 0.603 ACRES. TOGETHER WITH R/W

09-020-0036

BEG ON THE S LINE OF A HWY AT A PT S 113.0 FT & N  $89^{\circ} 51'$  W 749.0 FT ALG THE S LINE OF SD HWY FR THE NE COR OF THE NW  $\frac{1}{4}$  OF SEC 7-T4N-R1W, SLM; SD PT BEING 175.0 FT S  $89^{\circ} 52'$  E ALG SD HWY FR ITS PT OF INTERSEC WITH THE E LINE OF THE DAVIS & WEBER COUNTY CANAL RR/W; & RUN TH S  $0^{\circ} 08'$  W 150.0 FT; TH N  $89^{\circ} 52'$  W 174.69 FT M/L TO THE E LINE OF SD CAN R/W; TH SE'LY ALG AN ARC OF A 80.0 FT RADIUS CURVE TO THE LEFT ALG SD CAN R/W AN ARC DISTANCE OF 64.69 FT; TH S  $38^{\circ} 39'$  W 3.35 FT; TH S  $51^{\circ} 07'$  E 221.35 FT M/L ALG SD CAN R/W; TH N  $0^{\circ} 08'$  E 347.35 FT TO THE S LINE OF SD HWY; TH N  $89^{\circ} 52'$  W 25.0 FT ALG SD WHY TO THE POB. CONT. 0.61 ACRES. SUBJ TO ESMT FOR PLANTING AND SCREENING 5.0 FT WIDE ALG THE E 5.0 FT OF SD PPTY.

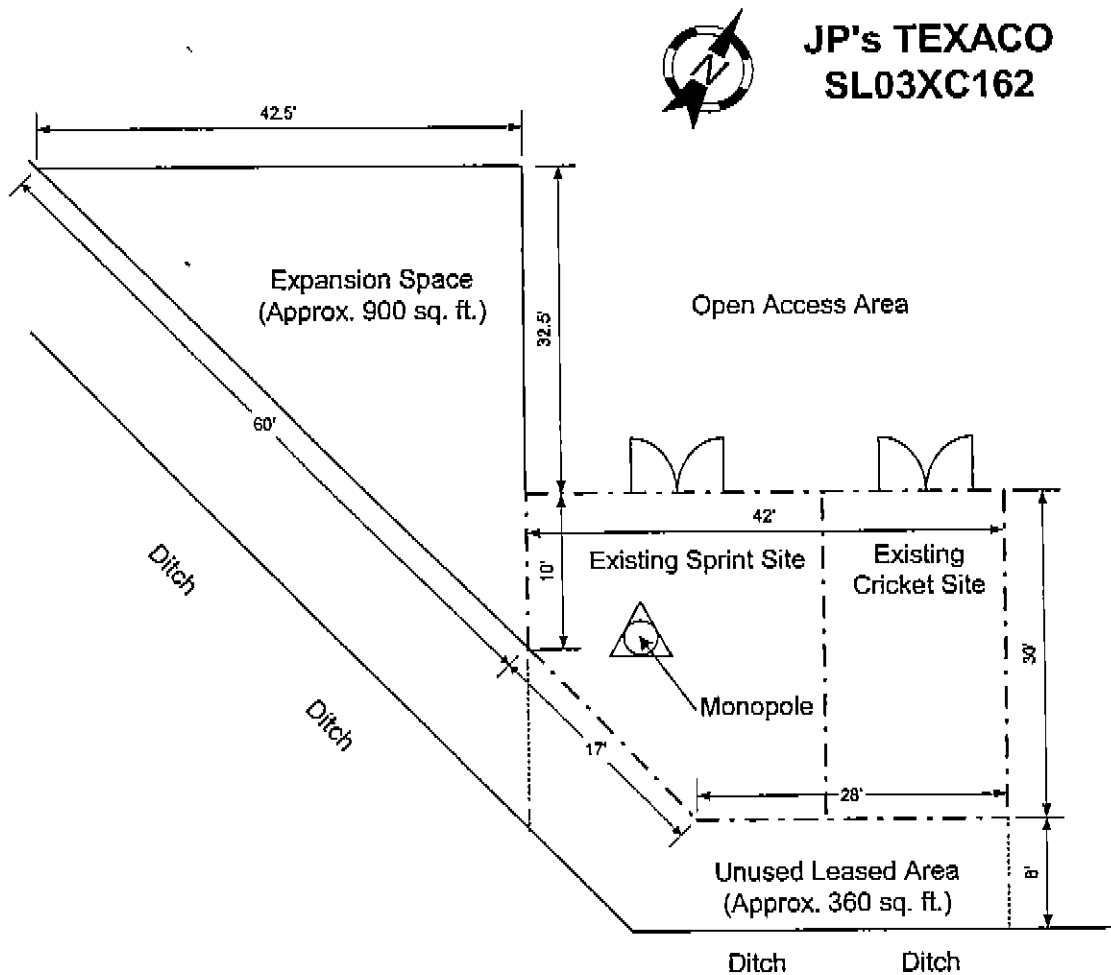
Commonly known as: 1350 East 700 South, Clearfield UT 84041

Assessor's Parcel No. or Tax Parcel No.: 09-020-0015 & 09-020-0036

DESCRIPTION OF LAND

This Exhibit "B" is attached to and made a part of that certain Memorandum of Agreement entered into on June 26, 2001, by and between John Petroff Jr. and Pamela S. Petroff, as "OWNERS" and Sprint Spectrum Realty Company, L.P., a Delaware limited partnership as "SSLP".

The Premises and Site are depicted as follows:<sup>1</sup>



<sup>1</sup>  
Notes:

- This Exhibit may not be to scale and may be replaced by a land survey of the Premises and / or Site once it is received by SSLP.
- Setback of the Site from the Premises' boundaries shall be the distance required by the applicable governmental authorities.
- Width of access road shall be the width required by the applicable governmental authorities, including police and fire departments.
- The type, number and mounting positions and locations of antennas and transmission lines, if depicted, are illustrative only. Actual types, numbers, mounting positions may vary from what is shown above.

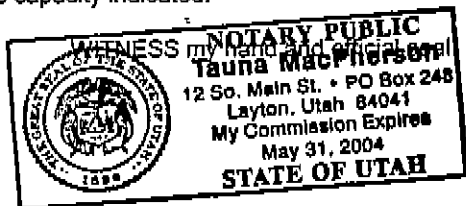
Initials

ACKNOWLEDGEMENTS

STATE OF VT )  
COUNTY OF DAVIS ) ss.

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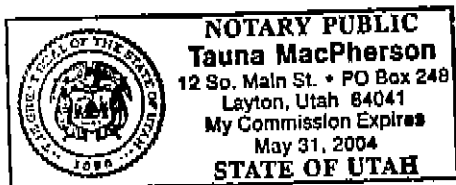
This instrument was acknowledged before me this 12<sup>th</sup> day of June, 2000, by John Petroff Jr., known to me or satisfactorily proven to be the person (s) whose name is subscribed to this instrument and acknowledged that he/she executed the same. If this person's name is subscribed in a representative capacity, it is for the principal named and in the capacity indicated.



Tauna MacPherson  
Notary Public

State of VT )  
County of DAVIS ) ss.

On the 12<sup>th</sup> day of June, A.D. 2001, personally appeared before me, Pamela S. Petroff, the signer(s) of the within instrument who duly acknowledged to me that he/she executed the above instrument.



Tauna MacPherson  
NOTARY PUBLIC

State of California )  
County of alameda ) ss.

On the 26 day of June, A.D. 2001, personally appeared before me, Bruce R. Gallaway, the signer(s) of the within instrument who duly acknowledged to me that he/she executed the above instrument.

Candice M. Conger  
NOTARY PUBLIC

