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Mountain Pacific Market
Nextel: South Jordan, UT-0114
Western: SL1521A, Performance Auto

7313500
04/06/99 11:38 AM 19-00
NANCY WORKMAN
RECODER, SALT LAKE COUNTY, UTAH
NEXTEL COMMUNICATIONS
860 W LEVOY DR STE 102
SLC UT 84123
REC BY: Z JOHANSON ,DEPUTY - MP

EXHIBIT C

MEMORANDUM OF AGREEMENT

Page 1 of 2

This Memorandum of Agreement is entered into on this 10th day of February, 1999, by and between Western PCS II Corporation, a Delaware corporation, with an office at 2001 North West Sammamish Road, Ste 100, Issaquah, WA 98027, (hereinafter referred to as "Licensor") and Nextel West Corp., a Delaware corporation, d/b/a/ Nextel Communications, as Licensee., with an office at 4643 South Ulster Street, Ste 500, Denver, CO 80237 (hereinafter referred to as "Licensee").

1. Licensor and Licensee entered into an Antenna Site License Agreement ("Agreement") on the 2/12 day of January, 1999, for the purpose of installing, operating and maintaining a radio communications facility and other improvements. All of the foregoing are set forth in the Agreement.
2. The term of the Agreement is for five (5) years commencing on March 4, 1999 and ending on March 4, 2004, with five (5) successive five (5) year options to renew. If all options to renew are exercised, the term of this Agreement will expire thirty (30) years after the Commencement Date (as defined in the Agreement).
3. The Land which is the subject of the Agreement is described in Exhibit A annexed hereto. That portion of the Land being leased to Licensee ("Premises") is described in Exhibit B annexed hereto.

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

LICENSOR

Western PCS II Corporation, a Delaware corporation

By: David A. Miller DALE BAKER
Title: Asst Vice President
Date: 3.4.99

LICENSEE

Nextel West Corp., a Delaware corporation,
d/b/a/ Nextel Communications

WJ
By: William C. Jarvis
Title: Area President
Date: 3/10/99

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MEMORANDUM OF AGREEMENT

Page 2 of 2

STATE OF Washington

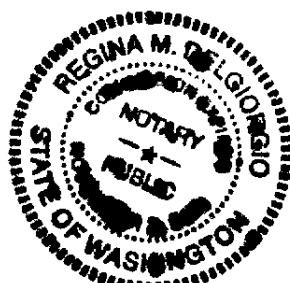
COUNTY OF King

On March 4, 1999, before me, Regina M. DeGiorgio, Notary Public, personally appeared Eric Baker, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Regina M. DeGiorgio
Notary Public

(SEAL)



My commission expires: 11/03/2002

STATE OF Colorado

COUNTY OF Denver

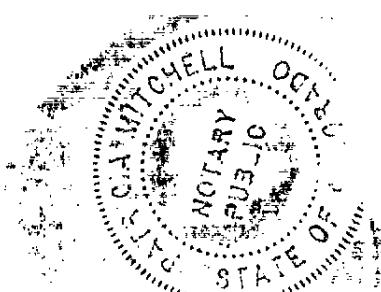
On February 19, 1999, before me, Patricia Mitchell, Notary Public, personally appeared William Garcia, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Patricia Mitchell
Notary Public

(SEAL)

My commission expires: My Commission Expires 10/12/2002



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EXHIBIT A

DESCRIPTION OF LAND

to the Agreement dated January 21, 1999, by and between and Western PCS II Corporation, a Delaware corporation, as Lessor, and Nextel West Corp., a Delaware corporation, d/b/a/ Nextel Communications, as Licensee.

The Land is described and/or depicted as follows:

PROPERTY DESCRIPTION

Commencing at a point South 00°06'05" West 115 feet and West 33 feet from the North quarter corner of Section 15, Township 3 South, Range 1 West, Salt Lake Base and Meridian; and running thence North 89°53'55" West, a distance of 248.51 feet; thence North 17°02'13" West, a distance of 118.40 feet; thence South 89°47'38" West, a distance of 154.67 feet; thence South 15°18'14" East, a distance of 73.01 feet; thence South 05°58'39" East, a distance of 174.00 feet; thence South 11°16'23" East, a distance of 91.36 feet; thence South 18°10'00" East, a distance of 38.49 feet; thence South 89°53'55" East, a distance of 191.27 feet; thence South 89°53'55" East, a distance of 179.00 feet; thence North 00°06'05" East, a distance of 256.87 feet to the point of beginning.

Together with all appurtenances, less and excepting:

Beginning at a point being South 115 feet and West 33 feet from the North quarter corner of Section 15, Township 3 South, Range 1 West, Salt Lake Base and Meridian; and running thence South, a distance of 117.50 feet along a line being parallel to and 33.00 feet west from the centerline of Redwood Road; thence West, a distance of 20.00 feet; thence North, 117.50 feet; thence East 20.00 feet to the point of beginning.

CELL SITE DESCRIPTION

Beginning at a point South 288.76 feet and West 334.24 feet from the North quarter corner of Section 15, Township 3 South, Range 1 West, Salt Lake Base and Meridian (Basis of Bearing for this Survey is South 00°06'05" West from the North Quarter Corner of Section 15 to the S.L.C. monument at Redwood Road and 10400 So. St.); and running thence South 00°06'05" West, a distance of 50.00 feet; thence North 89°53'55" West, a distance of 40.00 feet to an existing chainlink fence; thence North 06°54'24" West along said fence, a distance of 50.38 feet; thence South 89°53'55" East, a distance of 46.15 feet to the point of beginning.

Containing 2,153.65 square feet or 0.049 acres.

CELL SITE RIGHT OF WAY EASEMENT

Beginning at a point South 231.06 feet and West 53.41 feet from the North quarter corner of Section 15, Township 3 South, Range 1 West, Salt Lake Base and Meridian (Basis of Bearing for this Survey is South 00°06'05" West from the North Quarter Corner of Section 15 to the S.L.C. monument at Redwood Road and 10400 So. St.); and running thence South 00°06'05" West along the west right of way line of Redwood Road (State Route UT - 68), a distance of 20.00 feet; thence North 89°53'55" West, a distance of 235.73 feet to a point around a curve to the left, through a central angle of 90°00'00", an arc distance of 39.27 feet; a chord bearing of South 45°06'05" West, a distance of 35.36 feet; thence South 00°06'05" West, a distance of 63.19 feet; thence North 89°53'55" West, a distance of 20.00 feet; thence North 00°06'05" East, a distance of 63.19 feet to a point around a curve to the right, through a central angle of 90°00'00", an arc distance of 70.69 feet, a chord bearing of North 45°06'05" East, a distance of 63.64 feet; thence South 89°53'55" East, a distance of 235.73 feet to the point of beginning.

Containing 7,078.00 square feet or 0.162 acres.

BOOK 8265 PAGE 8252

and otherwise known as 10346 South Redwood Road, South Jordan, UT 84095

A.P.N. or P.I.N. or Real Property Tax I.D. #: **87-15-127-005**

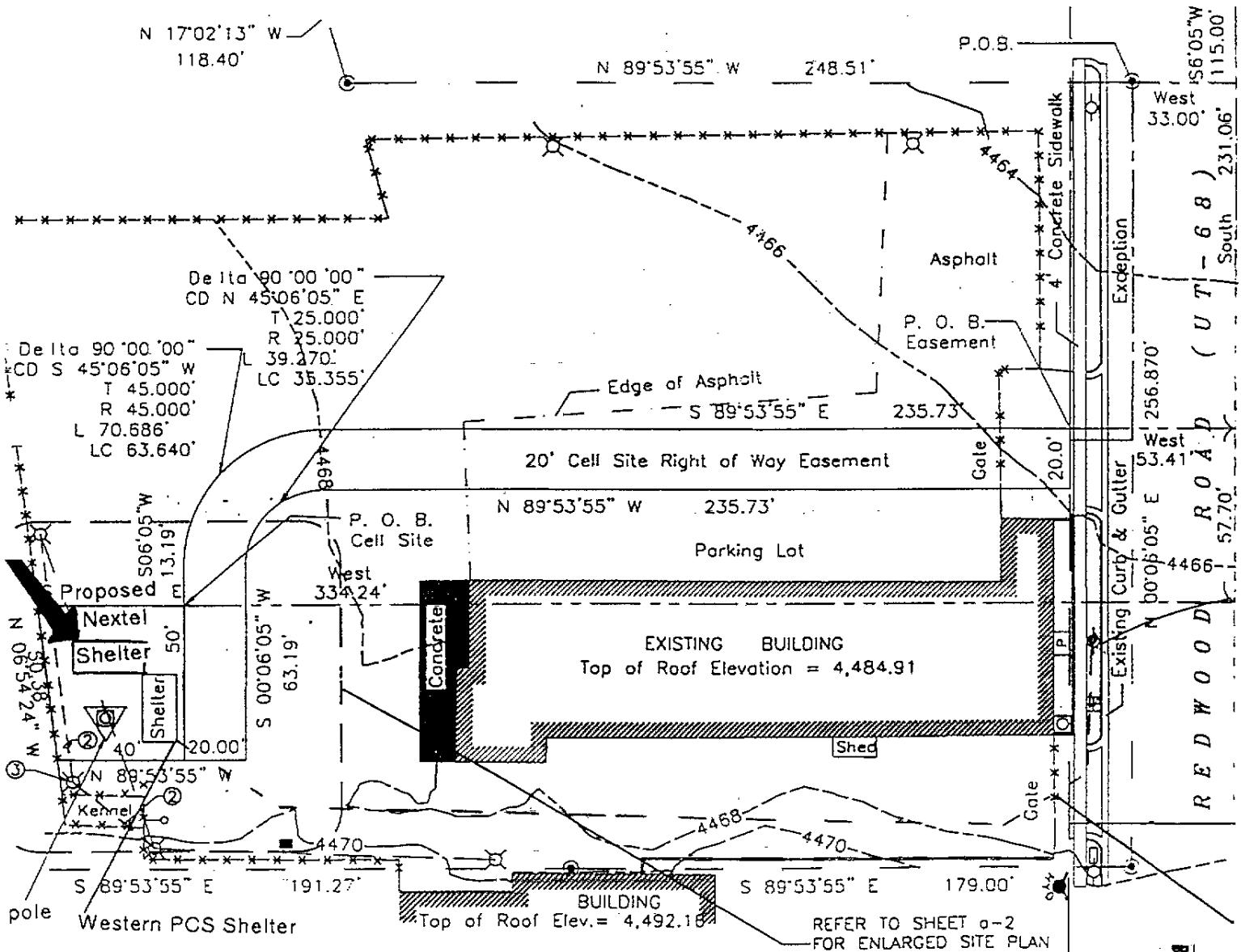
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EXHIBIT B

DESCRIPTION OF PREMISES

to the Agreement dated January 21, 1999, by and between and Western PCS II Corporation, a Delaware corporation, as Lessor, and Nextel West Corp., a Delaware corporation, d/b/a/ Nextel Communications, as Licensee.

The Premises are described and/or depicted as follows:



Notes:

1. This Exhibit may be replaced by a land survey of the Premises once it is received by Licensee.
2. Setback of the Premises from the Land's boundaries shall be the distance required by the applicable governmental authorities.
3. Width of access road shall be the width required by the applicable governmental authorities, including police and fire departments.
4. The type, number and mounting positions and locations of antennas and transmission lines are illustrative only. Actual types, numbers, mounting positions may vary from what is shown above, subject to Lessor's approval as provided in Paragraph 3 of the License.
5. This Exhibit is to include any plans for routing lines, utility wires, etc. on or across the Property.

8265 MCL 8253