

RECORDING REQUESTED BY:
AND WHEN RECORDED MAIL TO:

ONECOMM Corporation, N.A. d.b.a. Nextel Communications
5808 Lake Washington Blvd., Suite 400
Kirkland, Washington 98033
Attn.: System Development Manager

9611120127

KATHY HILL
SKAGIT COUNTY CLERK

'96 NOV 12 P3:37

RECORDED _____ FILED _____
REQUEST OF _____

**ISLAND TITLE COMPANY
SA-15945**

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE is made and entered into as of this 7th day of November 1996, by and between **WILLIAM T. BERRY** and **MARY M. BERRY**, husband and wife, ("Lessor") and **ONECOMM CORPORATION, N.A.**, a Delaware corporation d.b.a. Nextel Communications ("NEXTEL").

WITNESSETH:

That Lessor hereby leases to NEXTEL and NEXTEL hereby leases from Lessor a portion of that certain real property in the State of Washington, City of Anacortes, County of Skagit, a legal description of which is shown in Exhibit A attached hereto and incorporated herein by reference, under the terms and conditions of the unrecorded Lease Agreement by and between Lessor and NEXTEL dated Nov. 7th, 1996, and incorporated herein by reference (the "Lease Agreement"), for an initial term of five (5) years, and two (2) subsequent optional extension terms of five (5) years each, with a term commencement date of no later than September 1, 1997, pursuant to the terms of the Lease Agreement. The portion of the real property leased by Lessor to NEXTEL is that portion depicted on Exhibit B attached hereto and incorporated herein by reference. The Lease Agreement provides for an easement during the term of the Lease Agreement over Access Areas defined therein and also states, "Any future lease of the Property which permits the installation of communication equipment shall be conditioned upon not interfering with NEXTEL's operation of the Communications Site." All of the Lessor's covenants under the Lease Agreement are intended to and shall inure to the benefit of NEXTEL and its successors. This memorandum is prepared for the purpose of recordation to give notice of the Lease Agreement and shall not constitute an amendment or modification of the Lease Agreement.

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

ONECOMM CORPORATION, N.A.,
a Delaware corporation,
d.b.a. Nextel Communications

By: Perry Satterlee
Perry Satterlee
Title: PNW President

WILLIAM T. BERRY and MARY M. BERRY,
husband and wife

By: William T. Berry
By: Mary M. Berry
Mary M. Berry

Federal Tax I.D. No: 91-0758546

SKAGIT COUNTY WASHINGTON
Real Estate Excise Tax
PAID

NOV 12 1996

Amount Paid \$ 0
Skagit County Treasurer
By: [Signature] Deputy

9611120127



ACKNOWLEDGMENT
ALL SIGNATURES MUST BE ACKNOWLEDGED

State of Washington)
County of King) ss.

The foregoing instrument was acknowledged before me this 1st day of November, 1996, by Perry Satterlee as PNW President of ONECOMM CORPORATION a Delaware corporation d.b.a. Nextel Communications.

WITNESS my hand and official seal.



Kasey D. Sebastian
Notary Public for Washington
Residing at: Seattle
My commission expires: 5/1/00

State of Washington)
County of Skagit) ss.

I certify that I know or have satisfactory evidence that William T. Berry is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument, and acknowledged it as the owner of KLKI to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated: 11/4, 1996

Michelle Wilkerson
Notary Public for Washington
Residing at: Burlington
My commission expires: 9/21/2000

State of Washington)
County of Skagit) ss.

I certify that I know or have satisfactory evidence that Mary M. Berry is the person who appeared before me, and said person acknowledged that she signed this instrument, on oath stated that she was authorized to execute the instrument, and acknowledged it as the owner of KLKI to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated: 11/4, 1996

Michelle Wilkerson
Notary Public for Washington
Residing at: Burlington
My commission expires: 9/21/2000

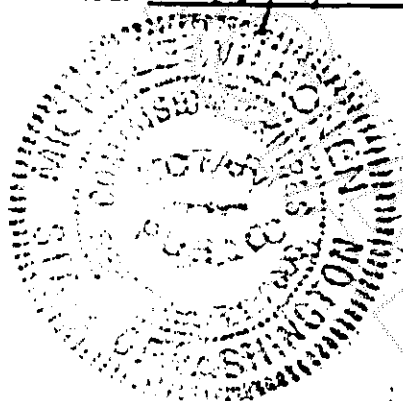


EXHIBIT A

That portion of Lot 10, Section 30, Township 35 North, Range 2 East of W.M., described as follows:

Beginning at the intersection of the center line of "U" Avenue produced North from Beale's Maple Grove Addition to the City of Anacortes, with the center line of the alley between 31st and 32nd Streets produced Easterly; thence West along said produced center line of alley 130 feet; thence South 168 feet, more or less, to a point 60 feet South of the North line of 32nd Street produced Easterly; thence East 170 feet, more or less, to the East line of "U" Avenue produced North; thence North along said produced East line of said Avenue 88 feet; thence East to the meander line of Fidalgo Bay; thence Northerly along the said meander line to a point where the center line of the alley between 31st and 32nd Streets would, if projected, intersect the said meander line; thence West along the center line of said alley to the place of beginning. EXCEPT the right of way granted to the Seattle & Northern Railway (now Great Northern Railway).

Situated in the County of Skagit, State of Washington, and now described as:

Lot 53, ANACORTES INDUSTRIAL PARK ADDITION, according to the plat thereof recorded in Volume 10 of Plats, pages 19 through 21, records of Skagit County, Washington.

Situate in Skagit County, Washington.



9611120127

OneComm Tower Lease Form/Washington State
© December 18, 1995 Mackenzie & Albritton

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BK1602PG0471

9/30/96

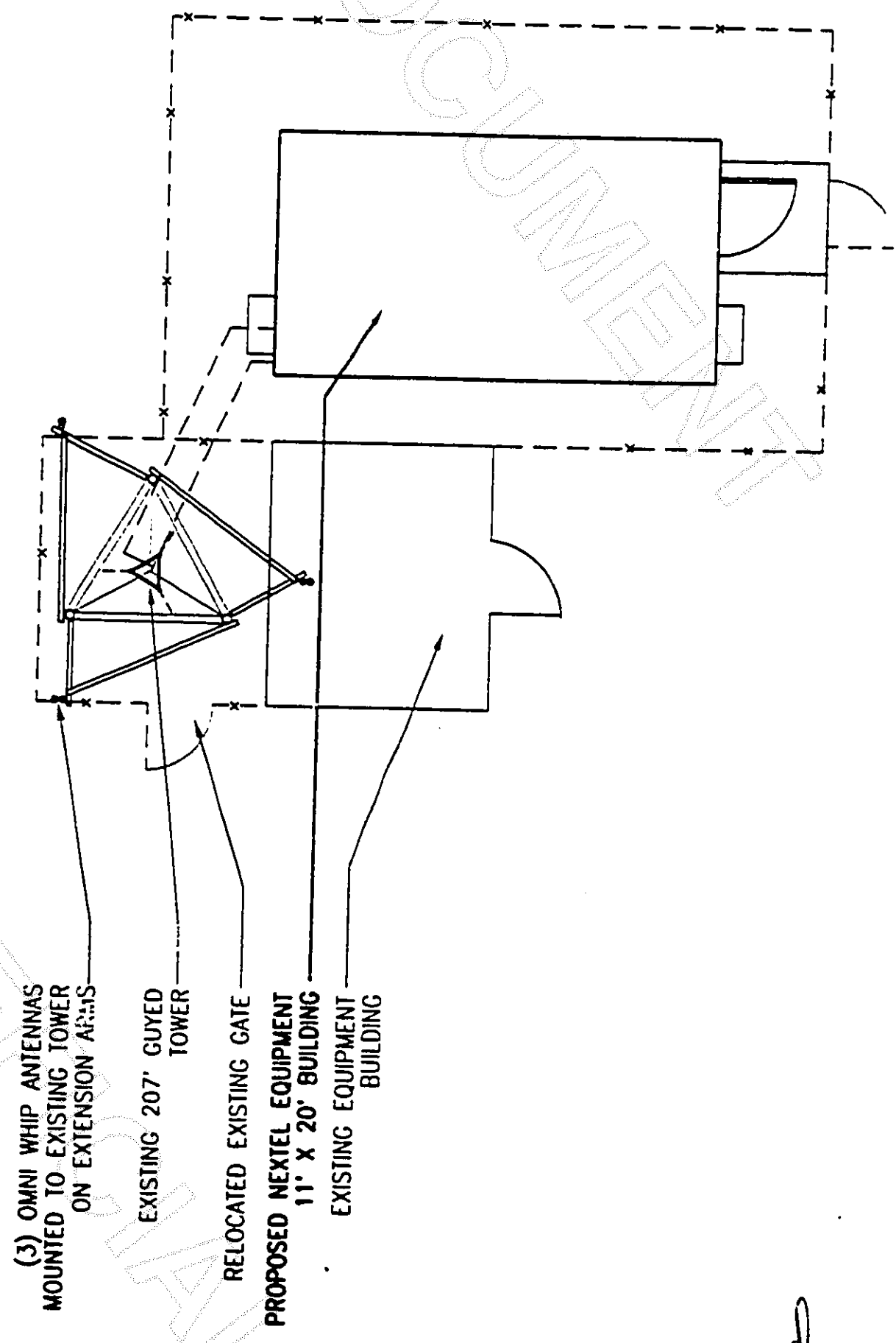
EXHIBIT "B"

9611120127

BK 1602 PG0472



SITE PLAN 0' 2' 4' 8' 16'



NOTES:
 1) PLAN SHOWN IS A GRAPHIC REPRESENTATION OF LEASE AREA.
 2) THIS "EXHIBIT B" MAY BE AMENDED OR ADDED TO AT ANY TIME.

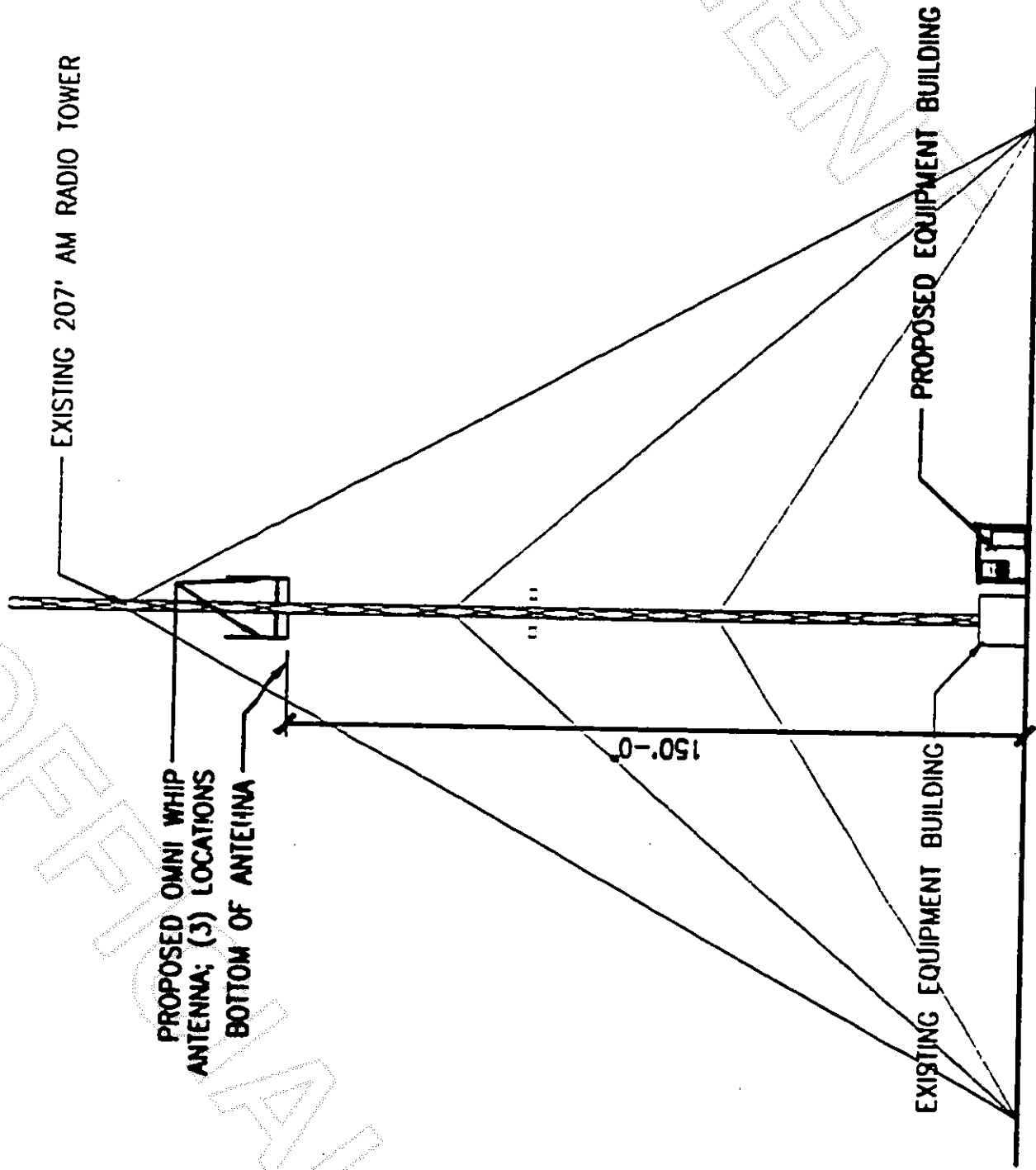
ENLARGED SITE PLAN - 1 OF 2
NEXTEL COMMUNICATIONS
ANACORTES/KLKI
 32ND AND U AVE

SITE NUMBER: WA0514022Z-6
DATE: SEPTEMBER 20, 1996
REV: NOVEMBER 1, 1996

EXHIBIT "B"

9611120127

BK 1602 PG 0473



SOUTH ELEVATION 0' 20' 40' 80' 160'

NOTES:
 1) PLAN SHOWN IS A GRAPHIC REPRESENTATION OF LEASE AREA.
 2) THIS EXHIBIT MAY BE AMENDED OR ADDED TO AT ANY TIME.

ELEVATION - 2 OF 2
 NEXTEL COMMUNICATIONS
 ANACORTES/KLKI
 1000 UNIVERSITY AVENUE

SITE NUMBER: WA0514022Z-6
 DATE: SEPTEMBER 20, 1996
 REV: NOVEMBER 1, 1996