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(Recorder's Use Above this Line)

Recording Requested By:  
Southwestern Bell Wireless, LLC  
13075 Manchester Road, Suite 100N  
St. Louis, MO 63131  
Attn: Real Estate Manager

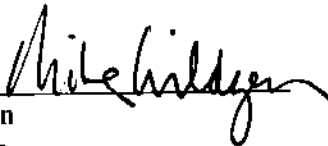
### **MEMORANDUM OF AGREEMENT**

**THIS MEMORANDUM OF AGREEMENT** is made and entered into this 29<sup>th</sup> day of November, 2004, by and between **City of Lawrence, Kansas, a municipal corporation** with an address at 6 W. 6<sup>th</sup> Street, P. O. Box 708, Lawrence, Kansas 66044 ("Grantor"), and **Southwestern Bell Wireless, LLC, d/b/a Cingular Wireless as general partner of the Kansas City SMSA Limited Partnership, on behalf of itself and its, affiliates, successors and assigns** ("Grantee"), with an office at 6100 Atlantic Boulevard, Norcross, Georgia, 30071, Attn: Property Management.

1. Grantor and Grantee entered into that certain Ground Lease Agreement dated the 29<sup>th</sup> day of November 2004, (the "Lease") for certain real property and easements (collectively, the "Premises"), which are a portion of that certain parcel of real property located in the City of Lawrence, State of Kansas described in **Exhibit A** attached hereto (the "Parent Parcel") on page 4.
2. The Lease commenced on December 1, 2004 for an initial term of five (5) years, with options to renew for two (2) additional five (5) year terms.
3. The purpose of this Memorandum is to give record notice of the Lease and of the rights created thereby, all of which are hereby confirmed and are incorporated herein by reference.

IN WITNESS WHEREOF, the parties have executed this Memorandum under seal as of the date first set forth above.

GRANTOR:  
CITY OF LAWRENCE, KANSAS  
a municipal corporation

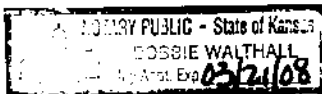
  
Mike Wildgen  
City Manager


STATE OF KANSAS

COUNTY OF DOUGLAS

I, a Notary Public of the County and State aforesaid, certify that Mike Wildgen, City Manager, came before me this day and acknowledged the execution of the foregoing instrument. Witness my hand and official stamp or seal, this 29 day of November, 2004.

[AFFIX NOTARY SEAL]



  
Notary Public  
My commission expires: 03/21/08


-Grantee Signature Page-

GRANTEE:

Southwestern Bell Wireless, LLC  
d/b/a Cingular Wireless  
as General Partner of the Kansas  
City SMSA Limited Partnership

By:

Title:

  
Real Estate & Construction Mgr.

State of MISSOURI

County of ST. <sup>Charles</sup> ~~CHARLES~~

Before me, Kathleen Graf the undersigned, a Notary Public for the State, personally appeared Doug Pelletier, Manager, Real Estate and Construction of Southwestern Bell Wireless, LLC d/b/a Cingular Wireless 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 entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal, this 17 day of November, 2004.

Signature



NOTARY SEAL

My commission expires:

12/21/06



## **EXHIBIT A**

### **LEGAL DESCRIPTION OF PARENT PARCEL**

The Parent Parcel is depicted and/or described as follows:

Beginning 656.5 feet East of the Southwest corner of the North Half of the Southwest Quarter of Section 36, Township 12 South, Range 19 East of the 6<sup>th</sup> P.M., in Douglas County, Kansas; thence East 333.5 feet; thence North 653.07 feet; thence West 333.5 feet; thence south 653.07 feet; which lies North of the South line of Stratford Road continued West from West Hills in the City of Lawrence, in Douglas County, Kansas, to the West line of the above described real estate except such part thereof as has heretofore been conveyed to the City of Lawrence.