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This Memorandum of Lease Assignment was prepared by:
Thomas J. Sidman, Esq.
Nextel Communications, Inc.
1505 Farm Credit Drive
McLean, VA 22102

97457101

DEPT-01 RECORDING

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When recorded, return to:

CORPORATION SERVICE COMPANY, INC.
P.O. Box 591
Wilmington, DE 19899
(800) 927-9800

Space above this line for recorder's use

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MEMORANDUM OF LEASE ASSIGNMENT

This Memorandum of Lease Assignment evidences the assignment by the undersigned officer of Smart SMR of Illinois, Inc. (the "Assignor"), to The Chase Manhattan Bank, a New York State banking corporation having an office at 1 Chase Manhattan Plaza, New York, New York 10081 as Collateral Agent (the "Assignee"), of all of its right, title and interest in, to and under the lease and leasehold interests represented by the Standard Lease Agreement dated June 1, 1994 between NBD Bank as successor to NBD Trust Company of Illinois as Trustee under Trust Agreement LT-1346-MP dated January 23, 1979 (Lessor) and Smart SMR of Illinois, Inc. d/b/a Nextel Communications (Lessee) identified in Schedule 1 hereto, as collateral security for obligations of the Assignor to various lenders and other entities for whom the Assignee from time to time acts as Collateral Agent.

IN WITNESS WHEREOF, this Memorandum of Lease Assignment has been duly executed by the Assignor as of the day and year indicated below.

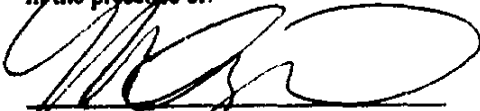
SMART SMR OF ILLINOIS, INC. d/b/a NEXTEL COMMUNICATIONS

Date: December 10th, 1996

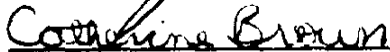
By: 

Thomas D. Hickey, Assistant Secretary

Signed and acknowledged
in the presence of:



Michael Carper, Assistant Secretary



Catherine Brown, 1505 Farm Credit Dr., McLean VA 22102

COMMONWEALTH OF VIRGINIA)

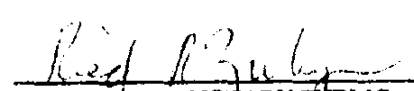
COUNTY OF FAIRFAX)

ss:

On this 10th day of December, 1996, before me, personally appeared Thomas D. Hickey, to me personally known who, being by me duly sworn, did depose and say that he resides at 10405 Logan Dr., Potomac, MD 20854; that he is the Assistant Secretary of Smart SMR of Illinois, Inc., aforesaid Assignor; and that he executed the foregoing instrument and that he signed his name thereto under authority of the board of directors of said corporation.

WITNESS my hand and seal hereto affixed the day and year first above written.

[SEAL]


Ried R. Zullager, NOTARY PUBLIC
My Commission expires July 31, 2000

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SCHEDULE 1

DESCRIPTION OF LEASE AND LEASED PROPERTY

Landlord/Lessor: NBD Bank as successor to NBD Trust Company of Illinois as Trustee under
Trust Agreement LT-1346-MP

Lessee/Debtor/Assignor: Smart SMR of Illinois, Inc. d/b/a Nextel Communications
Agreement: Standard Lease Agreement

Address of Property: 101 East Rand Road

City: Mt. Prospect

County: Cook

State: Illinois

ZIP Code: 60056

Real Estate Identification number: 03-34-200-052, Vol. 235

METES AND BOUNDS DESCRIPTION ATTACHED HERETO AS EXHIBIT A
DESCRIPTION OF PREMISES ATTACHED HERETO AS EXHIBIT B

Date of Lease: June 1, 1994

Term: The term of the Agreement is for five (5) years commencing on October 1, 1994
and ending on September 30, 1999, with three (3) successive five (5) year options to renew.

Nextel Landlord ID: NBD Bank of Illinois

Nextel Location: Wheeling

Nextel Site No.: IL-6131

PROPERTY OF COOK COUNTY CLERK'S OFFICE

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EXHIBIT A

DESCRIPTION OF LAND

to the Agreement dated June 1, 1994, by and between NBD Trust Company of Illinois as Trustee under Trust Agreement LT-1346-MP dated January 23, 1979, as Lessor, and Smart SMR of Illinois, Inc., as Lessee.

The Land is described and/or depicted as follows:

All of Lot 1 and Lot 2 (except the West 140 feet thereof) in N.J. Funk's Subdivision of the South 150.0 feet of the North 511.60 feet of that part of the Northwest 1/4 of the North East 1/4 lying West of the center line of Rand Road of Section 34, Township 42 North, Range 11, East of the Third Principal Meridian, in Cook County, Illinois.

and otherwise known as 101 East Rand Road, Mt. Prospect, IL.

P.I.N. 03-34-200-052

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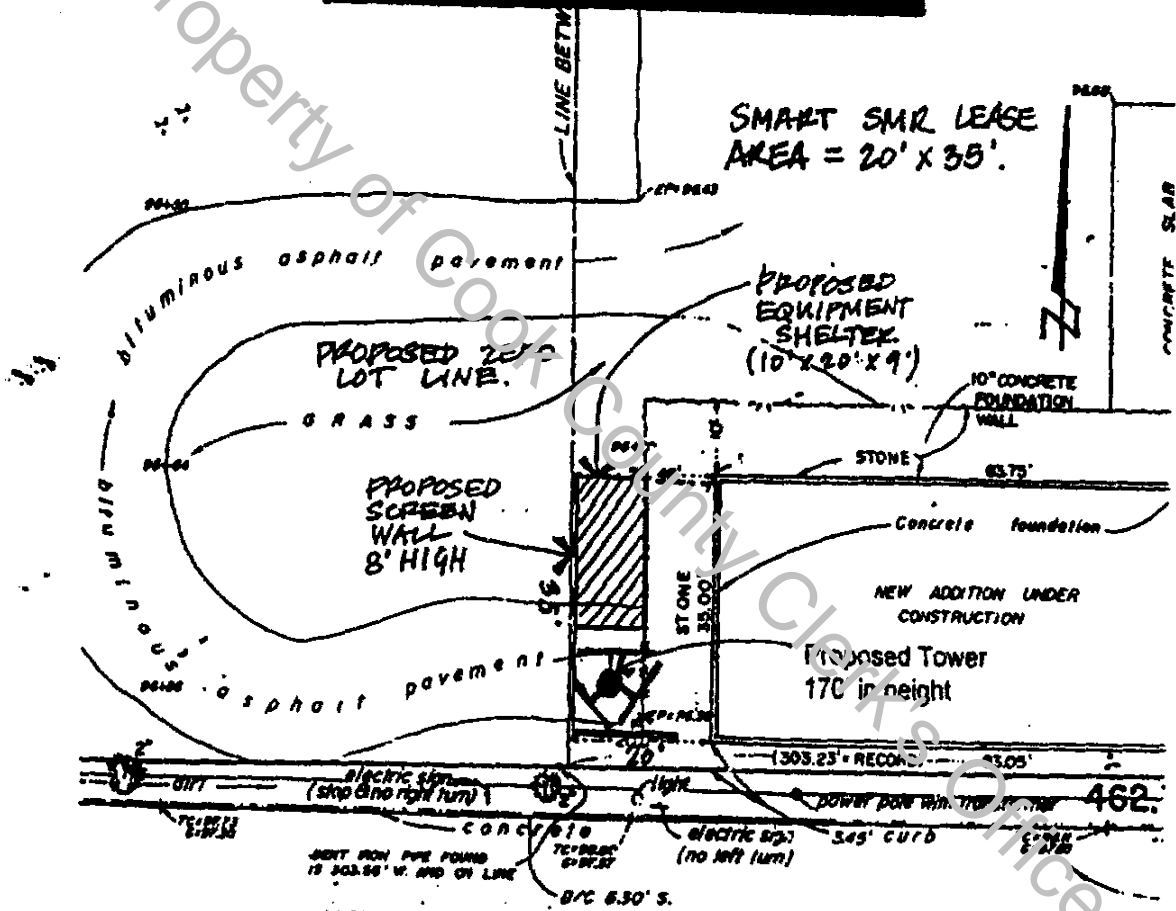
EXHIBIT B

DESCRIPTION OF PREMISES

to the Agreement dated June 1, 1994, by and between NBD Trust Company of Illinois as Trustee under Trust Agreement LT-1346-MP dated January 23, 1979, as Lessor, and Smart SMR of Illinois, Inc., as Lessee.

The Premises are described and/or depicted as follows:

1 613 WHEELING I



NOTE: Antennae tower location may vary slightly.

A self-supporting communication tower approximately one hundred seventy (170) feet in height to be erected in the Premises. Three (3) Omni Antennas to be initially installed on the tower. Up to nine (9) Panel Antennas may replace the Omni Antennas at a future date.

Notes:

1. This Exhibit may be replaced by a land survey of the Premises once it is received by Lessee.
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.

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Handwritten initials: *AB* and *man*

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