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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

When recorded, return to:

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

97124990

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COOK COUNTY RECORDER

Space above this line for recorder's use

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 License Agreement dated October 19, 1994 between the Village of Indian Head Park (Licensor) and Smart SMR of Illinois, Inc. d/b/a Nextel Communications (Licensee) 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
Thomas D. Hickey, Assistant Secretary

Signed and acknowledged in the presence of:

Michael Carper
Michael Carper, Assistant Secretary

IL-16421

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

COMMONWEALTH OF VIRGINIA)
) ss:
COUNTY OF FAIRFAX)

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.

[SFAL]

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

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PROPERTY

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11/11/2011

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SCHEDULE I

DESCRIPTION OF LEASE AND LEASED PROPERTY

Landlord/Licensor: Village of Indian Head Park
Licensee/Debtor/Assignor: Smart SMR of Illinois, Inc. d/b/a Nextel Communications
Agreement: Standard License Agreement

Address of Property: 11224 West 70th Place

City: Indian Head Park

County: Cook

State: Illinois

ZIP Code: 60323

Real Estate Identification number: 18-19-402-038

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

Date of Lease: October 19, 1994

Term: The term of the Agreement is for five (5) years commencing on January 1, 1995
and ending on December 31, 1999, with three (3) successive five (5) year options to renew.

Nextel Landlord ID: Village of Indian Head Park

Nextel Location: Indian Head Park

Nextel Site No.: IL-642H (N/K/A 642I)

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EXHIBIT A

DESCRIPTION OF LAND

to the Agreement dated October 19, 1994 and between the VILLAGE OF INDIAN HEAD PARK, as Licensor, and SMART SMR OF ILLINOIS, INC., as Licensee.

The Land is described and/or depicted as follows:

LOT 3 IN AMERICAN BODY RESUBDIVISION, BEING A RESUBDIVISION IN PART OF THE THE SOUTHEAST QUARTER OF SECTION 19, TOWNSHIP 38 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED DECEMBER 15, 1992 AS DOCUMENT 92942403, LL, IN COOK COUNTY, ILLINOIS.

and otherwise known as 11224 West 70th Place, Indian Head Park, IL.
P.I.N.: 18-19-402-038

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10/15/11

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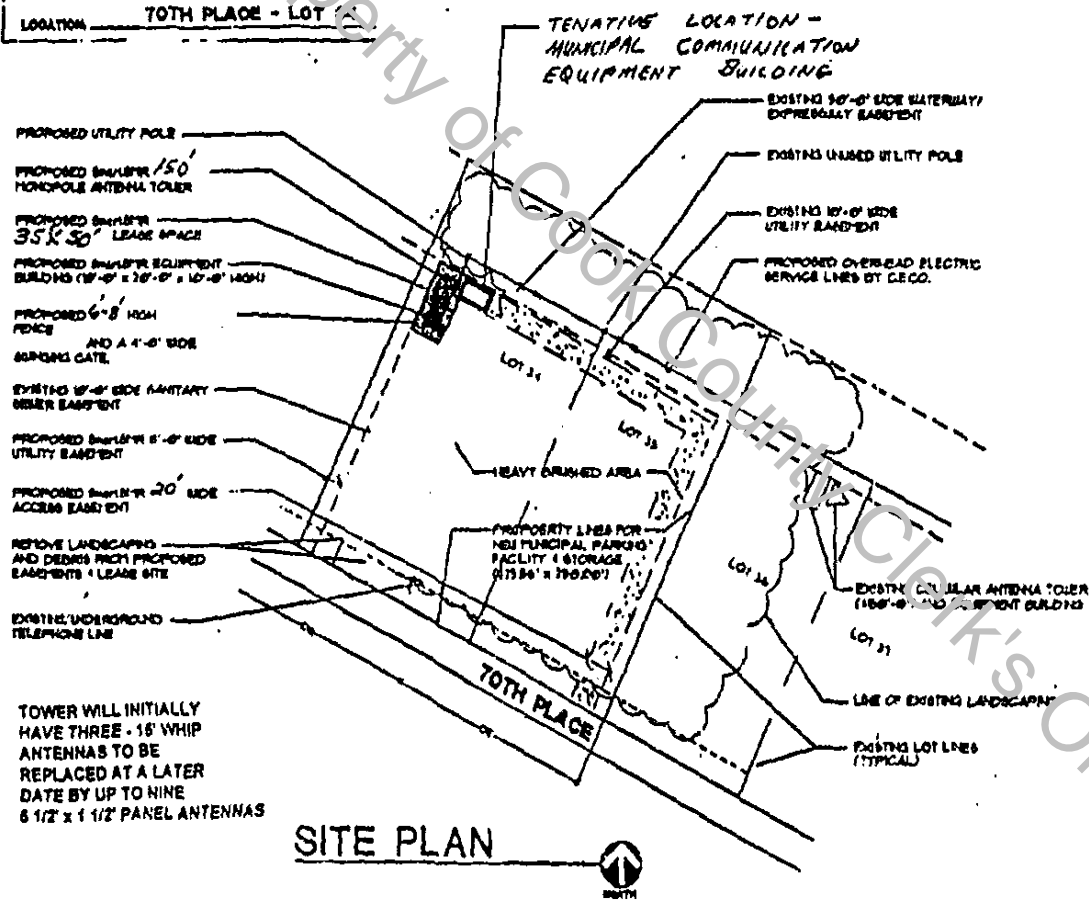
IL-I642I

Exhibit B DESCRIPTION OF PREMISES

to the Agreement dated October _____, 1994, by and between VILLAGE OF INDIAN HEAD PARK, as Licensor, and SMART SMR OF ILLINOIS, INC., as Licensee.

The Premises are described and/or depicted as follows:

SITE No.	I-642 I
PROJECT NAME	INDIAN HEAD
LOCATION	70TH PLACE - LOT 23



TOWER WILL INITIALLY HAVE THREE - 18' WHIP ANTENNAS TO BE REPLACED AT A LATER DATE BY UP TO NINE 6 1/2' x 1 1/2' PANEL ANTENNAS

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- 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.

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[Signature]

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