

ASSIGNMENT OF SITE AGREEMENT

THIS ASSIGNMENT OF SITE AGREEMENT, made and entered into as of the 16th day of August, 1991 by and between Cellular One-Chicago, a division of Southwestern Bell Mobile Systems, Inc., a corporation incorporated under the laws of the State of Delaware and the Commonwealth of Virginia ("Assignor"), and Gary Cellular Telephone Company, a general partnership ("Assignee").

WITNESSETH:

A. Assignor, as lessee, and Walter J. Cotton III and Candace Cotton, collectively as lessor, have heretofore entered into a certain Site Agreement No. 145 dated as of October 31, 1990 (the "Site Agreement"). The Site Agreement was recorded with the Lake County Recorder's Office on March 7, 1991 as Document Number 91010711.

B. The defined terms used in this Assignment of Site Agreement shall have the respective meanings as those defined terms have under the Site Agreement.

C. The Site Agreement concerns certain Premises and certain appurtenant Easements for the benefit of the Premises over certain Easement Areas, all as more particularly described in the Site Agreement and as legally described on Exhibit A attached hereto and made a part hereof. The Premises and the Easement Areas are located in Dyer, Indiana.

D. Assignor desires to assign to Assignee all of Assignor's right, title and interest in, to and under the Site Agreement, and Assignee desires to accept and assume the same, all on the terms and conditions hereof.

NOW THEREFORE, for and in consideration of the mutual covenants and conditions herein contained, the parties hereto, intending to be legally bound hereby, covenant and agree as follows:

1. Effective as of the Effective Date hereinafter described, Assignor hereby transfers, assigns and sets over unto Assignee all of Assignor's right, title and interest as lessee in, to and under the Site Agreement relating to the Premises, the Easements and the Easement Areas. The effective date of the foregoing assignment of this Assignment of Site Agreement ("Effective Date") shall be October 31, 1990.

2. Effective as of the Effective Date, Assignee does hereby accept the foregoing assignment. Further, effective as of the Effective Date, Assignee does hereby assume and become responsible for and agrees to perform, discharge, fulfill and observe all obligations, covenants and conditions of the lessee with respect to the Site Agreement first accruing on or after the Effective Date with the same force and effect as if Assignee were the original lessee thereunder.

3. Assignee shall send a copy of this Assignment of Site Agreement to lessor.

IN WITNESS WHEREOF, Assignor and Assignee have cause this Assignment to be duly executed the day and year first above written.

ASSIGNEE:

GARY CELLULAR TELEPHONE COMPANY, a general partnership

By: Southwestern Bell Mobile Systems, Inc., a partner

By: [Signature]

Its: DANE F. ERSHEN VICE PRESIDENT NETWORK OPERATIONS

ASSIGNOR:

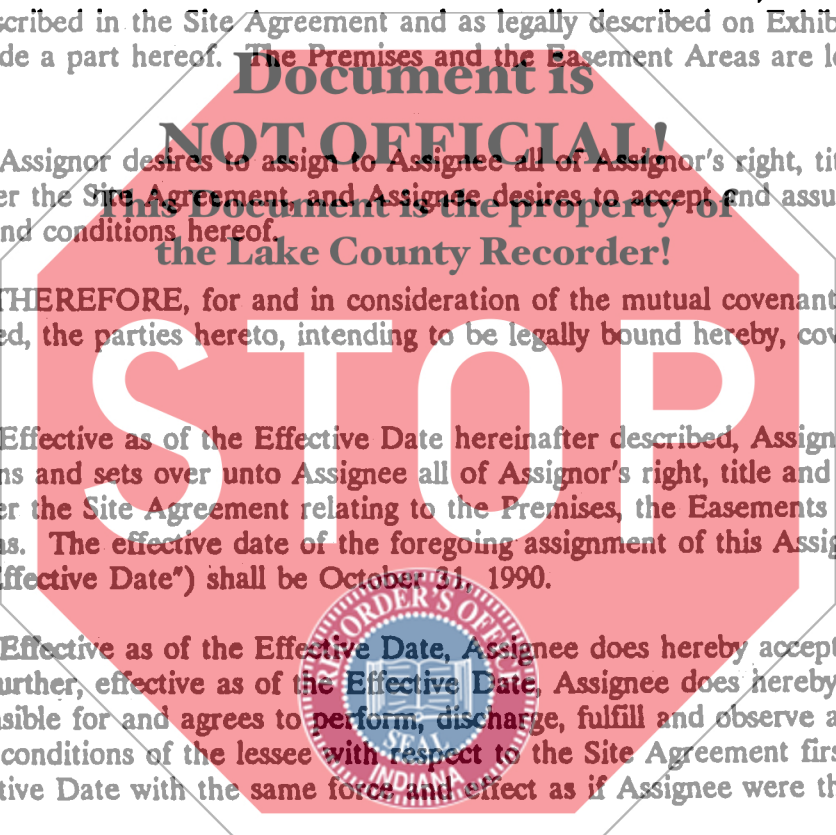
CELLULAR ONE-CHICAGO, a division of Southwestern Bell Mobile Systems, Inc.

By: [Signature]

Its: DANE F. ERSHEN VICE PRESIDENT NETWORK OPERATIONS

This instrument prepared by and return to:

Laurence B. Dobkin, Esq. Altheimer & Gray 10 South Wacker Suite 3800 Chicago, Illinois 60606



STATE OF INDIANA
CLERK
FILED

SEP 30 1991

11.00

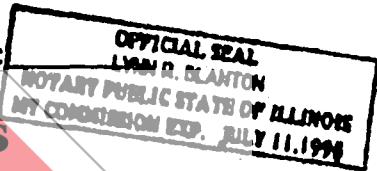
NOTARY ACKNOWLEDGEMENT FOR ASSIGNEE

STATE OF Illinois)
) SS.
COUNTY OF Cook)

I, Lynn R. Blanton a Notary Public in and for the said County and State aforesaid DO HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 16th of August, 1991 by Dave Ershen personally known to me to be the V.P. Network Ops of Southwestern Bell Mobile Systems, Inc., a corporation incorporated under the laws of the State of Delaware and the Commonwealth of Virginia, as general partner of Gary Cellular Telephone Company, on its behalf.

Lynn R. Blanton
Notary Public

My commission expires:



Document is NOT OFFICIAL!
~~NOTARY ACKNOWLEDGEMENT FOR ASSIGNOR~~
This Document is the property of the Lake County Recorder!

STATE OF Illinois)
) SS.
COUNTY OF Cook)

I, Lynn R. Blanton, a Notary Public in and for the said County and State aforesaid DO HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 16th of August, 1991, by Dave Ershen, personally known to me to be the Vice-President - Network Operations of CELLULAR ONE® - CHICAGO, a division of Southwestern Bell Mobile Systems, Inc., a corporation incorporated under the laws of the State of Delaware and the Commonwealth of Virginia, on its behalf.

Lynn R. Blanton
Notary Public

My commission expires:

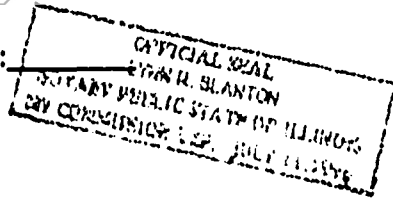


EXHIBIT A

Common address or approximate location of Premises:

641 Joliet Street, Dyer, Indiana 46311
Key Nos. 14-200-1, 14-200-2

Legal Descriptions:

REAL ESTATE DESCRIPTION

THAT PART OF LOT 2 IN DYER AUTO AUCTION ADDITION TO THE TOWN OF DYER, LAKE COUNTY, INDIANA, BEING A SUBDIVISION OF THAT PORTION OF THE SOUTHEAST 1/4 OF SECTION 12, TOWNSHIP 35 NORTH, RANGE 10 WEST OF THE 2ND PRINCIPAL MERIDIAN, RECORDED SEPTEMBER 17, 1987 AS DOCUMENT NUMBER 938789 IN BOOK 63 PAGE 4, BOUNDED AND DESCRIBED AS FOLLOWS: COMMENCING AT THE NORTHEAST CORNER OF LOT 2; THENCE SOUTH 00 DEGREES 53 MINUTES 50 SECONDS WEST ON THE EAST LINE OF LOT 2, A DISTANCE OF 50.11 FEET TO A POINT; THENCE SOUTH 87 DEGREES 26 MINUTES 08 SECONDS WEST, A DISTANCE OF 30.055 FEET TO A POINT ON A LINE 30.0 FEET WEST OF AND PARALLEL TO THE EAST LINE OF LOT 2 AND THE POINT OF BEGINNING: THENCE CONTINUING SOUTH 87 DEGREES 26 MINUTES 08 SECONDS WEST, A DISTANCE OF 30.055 FEET TO A POINT ON A LINE 60.0 FEET WEST OF AND PARALLEL TO THE EAST LINE OF LOT 2; THENCE NORTH 00 DEGREES 53 MINUTES 50 SECONDS EAST ON THE LAST DESCRIBED LINE, A DISTANCE OF 50.11 FEET TO A POINT ON THE NORTH LINE OF LOT 2; THENCE EASTERLY ON THE ARC OF A CIRCLE CONVEX TO THE SOUTH HAVING A RADIUS OF 5786.65 FEET, A CHORD BEARING OF NORTH 87 DEGREES 35 MINUTES 07 SECONDS EAST, A DISTANCE OF 30.05 FEET TO A POINT ON A LINE 30.0 FEET WEST OF AND PARALLEL TO THE EAST LINE OF LOT 2; THENCE SOUTH 00 DEGREES 53 MINUTES 50 SECONDS WEST ON THE LAST DESCRIBED LINE A DISTANCE OF 50.03 FEET TO THE POINT OF BEGINNING, IN LAKE COUNTY, INDIANA, CONTAINING 0.034 ACRES MORE OR LESS.

EASEMENT FOR CONSTRUCTION

THAT PART OF LOT 2 IN DYER AUTO AUCTION ADDITION TO THE TOWN OF DYER, LAKE COUNTY, INDIANA, BEING A SUBDIVISION OF THAT PORTION OF THE SOUTHEAST 1/4 OF SECTION 12, TOWNSHIP 35 NORTH, RANGE 10 WEST OF THE 2ND PRINCIPAL MERIDIAN, RECORDED SEPTEMBER 17, 1987 AS DOCUMENT NUMBER 938789 IN BOOK 63 PAGE 4, BOUNDED AND DESCRIBED AS FOLLOWS: BEGINNING AT THE NORTHEAST CORNER OF LOT 2; THENCE SOUTH 00 DEGREES 53 MINUTES 50 SECONDS WEST ON THE EAST LINE OF LOT 2, A DISTANCE OF 50.11 FEET TO A POINT; THENCE SOUTH 87 DEGREES 26 MINUTES 08 SECONDS WEST, A DISTANCE OF 30.055 FEET TO A POINT ON A LINE 30.0 FEET WEST OF AND PARALLEL TO THE EAST LINE OF LOT 2; THENCE NORTH 00 DEGREES 53 MINUTES 50 SECONDS EAST ON THE LAST DESCRIBED LINE, A DISTANCE OF 50.03 FEET TO A POINT ON THE NORTH LINE OF LOT 2; THENCE EASTERLY ON THE ARC OF A CIRCLE CONVEX TO THE SOUTH HAVING A RADIUS OF 5786.65 FEET, A CHORD BEARING OF NORTH 87 DEGREES 17 MINUTES 08 SECONDS EAST, A DISTANCE OF 30.06 FEET TO THE POINT OF BEGINNING, IN LAKE COUNTY, INDIANA.

EASEMENT FOR INGRESS AND EGRESS

THAT PART OF LOT 2 IN DYER AUTO AUCTION ADDITION TO THE TOWN OF DYER, LAKE COUNTY, INDIANA, BEING A SUBDIVISION OF THAT PORTION OF THE SOUTHEAST 1/4 OF SECTION 12, TOWNSHIP 35 NORTH, RANGE 10 WEST OF THE 2ND PRINCIPAL MERIDIAN, RECORDED SEPTEMBER 17, 1987 AS DOCUMENT NUMBER 938789 IN BOOK 63 PAGE 4, BOUNDED AND DESCRIBED AS FOLLOWS: COMMENCING AT THE NORTHEAST CORNER OF LOT 2; THENCE SOUTH 00 DEGREES 53 MINUTES 50 SECONDS WEST ON THE EAST LINE OF LOT 2, A DISTANCE OF 50.11 FEET TO THE POINT OF BEGINNING: THENCE CONTINUING SOUTH 00 DEGREES 53 MINUTES 50 SECONDS WEST ON THE EAST LINE OF LOT 2, A DISTANCE OF 15.0 FEET: THENCE SOUTH 87 DEGREES 26 MINUTES 08 SECONDS WEST, A DISTANCE OF 60.11 FEET TO A POINT ON A LINE 60.0 FEET WEST OF AND PARALLEL TO THE EAST LINE OF LOT 2; THENCE NORTH 00 DEGREES 53 MINUTES 50 SECONDS EAST ON THE LAST DESCRIBED LINE, A DISTANCE OF 15.00 FEET TO A POINT: THENCE NORTH 87 DEGREES 26 MINUTES 08 SECONDS EAST, A DISTANCE OF 60.11 FEET TO THE POINT OF BEGINNING, IN LAKE COUNTY, INDIANA.