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Rooks, Pitts & Poust
GAR-ST202
201 Naperville Rd
Wheaton, IL 60187-5494

This instrument was drafted by
and after recording return to:

JUN 30 1993

George N. Gilkerson, Jr.
Rooks, Pitts & Poust
201 Naperville Road
Wheaton, Illinois 60187

George N. Gilkerson
MEMBER LAKE COUNTY

**MEMORANDUM OF GROUND LEASE AGREEMENT
AND GRANTS OF EASEMENT**

This Memorandum of Ground Lease Agreement and of Grants of Easement ("Memorandum") is made this 3rd day of February, 1993, between Cheryl H. Kile, having an address at 11404 Burr Street, Crown Point, Indiana 46307, as the Landlord, and Chicago SMSA Limited Partnership, an Illinois limited partnership, having an address c/o Ameritech Mobile Communications, Inc., 2000 W. Ameritech Center Drive, Hoffman Estates, Illinois 60195-5000 (Attn: Vice-President-General Counsel and Manager Real Estate & Zoning, Location Code 0000), as the Tenant, of the property of

the Lake County Recorder!

1. Landlord hereby grants to Tenant and Tenant hereby takes from the Landlord subject to all terms and conditions of the Ground Lease Agreement dated February 3, 1993, the right to lease the Property in the County of Lake, City of Crown Point, and State of Indiana as legally described in Rider A and the easements as legally described in said Rider A. The common address of the property is 11404 Burr Street, Crown Point, Indiana 46307 and its Tax Parcel Number is 7-31-48.

2. The Lease is for an initial term of five (5) years beginning February 1, 1993 and ending January 31, 1998. Unless affirmatively cancelled by Tenant, the Initial Lease term will be extended automatically for four (4) successive terms of five (5) years each. If Tenant desires to not extend any subsequent term of the Lease it must give Landlord written notice of its intention to not extend the term at least sixty (60) days prior to the expiration of the then current term whereupon the Lease shall be deemed cancelled upon the expiration of the then current term. The maximum date to which this Lease may be extended is twenty-five (25) years from the commencement date, unless at the end of the fourth (4th) five (5) year extension term the Lease has not been terminated by the Landlord or Tenant as set forth in the Lease, in which case the Lease shall continue in force upon the same covenants, terms and conditions for a further term of one (1) year, and so on from year to year until terminated by either party in compliance with the Lease. The term of the easements is co-extensive with that of the Lease.

Chicago Title Insurance Company

STATE OF INDIANA/S.S.N.C.
LAKE COUNTY
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3. Subject to the terms and conditions of the Lease, all improvements (including fixtures) added to the Property by Tenant shall be Tenant's property and shall be removed by Tenant within ninety (90) days after termination of the Lease, except Tenant will not be required to remove any driveways, sidewalks, foundations, underground piping or wiring or any other fixtures or improvements at or below ground level.

4. The rights and obligations of Landlord and Tenant shall be construed solely by reference to the provisions of the Lease and in the event of any conflict between the provisions of the Lease and those of this Memorandum the provisions of the Lease shall control.

5. All mortgages, installment sale contracts and other financing instruments entered into by the Landlord after the date of this Memorandum with respect to the Property shall be expressly subject to and subordinate to the rights of the Tenant under the Lease unless the parties to such mortgages, contracts and other instruments deliver to Tenant an executed subordination, non-disturbance and attornment agreement in form satisfactory to Tenant.

IN WITNESS WHEREOF, Landlord and Tenant have caused this Memorandum of Lease to be executed by themselves or their duly authorized officers as of the day and year written below for the purpose of providing an instrument for recording.

LANDLORD

Cheryl H. Kile

By: Cheryl H. Kile
Name: Cheryl H. Kile

TENANT

Chicago SMSA Limited
Partnership, an Illinois
Limited Partnership, by its
sole general partner,
Ameritech Mobile Phone Service
of Chicago, Inc.

By: Dennis L. Myers
Dennis L. Myers
Vice President



RIDER A TO MEMORANDUM OF LEASE AND GRANTS OF EASEMENT

LEGAL DESCRIPTION OF LEASED PREMISES AND EASEMENTS

ACCESS AND UTILITY EASEMENT DESCRIPTION

A PARCEL OF LAND BEING PART OF THE FOLLOWING DESCRIBED TRACT:

PARCEL I: COMMENCING 750.96 FEET SOUTH OF THE NORTHEAST CORNER OF THE NORTHEAST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 12, TOWNSHIP 34 NORTH, RANGE 9 WEST OF THE 2ND PRINCIPAL MERIDIAN; THENCE SOUTH 145.71 FEET, BEING WITH THE GOVERNMENT OVER-RUN TAKEN INTO CONSIDERATION THE SOUTH LINE OF THE SOUTH 13 ACRES OF THE NORTH 27 ACRES OF THE SAID NORTHEAST 1/4 OF THE SOUTHWEST 1/4; THENCE WEST 1326.93 FEET TO THE WEST LINE OF SAID 1/4 1/4 SECTION; THENCE NORTH 145.027 FEET TO A POINT 749.59 FEET SOUTH OF THE NORTHWEST CORNER OF THE NORTHEAST 1/4 OF THE SOUTHWEST 1/4; THENCE EAST 1326.97 FEET TO THE PLACE OF BEGINNING.

PARCEL II: COMMENCING 750.96 FEET SOUTH OF THE NORTHEAST CORNER OF THE NORTHEAST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 12, TOWNSHIP 34 NORTH, RANGE 9 WEST OF THE 2ND PRINCIPAL MERIDIAN, BEING THE SOUTHEAST CORNER OF A TRACT OF LAND CONVEYED TO ARTIE M. EARL AND ANGELA B. EARL, HUSBAND AND WIFE, PER WARRANTY DEED RECORDED SEPTEMBER 28, 1967 IN DEED RECORD 1356, PAGE 513, THENCE WEST ALONG THE SOUTH LINE OF SAID TRACT CONVEYED TO EARL, 226 FEET; THENCE NORTH 6 FEET, THENCE EAST 226 FEET TO THE EAST LINE OF SAID 1/4 1/4 SECTION; THENCE SOUTH 6 FEET TO THE PLACE OF BEGINNING, ALL IN LAKE COUNTY, INDIANA, MORE COMMONLY KNOWN AND DESCRIBED AS 11404 BURR, CROWN POINT, INDIANA.

SAID PARCEL DESCRIBED AS FOLLOWS: COMMENCING AT THE SOUTHEAST CORNER OF SAID PARCEL I; THENCE SOUTH 89 DEGREES 10 MINUTES 59 SECONDS WEST 1181.99 FEET ALONG THE SOUTH LINE OF SAID PARCEL; THENCE NORTH 00 DEGREES 49 MINUTES 01 SECONDS WEST 35.56 FEET TO THE SOUTHEAST CORNER OF THE HEREON DESCRIBED LEASE SITE ALSO BEING THE POINT OF BEGINNING; THENCE CONTINUING NORTH 00 DEGREES 49 MINUTES 01 SECONDS WEST 32.00 FEET ALONG THE EAST LINE OF SAID LEASE SITE; THENCE NORTH 89 DEGREES 10 MINUTES 59 SECONDS EAST 12.00 FEET; THENCE SOUTH 00 DEGREES 49 MINUTES 01 SECONDS EAST 12.00 FEET; THENCE SOUTH 89 DEGREES 53 MINUTES 15 SECONDS EAST 33.46 FEET; THENCE NORTH 89 DEGREES 10 MINUTES 59 SECONDS EAST 820.72 FEET; THENCE NORTH 01 DEGREES 22 MINUTES 57 SECONDS WEST 107.28 FEET TO THE NORTH LINE OF SAID PARCEL I; THENCE NORTH 89 DEGREES 09 MINUTES 12 SECONDS EAST 130.19 FEET ALONG THE SAID NORTH LINE TO THE EAST LINE OF SAID PARCEL; THENCE SOUTH 01 DEGREES 22 MINUTES 57 SECONDS EAST 12.00 FEET ALONG THE SAID EAST LINE; THENCE SOUTH 89 DEGREES 09 MINUTES 12 SECONDS WEST 1181.99 FEET; THENCE SOUTH 01 DEGREES 22 MINUTES 57 SECONDS EAST 115.29 FEET; THENCE SOUTH 89 DEGREES 10 MINUTES 59 SECONDS WEST 838.45 FEET; THENCE NORTH 59 DEGREES 53 MINUTES 15 SECONDS WEST 33.46 FEET; THENCE SOUTH 89 DEGREES 10 MINUTES 59 SECONDS WEST 6.47 FEET TO THE POINT OF BEGINNING, ALL IN LAKE COUNTY, INDIANA.

UTILITY EASEMENT DESCRIPTION

A PARCEL OF LAND BEING PART OF THE FOLLOWING DESCRIBED TRACT:

PARCEL I: COMMENCING 750.96 FEET SOUTH OF THE NORTHEAST CORNER OF THE NORTHEAST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 12, TOWNSHIP 34 NORTH, RANGE 9 WEST OF THE 2ND PRINCIPAL MERIDIAN; THENCE SOUTH 145.71 FEET, BEING WITH THE GOVERNMENT OVER-RUN TAKEN INTO CONSIDERATION THE SOUTH LINE OF THE SOUTH 13 ACRES OF THE NORTH 27 ACRES OF THE SAID NORTHEAST 1/4 OF THE SOUTHWEST 1/4; THENCE WEST 1326.93 FEET TO THE WEST LINE OF SAID 1/4 1/4 SECTION; THENCE NORTH 145.027 FEET TO A POINT 749.59 FEET SOUTH OF THE NORTHWEST CORNER OF THE NORTHEAST 1/4 OF THE SOUTHWEST 1/4; THENCE EAST 1326.97 FEET TO THE PLACE OF BEGINNING.

PARCEL II: COMMENCING 750.96 FEET SOUTH OF THE NORTHEAST CORNER OF THE NORTHEAST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 12, TOWNSHIP 34 NORTH, RANGE 9 WEST OF THE 2ND PRINCIPAL MERIDIAN, BEING THE SOUTHEAST CORNER OF A TRACT OF LAND CONVEYED TO ARTIE M. EARL AND ANGELA B. EARL, HUSBAND AND WIFE, PER WARRANTY DEED RECORDED SEPTEMBER 28, 1967 IN DEED RECORD 1356, PAGE 513; THENCE WEST ALONG THE SOUTH LINE OF SAID TRACT CONVEYED TO EARL, 226 FEET; THENCE NORTH 6 FEET, THENCE EAST 226 FEET TO THE EAST LINE OF SAID 1/4 1/4 SECTION, THENCE SOUTH 6 FEET TO THE PLACE OF BEGINNING, ALL IN LAKE COUNTY, INDIANA, MORE COMMONLY KNOWN AND DESCRIBED AS 11404 BURR, CROWN POINT, INDIANA.

SAID PARCEL BEING AN 8 FOOT STRIP OF LAND LYING NORTH OF A LINE DESCRIBED AS FOLLOWS: COMMENCING AT THE SOUTHEAST CORNER OF SAID PARCEL I, THENCE NORTH 01 DEGREE 22 MINUTES 57 SECONDS WEST 30.36 FEET TO THE POINT OF BEGINNING, THENCE SOUTH 89 DEGREES 10 MINUTES 59 SECONDS WEST 1181.99 FEET TO THE EAST LINE OF THE HEREON DESCRIBED ACCESS AND UTILITY EASEMENT IN LAKE COUNTY, INDIANA.

11-4-92 SURVEY

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This Document is a Public Record of the Lake County Recorder's Office

LEASE SITE DESCRIPTION

A PARCEL OF LAND BEING PART OF THE FOLLOWING DESCRIBED TRACT:

PARCEL I: COMMENCING 750.96 FEET SOUTH OF THE NORTHEAST CORNER OF THE NORTHEAST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 12, TOWNSHIP 34 NORTH, RANGE 9 WEST OF THE 2ND PRINCIPAL MERIDIAN; THENCE SOUTH 145.71 FEET, BEING WITH THE GOVERNMENT OVER-RUN TAKEN INTO CONSIDERATION THE SOUTH LINE OF THE SOUTH 13 ACRES OF THE NORTH 27 ACRES OF THE SAID NORTHEAST 1/4 OF THE SOUTHWEST 1/4; THENCE WEST 1326.93 FEET TO THE WEST LINE OF SAID 1/4 1/4 SECTION; THENCE NORTH 145.027 FEET TO A POINT 749.59 FEET SOUTH OF THE NORTHWEST CORNER OF THE NORTHEAST 1/4 OF THE SOUTHWEST 1/4; THENCE EAST 1326.97 FEET TO THE PLACE OF BEGINNING.

PARCEL II: COMMENCING 750.96 FEET SOUTH OF THE NORTHEAST CORNER OF THE NORTHEAST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 12, TOWNSHIP 34 NORTH, RANGE 9 WEST OF THE 2ND PRINCIPAL MERIDIAN, BEING THE SOUTHEAST CORNER OF A TRACT OF LAND CONVEYED TO ARTIE M. EARL AND ANGELA B. EARL, HUSBAND AND WIFE, PER WARRANTY DEED RECORDED SEPTEMBER 28, 1967 IN DEED RECORD 1356, PAGE 513; THENCE WEST ALONG THE SOUTH LINE OF SAID TRACT CONVEYED TO EARL, 226 FEET; THENCE NORTH 6 FEET, THENCE EAST 226 FEET TO THE EAST LINE OF SAID 1/4 1/4 SECTION; THENCE SOUTH 6 FEET TO THE PLACE OF BEGINNING, ALL IN LAKE COUNTY, INDIANA, MORE COMMONLY KNOWN AND DESCRIBED AS 11404 BURR, CROWN POINT, INDIANA.

SAID PARCEL DESCRIBED AS FOLLOWS: COMMENCING AT THE SOUTHEAST CORNER OF SAID PARCEL I, THENCE SOUTH 89 DEGREES 10 MINUTES 59 SECONDS WEST 1091.99 FEET ALONG THE SOUTH LINE OF SAID PARCEL; THENCE NORTH 00 DEGREES 49 MINUTES 01 SECONDS WEST 35.56 FEET TO THE POINT OF BEGINNING; THENCE SOUTH 89 DEGREES 10 MINUTES 59 SECONDS WEST 50.00 FEET; THENCE NORTH 00 DEGREES 49 MINUTES 01 SECONDS WEST 50.00 FEET; THENCE NORTH 89 DEGREES 10 MINUTES 59 SECONDS EAST 50.00 FEET, THENCE SOUTH 00 DEGREES 49 MINUTES 01 SECONDS EAST 50.00 FEET TO THE POINT OF BEGINNING, ALL IN LAKE COUNTY, INDIANA.

Common Address: 11404 Burr Street, Crown Point, Indiana 46307

Property Identification No: 7-31-48

Revised 2/3/93 Ground Lease Memo

NOTARY FOR INDIVIDUAL LANDLORD
MEMORANDUM OF LEASE

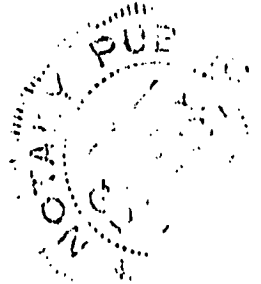
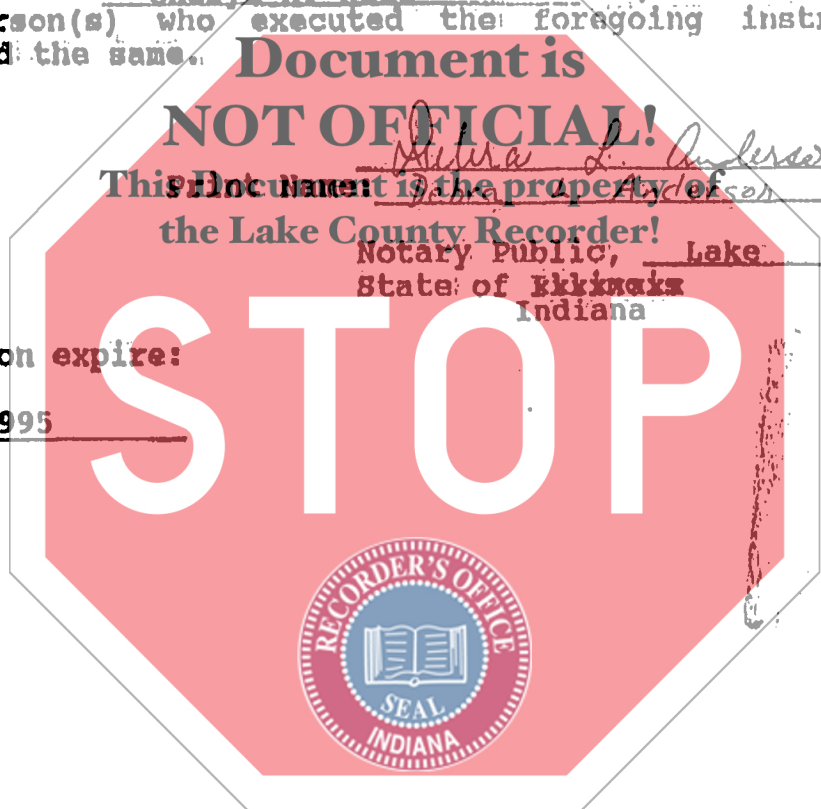
STATE OF INDIANA)
) SS
COUNTY OF LAKE)

Personally came before me this 3rd day of February, 1993
the above named Cheryl H. Kile is/are known to me to
be the person(s) who executed the foregoing instrument and
acknowledged the same.

**Document is
NOT OFFICIAL!**

Shirley L. Anderson
This Document is the property of Shirley L. Anderson
the Lake County Recorder!
Notary Public, LAKE County
State of Indiana
Indiana

My commission expire:
July 7, 1995



NOTARY FOR LIMITED PARTNERSHIP

MEMORANDUM OF LEASE

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, PATRICIA E. DRISCOLL, a Notary Public in and for said County, in the state aforesaid, do hereby certify that Dennis L. Myers, personally known to me to be the Vice-President of Ameritech Mobile Phone Service of Chicago, Inc., an Illinois corporation, which corporation is sole general partner of CHICAGO SMSA Limited Partnership, an Illinois limited partnership, and personally known to me to be the same person of whose name is subscribed to the foregoing instrument appeared before me this day in person and severally acknowledged that as such Vice President signed and delivered the said instrument as Vice President of said corporation, and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority, given by the Board of Directors of said corporation as their free and voluntary act, as the free and voluntary act and deed of said corporation, and as the free and voluntary act of said partnership for the uses and purposes therein set forth.

Given under my hand and Notarial Seal this 18th day of February, 1992.



My commission expires: 5/9/95

" OFFICIAL SEAL "
PATRICIA E. DRISCOLL
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 5/9/95