

RECORDING REQUESTED BY AND)
WHEN RECORDED, RETURN TO:)

Cox PCS Assets, L.L.C.)
P.O. Box 14607)
Irvine, California 92623-4607)
Attn: Property Manager)
(Re: OR047-1)

Recorded in the County of Orange, California
Gary L. Granville, Clerk/Recorder



15.00

19980728962 1:35pm 10/28/98

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M10 4 6.00 9.00 0.00 0.00 0.00 0.00

(Space above for Recorder's use)

MEMORANDUM OF GROUND LEASE

THIS MEMORANDUM OF GROUND LEASE ("Memorandum") is executed by and between MICHAEL LEE MALAMUT, a married man as his sole and separate property ("Lessor") and COX PCS ASSETS, L.L.C., a Delaware limited liability company ("Lessee"), wholly owned by Cox Communications PCS, L.P., a Delaware limited partnership.

RECITALS

A. Lessor owns real property having a street address of 595 The City Drive South, City of Orange, State of California and more particularly described in Attachment 1 attached hereto and incorporated herein by reference ("Lessor's Property").

B. Lessor and Lessee have executed that certain Communications Site Ground Lease Agreement ("Lease") dated as of OCT 9 1998 covering certain premises and related improvements ("Premises") located at Lessor's Property and more particularly described in the Lease.

C. Lessor and Lessee desire to record notice of the Lease in the Official Records of Orange County, California.

NOW, THEREFORE, in consideration of the foregoing and the rents and mutual covenants set forth in the Lease, Lessor and Lessee hereby agree and declare as follows:

1. **Demise.** Lessor has leased and does hereby lease the Premises to Lessee, and Lessee has leased and hired and does hereby lease and hire the Premises from Lessor, all on and subject to the terms, covenants and conditions contained in the Lease together with a right of access over and through Lessor's Property to and from the Premises and a right to install utilities over and across Lessor's Property. The precise location of the Premises may be modified pursuant to the Lease.

2. **Term.** The term of the Lease ("Term") is five (5) years commencing on the first to occur of (a) the date Lessee commences construction (other than minor site preparation) of Lessee's Facility (as defined in the Lease) on the Premises or (b) 12 months after the date of the Lease. Lessee has the right and option under the Lease to extend the Term for five (5) additional periods of five years each.

3. **Interference with Communications.** The Lease provides, among other things, that Lessor shall not use or permit the use of any portion of Lessor's Property in a way which interferes with the communications operations of Lessee's Facility, and that Lessee has a right to review and approve or disapprove, according to procedures specified in the Lease, the design, location and operation of any communications transmitting equipment on Lessor's Property by any third party.

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Initial  Initial 

4. **Lease Controlling.** This Memorandum is solely for the purpose of giving constructive notice of the Lease. In the event of conflict between the terms of the Lease and this Memorandum, the terms of the Lease shall control.

IN WITNESS WHEREOF, Lessor and Lessee have duly executed this Memorandum as of the date first above written.

LESSOR

MICHAEL LEE MALAMUT,
a married man as his sole and separate property

By: Michael L. Malamut
Name/Title: Michael Lee Malamut
OWNER

Lessor's Address, Phone and Fax:

MICHAEL LEE MALAMUT
PRESIDENT
C/O AUTOLAND
4312 Woodman Avenue, 3rd Floor
Sherman Oaks, CA 91423
1-818-501-2222 x122
FAX 818-806-4887
Tax I.D. No. 552-74-1865

LESSEE

COX PCS ASSETS, L.L.C.,
a Delaware limited liability company

By: Cox Communications PCS, L.P.,
a Delaware limited partnership,
its only Member

By: Ted S. Carrier
Name: Ted S. Carrier
Title: Vice President of Operations and
delegation

Lessee's Address, Phone and Fax:

Address if by means other than courier:
P.O. Box 14607
Irvine, California 92623-4607
Attn: Property Manager

Address if by courier:
18200 Von Karman
6th Floor, Suite 631
Irvine, California 92612
Attn: Property Manager

Tel: (714) 623-5786
Fax: (714) 623-5790

STATE OF CALIFORNIA)

COUNTY OF Los Angeles)

On 9/24/98 before me, Mariya Sedrakyan, personally appeared Michael L. Malamut personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose names (s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/authorized capacity(ies), and that by his/her/their signatures(s) on the instrument the person(s), or the entity upon behalf of which the persons(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Mariya Sedrakyan (Seal)



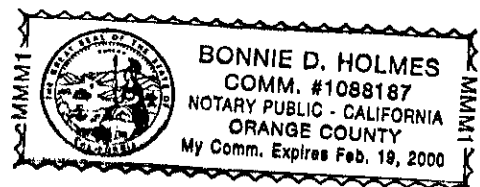
STATE OF CALIFORNIA)

COUNTY OF Orange)

On 9 October 1998 before me, Bonnie D. Holmes, Notary Public, personally appeared Ted J. Garner, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose names (s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/authorized capacity(ies), and that by his/her/their signatures(s) on the instrument the person(s), or the entity upon behalf of which the persons(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Bonnie D. Holmes (Seal)



LEGAL DESCRIPTION OF LESSOR'S PROPERTY

APN 231-091-07

PARCEL 1:

That portion of Lot 28 of the "Potts, Borden and Sidewell Tract," as per map recorded in Book 4, Page 624, of Miscellaneous Records, in the office of the County Recorder of Los Angeles County, described as follows:

Commencing at a point in the South line of "Dawn Tract", as shown on a map recorded in Book 8, Page 21 of Miscellaneous Maps, records of said Orange County, said point being the intersection of the South line of "Dawn Tract" with the center line of that certain street, 40.00 feet wide, situated along the West line of Lot 35 of said "Dawn Tract"; thence along said South line South 89° 08' 03" East, to a line parallel with and distant Easterly 40.00 feet, measured at right angles, from the Southerly prolongation of said center line; thence along said parallel line South 0° 41' 00" West, 130.53 feet to the TRUE POINT OF BEGINNING; thence South 5° 03' 22" East, 100.00 feet; thence South 12° 01' 33" East, 18.47 feet to a line parallel with and distant Southerly 248.00 feet, measured at right angles, from the Northerly line of said Lot 28; thence along last said parallel line North 89° 08' 03" West, 17.19 feet to a non-tangent curve, concave Westerly and having a radius of 2040.00 feet; thence Northerly along said curve, from a tangent which bears North 03° 51' 22" East, through an angle of 3° 10' 22", an arc distance of 112.97 feet to first said parallel line; thence along first said parallel line North 0° 41' 00" East, 4.55 feet to said TRUE POINT OF BEGINNING.

Subject to the excepting and reservation therefrom, all oil, minerals, natural gas, and other hydrocarbons by whatsoever name known that may be within or under the herein conveyed parcel of land, and the rights thereto, together with certain other conditions, as excepted and reserved in a deed (state parcel B4334) to the State of California, recorded November 27, 1961, in book 5923 page 1, of Official Records, in the office of the County Recorder of said County.

PARCEL 2:

The surface and those portions of the subsurface which lies above a plane parallel to and 500 feet measured vertically downward below the surface of the following described real property:

That portion of Lot 28 of Potts, Borden and Sidewell Tract, in the City of Orange, County of Orange, State of California, as per map recorded in Book 4, page 624 of Miscellaneous Records, in the office of the County Recorder of Los Angeles County, California, as shown as Parcel 2 on map filed in book 25, page 32 of Parcel Maps, in the office of the County Recorder of said County.

PARCEL 2A:

An easement for a sanitary sewer line over the Westerly 10.00 feet of that portion of Lot 28, of Potts, Borden and Sidewell Tract, in the City of Orange, County of Orange, State of California, as per map recorded in book 4, page 624, Miscellaneous Records, in the office of the County Recorder of Los Angeles County, California, shown as Parcel 1 on a map filed in book 25, page 32 of Parcel Maps, in the office of the County Recorder of said County.

ATTACHMENT 1

LA\962070050
Version 1/7/98

Site No. OR047-I

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