DELAWARE COUNTY IOWA
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BOOK 2001 PAGE 1551
DEBORAH L. FEYTON
DELAWARE CO. RECORDER
31.00

Shuttleworth + Ingersoll
P.O. Box 2107
Cedar Rapids IA
52406-2107

Preparer Information: Leonard, Street and Deinard c/o David G. Baratti,
150 S. Fifth Street, Suite 2300, Minneapolis, Minnesota 55402; phone (612) 335-1500

Space above this line for recorder

Site No. 12-047 / Dyersville

ASSIGNMENT OF LEASE

For valuable consideration, the receipt and sufficiency of which is acknowledged, IOWA RSA #12, LLC, a Wisconsin limited liability company, *dba* Cellcom ("***Assignor***") does hereby convey and assign to MIDWEST WIRELESS IOWA L.L.C., a Delaware limited liability company ("***Assignee***"), all of Assignor's right, title and interest in and to the lease, the leasehold estate and appurtenant easements described in **Exhibit A** attached hereto (the "***Ground Lease***"), including all hereditaments and appurtenances pertaining to the Ground Lease, subject only to those Permitted Liens specified on **Exhibit B** attached hereto and incorporated herein by this reference.

Assignor hereby covenants with Assignee, and its successors in interest, that Assignor's leasehold estate under the Ground Lease is free and clear of all liens and encumbrances except for the Permitted Liens specified on **Exhibit B** and Assignor covenants to warrant and defend the Ground Lease against the claims of all persons except as may be above stated. Nothing herein shall be construed to modify, limit or otherwise abrogate the representations, warranties and undertakings of the former members of Assignor with respect to the Ground Lease as set forth in (i) that certain Acquisition Agreement between Assignor and Assignee entered into as of June 23, 2003, as amended (the "***Acquisition Agreement***"), and (ii) any other documents or instruments executed and delivered by the former members of Assignor pursuant to the Acquisition Agreement ("***Ancillary Documents***"), provided that it is expressly understood and agreed that (a) the representations, warranties and undertakings contained in the Acquisition Agreement and the Ancillary Documents are matters solely between parties thereto, and (b) neither the Acquisition Agreement nor the Ancillary Documents shall be deemed to encumber or affect title to the Ground Lease.

Except as expressly defined herein, words and phrases in this Assignment of Leases have the meanings defined in the Acquisition Agreement and shall be construed in the singular or plural number, according to the context.

Dated: Effective October 15, 2003

Iowa RSA #12, LLC, a Wisconsin limited liability company

By: Patrick D Riordan
PATRICK D. RIORDAN

Its: President and Chief Executive Officer

STATE OF Wisconsin)
)ss:
COUNTY OF Brown)

The foregoing instrument was acknowledged before me this 10th day of February, 2004, by **Patrick D. Riordan**, as President and Chief Executive Officer of **Iowa RSA #12, LLC**, a Wisconsin limited liability company, on behalf of the limited liability company.

MARK M. NAZ
NOTARY PUBLIC
STATE OF WI

Notary Public

EXHIBIT A

DESCRIPTION OF GROUND LEASE

Dyersville / 12-047

Parcel 1 (Tower Site)

Lease Agreement by and between Daniel C. Deutmeyer and Heidi J. Deutmeyer, lessors, and "Cellcom" as evidenced by a Memorandum of Lease dated April 21, 2000, recorded May 8, 2000, in Book 2000, Page 1422, in the Delaware County, Iowa records. The premises subject to the foregoing Lease are located on the following described real property:

A part of the Southeast Quarter of the Northeast Quarter of Section 35, Township 89 North, Range 3 West of the 5th P.M., Delaware County, Iowa, and being more particularly described as follows:

> Commencing at the East Quarter (E-1/4) corner of Section 35, Township 89 North, Range 3, West of the 5th Principal Meridian; Thence North 01°43'25" West, along the East line of said Northeast Quarter (NE-1/4) of said Section 35, 567.15 feet; Thence South 88°16'35" West 128.76 feet to the Point of Beginning; thence continuing South 88°16'35" West 540.00 feet; Thence South 01°43'25" East 500.00 feet; thence North 88°16'35" East 540.00 feet; thence North 01°43'25" West 500.00 feet to the Point of Beginning.

Parcel 2 (Access Easement)

Easement appurtenant to Parcel 1 above for ingress and egress executed by Daniel C. Deutmeyer and Heidi J. Deutmeyer, grantors, to Cellcom, dated March 22, 2000, recorded March 22, 2000, in Book 2000, Page 894, in the Delaware County, Iowa records, over the following described real property:

Part of the Southeast Quarter of the Northeast Quarter of Section 35, Township 89 North, Range 3 West of the 5th Principal Meridian, and part of the South Half of the Northwest Quarter of Section 36, Township 89 North, Range 3 West of the 5th Principal Meridian, all in Delaware County, Iowa, described as follows:

> Commencing at the East Quarter Corner of Section 35, Township 89 North, Range 3 West of the 5th Principal Meridian; thence N 1°43'25" W, along the East line of the Northeast Quarter of said Section 35, 567.15 feet; thence S 88°16'35" W 368.76 feet to the Point of Beginning; thence continuing S 88°16'35" W 20.00 feet; thence Northeasterly 637.62 feet along the arc of a 410.00 foot radius curve, concave Southeasterly, (chord bears N 42°49'45" E, 575.28 feet); thence N 87°22'55" E, 2040.55 feet; thence Southeasterly 153.14 feet along the arc of a 110.00 foot radius curve, concave Southwesterly, (chord bears S 48°30'15" E, 153.14 feet); thence Southeasterly 214.18 feet along the arc of a 140.00 foot radius curve, concave Northeasterly, (chord bears S 48°13'00" E, 193.89 feet); thence N

87°57'25" E, 257.67 feet to the West right of way line of 332nd Avenue; thence S 2°05'10" E, along said West right of way, 20.00 feet; thence S 87°57'25" W, 257.88 feet; thence Northwesterly 244.77 feet along the arc of a 160.00 foot radius curve, concave Northeasterly, (chord bears N 48°13'00" W, 221.59 feet; thence Northwesterly 138.59 feet along the arc of a 90.00 foot radius curve, concave Southwesterly, (chord bears N 48°30'15" W, 125.30 feet); thence 87°22'55" W, 2040.55 feet; thence Southwesterly 606.52 feet along the arc of a 390.00 foot radius curve, concave Southeasterly, (chord bears S 42°49'50" W, 547.22 feet to the Point of Beginning.

Utility Easement

Easement appurtenant to Parcel 1 above for utility purposes executed by Daniel C. Deutmeyer and Heidi J. Deutmeyer, grantors, to Cellcom, dated March 22, 2000, recorded March 22, 2000, in Book 2000, Page 896, in the Delaware County, Iowa records, over the following described real property:

Part of the Southeast Quarter of the Northeast Quarter of Section 35, Township 89 North Range 3 West of the 5th Principal Meridian, and part of the South Half of the Northwest Quarter of Section 36, Township 89 North Range 3 West of the 5th Principal Meridian, all in Delaware County, Iowa described as follows:

Beginning at the East Quarter Corner of Section 35, Township 89 North, Range 3 West of the 5th Principal Meridian; thence N 88°25'05" E along the South line of the Northwest Quarter of Section 36, Township 89 North, Range 3 West of the 5th Principal Meridian, 2569.99 feet to the West right of way of 332nd Avenue; thence N 2°05'10" W, along said West right of way, 20.0 feet; thence S89°24'15" W, 2839.08 feet; thence N 10°28'25" W, 47.73 feet; thence S88°16'35"W, 20.24 feet; thence S 10°28'25" E, 67.97 feet to the South line of the Northeast Quarter of said Section 35; thence N 88°16'20" E, along said South line, 286.38 feet to the Point of Beginning.

EXHIBIT B

PERMITTED LIENS

(i) Liens for current taxes not yet delinquent;

(ii) Rights of tenants, as tenants only, in possession under unrecorded leases or occupancy agreements, if any;

(iii) Easement for highway purposes, together with any incidental rights, in favor of County of Delaware, as contained in the Easement for Public Highway dated May 10, 1996, recorded July 15, 1996, in Book 85, Page 336;

(iv) Easement for electric line purposes, together with any incidental rights in favor of Interstate Power Company, as contained in the Electric Line Easement dated April 21, 2000, recorded May 8, 2000, in Book 2000, Page 1423;

(v) Terms and conditions as contained in the Tower Site Lease Agreement, the Access Easement and the Utility Easement described in Exhibit A hereto.