

FILED NO. 001388
BOOK 2002 PAGE 1388
2002 MAR 25 PM 3: 11

REC \$ 30⁰⁰
AUD \$
R.M.F. \$ 1⁰⁰

MICKI UTSLER
RECORDER
MADISON COUNTY, IOWA

COMPUTER
RECORDED
COMPARED

Memorandum of PCS Site Agreement

This memorandum evidences that a lease was made and entered into by written PCS Site Agreement dated October 30, 2001, between Michael K. and Mary Elizabeth Johnson ("Owner") and Sprint Spectrum L.P., a Delaware limited partnership ("SSLP").

Such Agreement provides in part that Owner leases to SSLP a certain site ("Site") located at 1525 Hwy 92 West, City of Winterset, County of Madison, State of Iowa, within the property of Owner which is described in Exhibit A attached hereto, with grant of easement for unrestricted rights of access thereto and to electric and telephone facilities for a term of five (5) years commencing on October 30, 2001, which term is subject to four (4) additional five (5) year extension periods by SSLP.

IN WITNESS WHEREOF, the parties have executed this Memorandum as of the day and year first above written.

"OWNER"

"SSLP"

Michael K. and Mary Elizabeth Johnson

Sprint Spectrum L.P., a Delaware limited partnership

By: Michael K. Johnson

By: Michael S. Romesburg

Name: Michael K. Johnson

Name: Michael S. Romesburg

By: Mary E. Johnson By Michael K. Johnson P.O. SA.

Title: Director of Site Development

Name: Mary Elizabeth Johnson

Address: 9801 West Higgins Road, Suite 220
Rosemont, IL 60018

Address: 223 S. 6th Street
Winterset, Iowa 50273

✓ This instrument drafted by, and when recorded return to:

Sprint PCS, ATTN: Jim Anderson
9801 West Higgins Road, Ste. 220
Rosemont, IL 60018

OWNER NOTARY BLOCK:

STATE OF IOWA)
COUNTY OF Polk)ss

The foregoing instrument was acknowledged before me this 5th day of November, 2001, by Michael K. Johnson, as Owner.

(AFFIX NOTARIAL SEAL)

Todd Omundson

(OFFICIAL NOTARY SIGNATURE)
NOTARY PUBLIC - STATE OF IOWA



(PRINTED, TYPED, OR STAMPED NAME OF NOTARY)
COMMISSION NUMBER: _____

My commission expires:

STATE OF IOWA)
COUNTY OF Polk)ss

The foregoing instrument was acknowledged before me this 5th day of November, 2001, by Michael K. Johnson, as Power of Attorney for Mary Elizabeth Johnson.

(AFFIX NOTARIAL SEAL)

Todd Omundson

(OFFICIAL NOTARY SIGNATURE)
NOTARY PUBLIC - STATE OF IOWA



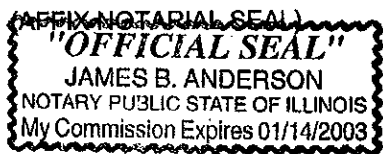
(PRINTED, TYPED, OR STAMPED NAME OF NOTARY)
COMMISSION NUMBER: _____

My commission expires:

SSLP NOTARY BLOCK:

STATE OF Illinois)
)ss
 COUNTY OF Cook)

The foregoing instrument was acknowledged before me this 20 day of March, 2002, by Michael S. Komesburg, Director of Site Development of Sprint Spectrum L.P., a Delaware limited partnership, who executed the foregoing instrument on behalf of such corporation.



My commission expires: 1/14/03

James B. Anderson
 (OFFICIAL NOTARY SIGNATURE)
 NOTARY PUBLIC - STATE OF Illinois

James B. Anderson
 (PRINTED, TYPED, OR STAMPED NAME OF NOTARY)
 COMMISSION NUMBER: 479921

EXHIBIT A

Johnson Farm

DM54XC182-H

Legal Description

The Southwest Quarter (1/4) except a tract of land commencing at the Northeast corner of said Southwest Quarter (1/4) running thence West 80 rods, thence South 46 rods, thence East 80 rods, thence North 46 rods to the place of beginning, in Section Twenty-five (25), Township Seventy-six (76) North, Range Twenty-eight (28) West of the 5th P.M., Madison County, Iowa.



GENERAL POWER OF ATTORNEY

1. Designation of Attorney-in-Fact

I, Mary Elizabeth Johnson, of 223 West Court, Winterset, Iowa 50273
appoint Michael K. Johnson
of 223 S. 6th Avenue, Winterset,
Iowa 50273
my Attorney-in-Fact. In the event my Attorney-in-Fact is
unable to serve for any reason ~~and I have no other persons named herein as my Attorney-in-Fact~~
my Attorney-in-Fact's name Carolyn K. Johnson
of 223 S. 6th Avenue, Winterset, IA 50273 as successor to my Attorney-in-Fact.

I hereby revoke any and all general powers of attorney that may have been previously executed by me, but specifically excepting any powers of attorney for health care decisions which I may have previously executed.

2. Powers of Attorney-in-Fact

My Attorney-in-Fact shall have full power and authority to manage and conduct all of my affairs, with full power and authority to exercise or perform any act, power, duty, right or obligation I now have or may hereafter acquire the legal right, power and capacity to exercise or perform. The power and authority of my Attorney-in-Fact shall include, but not be limited to, the power and authority:

A. To buy, acquire, obtain, take or hold possession of any property or property rights and to retain such property, whether income producing or non-income producing;

B. To sell, convey, lease, manage, care for, preserve, protect, insure, improve, control, store, transport, maintain, repair, remodel, rebuild and in every way deal in and with any of my property or property rights, now or hereafter owned by me, and to establish and maintain reserves for improvements, upkeep and obsolescence; to eject or remove tenants or other persons and to recover possession of such property. This includes the right to convey or encumber my homestead legally described as follows:

That part of the North One-half (½) of the Northwest Quarter (¼) of Section Twenty-five (25) lying West of Cedar Creek as it now flows through the same, containing 83½ acres more or less; and the Southwest Quarter (¼) except a tract of land commencing at the Northeast corner of said Southwest Quarter (¼), running thence West 80 rods, thence South 46 rods, thence East 80 rods, thence North 46 rods to the place of beginning; all in Section Twenty-five (25), Township Seventy-six (76) North, Range Twenty-eight (28) West of the 5th P.M., Madison County, Iowa, and a tract of land commencing on the South bank of Cedar Creek 26 rods South of the Northwest corner of the South Half (½) of the Southwest Quarter (¼) of Section Twenty-four (24), in Township Seventy-six (76) North, Range Twenty-eight (28) West of the 5th P.M., Madison County, Iowa, thence following said South bank of said Creek in a Southeasterly direction to a point on the South line of said Section, 42 rods East of the Southwest corner thereof, thence West 42 rods, thence North 84 rods, to the point of beginning, all in Section Twenty-four (24), Township Seventy-six (76) North, Range Twenty-eight (28) West of the 5th P.M., Madison County, Iowa; and,

Lot Four (4) in Block Twenty-two (22) of the Original Town of Winterset, Madison County, Iowa

C. To pay my debts; to borrow money, mortgage and grant security interests in property; to complete, extend, modify or renew any obligations, either secured, unsecured, negotiable or non-negotiable, at a rate of interest and upon terms satisfactory to my Attorney-in-Fact; to lend money, either with or without collateral; to extend or secure credit; and to guarantee and insure the performance and payment of obligations of another person or entity;

D. To open, maintain or close accounts, brokerage accounts, savings and checking accounts; to purchase, renew or cash certificates of deposit; to conduct any business with any banking or lending institution in regard to any of my accounts or certificates of deposit; to write checks, make deposits, make withdrawals and obtain bank statements, passbooks, drafts, money orders, warrants, certificates or vouchers payable to me by any person or entity, including the United States of America, and expressly including the right to sell or cash U.S. Treasury Securities and Series E, EE, and I I and HH Bonds;

E. To have full access to any safety deposit boxes and their contents;

F. To pay all city, county, state or federal taxes and to receive appropriate receipts therefore; to prepare, execute, file and obtain from the government income and other tax returns and other governmental reports, applications, requests and documents; to take any appropriate action to minimize, reduce or establish non-liability for taxes; to sue or take appropriate action for refunds of same; to appear for me before the Internal Revenue Service or any other taxing authority in connection with any matter involving federal, state or local taxes in which I may be a party, giving my Attorney-in-Fact full power to do everything necessary to be done and to receive refund checks; to execute waivers of the statute of limitations and to execute closing agreements on my behalf;

G. To act as proxy, with full power of substitution, at any corporate meeting and to initiate corporate meetings for my benefit as stockholder, in respect to any stocks, stock rights, shares, bonds, debentures or other investments, rights or interests;

H. To invest, re-invest, sell or exchange any assets owned by me and to pay the assessments and charges therefore; to obtain and maintain life insurance upon my life or upon the life of anyone else; to obtain and maintain any other types of insurance policies; to continue any existing plan of insurance or investment;

I. To defend, initiate, prosecute, settle, arbitrate, dismiss or dispose of any lawsuits, administrative hearings, claims, actions, attachments, injunctions, arrests or other proceedings, or otherwise participate in litigation which might affect me;

J. To carry on my business or businesses; to begin new businesses; to retain, utilize or increase the capital of any business; to incorporate or operate as a general partnership, limited partnership or sole proprietorship any of my businesses;

K. To employ professional and business assistants of all kinds, including, but not limited to, attorneys, accountants, real estate agents, appraisers, salesmen and agents;

L. To apply for benefits and participate in programs offered by any governmental body, administrative agency, person or entity;

M. To transfer to the trustee of any revocable trust created by me, if such trust is in existence at the time, any and all property of mine (excepting property held by me and any other person as joint tenants with full rights of survivorship), which property shall be held in accordance with the terms and provisions of the agreement creating such trust;

N. To disclaim any interest in property passing to me from person or entity;

O. To make gifts of any of my property or assets to members of my family; and to make gifts to such other persons or religious, educational, scientific, charitable or other nonprofit organizations to whom or to which I have an established pattern of giving; provided, however, that my Attorney-in-Fact may not make gifts of my property to himself or herself. I appoint
~~XX~~
as my Attorney-in-Fact solely for the purpose of determining if a gift of my property to the Attorney-in-Fact appointed and acting hereunder is appropriate and to make any such gifts which are appropriate.

3. Construction.

This Power of Attorney is to be construed and interpreted as a general power of attorney. The enumeration of specific items, rights, acts or powers shall not limit or restrict the general and all-inclusive powers that I have granted to my Attorney-in-Fact. All references to property or property rights herein shall include all real, personal, tangible, intangible or mixed property. Words and phrases set forth in this Power of Attorney shall be construed as in the singular or plural number and as masculine, feminine or neuter gender according to the context.

Any authority granted to my Attorney-in-Fact, however, shall be limited so as to prevent this Power of Attorney (a) from causing my Attorney-in-Fact to be taxed on my income; (b) from causing my estate to be subject to a general power of appointment (as that term is defined by Section 2041, Internal Revenue Code of 1986, as amended) by my Attorney-in-Fact; and (c) from causing my Attorney-in-Fact to have any incidents of ownership (within the meaning of Section 2042 of the Internal Revenue Code of 1986, as amended) with regard to any life insurance policies on the life of my Attorney-in-Fact.

4. Liability of Attorney-in-Fact.

My Attorney-in-Fact shall not be liable for any loss sustained through an error of judgment made in good faith, but shall be liable for willful misconduct or breach of good faith in the performance of any of the provisions of this power of attorney.

5. Compensation of Attorney-in-Fact.

The Attorney-in-Fact understands that this power of attorney is given without any express or implied promise of compensation to said Attorney-in-Fact. Any services performed as my Attorney-in-Fact will be done without compensation, either during my lifetime or upon my death, but the Attorney-in-Fact shall be entitled to reimbursement for all reasonable expenses incurred as a result of carrying out any provisions of this power of attorney.

6. Accounting by Attorney-in-Fact.

Upon my request or the request of any conservator appointed on my behalf or the personal representative of my estate, my Attorney-in-Fact shall provide a complete accounting as to all acts performed pursuant to this power of attorney.

7. Effective Date and Durability.

N.B. DELETE INAPPROPRIATE PORTIONS OF THE FOLLOWING PARAGRAPH. IF NO DELETIONS ARE MADE, THE PROVISIONS SET FORTH IN PARAGRAPHS B AND C SHALL BE DEEMED TO HAVE BEEN DELETED.

A. This Power of Attorney shall be effective immediately, shall not be affected by my disability,

~~XX~~

~~XX~~

and shall continue effective until my death; provided, however, that this Power of Attorney may be revoked by me as to my Attorney-in-Fact at any time by written notice to such Attorney-in-Fact.

Dated December 15th, 19 94 at Winterset, Iowa

Mary Elizabeth Johnson
Mary Elizabeth Johnson

STATE OF IOWA, MADISON COUNTY, ss:

On this 15th day of December, 19 94 before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Mary Elizabeth Johnson, to me known to be the identical person named in and who executed the foregoing instrument and acknowledged that such person executed the same as such person's voluntary act and deed.

John E. Casper
John E. Casper
Notary Public in and for said State.