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FILED NO. 4662
BOOK 45 PAGE 95
98 MAY 20 PH 4: 10
MICHELLE UTSLER
RECORDER
MADISON COUNTY, IOWA

REC'D 20 12
AUD'S 7 12
R.M.F.S. 7 12

ORIGINAL

DES SW WARRENCNTY-1

AMENDMENT NO. 1 TO OPTION AND LEASE AGREEMENT

AND

AMENDMENT NO. 1 TO MEMORANDUM OF OPTION AND LEASE

This Amendment No. 1 To Option And Lease Agreement And Amendment No. 1 To Memorandum Of Option And Lease (hereinafter "Amendment") dated this 14th day of May, 1998, by and between Kelly Arthur Knutson and Sherri Jayne Knutson, (hereinafter "Lessor") and Des Moines MSA General Partnership, by AirTouch Communications, Inc., d/b/a AirTouch Cellular, as General Partner and as successor in interest to U S WEST NewVector Group, Inc., 3350 161st Avenue Southeast, P. O. Box 91211, Bellevue, Washington 98009-9211 (hereinafter "Lessee"), is an amendment that is hereby made a part of and incorporated into that certain Option And Lease Agreement (hereinafter "Agreement") between Lessor and Lessee dated March 18, 1997, and filed April 3, 1997 in Miscellaneous Record 44, Page 23.

1. Modification to the Agreement.

A) Effective April 6, 1998, U S WEST NewVector Group, Inc. merged with AirTouch Communications, Inc. Accordingly, by operation of law, all right, title and interest of U S WEST NewVector Group, Inc. in the Agreement was transferred and conveyed unto AirTouch Communications, Inc. and Licensor hereby acknowledges such transfer.

B) The premises description in Exhibit "A" attached hereto supersedes the premises description of Exhibit "A" of the Agreement.

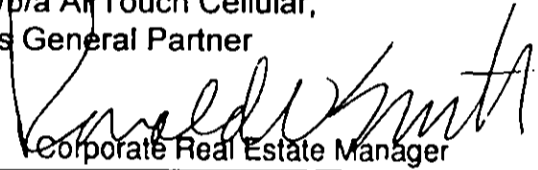
2. **Ratification of Lease.** The parties do hereby ratify and confirm all of the terms and conditions of the Agreement as modified by this Amendment and do hereby declare that the real property described in Exhibit "A" attached hereto is in all respects subject to all of the applicable provisions contained in the Agreement.

LESSOR:

LESSEE:

Des Moines MSA General Partnership
By AirTouch Communications, Inc.
d/b/a AirTouch Cellular,
as General Partner

Kelly Arthur Knutson
Kefey Arthur Knutson

By: 
Corporate Real Estate Manager

Sherri Jayne Knutson
Sherri Jayne Knutson

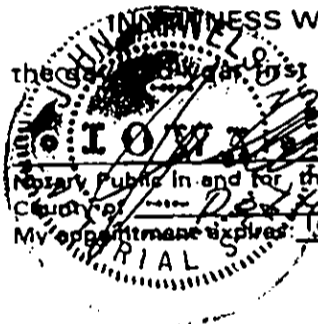
Its: Corporate Real Estate Manager

ACKNOWLEDGMENT

STATE OF IOWA)
) ss.
COUNTY OF Polk)

The foregoing instrument was acknowledged before me this 7 day of MAY, 1998, by Kelly Arthur Knutson and Sherri Jayne Knutson, husband and wife, to me personally known to be the individuals described in and who executed the foregoing instrument as their free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

 [Signature]
Notary Public in and for the State of Iowa
County of Polk
My appointment expires: 2/28/99

ACKNOWLEDGMENT

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

The foregoing instrument was acknowledged before me this 14th day of May, 1998, by Ronald V. Smith as Corporate Real Estate Manager by AirTouch Communications, Inc., d/b/a AirTouch Cellular, as General Partner of Des Moines MSA General Partnership and as successor in interest to U S WEST NewVector Group, Inc., on behalf of the partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

[Signature]
Notary Public in and for the State of Washington
residing at King Co.
My appointment expires: 4/29/2000

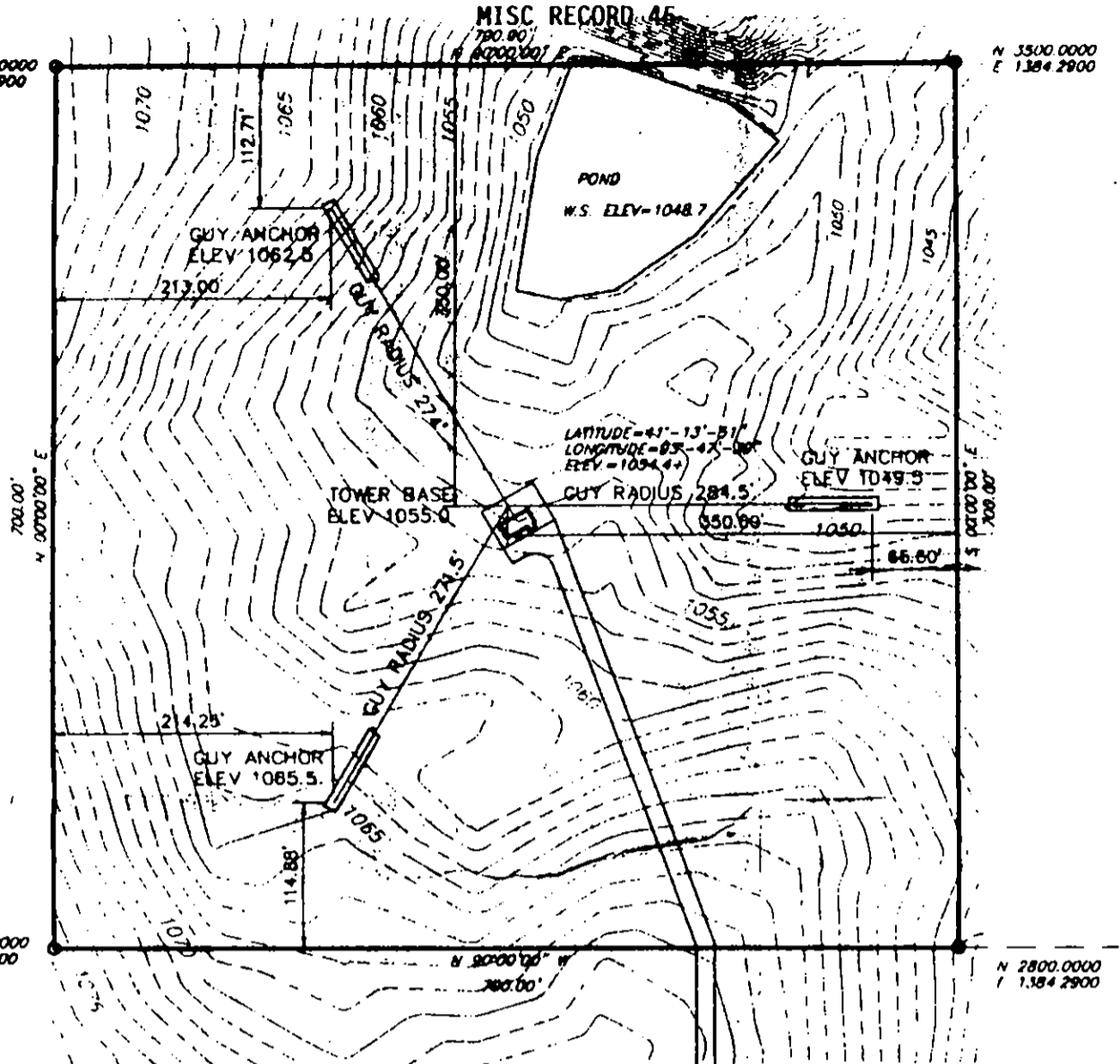


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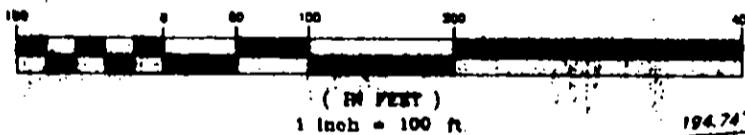
LEASE AREA PROPERTY DESCRIPTION

A tract of land in the Northeast 1/4 of Section 12, Township 74 North, Range 26 West of the 5th P.M., Madison County, Iowa being more particularly described as follows:

Commencing at the East 1/4 corner of said Section 12; thence N 00°18'51"W along the East line of Northeast 1/4 of said Section 12 a distance of 800.01 feet; thence N 90°00'00"W a distance of 611.33 feet to the POINT OF BEGINNING; thence continuing N 90°00'00"W a distance of 700.00 feet; thence N 00°00'00"E a distance of 700.00 feet; thence N 90°00'00"E a distance of 700.00 feet; thence S 00°00'00"E a distance of 700.00 feet to the POINT OF BEGINNING.

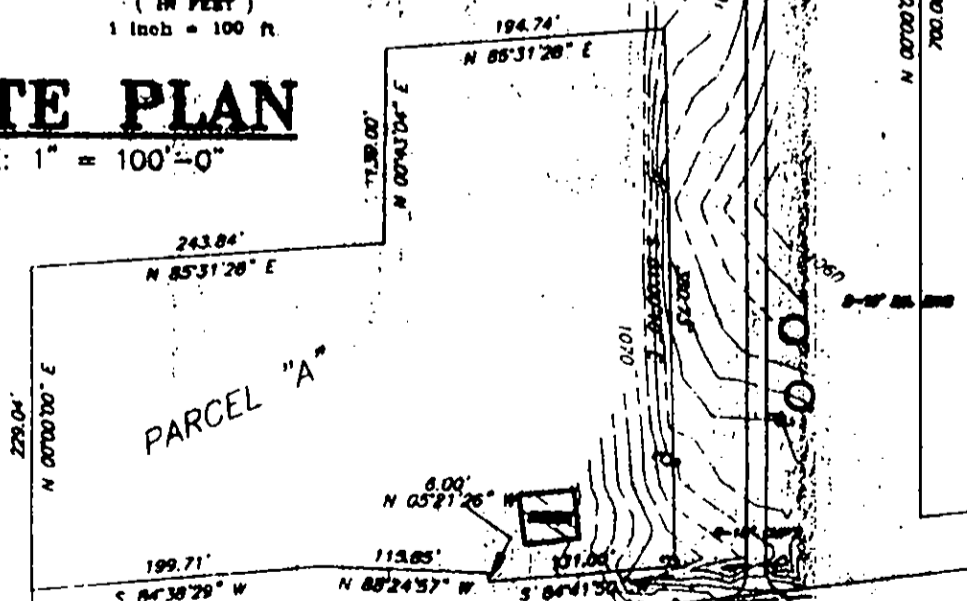
Said tract of land contains 11.2489 acres more or less.

GRAPHIC SCALE



SITE PLAN

SCALE: 1" = 100'-0"



DES SW WARRENCNTY-1

EXHIBIT A