

## OPTION AND LEASE AGREEMENT

MKT: COLUMBUS  
SITE #: CO-007-DZ

## EXHIBIT C

MEMORANDUM OF AGREEMENT

Inst: 200009010176393 09/01/2000  
 Pages: 8 Fee: \$38.00 8:42AM  
 Richard B. Metcalf T20000113965  
 Franklin County Recorder MEPDIVINE

CLERK: Prepared by Divine Tower International Corporation, a Delaware corporation.  
 Please return this document to: Divine Tower International Corporation

2310 Refugee Road  
Columbus, Ohio 43207  
Attn: Leasing Manager

This Memorandum of Agreement is entered into on this 9th day of April, 1999, by and between JOHN J. VATTER, a Landlord, with an office at 3441 WINCHESTER PIKE, (hereinafter referred to as "Landlord") and Divine Tower International Corporation, a Delaware corporation, with an office at 2310 Refugee Road, Columbus, Ohio 43207, (hereinafter referred to as "Tenant").

1. Landlord and Tenant entered into a Communications Site Lease Agreement ("Agreement") on the 9th day of April, 1999, for the purpose of installing, operating and maintaining a radio communications facility and other improvements. All of the foregoing are set forth in the Agreement.
2. The term of the Agreement is for five (5) years commencing on July 14, 1999 ("Commencement Date"), and terminating on the 5th anniversary of the Commencement Date with five (5) successive five (5) year options to renew.
3. The Land which is the subject of the Agreement is described in Exhibit A annexed hereto. The portion of the Land being leased to Tenant (the "Premises") is described in Exhibit B annexed hereto.

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

LANDLORD

John J. Vatter

Signed and acknowledged in the presence of

Sign: John J. Vatter  
 Print: Tony Morris  
 Sign: Rebecca J. Winters  
 Print: REBECCA J. WINTERS

By: \_\_\_\_\_  
 Name: JOHN J. VATTER  
 Title: \_\_\_\_\_  
 Date: 4/9/99  
 Tax ID#: 299-26-1434

Signed and acknowledged in the presence of

Sign: Tracy Pearson  
 Print: Tracy Pearson  
 Sign: Tamaria N. Wilson  
 Print: Tamaria N. Wilson

TENANT

Divine Tower International Corporation

By: Thomas C. Divine  
 Name: Thomas C. Divine  
 Title: CEO  
 Date: 4/9/99

STATE OF OHIO  
COUNTY OF FRANKLIN

On April 9, 1999 before me, REBECCA WINTERS, Notary Public, personally appeared JOHN J. VATTER, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal:

Rebecca J. Winters  
Notary Public

My commission expires: May 7 2003



REBECCA J. WINTERS  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES MAY 7, 2003

STATE OF Ohio

COUNTY OF Franklin

On April 9, 1999 before me, Tamasia N. Wilson, Notary Public, personally appeared Thomas C. Divine, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal:

Tamasia N. Wilson  
Notary Public

My commission expires: 9-12-2002

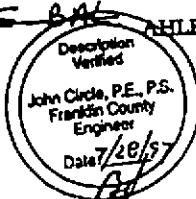
TAMASIA N. WILSON  
Notary Public, State of Ohio  
(SEAL) My Commission Expires Sept. 12, 2002

O-444-B

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AHLERS, MOE AND ASSOC., INC.  
ENGINEERING AND SURVEYING  
360 WEST WATERLOO ST. P.O. BOX 2  
CANAL WINCHESTER, OHIO 43110  
(614) 837-1178 FAX (614) 837-8458

Legal Description  
of a 4.1798 Acre Parcel

## PRELIMINARY APPROVAL

FRANKLIN COUNTY  
ENGINEERING DEPT.

DATE: 6-26-97 BY: OAT

CLOSURE FILE  
PLAT RECEIVED

Site in Madison Township, Franklin County, Ohio and being a part of Section 9, Township 11 North, Range 21 West of Buckingham's Survey of the Congress Lands and also being a part of the John J. Vatter and Mary Ann Vatter parcel of record in Official Record 15845C08, the John J. Vatter and Mary Ann Vatter parcel of record in Official Record 02886H20 and the Randall P. Vatter parcel of record in Official Record 15845C11 of the Franklin County Recorder's Office and being more particularly described as follows:

POOR ORIGINAL  
FOR FILMING PURPOSES ONLY

Beginning at a 1/2 inch iron bar found in the westerly right-of-way line of Winchester Pike, and the northerly limited access right-of-way line of Interstate Route 270;

THENCE North 54 degrees 20 minutes 28 seconds West, along the westerly right-of-way line of Winchester Pike, for a distance of 714.23 feet to a 3/4 inch iron pipe found;

THENCE North 48 degrees 13 minutes 33 seconds West, continuing along the westerly right-of-way line of Winchester Pike, for a distance of 101.13 feet to a 3/4 inch iron pipe found, the POINT OF BEGINNING;

THENCE South 64 degrees 25 minutes 09 seconds West, across said John J. Vatter and Mary Ann Vatter parcel for a distance of 130.46 feet to a 3/4 inch iron pipe set;

THENCE South 04 degrees 37 minutes 56 seconds West, continuing across said John J. Vatter and Mary Ann Vatter parcel, for a distance of 424.76 feet to a 3/4 inch iron pipe set;

THENCE North 85 degrees 20 minutes 29 seconds West, along the southerly line of said John J. Vatter and Mary Ann Vatter parcel, for a distance of 274.20 feet to a 3/4 inch iron pipe set;

THENCE North 04 degrees 37 minutes 20 seconds East, along the westerly line of said John J. Vatter and Mary Ann Vatter parcel, for a distance of 233.39 feet to a 3/4 inch iron pipe set;

THENCE North 85 degrees 48 minutes 20 seconds West, across said Randall P. Vatter parcel, for a distance of 69.17 feet to a 3/4 inch iron pipe set;

THENCE North 04 degrees 37 minutes 20 seconds East, continuing across said Randall P. Vatter parcel, for a distance of 117.63 feet to a 3/4 inch iron pipe set;

THENCE North 85 degrees 48 minutes 20 seconds West, along the southerly line of said John J. Vatter and Mary Ann Vatter parcel, for a distance of 56.63 feet to a 3/4 inch iron pipe found;

THENCE North 04 degrees 37 minutes 20 seconds East, along the easterly line of the George A. and Esther A. Fletcher parcel (Official Record 25089G11), for a distance of 112.00 feet to a 3/4 inch iron pipe found;

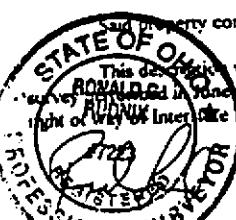
THENCE South 85 degrees 20 minutes 30 seconds East, along the southerly line of the Larry J. and Olga D. Rude parcel (Official Record 15747J05) and the Columbia Gas of Ohio parcel (Deed Book 2481, Page 471), for a distance of 331.56 feet to a 3/4 inch iron pipe set;

THENCE North 33 degrees 10 minutes 15 seconds East, along the southerly line of said Columbia Gas of Ohio parcel and passing a 3/4 inch iron pipe set at 26.16 feet, for a distance of 36.36 feet to a point;

THENCE South 56 degrees 44 minutes 55 seconds East, along the centerline of Winchester Pike, for a distance of 135.14 feet to a point;

THENCE South 33 degrees 15 minutes 05 seconds West, along the northerly right-of-way line of Winchester Pike, for a distance of 30.00 feet to the point of beginning.

Together with and subject to covenants, easements, and restrictions of record.



This description was prepared by Ahlers, Moe & Associates, Inc. in June of 1997 and is based on a survey conducted in June of 1997. The basis of bearing for this survey is based on the northerly limited access right of way of Interstate Route 270 as called in deed of record in Official Record 15845C08.

Approved By Mid-Ohio Regional Planning Commission  
This approval does not supersede any deed covenant  
or condition which imposes a greater restriction  
No Plat Required - Date 7-1-97 By [Signature]

OPTION AND LEASE AGREEMENT

EXHIBIT B

DESCRIPTION OF PREMISES

to the Agreement dated \_\_\_\_\_, 199\_\_\_\_, by and between John J. Vatter, as Landlord, and Divine Tower International Corporation, as Tenant.

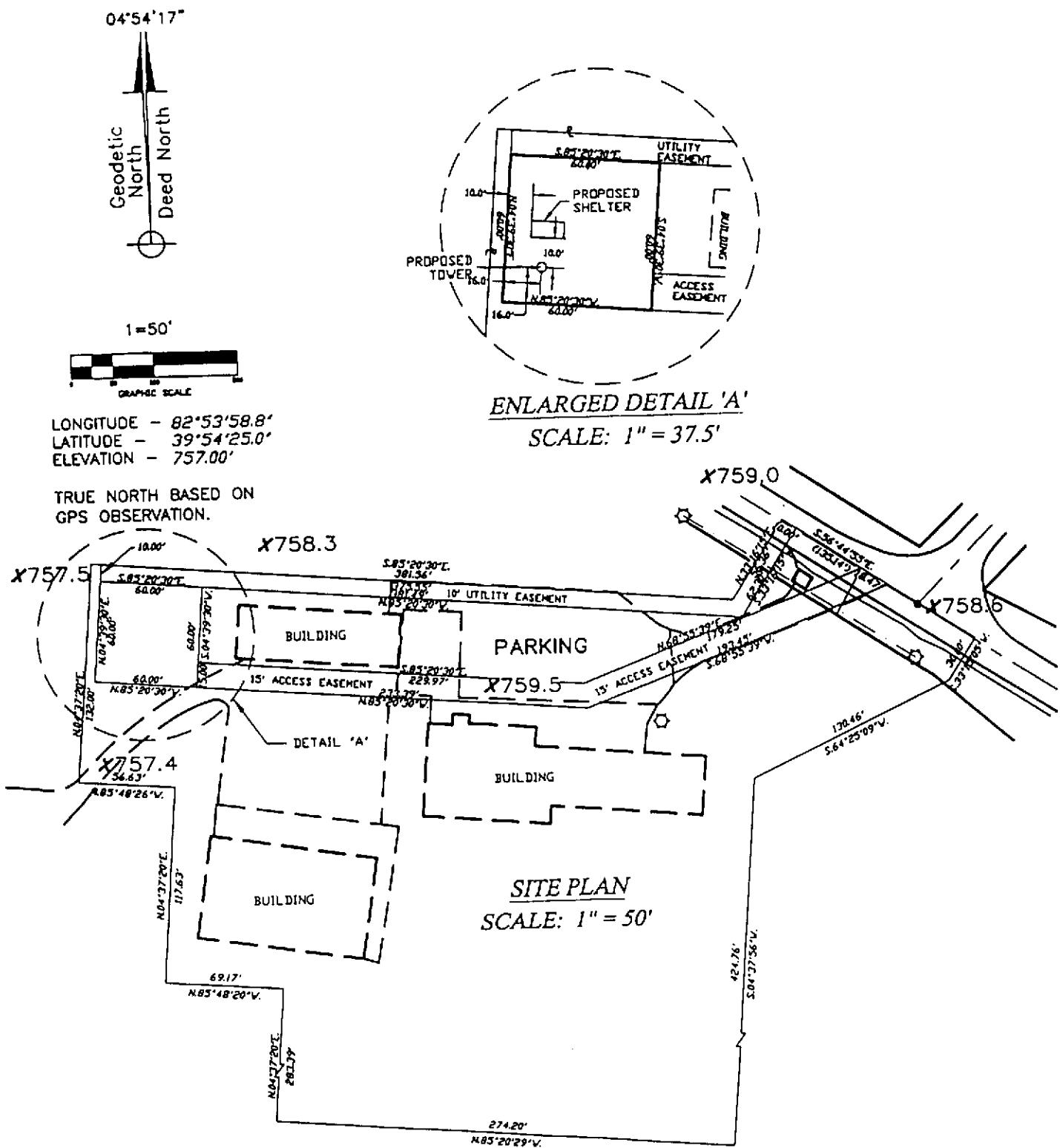
The Premises are described and/or depicted as follows:

See Exhibit B1, B2, B3 & B4

POOR  
ORIGINAL

Notes:

1. This Exhibit may be replaced by a land survey of the Premises once it is received by Tenant.
2. Setback of the Premises from the Land's boundaries shall be the distance required by the applicable governmental authorities.
3. Width of access road shall be the width required by the applicable governmental authorities, including police and fire departments.
4. The type, number and mounting positions and locations of antennas and transmission lines are illustrative only. Actual types, numbers, mounting positions may vary from what is shown above.



CO-007-01

Description of a 0.101 Acre Utility Easement

Situated in the State of Ohio, County of Franklin, Township of Madison, and being part of Quarter Section 9, Township 11, Range 21 of the United States Military District and being part of a 4.1798 acre tract as conveyed to John and Mary Vatter (as shown in Vol.199707280056110) and being more particularly described as follows;

Commencing at a point on the centerline of Winchester Pike Road at the Northeast corner of said 4.1798 acre tract, said point also being the True Point of Beginning;

thence along the centerline of Winchester Pike, South 56 degrees 44' 55" East a distance of 10.00 feet to a point;

thence South 33 degrees 16' 15" West a distance of 62.30 feet to a point;

thence North 85 degrees 20' 30" West a distance of 381.49 feet to an iron pipe {set} at the Northwest corner of a 0.083 acre lease site;

thence North 04 degrees 39' 29" East a distance of 10.00 feet a point;

thence South 85 degrees 20' 30" East a distance of 375.55 feet to a point;

thence North 33 degrees 16' 15" East a distance of 56.36 feet to the Place of Beginning containing 0.101 acres.

POOR  
ORIGINAL

CO-007-01

**Description of a 0.144 Acre Access Easement**

Situated in the State of Ohio, County of Franklin, Township of Madison, and being part of Quarter Section 9, Township 11, Range 21 of the United States Military District and being part of a 4.1798 acre tract as conveyed to John and Mary Vatter (as shown in Vol.199707280056110) and being more particularly described as follows:

**Commencing at a point on the centerline of Winchester Pike Road at the Northeast corner of said 4.1798 acre tract;**

thence along the centerline of Winchester Pike, South 56 degrees 44' 55" East a distance of 55.70 feet to a point, said point also being the **True Point of Beginning**;

thence continuing along the center of said road, South 56 degrees 44' 56" East a distance of 18.47 feet to a point;

thence South 68 degrees 55' 39" West a distance of 193.45 feet to a point;

thence North 85 degrees 20' 30" West a distance of 233.39 feet an iron pipe {set} at the Southeast corner of a 0.083 acre lease site;

thence along the East line of said lease, North 04 degrees 39' 30" East a distance of 15.00 feet to a point;

thence South 85 degrees 20' 30" East a distance of 229.97 feet to a point;

thence North 68 degrees 55' 39" East a distance of 179.25 feet to the **Place of Beginning** containing **0.144 acres**.

CO-007-01

Description of a 0.083 Acre Lease Site

Situated in the State of Ohio, County of Franklin, Township of Madison, and being part of Quarter Section 9, Township 11, Range 21 of the United States Military District and being part of a 4.1798 acre tract as conveyed to John and Mary Vatter (as shown in Vol.199707280056110) and being more particularly described as follows:

Commencing at an iron pipe (set) at the Southeast corner of a 0.083 acre site, said point also being the True Point of Beginning;

thence North 85 degrees 20' 30" West a distance of 60.00 feet to an iron pipe (set);

thence North 04 degrees 39' 30" East a distance of 60.00 feet to an iron pipe (set);

thence South 85 degrees 20' 30" East a distance of 60.00 feet to an iron pipe (set);

thence South 04 degrees 39' 30" West a distance of 60.00 feet to the Place of Beginning containing 0.083 acres.