

CITY OF SAN DIEGO

CONSENT TO ASSIGNMENT OF LEASE AGREEMENT

The City of San Diego (CITY), as LESSOR under that certain Lease Agreement entered into with

* AirTouch Cellular

(LESSEE), dated May 6, 1996 and filed in the Office of the City Clerk as Document * 00-18299, hereby consents to the Assignment of that Lease Agreement to

* A joint venture formed between AirTouch Cellular and U.S. West Cellular Inc.

(ASSIGNEE) in accordance with the terms and conditions set out in the attached Agreement entered into by Lessee and U.S. West Cellular Inc., dated * September 30, 1995 and in accordance with additional conditions as follows:

* None

THE CITY OF SAN DIEGO

Dated 2/13/97

By [Signature]
City Manager

APPROVED AS TO FORM:

CASEY GWINN, City Attorney

Dated 2/10/97

By [Signature]
Deputy

AIRTOUCH CELLULAR/06

**ASSIGNMENT DOCUMENTS FOR THE
LEASE ARE FILED IN:**

AIRTOUCH CELLULAR/01