

This instrument was prepared by and after
recording please return to:

Jeffrey N. Plowman, Esq.
Nelson Mullins Riley & Scarborough, L.L.P.
999 Peachtree Street
Suite 1400
Atlanta, Georgia 30309

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

Cross Reference: Instrument Number
1996-22745, Shelby County, Alabama
Records.

ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement ("Assignment") is made and entered into as of the 8th day of March, 1999, by and between Powertel/Birmingham, Inc., a Missouri corporation formerly known as InterCel Birmingham MTA, Inc. (the "Assignor"), with its principal offices located at 1233 O.G. Skinner Drive, West Point, Georgia 31833, and Powertel Birmingham Towers, LLC, a Delaware limited liability company (the "Assignee"), with its principal offices located at 1233 O.G. Skinner Drive, West Point, Georgia 31833.

WITNESSETH

WHEREAS, pursuant to a transaction of even date herewith, Assignee has acquired all or a substantial portion of the telecommunications towers and certain related assets of Assignor in the States in which Assignor operates as an FCC-licensed wireless telecommunications carrier;

WHEREAS, as of the effective date of this Assignment, Assignee is a wholly owned subsidiary of Assignor;

WHEREAS, Assignor desires to assign and Assignee desires to accept and acquire all of the right, title, and interest of Assignor in and to that certain lease, license or easement agreement more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "Lease") affecting the premises described on Exhibit A-1;

Inst # 1999-28705
07/08/1999-28705
11:25 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 MMS 47.00

WHEREAS, the Lease is evidenced of record by that certain Memorandum of Lease more particularly described on Exhibit B attached hereto and incorporated herein by this reference;

WHEREAS, Assignor as lessor, landlord or licensor has leased or licensed tower space on the telecommunications tower and/or ground space to the lessee, tenant or licensee described in that certain lease or license agreement more particularly described on Exhibit C attached hereto and incorporated herein by this reference (herein referred to as the "Sublease");

NOW, THEREFORE, Assignor, in consideration of the premises, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby unconditionally grant, sell, convey, assign, transfer, set over and deliver, all of its right, title and interest in and to the Lease and the Sublease unto Assignee, to have and to hold forever. Assignee hereby accepts such assignment and agrees to assume all of the obligations of Assignor accruing from and after the date hereof for performance of all of the terms, conditions and covenants of Assignor as lessee or tenant under the Lease, including the obligation to pay rent, and all of the obligations of Assignor accruing from and after the date hereof for performance of all of the terms, conditions and covenants as Assignor as lessor, landlord or licensor under the Sublease.

[SIGNATURES ON FOLLOWING PAGE]

Executed under seal as of the day and year first written above.

ASSIGNOR:

POWERTEL/BIRMINGHAM, INC., a
Missouri corporation

By: Jill F. Dorsey
Name: Jill F. Dorsey
Title: Vice President/General Counsel

[Signature]
Witness

[CORPORATE SEAL]

ACKNOWLEDGMENT

STATE OF Georgia
COUNTY OF Fulton

I, Lovette P. Bennett, a Notary Public in and for said County, in said State, hereby certify that Jill F. Dorsey whose name as Vice President/General Counsel of Powertel/Birmingham, Inc., is signed to the foregoing conveyance, and who is personally known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, she as such officer, with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 19th day of May, 1999.

Lovette P. Bennett
Notary Public

My Commission Expires: Notary Public, Clayton County, Georgia
My Commission Expires Aug. 28, 2001
(Notarial Stamp/Seal)

ASSIGNEE:

POWERTEL BIRMINGHAM TOWERS, LLC,
a Delaware limited liability company

By: Jill F. Dorsey
Name: Jill F. Dorsey
Title: Vice President/General Counsel

[Signature]
Witness

[COMPANY SEAL]

ACKNOWLEDGMENT

STATE OF ~~ALABAMA~~ ^{Georgia}
COUNTY OF Fulton

I, Lovette P. Bennett, a Notary Public in and for said County, in said State, hereby certify that Jill F. Dorsey whose name as Vice President/General Counsel of Powertel Birmingham Towers, LLC, is signed to the foregoing conveyance, and who is personally known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, she as such officer, with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal this 19th day of May, 1999.

Lovette P. Bennett
Notary Public

My Commission Expires: My Commission Expires Aug. 28, 2001
(Notarial Stamp/Seal)

Exhibit A
Ground Lease

That certain lease agreement between William B. Kitchens as Landlord/Lessor and InterCel Birmingham MTA, Inc. as Tenant/Lessee, dated 05-01-96, for the tower site known as Little Oak Ridge, located at 3044 Skyland Crest Road, Birmingham, Alabama.

EXHIBIT "A"-/

LEGAL DESCRIPTION OF
PROPERTY

TOWER SITE:

A parcel of land situated in the Southwest Quarter of the Northeast Quarter of Section 8, Township 19 South, Range 1 West, Huntsville Meridian, Shelby County, Alabama being more particularly described as follows:

Commence at the most NE'erly corner of Lot 15, Skyland Subdivision, as recorded in Map Book 3, Page 66 in the Office of the Judge of Probate, Shelby County, Alabama and run North $64^{\circ}30'13''$ West along the northerly line of said Lot 15 for a distance of 90.91 feet to the **POINT OF BEGINNING**; thence angle left and run South $25^{\circ}23'27''$ West for a distance of 49.66 feet; thence angle right and run North $64^{\circ}36'33''$ West for a distance of 50.00 feet; thence angle right and run North $25^{\circ}23'27''$ East for a distance of 49.75 feet to said northerly line of Lot 15; thence angle right and run South $64^{\circ}30'13''$ East along said northerly line of Lot 15 for a distance of 50.00 feet to the **POINT OF BEGINNING**.

Containing 2485 Square Feet (0.06 Acres).

EXHIBIT A-1

LEGAL DESCRIPTION OF EASEMENT

ACCESS AND UTILITY EASEMENT:

A strip of land 40 feet in width for access and utilities situated in the Southwest Quarter of the Northeast Quarter of Section 8, Township 19 South, Range 1 West, Huntsville Meridian, Shelby County, Alabama lying 20 feet to either side of the following described centerline:

Commence at the most NE'erly corner of Lot 15, Skyland Subdivision, as recorded in Map Book 3, Page 66 in the Office of the Judge of Probate, Shelby County, Alabama and run South $19^{\circ}47'38''$ West along the northwesterly right-of-way line of Crest Road (30 foot right-of-way) for a distance of 5.37 feet to the **POINT OF BEGINNING**; thence angle right and run South $52^{\circ}34'32''$ West for a distance of 95.77 feet to the Point of Curvature of a curve to the right having a radius of 30.00 feet and a central angle of $62^{\circ}50'42''$; thence continue along said curve for a distance of 32.91 feet to the Point of Tangency thereof, thence continue North $64^{\circ}34'41''$ West along a line tangent to said curve for a distance of 15.99 feet to a the Point of Curvature of a curve to the right having a radius of 30.00 feet and a central angle of $89^{\circ}58'08''$; thence continue along said curve for a distance of 47.11 feet to the Point of Tangency thereof, thence continue North $25^{\circ}23'27''$ East along a line tangent to said curve for a distance of 27.33 feet to the **ENDING POINT** of this centerline.

Exhibit B
Memorandum of Lease

That certain Memorandum of Lease dated 07-01-96, recorded as Instrument Number 1996-22745, in the office of the Judge of Probate of Shelby County, Alabama Records.

Exhibit C
Co-Location Agreement

That certain lease/license agreement between Powertel/Birmingham, Inc., as lessor/licensor and BellSouth Wireless Data, L.P., a Delaware limited partnership, as lessee/licensee, dated 07-23-98.

Inst # 1999-28705

Little Oak Ridge (284)
B-AL-059-141
~ Doc# 305278.01 ~

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