

MEMORANDUM OF LEASE

*Tapalile rental
16124452*

THIS MEMORANDUM OF LEASE ("Memorandum") is executed this 30th day of June, 1999, by and between **Southcrest Baptist Church**, an Alabama non-profit corporation ("Lessor") and **Powertel/Birmingham, Inc.** ("Lessee") and evidences that on the 14th day of April, 1999, an Option and Lease Agreement ("Lease") was entered into by and between Lessor and Lessee.

1. **Source of Title.** Lessor's title to the property affected by this Memorandum of Lease is derived from the instrument recorded at Book _____, Page _____, _____ County, Alabama.

2. **Lease Term.** The terms of the Lease shall be five (5) years commencing on the earlier of the date that Lessee has completed construction of the Tower Facilities, as that term is defined in the Lease, or the 28th day of JUNE, 1999 ("Commencement Date") and terminating at midnight on the fifth anniversary of the Commencement Date ("Initial Term"). Lessee has the right under the terms of the Lease to extend the Lease for four (4) additional five (5) year terms ("Renewal Terms").

3. **Property.** Subject to the terms of the Lease Lessor has leased to Lessee the real property described in Exhibit "A" attached hereto ("Property") and Lessor has granted unto Lessee for the Initial Term and any Renewal Term easements for ingress, egress and utilities over that real property described in Exhibit "B" attached hereto ("Easement").

4. **Notices.** All notices, requests, demands, and other communications to the Lessor or Lessee shall be made at the following addresses:

Lessor:

Southcrest Baptist Church
4817 South Shades Crest Road
Bessemer, AL 38022
Attn: Beverly

Lessee:

Powertel/Birmingham, Inc.
1233 O.G. Skinner Drive
West Point, GA 31833

Inst # 1999-29287

07/13/1999-29287
10:26 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE Site Name: Genery's Gap

007 CRN 116.00

IN WITNESS WHEREOF, the parties have executed this Memorandum as of the date first set forth above.

Lessor:

ATTEST:

Southcrest Baptist Church

By: Beverly S. Fulmer
Title: Secretary

By: James V. Poy Daniel Ledbetter
Title: Trustee

(CORPORATE SEAL)

LESSEE:

Powertel/Birmingham, Inc.

By: J. Harold Gwin
Title: Vice President-Operations

STATE OF ALABAMA)
)
 _____ COUNTY)

I, John H. Kines Sr., a Notary Public in and for said County, in said State, hereby certify that J. V. Poy Jr. and Daniel Ledbetter, whose names as _____ and _____, respectively, of _____, are signed to the foregoing instrument and who is known to me acknowledged before me on this day, that being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given my hand and official seal this 6th day of January, 1999.

John H. Kines Sr.
Notary Public

My Commission Expires: 11-21-2001

State of Alabama

County of JEFFERSON

I, DAVID KIRK, a Notary Public, in and for said county in said state, hereby certify that J. Harold Gwin, whose name as Vice President Operations of Powertel/Birmingham, Inc., is signed to the foregoing Memorandum of Lease and who acknowledged before me on this day that being informed of the contents of said Memorandum of Lease, he, as such officer, and with full authority, executed the same voluntarily for and as the act of said corporation, acting in his capacity as such officer as aforesaid.

Given under my hand this 30th day of JUNE, 1999



Notary Public

My Commission Expires:

12-31-2001

This Instrument Prepared By:

Lewellen & Frazier, PLC
Plaza West Building
415 North McKinley, Suite 1240
Little Rock, AR 72205
(501) 280-9370

EXHIBIT "A"

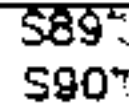
**LEGAL DESCRIPTION OF
PROPERTY**

See attached

EXHIBIT "B"

**LEGAL DESCRIPTION OF
EASEMENT(S)**

See attached



BOUNDARY & TOPOGRAPHIC SURVEY

GENERY'S GAP / POWERTEL
SITE # B-AL-059-309

A PARCEL OF LAND SITUATED IN
SECTION 12, TOWNSHIP 20 SOUTH, RANGE 4 WEST
SHELBY COUNTY, ALABAMA

NE CORNER OF THE
SW 1/4 OF THE SE 1/4
SEC. 12, T 20 S, R 4 W
SHELBY COUNTY, ALABAMA

WESTERLY RIGHT OF WAY LINE OF
SOUTHERN RAILROAD (100' ROW)

LEGAL DESCRIPTION

A parcel of land situated in the Southeast Quarter of Section 12, Township 20 South, Range 4 West, Jefferson and Shelby County, Alabama, being more particularly described as follows:

PARENT PARCEL

Commence at the Northeast corner of the Southwest Quarter of the Southeast Quarter of said Section 12 and run North 90° 00' 00" West for 23.97 feet to a point on the westerly right-of-way of the Southern Railroad and being the point of beginning of the following described parcel; thence run northwesterly along said railroad right-of-way for an arc distance of 67.66 feet to the end of a curve in said railroad; thence run North 43° 45' 24" west for 26.12 feet to a point; thence run South 46° 14' 36" west along said railroad right-of-way for 50.00 feet to a point; thence run North 43° 45' 24" west along said railroad right-of-way for 121.88 feet to a point on the southeasterly right-of-way for South Shades Crest Road; thence run southeasterly and westerly along said right-of-way for an arc distance of 157.01 feet to the end of said curve; thence continue South 89° 19' 59" west along said right-of-way for 179.36 feet to a point of curve; thence run westerly and southeasterly along said right-of-way for an arc distance of 267.12 feet to the end of said curve; thence run South 70° 08' 52" west for 38.74 feet to a point; thence leaving said right-of-way North 90° 00' 00" east for 79.93 feet along the north line of the Genery Gap Cemetery; thence run South 3° 02' 57" east along the east line of said cemetery for 81.70 feet; thence run South 89° 25' 46" east along the North line of said cemetery for 94.93 feet; thence run South 3° 24' 30" east along the east line of said cemetery for 214.58 feet to an angle point; thence run South 1° 08' 08" west for 210.00 feet; thence run North 90° 00' 00" east for 723.07 feet, more or less to the westerly right-of-way for the aforementioned Southern Railroad; thence run northerly and northwesterly along said right-of-way for an arc distance of 512.93 feet to the point of beginning. Said parcel contains 9.01 acres more or less and is subject to any easements or restrictions of record.

LEASE PARCEL

Commence at the Northeast corner of the Southwest Quarter of the Southeast Quarter of said Section 12 and run N 90° 00' 00" W for 23.97 feet to a point on the westerly right-of-way of the Southern Railroad; thence continue N 90° 00' 00" W for a distance of 193.39 feet to a point; thence run S 00° 00' 11" W for 398.73 feet to a point, said point being the point of beginning of the following described parcel and continue S 00° 00' 11" W, a distance of 70.00 feet to a point; thence run N 89° 59' 49" W, a distance of 70.00 feet to a point; thence run N 00° 00' 11" E, a distance of 70.00 feet to a point; thence run S 89° 59' 49" E, a distance of 70.00 feet to the Point of Beginning. Containing 4.900 square feet, more or less.

SURVEYOR'S NOTES

1. This is a Boundary and Topographic Survey, made on the ground under the supervision of a registered land surveyor. Field survey was completed on 4/29/99.
2. Bearings are based on Alabama West Zone Grid.
3. No underground utilities, underground encroachments, underground mines, or subsurface building foundations were measured or located as a part of this survey, unless otherwise shown. Notice is hereby given that Alabama Line Location should be notified by calling (205) 252-4444 forty eight (48) hours in advance of any excavation at this site. There is no visible evidence of burial grounds or cemeteries on the subject property. Trees and shrubs not located, unless otherwise shown. The word "Vacant" refers to the absence of above ground, visible, and significant man made features such as buildings, parking lots, concrete slabs, interior fences, and other similar features.
4. Elevations shown are based on GPS observations and are in feet and refer to NGS 1988 Datum.
5. This survey was conducted for the purpose of a Boundary and Topographic Survey only, and is not intended to delineate the regulatory jurisdiction of any federal, state, regional or local agency, board, commission or other similar entity.
6. Tuscaloosa County Tax Map Parcel ID# 58-12-01-12-0-002-008.000
7. Attention is directed to the fact that this survey may have been reduced or enlarged in size due to reproduction. This should be taken into consideration when obtaining scaled data.
8. This survey is not valid without the signature and raised or "red" seal of a licensed land surveyor.

FLOOD ZONE DETERMINATION: This is to certify that the property shown herein falls within Flood Zone C (areas of minimal flooding), Community Panel Number 010191, FIRM Panel 0065 B, dated 9/16/82.

SURVEYOR'S CERTIFICATE: We hereby certify, to the best of our knowledge and belief, that the survey depicted hereon is true and accurate and that it meets all applicable provisions of the Minimum Technical Standards for Surveying in the State of Alabama.

DAVID EVANS AND ASSOCIATES, INC.

DAVID H. EVANS, PLS
Alabama Professional Land Surveyor No. 12158

DAVID EVANS
AND ASSOCIATES,
2806 RUFFNER RD, SUITE 200
BIRMINGHAM, AL 35210 (205) 838-5555

07/13/1999-29287
10:26 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE

OUT GRN

A strip of land 20.0 feet wide, being 10.0 feet described as follows:

West Quarter of the Southeast Quarter of Section 12, Township 20 South, Range 4 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Northeast corner of the Southwest Quarter of the Southeast Quarter of said Section 12 and run North 90° 00' 00" West for 23.97 feet to a point on the westerly right-of-way of the Southern Railroad and being the point of beginning of the following described parcel; thence run northwesterly along said railroad right-of-way for an arc distance of 67.66 feet to the end of a curve in said railroad; thence run North 43° 45' 24" west for 26.12 feet to a point; thence run South 46° 14' 36" west along said railroad right-of-way for 50.00 feet to a point; thence run North 43° 45' 24" west along said railroad right-of-way for 121.88 feet to a point on the southeasterly right-of-way for South Shades Crest Road; thence run southeasterly and westerly along said right-of-way for an arc distance of 157.01 feet to the end of said curve; thence continue South 89° 19' 59" west along said right-of-way for 179.36 feet to a point of curve; thence run westerly and southeasterly along said right-of-way for an arc distance of 267.12 feet to the end of said curve; thence run South 70° 08' 52" west for 38.74 feet to a point; thence leaving said right-of-way North 90° 00' 00" east for 79.93 feet along the north line of the Genery Gap Cemetery; thence run South 3° 02' 57" east along the east line of said cemetery for 81.70 feet; thence run South 89° 25' 46" east along the North line of said cemetery for 94.93 feet; thence run South 3° 24' 30" east along the east line of said cemetery for 214.58 feet to an angle point; thence run South 1° 08' 08" west for 210.00 feet; thence run North 90° 00' 00" east for 723.07 feet, more or less to the westerly right-of-way for the aforementioned Southern Railroad; thence run northerly and northwesterly along said right-of-way for an arc distance of 512.93 feet to the point of beginning. Said parcel contains 9.01 acres more or less and is subject to any easements or restrictions of record.

S 00° 00' 11" W
398.73'

