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AMENDMENT TO LEASE AGREEMENT

WHEREAS, ALLEN WILSON and his wife, BETTY FAYE WILSON, and L.P. WILSON, an unmarried man (herein called the "Landlord"), and BIRMINGHAM CELLULAR TELEPHONE COMPANY (herein called the "Tenant") have on March 21, 1986, entered into a Lease Agreement (herein called the "Lease") for the demise of certain premises located in Shelby County, Alabama, and more fully described in the Lease, and

WHEREAS, Tenant is seeking financing from Chemical Bank and AT&T Technologies, Inc. (herein called the "Lenders") and needs to use the Lease as collateral for loans and/or extensions of credit.

NOW, THEREFORE, Landlord and Tenant, in consideration of \$1.00, in hand paid, the receipt of which is hereby acknowledged, do hereby modify and amend the Lease as follows:

NOTWITHSTANDING any provisions in the Lease to the contrary, the undersigned Landlord hereby consents to the assignment by Tenant of the Lease or security interests in the Lease in favor of the Lenders and their heirs, successors and assigns, and the Landlord hereby consents to Lenders' right to cure any default of Tenant under the Lease.

All notices required under the Lease shall be sent to the Lenders by registered or certified mail, return receipt requested, and shall be deemed served when deposited in the United States mail, properly stamped and addressed, as follows:

To Lenders:

Chemical Bank
277 Park Avenue
New York, New York 10172
Attn: The Special Industries Division
Telecommunications Unit

AT&T Technologies, Inc.
One Oak Way
Berkeley Heights, N.J. 07922-2727
Attn: Treasurer

Except as herein modified and amended, all the terms and conditions of Lease shall be and remain in full force and effect.

IN WITNESS WHEREOF, the undersigned Landlord and Tenant have hereunto set their hands and seals on this 28 day of May, 1986.

WITNESSES:

LANDLORD:

Allen Wilson
Allen Wilson

[SEAL]

Thomas A. Ansley, Jr.

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Betty Faye Wilson [SEAL]
Betty Faye Wilson

L.P. Wilson [SEAL]
L.P. Wilson

TENANT:

**BIRMINGHAM CELLULAR TELEPHONE
COMPANY**

By: W. Chris Blane
W. Chris Blane, its General Manager

STATE OF ALABAMA)
 :
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said county in said state, hereby certify that Allen Wilson, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of such instrument, he executed the same voluntarily on the day the same bears date.

GIVEN under my hand and official seal of office, this 28 day of May, 1986.

[NOTARIAL SEAL]



Shirley F. Garner
Notary Public

My Commission Expires: MY Commission Expires February 20, 1990

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said county in said state, hereby certify that **Betty Faye Wilson**, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of such instrument, he executed the same voluntarily on the day the same bears date.

GIVEN under my hand and official seal of office, this 28 day of May, 1986.

[NOTARIAL SEAL]

Shirley Garner
Notary Public

My Commission Expires: My Commission Expires February 20, 1990



STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said county in said state, hereby certify that **L.P. Wilson**, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of such instrument, he executed the same voluntarily on the day the same bears date.

GIVEN under my hand and official seal of office, this 23rd day of May, 1986.

[NOTARIAL SEAL]

Shirley Garner
Notary Public

My Commission Expires: 2/29/88

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STATE OF ALABAMA
JEFFERSON COUNTY

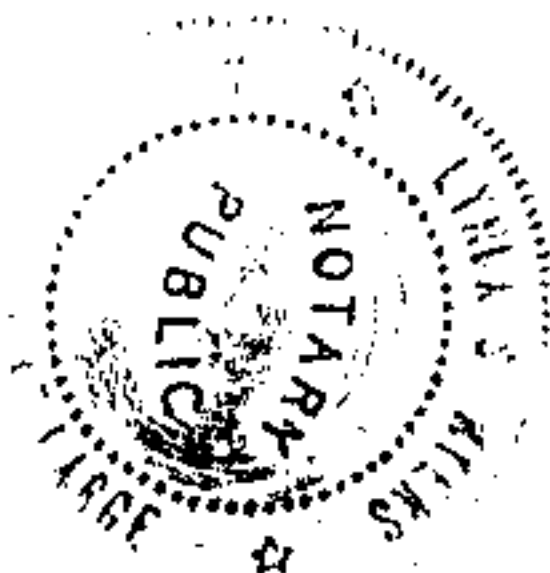
I, the undersigned, a Notary Public in and for said county in said state, hereby certify that W. Chris Blane, whose name as General Manager of BIRMINGHAM CELLULAR TELEPHONE COMPANY is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of such instrument, he executed the same voluntarily on the day the same bears date.

GIVEN under my hand and official seal of office, this 22nd day of May, 1986.

[NOTARIAL SEAL]

Lynnda S. Meyer
Notary Public

My Commission Expires: 9-13-87



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This instrument prepared by:
THOMAS A. ANSLEY
HASKELL SLAUGHTER YOUNG & LEWIS
800 - First National Southern Natural Building
BIRMINGHAM, ALABAMA 35203

Please return this instrument to:
THOMAS A. ANSLEY
HASKELL SLAUGHTER YOUNG & LEWIS
800 - First National Southern Natural Building
BIRMINGHAM, ALABAMA 35203

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
1986 JUN 12 PM 3:35

Thomas A. Ansley, Jr.
JUDGE OF PROBATE

RECORDING FEES	
Recording Fee	\$ 10.00
Index Fee	1.00
TOTAL	\$ 11.00