

LICENSOR SITE I.D.: AL-1038-B

LICENSEE SITE I.D.: BIR7481

MEMORANDUM OF AGREEMENT

This Memorandum of Agreement is entered into on this 9th day of November, 1996, by and between Dial Call, Inc. d/b/a Nextel Communications, a Georgia corporation, (hereinafter referred to as "Licensor") and Sprint Spectrum L.P., a Delaware limited partnership, (hereinafter referred to as "Licensee").

1. Licensor and Licensee entered into an Antenna Site License Agreement ("Agreement") on the day of October 21, 1996, 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 November 1, 1996 and ending on October 31, 2001, with three (3) successive five (5) year options to renew. If all options to renew are exercised, the term of this Agreement will expire twenty (20) years after the Commencement Date (as defined in the Agreement).
3. The Land which is the subject of the Agreement is described in Exhibit A annexed hereto. That portion of the Land being leased to Licensee ("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.

LICENSOR

Dial Call, Inc. d/b/a Nextel Communications

By: [Signature]

Name: Richard Orchard

Title: Regional President

Date: November 4, 1996

LICENSEE

Sprint Spectrum L.P.

By: [Signature]

Name: Stephen R. Chew

Title: Director - Engineering and Network Operations

Date: 10-7-96

STATE OF Georgia

COUNTY OF Cowdette

On November 4, 1996, before me Catherine S. Brackett, Notary Public, personally appeared Richard Orchard, 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 executed the same in his authorized capacity, and that by his 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

Catherine S. Brackett

Notary Public

My commission expires: July 28th 1998

MY COMMISSION EXPIRES
JULY 28th 1998

(SEAL) # 1997-06351

02/28/1997-06351
12:56 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 KCD 133.00

Inst # 1997-06351

LICENSOR SITE I.D.: AL-1038-B

LICENSEE SITE I.D.: BIR7481

STATE OF ALABAMA

COUNTY OF JEFFERSON

On October 7, 1996, before me, Cynthia G. Jenkins, Notary Public, personally appeared **Stephen R. Chew**, 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 be that he executed the same in his authorized capacity, and that by his 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

Cynthia G. Jenkins (SEAL)
Notary Public

My commission expires: April 1, 2002

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EXHIBIT A

DESCRIPTION OF LAND

to the Agreement dated November 4, 1996, by and between Dial Call Inc. d/b/a Nextel Communications, as Licensor, and Sprint Spectrum L.P., as Licensee.

The Land is described and/or depicted as follows:

A PARCEL OF LAND SITUATED IN THE NORTHEAST QUARTER OF THE SOUTHEAST QUARTER OF SECTION 32, TOWNSHIP 19 SOUTH, RANGE 1 EAST, SHELBY COUNTY, ALABAMA BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: COMMENCE AT THE SOUTHEAST CORNER OF SAID QUARTER - QUARTER SECTION, THENCE RUN NORTH 00 DEGREES 35 MINUTES 43 SECONDS EAST ALONG THE EAST LINE OF SAID QUARTER - QUARTER SECTION FOR A DISTANCE OF 543.29 FEET TO AN IRON PIN SET AT THE POINT OF BEGINNING; THENCE CONTINUE NORTH 00 DEGREES 35 MINUTES 43 SECONDS EAST FOR A DISTANCE OF 250.00 FEET TO AN IRON PIN ON THE SOUTH RIGHT OF WAY LINE OF COUNTY ROAD NO. 450; THENCE RUN SOUTH 81 DEGREES 03 MINUTES 57 SECONDS WEST ALONG SAID RIGHT OF WAY LINE FOR A DISTANCE OF 50.70 FEET TO AN IRON PIN SET; THENCE RUN SOUTH 00 DEGREES 35 MINUTES 43 SECONDS WEST FOR A DISTANCE OF 141.81 FEET TO AN IRON PIN SET; THENCE RUN NORTH 89 DEGREES 24 MINUTES 16 SECONDS WEST FOR A DISTANCE OF 50.00 FEET TO AN IRON PIN SET; THENCE RUN SOUTH 00 DEGREES 35 MINUTES 43 SECONDS WEST FOR A DISTANCE OF 100.00 FEET TO AN IRON PIN FOUND; THENCE RUN SOUTH 89 DEGREES 24 MINUTES 16 SECONDS EAST FOR A DISTANCE OF 100.00 FEET TO THE POINT OF BEGINNING OF SAID PARCEL. SAID PARCEL CONTAINING 0.3969 ACRES MORE OR LESS.



