

MEMORANDUM OF
TOWER LEASE AGREEMENT

This Memorandum of Tower Lease Agreement is entered into on this 19TH day of FEBRUARY, 1997, by and between Southern Company Services, Inc., an Alabama corporation, (hereinafter referred to as "SCS") and Sprint Spectrum L.P., a Delaware limited partnership, (hereinafter referred to as "Tenant").

1. SCS and Tenant entered into a Tower Attachment License Agreement ("Agreement") on the 31st day of December, 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 the period commencing on December 31st, 1996 and ending on November 1, 2004, with three (3) successive five (5) year options to renew. If all options to renew are exercised, the term of this Agreement will expire November 1, 2019.
3. The property which is the subject of the Agreement is described in Exhibit A annexed hereto, and initialed by the parties for identification herewith.

IN WITNESS WHEREOF, SCS and Tenant have executed this Memorandum of Tower Lease Agreement as of the date and year first above written.

SCS

TENANT

Southern Company Services, Inc.,
an Alabama corporation

Sprint Spectrum L. P.,
a Delaware limited partnership

By: Robert S. Beason

By: Michael F. Robinson

Name: Robert S. Beason

Name: Michael F. Robinson

Title: Vice-President, Telecommunications

Title: Area Manager

Date: 2/19/97

Date: 1-28-97

Inst # 1997-06583

03/04/1997-06583
08:46 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 NCD 290.50

[SCS A-9544 "Harpersville AL"]

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Inst # 1997-06583

ACKNOWLEDGMENTS

STATE OF ALABAMA)
) SS
COUNTY OF JEFFERSON

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Robert S. Beason, whose name as Vice President - Telecommunications of Southern Company Services, Inc., an Alabama corporation, is signed to the foregoing Memorandum of Tower Lease Agreement and who is known to me, acknowledged before me on this day that being informed of the contents of said Memorandum of Tower Lease Agreement, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this 19th day of FEBRUARY, 1997.

Joseph Little Eden
Notary Public

(NOTARIAL SEAL)

My Commission Expires:

7/27/2000

STATE OF ALABAMA)
) SS
COUNTY OF JEFFERSON)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Michael F. Robinson, whose name as Area Manager of Sprint Spectrum L.P., a Delaware limited partnership, is signed to the foregoing Memorandum of Tower Lease Agreement and who is known to me, acknowledged before me on this day that, being informed of the contents of said Memorandum of Tower Lease Agreement, he, as such officer and with full authority, executed the same voluntarily for and as the act of said partnership.

Given under my hand this 28 day of January, 1999.

Cynthia G. Jenkins
Notary Public

(NOTARIAL SEAL)

My Commission Expires:

April 1, 2000

EXHIBIT "A"

LEGAL DESCRIPTION OF PROPERTY

A parcel of land situated in the Northeast Quarter of the Southeast Quarter of Section 25, Township 19 South, Range 1 East, Shelby County, Alabama, and being more particularly described in that certain Memorandum of Lease Agreement dated September 22nd, 1995 between Robert D. McCarley and Patricia O. McCarley as "Landlord" and Southern Company Services, Inc., filed October 20th, 1995 as Instrument Number 1995-30192 in the Office of the Judge of Probate, Shelby County, Alabama, as follows:

Commence at a concrete monument found at the Northeast corner of Section 25, Township 19 South, Range 1 East, Shelby County, Alabama, and run on a state plane bearing (Alabama East Zone State Plane Bearing NAD 83) of South 0 degrees 06 minutes 03 seconds West along the east line of said Section 25 for a distance of 2632.77 feet to an iron pin at the Northeast corner of the Northeast Quarter of the Southeast Quarter of said Section 25; thence 89 degrees 43 minutes 36 seconds right and run South 89 degrees 49 minutes 39 seconds West along the North line of said Northeast Quarter of the Southeast Quarter of said Section 25 for a distance of 1114.66 feet to the POINT OF BEGINNING; thence 90 degrees 00 minutes left and run South 0 degrees 10 minutes 21 seconds East for a distance of 100.00 feet; thence 90 degrees 00 seconds right and run South 89 degrees 49 minutes 39 seconds West for a distance of 100.00 feet; thence 90 degrees 00 minutes right and run North 0 degrees 10 minutes 21 seconds West for a distance of 100.00 feet to a point on the North line of said Quarter Quarter Section; thence 90 degrees 00 minutes right and run North 89 degrees 49 minutes 39 seconds East along the North line of said Quarter Quarter Section for a distance of 100.00 feet to the POINT OF BEGINNING.

Containing 10,000 square feet (0.23 acre) more or less.

LEGAL DESCRIPTION OF EASEMENT

An easement being 20 feet in width for ingress, egress and utilities on, over and across part of the Northeast Quarter of the Southeast Quarter of Section 25, Township 19 South, Range 1 East, and parts of the Northwest Quarter of the Southwest Quarter and the Southwest Quarter of the Northwest Quarter of Section 30, Township 19 South, Range 2 East, Shelby County, Alabama, and being more particularly described in that certain Memorandum of Lease Agreement dated September 22nd, 1995 between Robert D. McCarley and Patricia O. McCarley as "Landlord" and Southern Company Services, Inc., filed October 20th, 1995 as Instrument Number 1995-30192 in the Office of the Judge of Probate, Shelby County, Alabama, and including such further easements described in that certain lease executed by Landlord and Southern Company Services, Inc. on August 8th, 1994.

SCS INITIALS: RSB

TENANT INITIALS: WJR

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