

STATE OF ALABAMA)

COUNTY OF SHELBY)

MEMORANDUM OF AGREEMENT
REGARDING ASSUMPTION OF LEASE

THIS MEMORANDUM OF AGREEMENT REGARDING ASSUMPTION OF LEASE is made this 16 day of September, 1997, between JOYCE PENN HOPPER having an address of 1389 Dunnavant Road, Birmingham, Alabama 35242 ("Hopper"), and SPRINT SPECTRUM, L.P., a Delaware limited partnership, having an office at 2090 Columbiana Road, Suite 3000, Birmingham, Alabama 35216 ("SSLP"). The parties hereby acknowledge the following:

1. Aubrey Lee Armstrong , as lessor, and SSLP, as lessee, entered into that certain PCS Site Agreement ("Lease") on September 9, 1996, for the purpose of leasing certain real property more particularly described on Exhibit "A" attached hereto ("Premises"), for the construction, maintenance and operation of a personal communications service system facility, a memorandum of which Lease was recorded on April 15, 1997 in Instrument 1997-11562 in the Probate Office of Shelby County, Alabama.

2. At the time of said Lease, the Premises were subject to a mortgage to Hopper, said mortgage being filed for record on July 2, 1996 in Instrument 1996-21333 in the Probate Office of Shelby County, Alabama, and modified pursuant to an instrument filed for record on December 4, 1996 in Instrument 1996-39829 (such instruments collectively referred to as the "Second Mortgage");

3. Hopper foreclosed the Second Mortgage on June 11, 1997 (the "Foreclosure Date") and took possession of the property covered thereby, including the Premises, pursuant to that certain Mortgage Foreclosure Deed as recorded in Instrument 1997-25768 in the Probate Office of Shelby County; and

4. Hopper and SSLP entered into an Agreement Regarding Assumption of Lease dated September 16, 1997, wherein Hopper has assumed all obligations as landlord under the Lease subsequent to the Foreclosure Date.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed for the purpose of providing an instrument for recording with the Probate Court of Shelby County, Alabama.

Joyce Penn Hopper
Joyce Penn Hopper

SPRINT SPECTRUM, L.P.

By: Michael Polman
Its Area Manager

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that **JOYCE PENN HOPPER**, 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 said instrument, she executed the same voluntarily.

Given under my hand and official seal, this the 16th day of September, 1997.

Jenni McEliff
NOTARY PUBLIC

My Commission Expires: 01-27-01

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, the undersigned, 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 instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this the 12 day of September, 1997.

Jenni McEliff
NOTARY PUBLIC

My Commission Expires: 01-27-01

Exhibit "A"

Legal Description

40' INGRESS, EGRESS & UTILITY EASEMENT

An easement situated in the Northwest Quarter of the Northeast Quarter of Section 3, Township 19 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Southeast Corner of the Northwest Quarter of the Northeast Quarter Section 3, Township 19 South, Range 1 West and run North 00°45'51" West along the east boundary of said Quarter-Quarter Section for a distance of 869.03 feet to a point; thence run South 89°14'09" West for a distance of 51.51 feet to a point, said point being the Point of Beginning of the centerline of an Ingress, Egress and Utility Easement that lies 20 feet either side of herein described centerline; thence run South 46°19'38" West for a distance of 114.33 feet to a point; thence run South 88°53'38" West for a distance of 66.77 feet to a point; thence run North 71°22'26" West for a distance of 132.98 feet to a point; thence run South 69°05'15" West for a distance of 132.50 feet; thence run South 88°53'38" West for a distance of 235.72 feet to a point, said point being the terminus of easement.

20' INGRESS AND EGRESS EASEMENT

An easement situated in the Northwest Quarter of the Northeast Quarter of Section 3, Township 19 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Southeast Corner of the Northwest Quarter of the Northeast Quarter Section 3, Township 19 South, Range 1 West and run North 00°45'51" West along the east boundary of said Quarter-Quarter Section for a distance of 772.00 feet to a point; thence run South 88°53'38" West for a distance of 687.46 feet to a point; thence run North 01°06'23" West for a distance of 10.00 feet to a point, said point being the Point of Beginning of the centerline of an Ingress and Egress Easement that lies 10 feet either side of herein described centerline; thence run South 88°53'38" West for a distance of 351.67 feet to the east right of way of New Dunnivant Valley Road, Shelby County Road #41 (a 80' right of way), said point being the terminus of easement.

LEASE PARCEL DESCRIPTION

A parcel of land situated in the Northwest Quarter of the Northeast Quarter of Section 3, Township 19 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Southeast Corner of the Northwest Quarter of the Northeast Quarter Section 3, Township 19 South, Range 1 West and run North 00°45'51" West along the east boundary of said Quarter-Quarter Section for a distance of 869.03 feet to a point; said point being the Point of Beginning; thence run South 89°14'09" West for a distance of 100.00 feet to a point; thence run North 00°45'51" West for a distance of 100.00 feet to a point; thence run North 89°14'09" East for a distance of 100.00 feet to a point; thence run South 00°45'51" East for a distance of 100.00 feet to a point, said point being the Point of Beginning.

Said parcel contains 0.23 acres.

09/16/1997-29782
02:05 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 HCD 16.00

Inst # 1997-29782