

MEMORANDUM OF AGREEMENT

This Memorandum of Agreement is entered into on this 2ND day of March 1998, by and between **Sprint Spectrum, LP, a Delaware Limited Partnership**, with an office at 4717 Grand, Fifth Floor, Kansas City, Missouri 64112, (hereinafter referred to as "Licensor") and **ALLTEL Communications, Inc.**, a Delaware Corporation, with an office at One Allied Drive, Building IV, Little Rock, Arkansas, 72203, (hereinafter referred to as "Licensee").

1. Licensor and Licensee entered into a Site License on the 23RD day of February, 1998, for the purpose of installing, operating and maintaining a wireless communications facility and other improvements. All of the foregoing are set forth in the Site License.
2. The term of the Site License is for **Five (5) years** commencing on February 23, 1998, and ending on February 22, 2003, with annual renewal thereafter.
3. The land which is the subject of the Agreement is described as Exhibit A annexed hereto. That portion of the land being leased to Licensee ("Premises") is described as 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

Sprint Spectrum, LP, a Delaware Limited Partnership

By: Mark D Clark

Name: MARK D. CLARK
(Print or Type)

Title: AREA Manager

Date: 2/20/98

STATE OF ALABAMA
COUNTY OF JEFFERSON

On 2/20/98, before me, Gregory E. Clements Notary Public, personally appeared Mark D. Clark, 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 an official seal.

Gregory E. Clements
Notary Public

(SEAL)

My commission expires: 10/8/2000

BH-157-116
Meadowbrook

06/02/1998-20270
02:41 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 SNA 130.00

Inst # 1998-20270

ACKNOWLEDGEMENT

STATE OF ARKANSAS)

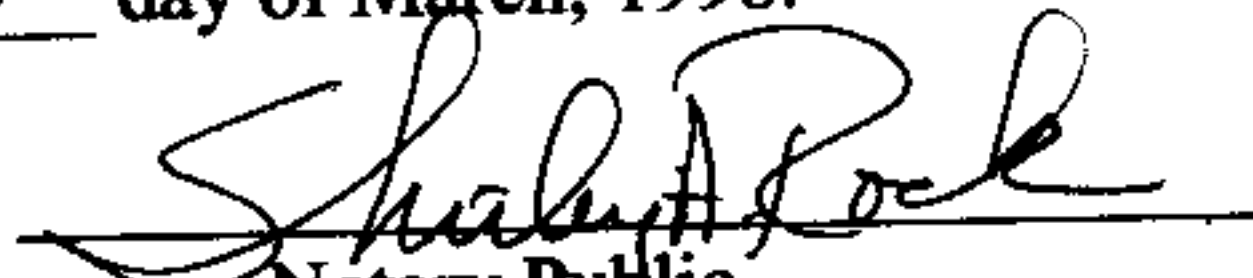
COUNTY OF PULASKI)

I, Shirley Rock, a Notary Public of Pulaski County, State of Arkansas, certify that **Jim Kimzey** personally came before me this day and acknowledged that he is Vice President of Network Services of ALLTEL Communications, Inc., a Delaware corporation, and that, by authority duly given and as the action of the corporation, the foregoing instrument was signed in its name by such officer thereof.

WITNESS my hand and official seal, this 2ND day of March, 1998.

My commisssion expires:

7/5/2003
(SEAL)


Notary Public

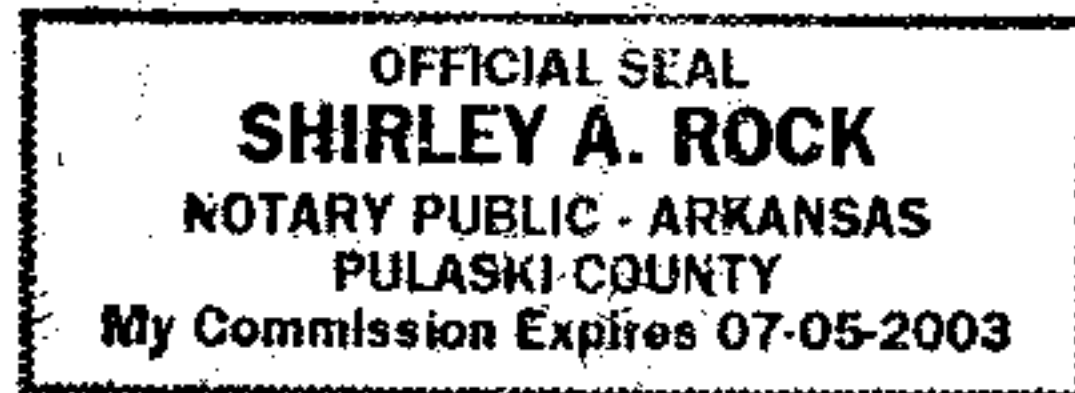


EXHIBIT "A"

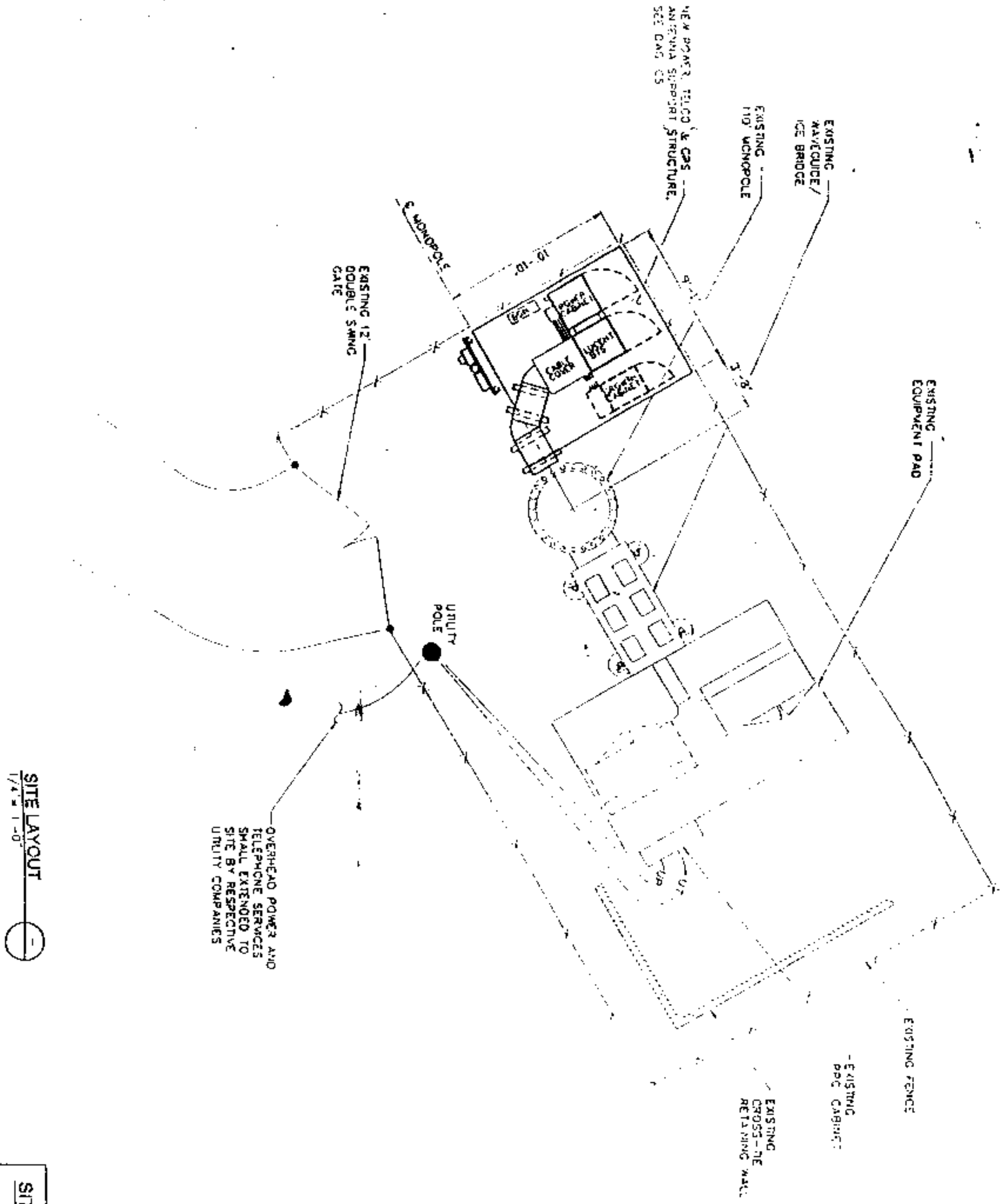
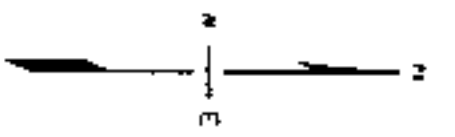
Legal Description
Tower Site

A parcel of land situated in the Northwest Quarter of the Southeast Quarter of Section 11, Township 19 South, Range 2 West, Huntsville Meridian, Shelby County, Alabama being more particularly described as follows:

Commence at the southwest corner of the Northwest Quarter of the Southeast Quarter of Section 11, Township 19 South, Range 2 West, Huntsville Meridian, Shelby County, Alabama; thence run in a northerly direction along the west line of said quarter section for a distance of 609.13 feet to the northwesternmost corner of Lot 1 according to Meadow Brook Estates-First Sector, as recorded in Map Book 7, Page 64 in the office of the Judge of Probate, Shelby County, Alabama; thence turn a deflection angle to the right of 114 degrees 59'00" and leaving said west line run in a southeasterly direction along the northernmost line of Lot 1, and its extension, for a distance of 209.41 feet to the southeasterly right-of-way line of Meadow Drive (right-of-way width: 80 feet); thence turn a deflection angle to the left of 90 degrees 00'00" and run in a northeasterly direction along said right-of-way line for a distance of 237.50 feet to the intersection of said right-of-way line with the northeasternmost line of Lot 16-A according to said Meadow Brook Estates, (Lot 16-A also being that property as described and recorded in Deed Book 309, Page 543 in said office of Judge of Probate); thence turn a deflection angle to the right of 126 degrees 30'00" and leaving said right-of-way line run in a southeasterly direction along said lot and deed line for a distance of 210.39 feet; thence turn a deflection angle to the left of 90 degrees 00'00" and run in a northeasterly direction along the northwesterly line of Lot 16-A for a distance of 95.00 feet to the POINT OF BEGINNING, said POINT OF BEGINNING also being on the northeasterly margin of that property leased to BellSouth and described on a survey of subject property prepared by Calvin Butler (Alabama Reg. No. 13890), dated April 8, 1994; thence continue along the last described course for a distance of 45.16 feet to the northernmost corner of Lot 16-A; thence turn a deflection angle to the right of 90 degrees 02'41" (Plat-90 degrees 00'00") and run in a southeasterly direction along the northeasterly line of Lot 16-A for a distance of 27.00 feet; thence turn a deflection angle to the right of 89 degrees 57'19", and leaving said northeasterly line, run in a southwesterly direction for a distance of 45.14 feet to the easternmost corner of said BellSouth parcel; thence turn a deflection angle to the right of 90 degrees 00'00" and run in a northwesterly direction along the northeasternmost line of said BellSouth parcel for a distance of 27.00 feet to the POINT OF BEGINNING.

Containing 1,219 square feet (0.03 acres) more or less.

EXHIBIT "B"



SITE LAYOUT
1/4" = 1'-0"

PRELIMINARY

SITE SPECIFIC INSTRUCTIONS:

1. CONTRACTOR SHALL VISIT THE SITE BEFORE BIDDING ON THE WORK CONTAINED IN THIS PACKAGE.
2. FOR ADDITIONAL INFORMATION REFER TO THE GENERAL NOTES ON SHEET C2.
3. CONTRACTOR SHALL VERIFY THE LOCATION OF ALL KNOWN AND/OR SUSPECTED UTILITIES BURED UNDERGROUND PRIOR TO EXCAVATING IN THE VICINITY. CONTRACTOR SHALL EXERCISE CARE DURING EXCAVATION, SO AS TO AVOID DAMAGE TO EXISTING UTILITIES OR UNDERGROUND FACILITIES.
4. CONTRACTOR SHALL FIELD VERIFY DIMENSIONS AND LOCATION OF EXISTING MONOPOLE AND NEW EQUIPMENT AND INFRA ALIENS REPRESENTATIVE OF ANY CONFLICTS OR DISCREPANCIES BEFORE PROCEEDING WITH CONSTRUCTION ELECTRICAL SERVICE AND GENERAL UTILITY REQUIREMENTS SHALL BE THE RESPONSIBILITY OF THE CONTRACTOR.
5. CONTRACTOR SHALL VERIFY ALL AVAILABLE FAULT CURRENT WITH THE UTILITY COMPANY AND ENSURE THAT ALL ELECTRICAL EQUIPMENT IS RATED FOR AVAILABLE FAULT CURRENT.

DETAILED
SITE
LAYOUT

MEADOWBROOK
BH-157-116

PROJECT NUMBER
C3

DATE 10/15/97
JOB NO 970000111137
DRAWN BY
CHECKED BY
SCALE 1/4" = 1'-0"

KKK ENGINEERS
2115 DATA PARK CIRCLE
SUITE 200
LITTLE ROCK, AR 72202
TEL: (501) 661-8559 FAX: (501) 661-5909

ALTEL
ONE ALLIED DRIVE, LITTLE ROCK, ARKANSAS 72202
TEL: (501) 661-8559 FAX: (501) 661-5909

REVISION	DATE	BY	APP

06/02/1998-20270
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SHELBY COUNTY JUDGE OF PROBATE
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