

MEMORANDUM OF AGREEMENT

This Memorandum of Agreement is entered into on this 27th day of August, 1998, by and between BELLSOUTH CELLULAR CORP., a Georgia corporation, on behalf of itself and its affiliates, Bellsouth Mobility Inc and American Cellular Communications Corporation, all having their principal place of business at 5600 Glenridge Drive, Suite 300, Atlanta, GA 30342 (hereinafter referred to as "Lessor") and Nextel South Corp., a Georgia corporation, d/b/a Nextel Communications, with an office at 6575 The Corners Parkway, Norcross, GA 30092, (hereinafter referred to as "Lessee").

1. Lessor and Lessee entered into a Site Sublease on the 27th day of August, 1998, for the purpose of installing, operating and maintaining a radio communications facility and other improvements. All of the foregoing are set forth in the Site Sublease.
2. The term of the Site Sublease is for five (5) years commencing on Sept 1, 1998 and ending on Aug 31, 2003 with three (3) successive five(5) year options to renew. If all options to renew are exercised, the term of this Site Sublease will expire twenty (20) years after the Commencement Date (as defined in the Site Sublease).
3. The Land which is the subject of the Site Sublease is described in Attachment 1 annexed hereto. That portion of the Land being leased to Lessee ("Premises") is described in Attachment 2 annexed hereto.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Agreement as of the day and year first above written.

LESSOR: BELLSOUTH CELLULAR
CORP.

By: [Signature]
Name: Karen R. Bennett
Title: VP
Date: 8/27/98

LESSEE: NEXTEL SOUTH CORP.

By: [Signature]
Name: John Cafaro
Title: Vice President
Date: 8/20/98

(CORPORATE SEAL)

(CORPORATE SEAL)

(Notarial acknowledgements on following page)

Inst # 1999-37081

09/02/1999-37081
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SHELBY COUNTY JUDGE OF PROBATE

004 MMS 222.50

STATE OF GEORGIA

COUNTY OF GWINNETT

I, the undersigned, a notary public in and for said county in said state hereby certify that John Cafaro, whose name as Vice President of Nextel South Corp., a Georgia corporation d/b/a Nextel Communications, 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 the instrument, he as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

Given under my hand and official seal this the 20th day of August, 1998.

Catherine S. Brackett

Notary Public

My commission expires:

July 9, 2002

(NOTARIAL SEAL)

STATE OF Alabama

COUNTY OF Shelby

I, the undersigned, a notary public in and for said county in said state hereby certify that Karen K. Bennett, whose name as Regional Vice President **BELLSOUTH CELLULAR CORP.**, a Georgia corporation, 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 the instrument, he as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

Given under my hand and official seal this the 27th day of August, 1998.

Thea Erin Fager

Notary Public Thea Erin Fager

My commission expires:
MY COMMISSION EXPIRES APRIL 29, 2001

(NOTARIAL SEAL)

This instrument prepared by: C.S. Brackett
Nextel Communications
6575 The Corners Parkway
Norcross, GA 30092

Attachment 1
Subject Property

(Site)

A parcel of land situated in the Northeast Quarter of the Northwest Quarter of Section 33, Township 19 South, Range 2 West, Shelby County, Alabama and being more particularly described as follows: Commence at a iron pin inside a one inch pipe at the Southeast corner of the Northeast Quarter of the Northwest Quarter of Section 33, Township 19 South, Range 3 West, Shelby County, Alabama and run on state plane bearing (Alabama West Zone State Plane Bearing MAD #3) of North 0°03'46" East along the East line of the Northeast Quarter of the Northwest Quarter of said Section 33 for a distance of 165.00 feet to a iron pin; thence 90°00' left and run North 89°56'14" West for a distance of 40.00 feet to a iron pin and the point of beginning of the property herein described; thence continue North 89°56'14" West for a distance of 75.00 feet to a iron pin; thence 90°00' right and run North 0°03'46" East for a distance of 75.00 feet to a iron pin; thence 90°00' right and run South 89°56'14" West for a distance of 75.00 feet to a iron pin; thence 90°00' right and run South 0°03'46" West along a line that is 40.00 feet Westerly of and parallel to the East line of said Northeast Quarter of the Northwest Quarter of Section 33 for a distance of 75.00 feet to the point of beginning.

(Access Easement)

An easement being 20.00 feet in width for ingress, egress and utilities on, over and across part of the East half of the Northwest and part of the Southwest Quarter of the Northwest Quarter of Section 33, Township 19 South, Range 2 West, Shelby County, Alabama an being more particularly described as follows: Commence at an iron pin inside a one inch pipe at the Southeast corner of the Northeast Quarter of the Northwest Quarter of Section 33, Township 19 South, Range 2 West, Shelby County, Alabama and run on a state plane bearing (Alabama West Zone State Plane Bearing MAD #3) of North 0°03'46" East along the East line of the Northeast Quarter of the Northwest Quarter of said Section 33 for a distance of 165.00 feet to a iron pin; thence 90°00' left and run North 89°56'14" West for a distance of 115.00 feet to a iron pin; thence 90°00' right and run North 0°03'46" East for a distance of 65.00 feet to the point of beginning of the centerline of an easement being 20.00 feet in width for ingress, egress and utilities and being 10.00 feet each side of the following described centerline, said point of beginning being the beginning of a curve to the left, said curve to the left having a radius of 153.54 feet and a central angle of 15°32'16"; thence 90°00' left to the tangent of said curve to the left and run in a Northwesterly to Southwesterly direction along the arc of said curve to the left and said centerline for a distance of 41.64 feet to the end of said curve to the left; thence at tangent to said curve run South 74°31'30" West along said centerline for a distance of 500.98 feet to the beginning of a curve to the right, said curve to the right having a radius of 687.53 feet and a central angle of 9°58'30"; thence in a Southwesterly direction along the arc of said curve to the right and said centerline for a distance of 119.70 feet to the end of said curve to the right; thence at tangent to said curve run South 84°30' West along said centerline for a distance of 146.17 feet to the beginning of curve to the left, said curve to the left having a radius of 116.39 feet and a central angle of 19°30'; thence in a Southwesterly direction along the arc of said curve to the left and said centerline for a distance of 39.61 feet to the end of said curve to the left; thence at tangent to said curve run South 65°00' West along said centerline for a distance of 49.26 feet to the beginning of a curve to the left, said curve to the left having a radius of 120.55 feet and a central angle of 36°30'; thence in a Southwesterly direction along the arc of said curve to the left and said centerline for a distance of 76.79 feet to the end of said curve to the left and the beginning of another curve to the left which has a radius of 88.38 feet and a central angle of 37°30'; thence in a Southwesterly to Southeasterly direction along the arc of said curve to the left and said centerline for a distance of 57.84 feet to the end of said curve to the left; thence at tangent to said curve run South 9°00' East along said centerline for a distance of 42.51 feet to the beginning of a curve to the right, said curve to the right having a radius of 214.23 feet and a central angle of 31°17'30"; thence in a Southeasterly to Southwesterly direction along the arc of said curve to the right and said centerline for a distance of 117.00 feet to the end of said curve to the right; thence at tangent to said curve run South 22°17'30" West along said centerline for a distance of 46.49 feet to the beginning of a curve to the left, said curve to the left having a radius of 246.11 feet and a central angle of 9°17'30"; thence in a Southwesterly direction along the arc of said curve to the left and said centerline for a distance of 39.91 feet to the end of said curve to the left; thence at tangent to said curve run South 13°00' West along said centerline for a distance of 57.79 feet to the beginning of a curve to the right, said curve to the right having a radius of 40.98 feet and a central angle of 81°00'; thence in a Southwesterly to Northwesterly direction along the arc of said curve to the right and said centerline for a distance of 57.93 feet to the end of said curve to the right; thence at tangent to said curve run North 86°00' West along said centerline for a distance of 66.87 feet to the beginning of a curve to the left, said curve to the left having a radius of 62°13' and a central angle of 88°00'; thence in a Northwesterly to Southwesterly direction along the arc of said curve to the left and said centerline for a distance of 95.43 feet to the end of said curve to the left; thence at tangent to said curve run South 6°00' West along said centerline for a distance of 41.95 feet; thence 3°00' left and run South 3°00' West along said centerline for 74.63 feet to the beginning of a curve to the right, said curve to the right having a radius of 21.93 feet and a central angle of 117°35'34"; thence in a Southwesterly to Northwesterly direction along the arc of said curve to the right and said centerline for a distance of 45.00 feet to the end of said curve to the right; thence at tangent to said curve run North 59°24'26" West along said centerline for a distance of 5.88 feet to a point on the East line of the Southwest Quarter of the Northwest Quarter of said Section 33; thence 0°54' left and run North 60°18'26" West along said centerline for a distance of 18.97 feet to a point on the arc of the Southeasterly portion of the cul-de-sac right-of-way of Deer Mountain Circle having a radius of 50.00 feet and as shown and dedicated by the map of "First Addition to Indian Springs Ranch" as recorded in Map Book 4, Page 35, in the Probate Office of Shelby County, Alabama; thence continue North 60°18'26" West along said centerline for a distance of 50.00 feet to the centerline radius point of said cul-de-sac of Deer Mountain Circle, said point being the point of ending of the centerline of said easement being 20.00 feet in width for ingress, egress and utilities. Except that part of said easement lying within the right-of-way of Deer Mountain Circle.

**Attachment 2
Leased Premises**

(Lease Parcel)

A parcel of land situated in the Northeast Quarter of the Northwest Quarter of Section 33, Township 19 South, Range 2 West, Shelby County, Alabama and being more particularly described as follows: Commence at a iron pin inside a one inch pipe at the Southeast corner of the Northeast Quarter of the Northwest Quarter of Section 33, Township 19 South, Range 3 West, Shelby County, Alabama and run North 00°06'07" East along the East line of the Northeast Quarter of the Northwest Quarter of said Section 33 for a distance of 190.62 feet to a point; thence run North 89°59'53" West for a distance of 45.05 feet to the Point of Beginning; thence continue North 89°59'53" West for a distance of 30.00 feet to a point; thence run North 00°03'05" East for a distance of 20.00 feet to a point; thence run South 89°59'53" East for a distance of 30.00 feet to a point; thence run South 00°00'07" West for a distance of 20.00 feet to the point of beginning.

(Utility Easement)

An easement situated in the Northeast Quarter of the Northwest Quarter of Section 33, Township 19 South, Range 2 West, Shelby County, Alabama and being more particularly described as follows: Commence at a iron pin inside a one inch pipe at the Southeast corner of the Northeast Quarter of the Northwest Quarter of Section 33, Township 19 South, Range 3 West, Shelby County, Alabama and run North 00°06'07" East for a distance of 190.62 feet to a point; thence run North 89°59'53" West for a distance of 75.05 feet to a point; thence run North 00°03'05" East for a distance of 20.00 feet to a point to the Point of Beginning of the centerline of a 20 foot Utility Easement that lies 10.00 feet either side of said centerline as described herein; thence run South 86°33'30" West for a distance of 100.00 feet to a point; said point being the terminus of easement.

(Ingress, Egress & Utility Easement)

An easement being 20.00 feet in width for ingress, egress and utilities on, over and across part of the East half of the Northwest and part of the Southwest Quarter of the Northwest Quarter of Section 33, Township 19 South, Range 2 West, Shelby County, Alabama an being more particularly described as follows: Commence at an iron pin inside a one inch pipe at the Southeast corner of the Northeast Quarter of the Northwest Quarter of Section 33, Township 19 South, Range 2 West, Shelby County, Alabama and run North 00°06'07" East along the East line of the Northeast Quarter of the Northwest Quarter of said Section 33 for a distance of 190.62 feet to a point; thence run North 89°59'53" West for a distance of 45.05 feet to a point; thence run North 89°59'55" West for a distance of 30.00 feet to a point; thence run North 00°03'07" East for a distance of 20.00 feet to a point; thence run South 89°59'53" East for a distance of 15.00 feet to the Point of Beginning of the centerline of an easement being 20.00 feet in width for Ingress/Egress and Utilities and being 10.00 feet each side of the following described centerline; thence run North 00°00'07 East for a distance of 19.43 feet to a point; thence run North 89°59'53" West for a distance of 14.97 feet to a point, said point being the beginning of a curve to the left, said curve to the left having a radius of 153.54 feet and a central angle of 15°32'16"; thence 90°00' left to the tangent of said curve to the left and run in a Northwesterly to Southwesterly direction along the arc of said curve to the left and said centerline for a distance of 41.64 feet to the end of said curve to the left; thence at tangent to said curve run South 74°31'30" West along said centerline for a distance of 500.98 feet to the beginning of a curve to the right, said curve to the right having a radius of 687.53 feet and a central angle of 9°58'30"; thence in a Southwesterly direction along the arc of said curve to the right and said centerline for a distance of 119.70 feet to the end of said curve to the right; thence at tangent to said curve run South 84°30' West along said centerline for a distance of 146.17 feet to the beginning of curve to the left, said curve to the left having a radius of 116.39 feet and a central angle of 19°30'; thence in a Southwesterly direction along the arc of said curve to the left and said centerline for a distance of 39.61 feet to the end of said curve to the left; thence at tangent to said curve run South 65°00' West along said centerline for a distance of 49.26 feet to the beginning of a curve to the left, said curve to the left having a radius of 120.55 feet and a central angle of 36°30'; thence in a Southwesterly direction along the arc of said curve to the left and said centerline for a distance of 76.79 feet to the end of said curve to the left and the beginning of another curve to the left which has a radius of 88.38 feet and a central angle of 37°30'; thence in a Southwesterly to Southeasterly direction along the arc of said curve to the left and said centerline for a distance of 57.84 feet to the end of said curve to the left; thence at tangent to said curve run South 9°00' East along said centerline for a distance of 42.51 feet to the beginning of a curve to the right, said curve to the right having a radius of 214.23 feet and a central angle of 31°17'30"; 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thence continue North 60°18'26" West along said centerline for a distance of 50.00 feet to the centerline radius point of said cul-de-sac of Deer Mountain Circle, said point being the point of ending of the centerline of said easement being 20.00 feet in width for ingress, egress and utilities. Except that part of said easement lying within the right-of-way of Deer Mountain Circle.

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