

MEMORANDUM OF AGREEMENT

This Memorandum of Agreement is entered into on this 2nd day of March 1999, 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 (hereinafter referred to as "Lessor") 1100 Peachtree Street, N.E. Suite 910, Atlanta, GA 30309-4599, 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 ___ day of January, 1999, 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 January 1, 1999 and ending on December 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: Lynn Priole
Title: VP-GM Atlanta
Date: 3/2/99

(CORPORATE SEAL)

LESSEE-NEXTEL SOUTH CORP.

By: [Signature]
Name: John Cafaro
Title: Vice President
Date: 2/12/99

(CORPORATE SEAL)

Notarizations on following page

10/19/1999-43223
10:23 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
293.75
004 HNS

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 seal this the 12th day of February, 1999.

Catherine S. Brackett
Notary Public
My commission expires: July 2, 2002

(NOTARIAL SEAL)

STATE OF AL

COUNTY OF Telfer

I, the undersigned, a notary public in and for said county in said state hereby certify that Le Ann Priobe whose name as _____ of BELL SOUTH CELLULAR CORP., 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, she/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 seal this the 2nd day of Feb, 99.

[Signature]
Notary Public
My commission expires: 02/07/01

(NOTARIAL SEAL)

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

Exhibit A

Legal Description

A tract of land situated in Section 13, Township 20 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Southwest corner of said Section 13, thence run in an Easterly direction along the South line of said Section 13 for a distance of 1674.19 feet to a point; thence turn an angle to the left of 65°01'56" and run in a Northeasterly direction for a distance of 133.85 feet to an iron pin set at the point of beginning; thence continue along last stated course for a distance of 155.44 feet to an iron pin set; thence turn an angle to the left of 5°06'29" and run in a Northeasterly direction for a distance of 130.06 feet to an iron pin set; thence turn an angle to the left of 3°19'18" and run in a Northeasterly direction for a distance of 100.29 feet to an iron pin set; thence turn an angle to the right of 7°19'57" and run in a Northeasterly direction for a distance of 79.62 feet to an iron pin set; thence turn an angle to the right of 6°11'00" and run in a Northeasterly direction for a distance of 82.07 feet to an iron pin set on the South right of way line of Plantation Pipe Line; thence turn an angle to the left of 114°53'36" and run in a Westerly direction along the South line of said Plantation Pipe Line for a distance of 170.89 feet to an iron pin set; thence turn an angle to the left of 74°25'15" and run in a Southwesterly direction for a distance of 554.82 feet to an iron pin set; thence turn an angle to the left of 110°50'16" and run in an Easterly direction for a distance of 155.00 feet to the point of beginning.

ALSO a 20 foot nonexclusive easement for ingress, egress and utilities with centerline being more particularly described as follows:

Commence at the Southwest corner of said Section 13, thence run in an Easterly direction along the South line of said Section 13 for a distance of 1674.19 feet to a point; thence turn an angle to the left of 65°01'56" and run in a Northeasterly direction for a distance of 133.85 feet to an iron pin set; thence turn an angle to the left of 115°03'57" and run in a Westerly direction for a distance of 155.00 feet to an iron pin set; thence turn an angle to the right of 110°50'16" and run in a Northeasterly direction for a distance of 554.82 feet to an iron pin set on the South right of way line of Plantation Pipe Line; thence turn an angle to the right of 74°25'15" and run in an Easterly direction along the South line of said Plantation Pipe Line for a distance of 27.05 feet to a point on the centerline of an existing asphalt drive, said point being the point of beginning of an easement lying 10 feet either side of the following described centerline; thence turn an angle to the left of 79°47'05" and run in a Northeasterly direction for a distance of 25.85 feet to a point; thence turn an angle to the right of 1°31'37" and run in a Northeasterly direction for a distance of 196.64 feet to a point; thence turn an angle to the left of 5°35'15" and run in a Northeasterly direction for a distance of 44.25 feet to a point; thence turn an angle to the left of 37°09'46" and run in a Northwesterly direction for a distance of 23.47 feet; thence turn an angle to the left of 51°49'15" and run in a Northwesterly direction for a distance of 20.99 feet to a point; thence turn an angle to the left of 43°24'35" and run in a Southwesterly direction for a distance of 31.30 feet to a point; thence turn an angle to the left of 10°44'33" and run in a Southwesterly direction for a distance of 228.80 feet to the centerline of Martin Street and the end of said easement.

Exhibit B

DESCRIPTION OF NEXTEL LEASE PARCEL COALMINT SITE AL-1301-F

Description of Premises

A parcel of land situated in the Southeast Quarter of the Southwest Quarter of Section 13, Township 20 South, Range 3 West, Shelby County, Alabama, and being more particularly described as follows:

Commence at the Southwest Corner of said section and run South $88^{\circ}30'03''$ East for a distance of 1671.10 feet to a point; thence run North $26^{\circ}26'52''$ East for a distance of 195.54 feet to a point; thence run North $62^{\circ}17'05''$ West for a distance of 32.81 feet to the Point of Beginning; thence run South $27^{\circ}42'57''$ West for a distance of 28.00 feet to a point; thence run North $62^{\circ}17'05''$ West for a distance of 20.00 feet to a point; thence run North $27^{\circ}42'57''$ East for a distance of 28.00 feet to a point; thence run South $62^{\circ}17'05''$ East for a distance of 20.00 feet to the Point of Beginning.

DESCRIPTION OF NEXTEL 5' WAVEGUIDE EASEMENT COALMINT SITE AL-1301-F

An easement situated in the Southeast Quarter of the Southwest Quarter of Section 13, Township 20 South, Range 3 West, Shelby County, Alabama, and being more particularly described as follows:

Commence at the Southwest Corner of said section and run South $88^{\circ}30'03''$ East for a distance of 1671.10 feet to a point; thence run North $26^{\circ}26'52''$ East for a distance of 167.54 feet to a point; thence run North $62^{\circ}17'05''$ West for a distance of 44.36 feet to the Point of Beginning of the centerline of a Waveguide Easement that lies 2.5 feet either side of the following described centerline: thence run South $40^{\circ}52'38''$ West for a distance of 6.10 feet to the centerline of an existing monopole and the terminus of said easement.

DESCRIPTION OF NEXTEL 20' INGRESS/EGRESS & UTILITY EASEMENT COALMINT SITE AL-1301-F

An easement situated in the Southeast Quarter of the Southwest Quarter of Section 13, Township 20 South, Range 3 West, Shelby County, Alabama, and being more particularly described as follows:

Commence at the Southwest Corner of said section and run South $88^{\circ}30'03''$ East for a distance of 1671.10 feet to a point; thence run North $26^{\circ}26'52''$ East for a distance of 211.49 feet to a point; thence run North $63^{\circ}33'08''$ West for a distance of 30.58 feet to the Point of Beginning of the centerline of an Ingress/Egress & Utility Easement that lies 10 feet either side of the following described centerline: thence run North $17^{\circ}24'00''$ East for a distance of 105.11 feet to the beginning of a curve to the left, having a radius of 71.73 feet and a central angle of $36^{\circ}33'53''$; thence run along the arc of said curve for a distance of 45.78 feet to the end of said curve; thence run North $15^{\circ}01'54''$ West for a distance of 30.00 feet to the beginning of a curve to the right, having a radius of 94.09 feet and a central angle of $24^{\circ}01'32''$; thence run along the arc of said curve for a distance of 39.45 feet to the end of said curve; thence run North $08^{\circ}58'06''$ East for a distance of 77.79 feet to the beginning of a curve to the right, having a radius of 357.52 feet and a central angle of $8^{\circ}00'00''$; thence run along the arc of said curve for a distance of 49.92 feet to the end of said curve; thence run North $17^{\circ}05'16''$ East for a distance of 124.85 feet to a point; thence run North $18^{\circ}26'57''$ East for a distance of 196.64 feet to a point; thence run North $12^{\circ}51'42''$ East for a distance of 44.25 feet to a point; thence run North $24^{\circ}48'04''$ West for a distance of 23.47 feet to a point; thence run North $16^{\circ}37'19''$ West for a distance of 20.99 feet to a point; thence run South $49^{\circ}13'33''$ West for a distance of 228.80 feet to a point in the center of the asphalt of pavement of Martin Street and the terminus of said easement.

DESCRIPTION OF NEXTEL 5' UTILITY EASEMENT COALMINT SITE AL-1301-F

An easement situated in the Southeast Quarter of the Southwest Quarter of Section 13, Township 20 South, Range 3 West, Shelby County, Alabama, and being more particularly described as follows:

Commence at the Southwest Corner of said section and run South $88^{\circ}30'03''$ East for a distance of 1671.10 feet to a point; thence run North $26^{\circ}26'52''$ East for a distance of 195.54 feet to a point; thence run North $62^{\circ}17'05''$ West for a distance of 42.81 feet to the Point of Beginning of the centerline of a Utility Easement that lies 2.5 feet either side of the following described centerline: thence run North $27^{\circ}42'57''$ East for a distance of 5.43 feet to a point; thence run South $62^{\circ}17'05''$ East for a distance of 26.97 feet to a point, and the terminus of said easement.

Inst # 1999-43223

10/19/1999-43223
10:23 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
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