

MEMORANDUM OF GROUND LEASE AGREEMENT

1858 CHANDALAR C
Pelham, AL 35124

This Memorandum of Ground Lease Agreement (this "Memorandum") is made and entered into as of the 12 day of March, 1999 between Ann Walker with an address of 50 North Cross Trail, Montevallo, AL 35115 ("Landlord"), and Hinds & Campbell Properties, an Alabama general partnership, having a mailing address of 4116 First Avenue North, Birmingham, AL 35222 (hereinafter referred to as "Tenant").

WITNESSETH:

Pursuant to that certain Antenna Site Lease (Land Lease) dated as of November 4, 1996 and (hereinafter the "Lease"), between Landlord and Tenant, for the consideration set forth therein, Landlord has demised to Tenant, the Premises, as hereinbelow described.

For the rents and upon the terms, covenants and provisions set forth in the Lease, Landlord has demised, leased and let and does hereby demise, lease and let unto Tenant, that certain tract or parcel of land situated in Shelby County, Alabama all as more fully described in Exhibit "A" attached hereto and made a part hereof, together with (i) all rights, privileges, easements, and appurtenances belonging or in any way pertaining thereto, (ii) together with the nonexclusive right for ingress and egress, 7 days a week, 24 hours a day, to and from the above described property over the property of Landlord to the nearest public street, all as may be shown on the survey attached hereto as Exhibit "B", and (iii) any other rights or real property needed to insure continuous utility service, access and use by Tenant of the above described property (the "Premises"). To the extent the premises described in the Lease differ from the Premises as herein described, this Memorandum shall govern and the description of the premises set forth in the Lease is hereby deemed to be amended to reflect the description of the Premises as set forth herein.

The Lease is made for the rentals and upon each and all of the terms, covenants and provisions thereof, all of which are by this reference incorporated herein and made a part hereof, the same as if fully set forth herein.

The Lease is for a primary term of fifteen (15) years, commencing as of November 17, 1996; there is one renewal option in favor of Tenant for a term of ten (10) years, which may extend the term of the Lease. For the purposes of this instrument only, exercise of the foregoing option is presumed unless this Memorandum is terminated by recordation of an agreement of termination executed by the parties hereto.

Inst # 2000-10555


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SHELBY COUNTY JUDGE OF PROBATE
006 HNS 85.50

IN WITNESS WHEREOF, Landlord and Tenant have caused their names to be affixed
hereunto as of the date first set forth hereinabove.


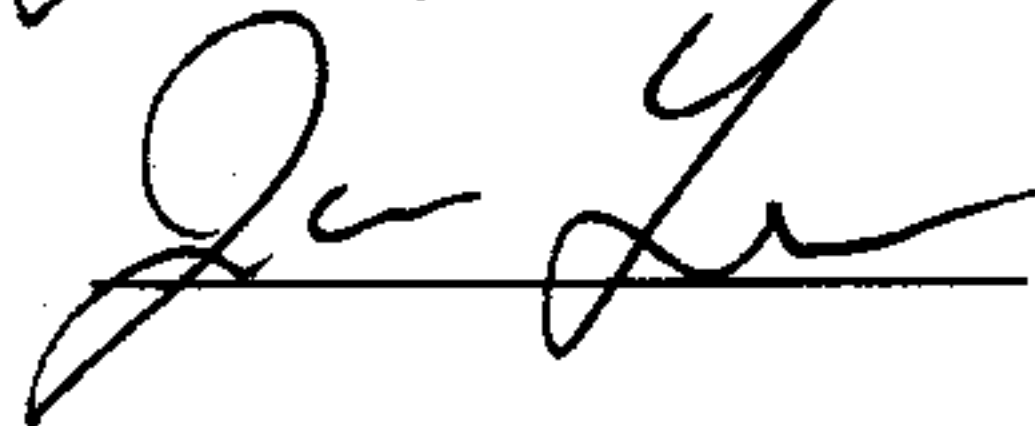
WITNESS:



LANDLORD:



Ann L. Walker

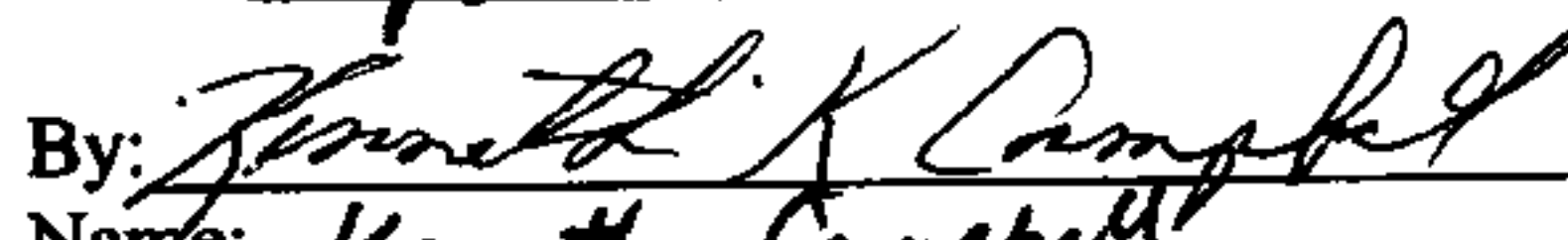
WITNESS:

TENANT:

**HINDS & CAMPBELL PROPERTIES,
an Alabama general partnership**

By: 
Name: Billy Hinds
Title: partner

By: 
Name: Kenneth Campbell
Title: Partner

ACKNOWLEDGEMENT

STATE OF ALABAMA

COUNTY OF Shelby

I hereby certify that on this day, before me, a Notary Public duly authorized in the County and State aforesaid to take acknowledgements, personally appeared Ann L. Walker, who is known to me to be the person described in and who executed the foregoing instrument, acknowledged before me on this day and by her own free will, being informed of the contents of the instrument, signed, executed and delivered said foregoing instrument for the consideration, use and purposes therein mentioned and set forth.

In witness whereof, I hereunto set my hand and official seal on this 6 day of March, 1999.

James Dean Perkins
NOTARY PUBLIC

My commission expires: 3-10-2001

ACKNOWLEDGEMENT

STATE OF ALABAMA

COUNTY OF Jefferson

I hereby certify that on this day, before me, a Notary Public, duly authorized in the County and State aforesaid to take acknowledgments, appeared in person the within named Billy Hinds and Kenneth Campbell, to me personally well known and were duly authorized in their respective capacities to execute the annexed and foregoing instrument for and in the name and behalf of HINDS & CAMPBELL PROPERTIES, and further stated and acknowledged that they had so signed, executed and delivered said foregoing instrument for the consideration, use and purposes therein mentioned and set forth.

In witness whereof, I have hereunto set my hand and official seal on this the 10 day of March, 1999.

Theresa D. Rhoades
NOTARY PUBLIC

My commission expires: 7-15-02

Exhibit "A" Alabaster Site

LEGAL DESCRIPTION

EXISTING LEASED AREA DESCRIPTION

A parcel of land located in the Northeast Quarter of Section 2, Township 21 South, Range 3 West Shelby County, Alabama, being part of LOTS 3 & 4, BLOCK 2 of the BUCK CREEK COTTON MILL SUBDIVISION as recorded in Map Book 3, Page 9 in the Office of the Probate Judge of Probate of Shelby County, Alabama, more particularly described as follows:

Commencing at the Southeast Corner of Lot 4 of the BUCK CREEK COTTON MILL SUBDIVISION as recorded in map Book 3, Page 9, in the Office of the Judge of Probate of Shelby County Alabama, being a found rebar, thence run Westerly N90°00'00"W along the South line of Lot 4 a distance of 287.01 feet to the Point of Beginning at an existing rebar bearing the Cap # CA-00010; thence continue Westerly along the South line of Lot 4 N90°00'00"W a distance of 50.00 feet to an existing rebar bearing the Cap # CA-00010; thence Northeasterly N9°55'01"E a distance of 101.69 feet to the Northeasterly line of Lot 3 and an existing rebar bearing the Cap # CA-00010; thence Easterly S89°44'18"E a distance of 50.00 feet along the North line of Lot 3 to a set rebar bearing the Cap # 9676; thence Southwesterly S9°56'20"W a distance of 101.46 feet to the Point of Beginning. Said Parcel contains 5004.55 Square feet, 0.115 Acres more or less.

EXHIBIT B

SURVEY

The survey of Veston W. Bush, Jr., Registered Land surveyor, dated 3/16/99, last revised 3/7/00, a copy of which has been provided to the Landlord and Tenant as of the date hereof.

(See map Book 86 Page 131)

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