

MEMORANDUM OF AGREEMENT

This Memorandum of Agreement is entered into on this 22ND day of MARCH 2000-1999, by and between Sprint Spectrum, L.P., a Delaware limited partnership, with an office at 11390 Old Roswell Road, Suite 100, Alpharetta, Georgia 30004 (hereinafter referred to as "Licensor") and Nextel South Corp., a Georgia corporation, with an office at 6575 The Corners Parkway, Norcross, Georgia 30092 (hereinafter referred to as "Licensee").

1. Licensor and Licensee entered into a Site License Agreement ("Agreement") on the 22ND day of OCTOBER, 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 Agreement.
2. The term of the Agreement is for five (5) years commencing on November 1, 1999 and ending on October 31, 2004, with three (3) successive five (5) year options to renew. If all options to renew are exercised, the term of this Agreement will expire twenty (20) years after the Commencement Date (as defined in the Agreement).
3. The Land which is the subject of the Agreement is described in Exhibit A annexed hereto. That portion of the Land being leased to Licensee ("Premises") is described in 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

LICENSEE

SPRINT SPECTRUM, L.P., a Delaware
limited partnership

NEXTEL SOUTH CORP.,
a Georgia corporation

By: James W. Greene
Name: MR JAMES W. GREENE
Title: DIRECTOR OF SITE PMT-SE REGION
Date: 3/22/00

By: John Cafaro
Name: John Cafaro
Title: Vice President
Date: 10/18/99

(Corp. Seal, if applicable)

(Corp. Seal)

(NOTARIZATIONS APPEAR ON FOLLOWING PAGE)

Inst # 2000-11638

04/10/2000-11638
10:17 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MMS 222.50

SSLP Site Name: BIR-7456/ Lucas
SSLP Site ID: BI03XC077-02

Nextel SE
AL-1095
Simmsville

STATE OF GEORGIA

COUNTY OF FULTON

On 22 MARCH 2000, before me, Tracey L. Samuels, Notary Public, personally appeared JAMES W. GREENE, 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 and official seal.

Tracey L. Samuels
Notary Public

Notary Public, Fulton County, Georgia
My Commission Expires January 2, 2004
My commission expires:

(NOTARIAL SEAL)

STATE OF GEORGIA

COUNTY OF GWINNETT

On October 18, 1999, before me, Catherine S. Brackett, Notary Public, personally appeared John Cafaro, 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 and official seal.

Catherine S. Brackett
Notary Public

My commission expires: July 9, 2002

(NOTARIAL SEAL)

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

SSLP Site Name: BIR-7456/ Lucas
SSLP Site ID: BI03XC077-02

Nextel SE
AL-1095
Simsmsville

Area: S.E.
Site #: AL 1095-A
Site Name: Simmsville

Exhibit "A"

Description of Land

Lease Parcel:

A parcel of land situated in the Northeast Quarter of the Southwest Quarter of Section 31, Township 19 South, Range 1 West, Shelby County, Alabama, and being more particularly described as follows:

Commence at the Northwest Corner of the Northeast Quarter of the Southwest Quarter of Section 31, Township 19 South, Range 1 West, thence run South $86^{\circ}20'46''$ East for a distance of 274.49 feet to the Point of Beginning; thence run North $86^{\circ}23'01''$ East for a distance of 100.00 feet to a point; thence run South $33^{\circ}27'39''$ East for a distance of 100.00 feet to a point; thence run South $86^{\circ}23'01''$ West for a distance of 100.00 feet to a point; thence run North $33^{\circ}27'39''$ West for a distance of 100.00 feet to the Point of Beginning.

30' Ingress/Egress & Utility Easement

An easement situated in the Northeast Quarter of the Southwest Quarter of Section 31, Township 19 South, Range 1 West, Shelby County, Alabama, and being more particularly described as follows:

Commence at the Northwest Corner of the Northeast Quarter of the Southwest Quarter of Section 31, Township 19 South, Range 1 West, thence run South $86^{\circ}20'46''$ East for a distance of 274.49 feet to a point; thence run South $33^{\circ}27'39''$ East for a distance of 100.00 feet to a point; thence run North $86^{\circ}23'01''$ East for a distance of 17.29 feet to the Point of Beginning of an Ingress/Egress Easement that lies 15 feet either side of said centerline as described herein; thence run South $33^{\circ}27'39''$ East for a distance of 414.52 feet to a point on the north right-of-way line of County Route 11, having a prescriptive right-of-way of 80 feet, and also being the terminus of easement.

Area: S.E.
Site #: AL 1095-A
Site Name: Simmsville

Exhibit "B"

**DESCRIPTION OF NEXTEL LEASE PARCEL
SIMMSVILLE (AL-1095-A)**

Description of Premises

A parcel of land situated in the Northeast Quarter of the Southwest Quarter of Section 31, Township 19 South, Range 1 West, Shelby County, Alabama, and being more particularly described as follows:

Commence at the Northwest Corner of the Northeast Quarter of the Southwest Quarter of Section 31, Township 19 South, Range 1 West, thence run South 86°20'46" East for a distance of 274.49 feet to a found iron pin, said point also being the Northwest corner of the Sprint lease parcel; thence run South 33°27'39" East for a distance of 100.00 feet to a point; thence run North 86°23'00" East for a distance of 25.53 feet to a point; thence run North 15°09'10" West for a distance of 3.85 feet to the Point of Beginning; thence run North 15°09'11" West for a distance of 20.00 feet to a point; thence run North 74°50'49" East for a distance of 25.00 feet to a point; thence run South 15°09'11" East for a distance of 20.00 feet to a point; thence run South 74°50'49" West for a distance of 25.00 feet to the Point of Beginning.

Said lease parcel contains 0.01 acres.

**DESCRIPTION OF EXISTING 30' INGRESS/EGRESS & UTILITY EASEMENT
SIMMSVILLE (AL-1095-A)**

An easement situated in the Northeast Quarter of the Southwest Quarter of Section 31, Township 19 South, Range 1 West, Shelby County, Alabama, and being more particularly described as follows:

Commence at the Northwest Corner of the Northeast Quarter of the Southwest Quarter of Section 31, Township 19 South, Range 1 West, thence run South 86°20'46" East for a distance of 274.49 feet to a found iron pin, said point also being the Northwest corner of the Sprint lease parcel; thence run South 33°27'39" East for a distance of 100.00 feet to a point; thence run North 86°23'00" East for a distance of 17.29 feet to the Point of Beginning of the centerline of a 30 feet Ingress/Egress easement that lies 15 feet each side of the following described centerline: thence run South 33°27'39" East for a distance of 414.52 feet to a point on the North Right-of-way of County Route 11 and the terminus of said easement.

**DESCRIPTION OF PROPOSED 5' WAVEGUIDE EASEMENT
SIMMSVILLE (AL-1095-A)**

An easement situated in the Northeast Quarter of the Southwest Quarter of Section 31, Township 19 South, Range 1 West, Shelby County, Alabama, and being more particularly described as follows:

Commence at the Northwest Corner of the Northeast Quarter of the Southwest Quarter of Section 31, Township 19 South, Range 1 West, thence run South 86°20'46" East for a distance of 274.49 feet to a found iron pin, said point also being the Northwest corner of the Sprint lease parcel; thence run South 33°27'39" East for a distance of 100.00 feet to a point; thence run North 86°23'00" East for a distance of 25.53 feet to a point; thence run North 15°09'10" West for a distance of 3.85 feet to a point; thence run North 15°09'11" West for a distance of 20.00 feet to a point; thence run North 74°50'49" East for a distance of 19.19 feet to the Point of Beginning of the centerline of a 5 feet easement that lies 2.5 feet each side of the following described centerline: thence run North 31°28'12" West for a distance of 9.46 feet to a point; thence run North 15°09'11" West for a distance of 28.08 feet to point on the northside of an existing 250 feet self-support tower and the terminus of said easement.

**DESCRIPTION OF PROPOSED 10' UTILITY EASEMENT
SIMMSVILLE (AL-1095-A)**

An easement situated in the Northeast Quarter of the Southwest Quarter of Section 31, Township 19 South, Range 1 West, Shelby County, Alabama, and being more particularly described as follows:

Commence at the Northwest Corner of the Northeast Quarter of the Southwest Quarter of Section 31, Township 19 South, Range 1 West, thence run South 86°20'46" East for a distance of 274.49 feet to a found iron pin, said point also being the Northwest corner of the Sprint lease parcel; thence run South 33°27'39" East for a distance of 100.00 feet to a point; thence run North 86°23'00" East for a distance of 25.53 feet to a point; thence run North 15°09'10" West for a distance of 3.85 feet to a point; thence run North 15°09'11" West for a distance of 20.00 feet to a point; thence run North 74°50'49" East for a distance of 25.00 feet to a point; thence run South 15°09'11" East for a distance of 20.00 feet to the Point of Beginning of the centerline of a 10 feet Utility easement that lies 5 feet each side of the following described centerline: thence run South 35°34'38" East for a distance of 35.54 feet to a point and the terminus of said easement.

Inst # 2000-11638

04/10/2000-11638
10:17 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 NWS 222.50