

ASSIGNMENT OF GROUND LEASE AGREEMENT

This Assignment of Ground Lease Agreement made and entered into this 1st day of June, 1999, by and between **WORLD TOWER COMPANY, INC.**, a Kentucky corporation of P.O. Box 508, Mayfield, Kentucky (hereinafter referred to as "Assignor") and **CONTINENTAL TOWERS, L.L.C.**, a Kentucky limited liability company of 243 Sugar Creek Road, Mayfield, Kentucky 42066 (hereinafter referred to as "Assignee").

W I T N E S S E T H:

WHEREAS, Assignor is the owner of a leasehold interest in real property located in Columbiana, Shelby County, Alabama (hereinafter the "Property"), comprised of a parcel of land improved by a tower thereon commonly known as Columbiana – AL 101, which parcel of land is more fully described in a Ground Lease Agreement dated May, 1999, by Sarah Mizerany, an unmarried woman, of 1602 Wellington Road, Birmingham, Alabama 35209, and Assignor herein, as assigned by Sarah Mizerany to Lake Woodmere, Inc. by Amendment, Assignment, Assumption and Consent dated August 1, 2000, which Ground Lease Agreement is evidenced by that certain Memorandum of Ground Lease Agreement being executed and recorded contemporaneously herewith by and between Lake Woodmere, Inc., and Assignee herein (collectively, the "Ground Lease"); and

WHEREAS, Assignor desires to assign its rights and obligations under the Ground Lease Agreement referred to above to the Assignee and Assignee is willing to accept all rights and liabilities under the Ground Lease Agreement.

NOW THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) in hand paid, the receipt of which is hereby acknowledged and other good and valuable consideration, the Assignor hereby assigns to Assignee all of its rights, title and interest and obligations in and to the Ground Lease.

Assignee accepts said Assignment and agrees to assume all rights, title, interest and obligations of Assignor under the Lease referred to above.

IN WITNESS WHEREOF, the parties have hereunto set their hands on this the day and date above written.

CONTINENTAL TOWERS, LLC

By: [Signature]
Name: Doug Walker
Title: Auth. Agent

WORLD TOWER COMPANY, INC.

By: [Signature]
Name: Doug Walker
Title: Pres.

STATE OF Kentucky
COUNTY OF Graves

I, Walter H. Rowe, a Notary Public, in and for said County, in said State, hereby certify that Doug Walker whose name as Authorized Agent of **CONTINENTAL TOWERS, LLC**, a limited liability company, is signed to the foregoing instrument and who is known to me, acknowledged before me this day that, being informed of the contents of the instrument, he/she, as such officer and with full authority, executed the same voluntarily and for and as the act of said limited liability company.

Given under my hand this the 2nd day of March, 2001.

Walter H. Rowe
Notary Public
My commission expires: 10/10/04

STATE OF Kentucky
COUNTY OF Grant

I, Danette H. Kue, a Notary Public, in and for said County, in said State, hereby certify that Doug Walker whose name as President of **WORLD TOWER COMPANY, INC.**, a corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me this day that, being informed of the contents of the instrument, he/she, as such officer and with full authority, executed the same voluntarily and for and as the act of said corporation.

Given under my hand this the 2nd day of March, 2001.

Danette H. Kue
Notary Public
My commission expires: 10/10/04

THIS INSTRUMENT PREPARED BY:

Victoria M. de Lisle

Victoria M. de Lisle
LOCKE LIDDELL & SAPP LLP
601 Poydras Street, Suite 2400
New Orleans, Louisiana 70130

Inst # 2001-09958

03/20/2001-09958
09:06 AM CERTIFIED
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SHELBY COUNTY JUDGE OF PROBATE
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