

Recording Requested By
And When Recorded Mail To:
SpectraSite Communications, Inc.
100 Regency Forest Dr., Suite 400
Cary, North Carolina 27511
Attn: Legal Department

Inst # 2001-54184

12/11/2001-54184
11:43 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 HEL 48.50

(Recorder's Use Above this Line)

STATE OF ALABAMA

COUNTY OF SHELBY

MEMORANDUM OF AGREEMENT

THIS MEMORANDUM OF AGREEMENT is made and entered into this 5 day of December, 2000, by and between Howard T. Stephenson, Jr. & wife Judy L. Stephenson & daughter Monica A. Stephenson as Individuals, with an address at 794 Hwy. 1, Bessemer, AL 35022 ("Lessor"), and SpectraSite Communications, Inc., a Delaware corporation ("Lessee"), with an office at 100 Regency Forest Drive, Suite 400, Cary, North Carolina 27511.

1. Lessor and Lessee entered into that certain Option and Ground Lease Agreement dated the 5 day of December, 2000, (the "Lease") for certain real property and easements as described in Exhibit A attached hereto (collectively, the "Premises"), which are a portion of that certain parcel of real property located in the County of Shelby, State of Alabama described in Exhibit B attached hereto (the "Land").
2. The Lease commenced on July 1, 2001 for an initial term of five (5) years, with options to renew for Five (5) additional five (5) year terms.
3. Notwithstanding anything to the contrary in the Lease, the description of the Premises shall be as shown on Exhibit A attached hereto and incorporated herein by reference.
4. The purpose of this Memorandum is to give record notice of the Lease and of the rights created thereby, all of which are hereby confirmed. In the event of a conflict between the terms of this Memorandum or the addition of any terms in this Memorandum which are not contained in the Lease, such conflicting or additional terms shall be deemed to be a part of the Lease and shall otherwise amend the Lease and be controlling. The terms of the Lease are incorporated herein by reference.

IN WITNESS WHEREOF, the parties have executed this Memorandum under seal as of the date first set forth above.

LESSOR:
[INDIVIDUAL(S)]

Howard P. Stephenson
Print Name: Howard P. Stephenson

Judy L. Stephenson
Print Name: Judy L. Stephenson

Monica A. Stephenson
Print Name: Monica A. Stephenson

Deigh E. Craselsky 11/10/00
NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Aug 2, 2003
BONDED THRU NOTARY PUBLIC UNDERWRITERS

NOTARY ACKNOWLEDGMENT FOR INDIVIDUALS:

STATE OF Alabama
COUNTY OF Jefferson

I, a Notary Public of the County and State aforesaid, certify that Howard T. Stephenson came before me this day and acknowledged the execution of the foregoing instrument. Witness my hand and official stamp or seal, this 10th day of November, 2000

[AFFIX NOTARY SEAL]

Deigh E. Craselsky
Notary Public

My commission expires:

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Aug 2, 2003
BONDED THRU NOTARY PUBLIC UNDERWRITERS

NOTARY ACKNOWLEDGMENT FOR INDIVIDUALS:

STATE OF ALABAMA
COUNTY OF JEFFERSON

I, a Notary Public of the County and State aforesaid, certify that Judy L. Stephenson came before me this day and acknowledged the execution of the foregoing instrument. Witness my hand and official stamp or seal, this 10 day of NOV., 2000.

[AFFIX NOTARY SEAL]

Ernestine W. McNair
Notary Public **ERNESTINE MCNAIR**

My commission expires: APRIL 05, 2003.

MY COMMISSION EXPIRES

-Lessee Signature Page-

LESSEE:

SpectraSite Communications, Inc.,
a Delaware corporation

By: _____

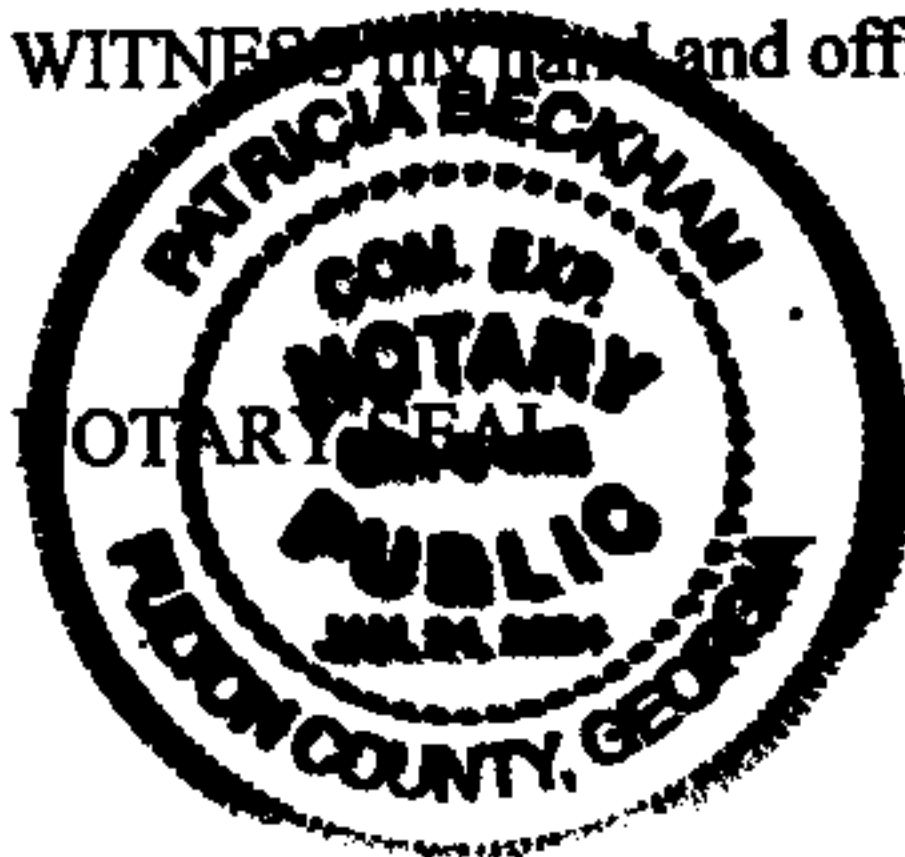
Title: Reg. V. C. President
DAVE GUILLEN

State of GEORGIA

County of FULTON

Before me, PATRICIA N. BECKHAM the undersigned, a Notary Public for the State, personally appeared DAVE GUILLEN, who is the REG. V. President of SpectraSite Communications, a Delaware corporation, 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/her authorized capacity, and that by his/her signature on the instrument, the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal, this 06 day of DECEMBER, 2000.



Signature PB

My commission expires: JAN. 24, 2004

to Memorandum of Lease between Lessor and Lessee.



EXHIBIT B
LAND

to Memorandum of Lease between Lessor and Lessee.

The Land is described and depicted as follows:

According to the survey of Melvin R. Reynolds, Registered Surveyor, dated 2nd day of June, 1982, a parcel of land located in the SW $\frac{1}{4}$ of the NE $\frac{1}{4}$ of Section 5, Township 21 South, Range 4 West, more particularly described as follows: Begin at the NE corner of said $\frac{1}{4}$ - $\frac{1}{4}$ section; thence in a westerly direction along the northerly line of said $\frac{1}{4}$ - $\frac{1}{4}$ section, a distance of 1331.34 feet to the NW corner of said $\frac{1}{4}$ - $\frac{1}{4}$ section; thence 95 degrees 48 minutes 02 seconds left to tangent of a curve to the left, having a radius of 2297.86 feet, and a central angle of 4 degrees 09 minutes 15 seconds, and in a southeasterly direction along the arc of said curve, a distance of 166.60 feet; thence 80 degrees 02 minutes 43 seconds left from tangent of said curve, in an easterly direction, parallel to said north line of said $\frac{1}{4}$ - $\frac{1}{4}$ section, a distance of 1310.09 feet to a point in the easterly line of said $\frac{1}{4}$ - $\frac{1}{4}$ section; thence 90 degrees 33 minutes left, in a northerly direction, a distance of 165.00 feet to the Point of Beginning, containing 5.0 Acres.

12/11/2001-54184
11:43 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MEL 48.50

Inst # 2001-54184