

This instrument was prepared by and
after Recording, please return to:
Phil van Aelstyn, Esq.

Cross Reference: see Exhibit B
attached

After recording, please return to:
First American Title Insurance Company
7370 College Parkway, Suite 104
Ft. Myers, FL 33907
Attn: Melody Martin

STATE OF ALABAMA)
COUNTY OF SHELBY)

ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement ("Assignment") is made effective and entered into as of the 17th day of September, 2001, by and between **GTE WIRELESS OF THE SOUTH INCORPORATED**, a Virginia corporation (successor by merger to GTE Mobilnet of Birmingham, Incorporated, successor by name change to Contel Cellular of Birmingham, Inc.), with its principal offices located at c/o Verizon Wireless, 180 Washington Valley Road, Bedminster, New Jersey 07921 (the "Assignor"), and **CELLCO PARTNERSHIP**, a Delaware general partnership dba Verizon Wireless, with its principal office at c/o Verizon Wireless, 180 Washington Valley Road, Bedminster, New Jersey 07921 (the "Assignee").

WITNESSETH

WHEREAS, Assignor desires to assign and Assignee desires to accept and acquire that certain site lease, license, easement or similar agreement more particularly described on Exhibit A-1 attached hereto and incorporated herein by this reference (the "Site Lease"), and affecting the property and/or the premises more particularly described on Exhibit A attached hereto and incorporated herein by this reference;

WHEREAS, if recorded, the Site Lease is evidenced of record as more particularly described on Exhibit B attached hereto and incorporated herein by this reference;

WHEREAS, Assignor as lessor, landlord or licensor has leased or licensed tower space on a telecommunications tower and/or ground space to the lessee(s), tenant(s) or licensee(s) described in that certain lease or license agreement(s) more particularly described on Exhibit C attached hereto and incorporated herein by this reference (the "Tower Lease(s)");

WHEREAS, Assignor agreed to grant, contribute, convey, assign, transfer and deliver to Assignee, and Assignee agreed to accept and acquire the Site Lease and the Tower Lease(s) and to assume the Site Lease and the Tower Lease(s);

NOW, THEREFORE, Assignor, in consideration of the premises, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally grant, sell, convey, assign, transfer, set over and deliver all of Assignor's right, title and interest in and to the Site Lease and the Tower Lease(s) unto Assignee without representation or warranty;

Assignee hereby accepts such assignment and agrees to assume the obligations of Assignor that arise out of the Site Lease and Tower Lease(s);

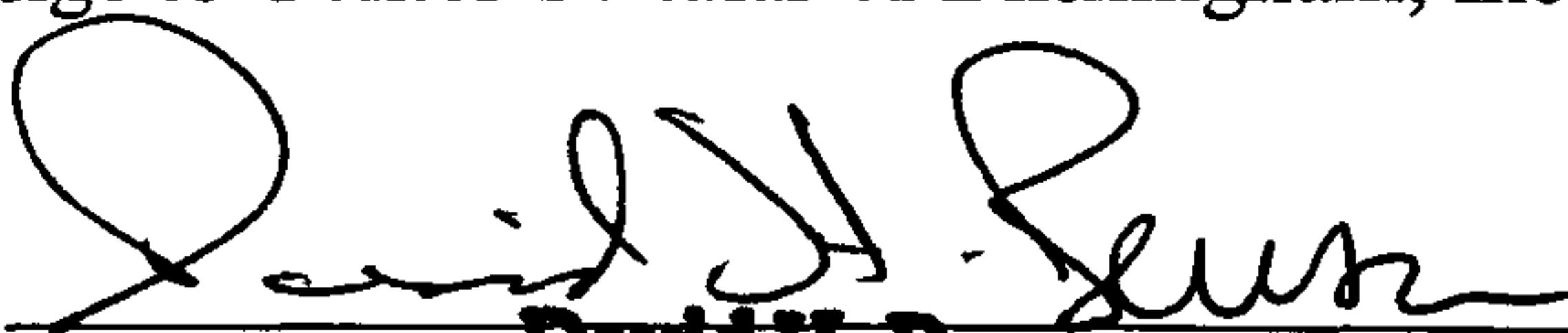
IN WITNESS WHEREOF, the parties hereto have executed this Assignment as of the day and year first written above.

[remainder of page intentionally left blank; signature pages
for both Assignor and Assignee follow]

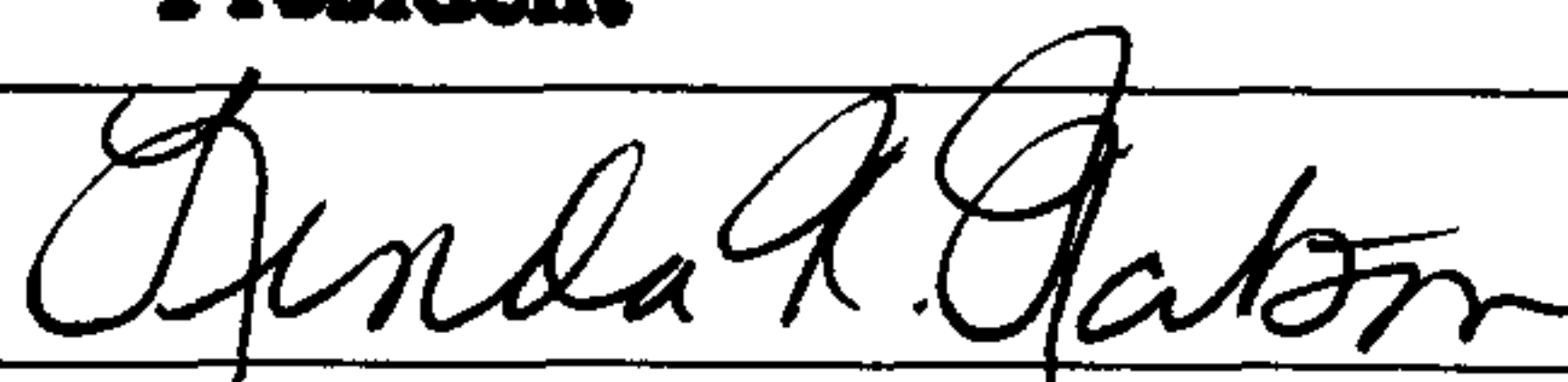
Signature Page for Assignment and Assumption Agreement

ASSIGNOR:

**GTE WIRELESS OF THE SOUTH
INCORPORATED**, a Virginia corporation
(successor by merger to GTE Mobilnet of
Birmingham, Incorporated, successor by name
change to Contel Cellular of Birmingham, Inc.)

By: 

Name: **David H. Benson**
Title: **President**

Attest: 

Name: **Linda K. Watson**
Title: **Assistant Secretary**



ACKNOWLEDGEMENT

STATE OF New Jersey

COUNTY OF Somerset

I, the undersigned, a Notary Public in and for the said County, in said State, hereby certify that **David H. Benson**, whose name as **President** of GTE Wireless of the South Incorporated, a Virginia corporation (the "corporation"), is signed to the foregoing Assignment and Assumption Agreement, and who is personally known to me, acknowledged before me this date, that being informed of the contents of the Assignment and Assumption Agreement, he as officer, with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 6th day of Sept, 2001.

Bernadette Faiella
Notary Public
My commission expires: _____

[Notarial Stamp/Seal]

BERNADETTE FAIELLA
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires July 20, 2005

ACKNOWLEDGEMENT

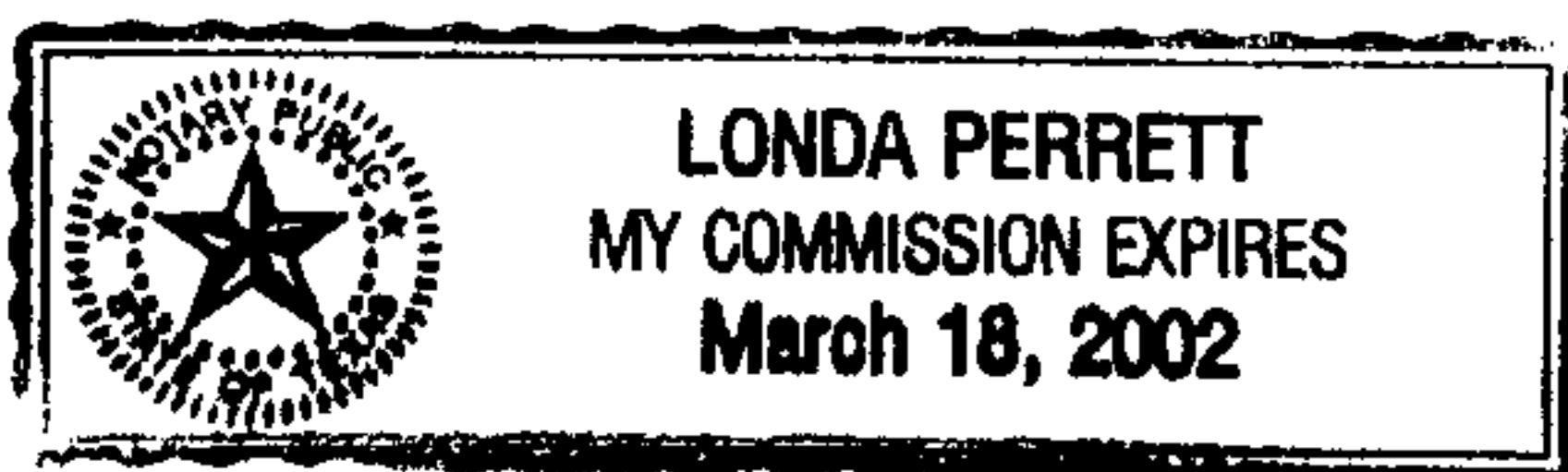
STATE OF TEXAS

COUNTY OF DALLAS

I, the undersigned, a Notary Public in and for the said County, in said State, hereby certify that **Linda K. Watson**, whose name as **Assistant Secretary** of GTE Wireless of the South Incorporated, a Virginia corporation (the "corporation"), is signed to the foregoing Assignment and Assumption Agreement, and who is personally known to me, acknowledged before me this date, that being informed of the contents of the Assignment and Assumption Agreement, she as officer, with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 14th day of September, 2001.

Londa Perrett
Notary Public
My commission expires: 3-18-02



[Notarial Stamp/Seal]

Signature Page for Assignment and Assumption Agreement

ASSIGNEE:

CELLCO PARTNERSHIP, a Delaware general
partnership dba Verizon Wireless

By: Bernadette Faiella
Name: Bernadette Faiella
Title: Acting Executive Vice President
and CTO

~~[Seal]~~

ACKNOWLEDGMENT

STATE OF NEW JERSEY
COUNTY OF SOMERSET

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Bernadette Faiella, whose name as Acting Executive Vice President and CTO of Celco Partnership, a Delaware general partnership dba Verizon Wireless, is signed to the foregoing Assignment and Assumption Agreement, and who is personally known to me, acknowledged before me this date, that being informed of the contents of the Assignment and Assumption Agreement, she, as such officer, with full authority, executed the same voluntarily for and as the act of said corporation and said partnership.

Given under my hand and official seal this 17th day of September, 2001.

ANNETTE VAN TASSEL
Notary Public of New Jersey
My Commission Expires March 03, 2004

Annette Van Tassel
Notary Public,
My Commission Expires: _____

[NOTARIAL Stamp/Seal]

EXHIBIT "A"
(AL0068 – New Hope Mtn. II)

Part of the Northwest Quarter of the Southeast Quarter of Section 11, Township 19 South, Range 2 West, Shelby County, Alabama, said part being particularly described as follows:

FROM the Southwest corner of said Northwest Quarter of Southeast Quarter, run North along the West line of said quarter-quarter section for a distance of 609.13 feet; thence turn an angle to the right of 114 degrees 59 minutes and run Southeasterly for a distance of 209.41 feet; thence turn an angle to the left of 90 degrees and run Northeasterly for a distance of 237.50 feet; thence turn an angle to the right of 126 degrees 30 minutes and run Southeasterly for a distance of 210.39 feet; thence turn an angle to the left of 90 degrees and run Northeasterly for a distance of five feet to the point of beginning of the property herein described; thence continue Northeasterly along the same course for a distance of 45 feet; thence turn an angle to the right of 90 degrees and run Southeasterly for a distance of 27 feet; thence turn an angle to the right of 90 degrees and run Southwesterly for a distance of 45 feet; thence turn an angle to the right of 90 degrees and run Northwesterly for a distance of 27 feet to the POINT OF BEGINNING.

EXHIBIT A-1

Site Lease Description

Lease Instrument dated 4/1/1999 by The Water Works and Sewer Board of the City of Birmingham, as Lessor and GTE Wireless of the South Incorporated, as Lessee, as the same may have been heretofore amended or assigned.

EXHIBIT B

Recording Information of Site Lease

Document(s) of record in Shelby County, Alabama Records as follows:

<u>Date Recorded</u>	<u>Book</u>	<u>Page</u>	<u>Instrument #</u>
3-29-1994			1994-10192

EXHIBIT C

Co-Location Leases

Initial Lease(s) dated as follows:

Initial Tenants:

as the same may have been heretofore amended