

Site Name: Dow

Site ID: BI03XC119

After recording, return to:

Memorandum of First Amendment to PCS Site Agreement

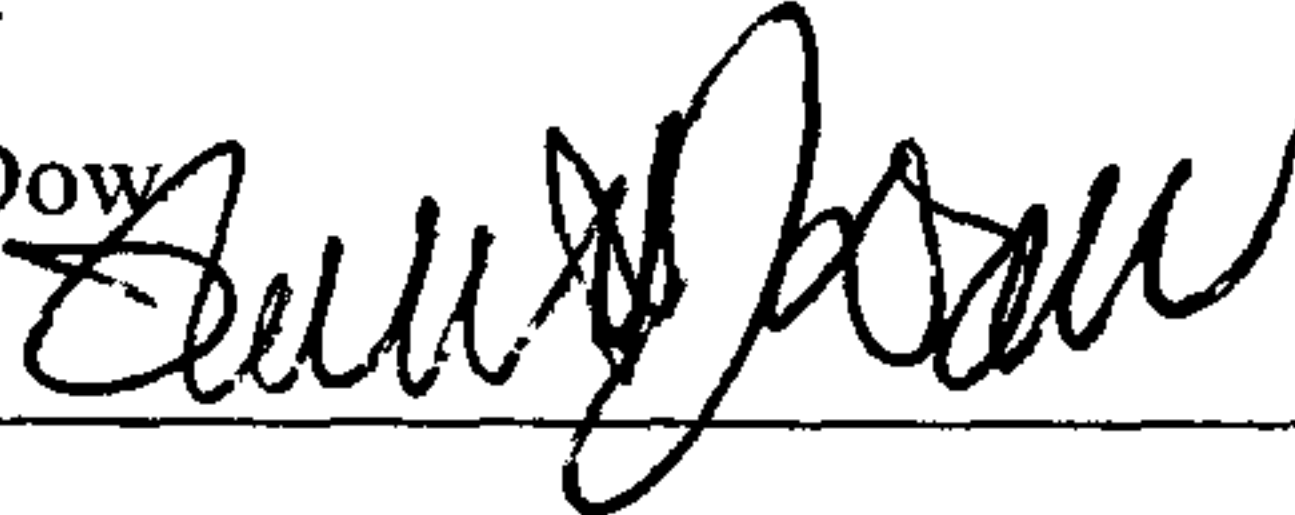
This memorandum evidences that a lease made and entered into by written PCS Site Agreement ("Agreement") dated September 19, 1996, between Robert J. Dow ("Owner") and Sprint Spectrum L.P., a Delaware limited partnership ("SSLP"), a Memorandum of which was filed of record in Instrument # 1997-11176, Shelby County records, was amended by written First Amendment to PCS Site Agreement ("First Amendment") dated December 1, 2002, between Owner and SSLP, the terms of which are incorporated herein by reference.

Such First Amendment provides in part that the property leased by Owner to SprintCom ("Site") located on County Highway 26, County of Shelby, State of Alabama, which formerly consisted of property described in Exhibit A (Original Site Description) attached hereto, has been amended effective December 1, 2002 to include the Proposed 20' Wide Tower Access Easement (the "Relocated Easement") described in Exhibit "B" attached hereto, together with rights to electric and telephone facilities, and to exclude the 20' Wide Ingress and Egress Easement described in Exhibit A, for the remaining Term(s) of the Agreement, which commenced on September 19, 1996, and which is subject to extension periods by SSLP expiring no later than September 18, 2021..

IN WITNESS WHEREOF, the parties have signed this Memorandum of Amendment as of the day and year first above written.

"OWNER"

Robert J. Dow



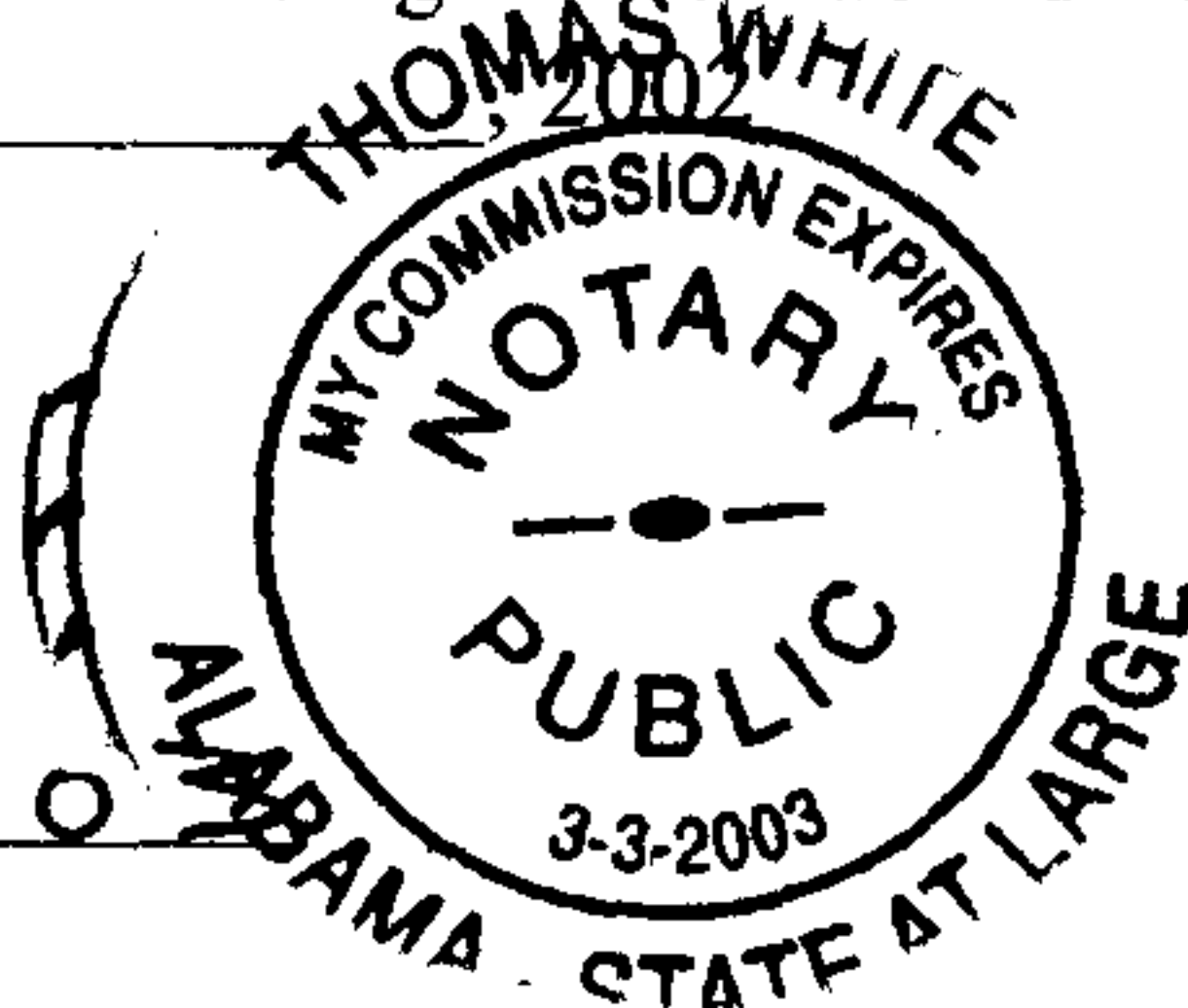
State of Alabama

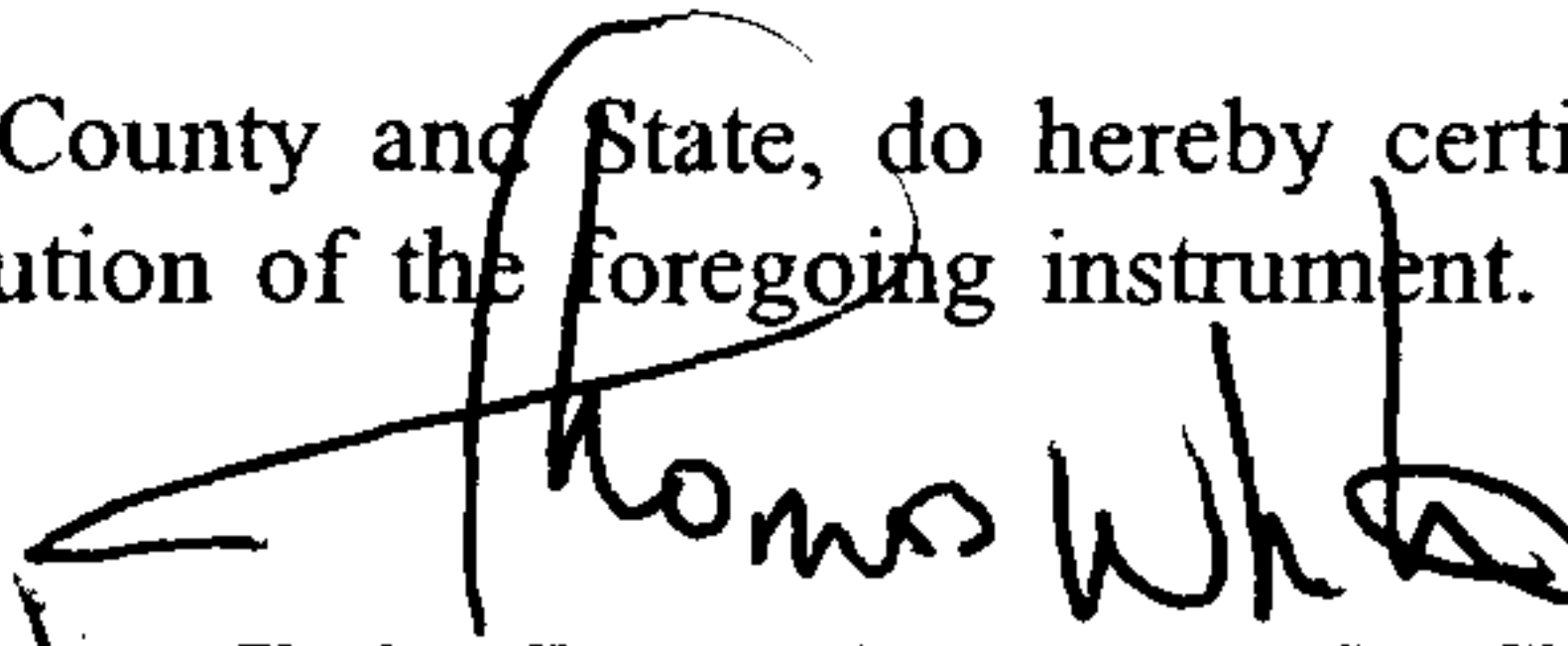
County of Shelby

I, THOMAS WHITE, a Notary Public for said County and State, do hereby certify that Robert J. Dow personally appeared before me this day and acknowledged the due execution of the foregoing instrument. Witness my hand and official seal this 16 day of Dec

AFFIX NOTARY SEAL

My Commission expires 03/03/2003

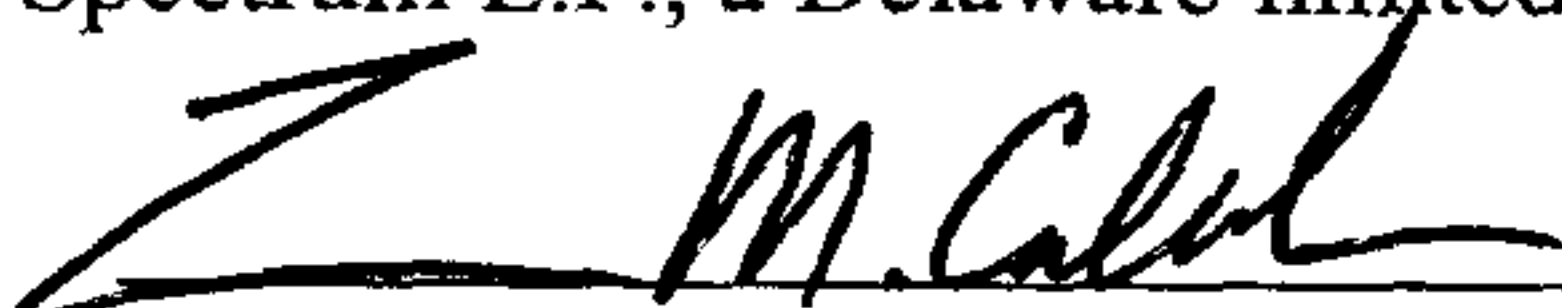



Official Notary Signature
Notary Public - State of Alabama
THOMAS WHITE
Printed, Typed or Stamped Name of Notary

"SSLP"

Sprint Spectrum L.P., a Delaware limited partnership, by Sprint Sites USASM, its agent

By:


Name: Lawrence M. Callander 12/12/02
Title: Director - East Region

State of Georgia

County of Fulton

I, Amy Deibler-Rich, a Notary Public for Cobb County, State of Georgia, do hereby certify that Lawrence M. Callander personally appeared before me this day and acknowledged that he is Director - East Region of Sprint Sites USASM, as agent for Sprint Spectrum L.P., a Delaware limited partnership, and that by authority duly given and as the act of said limited partnership, the foregoing instrument was signed by him in its name. Witness my hand and official seal this 12th day of December, 2002

AFFIX NOTARY SEAL

My Commission expires 8/31/2003

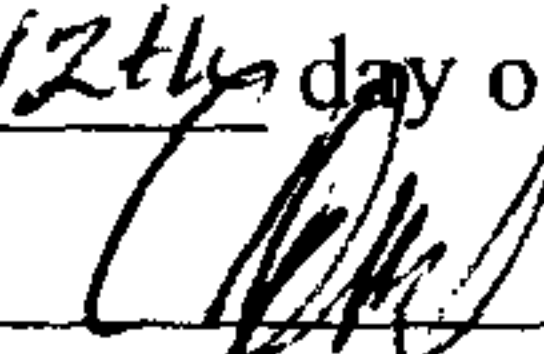

Official Notary Signature
Notary Public - State of Georgia
Amy Deibler-Rich
Printed, Typed or Stamped Name of Notary

EXHIBIT A
TO
MEMORANDUM OF FIRST AMENDMENT TO PCS SITE AGREEMENT
(PAGE 1 OF 1)

(Original Site Description)

Site situated in the County of Shelby, State of Alabama, commonly described as follows:

SITE

LEASE PARCEL DESCRIPTION

A parcel of land situated in the Southeast Quarter of the Southeast Quarter of Section 12, Township 21 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:

Commence at an iron bar at the Southeast Corner of the Southeast Quarter of the Southeast Quarter of Section 12, Township 21 South, Range 3 West, Shelby County; thence run North $86^{\circ}20'45''$ West along the south boundary of said section for a distance of 431.72 feet to a point; thence run North $03^{\circ}39'15''$ East for a distance of 10 feet to a point, said point being the Point of Beginning; thence run North $86^{\circ}20'45''$ West for a distance of 75.00 feet to a point; thence run North $03^{\circ}39'15''$ East for a distance of 75.00 feet to a point; thence run South $86^{\circ}20'45''$ East for a distance of 75.00 feet to a point; thence run South $03^{\circ}39'15''$ West for a distance of 75.00 feet to a point, said point being the Point of Beginning.

Said parcel contains 0.13 acres.

ORIGINAL
EASEMENT

20' WIDE INGRESS AND EGRESS EASEMENT

An easement situated in the Southeast Quarter of the Southeast Quarter of Section 12, Township 21 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:

Commence at an iron bar at the Southeast Corner of the Southeast Quarter of the Southeast Quarter of Section 12, Township 21 South, Range 3 West, Shelby County; thence run North $86^{\circ}20'45''$ West along the south boundary of said section for a distance of 431.72 feet to a point; thence run North $03^{\circ}39'15''$ East for a distance of 10 feet to a point, said point being the Point of Beginning of the centerline of an Ingress and Egress Easement that lies 10 feet either side of herein described easement; thence run South $86^{\circ}20'45''$ East for a distance of 21.25 feet to a point; thence run North $38^{\circ}45'19''$ East for a distance of 39.25 feet to a point; thence run North $67^{\circ}46'31''$ East for a distance of 103.14 feet to a point; thence run North $76^{\circ}19'22''$ East for a distance of 44.63 feet to a point; thence run North $66^{\circ}19'39''$ East for a distance of 113.89 feet to a point; thence run on a curve to the left having a radius of 74.61 feet, an arc length of 66.01 feet and being subtended by a chord bearing North $44^{\circ}00'29''$ East for a distance of 63.88 feet to a point; thence run North $17^{\circ}42'19''$ East for a distance of 115.10 feet to a point; thence run North $13^{\circ}55'11''$ East for a distance of 123.79 feet to a point; thence run on a curve to the left having a radius of 87.46 feet, an arc length of 85.81 feet and being subtended by a chord bearing North $32^{\circ}06'09''$ West for a distance of 81.39 feet to a point; thence run on a curve to the left having a radius of 121.47 feet, an arc length of 93.00 feet, and being subtended by a chord bearing South $75^{\circ}09'54''$ West for a distance of 90.74 feet to a point; thence run South $57^{\circ}38'53''$ West for a distance of 141.94 feet to a point; thence run South $56^{\circ}57'28''$ West for a distance of 116.19 feet to a point; thence run South $35^{\circ}39'43''$ West for a distance of 33.8 feet to a point; thence run on a curve to the right having a radius of 45.88 feet, an arc length of 27.18 feet, and being subtended by a chord bearing South $53^{\circ}05'56''$ West for a distance of 26.78 feet to a point; thence run South $79^{\circ}36'24''$ West for a distance of 79.49 feet to a point; thence run South $38^{\circ}16'35''$ West for a distance of 60.85 feet to a point; thence run North $83^{\circ}45'29''$ West for a distance of 75.45 feet to a point; thence run North $50^{\circ}52'10''$ West for a distance of 71.76 feet to a point; thence run North $78^{\circ}24'08''$ West for a distance of 32.09 feet to a point; thence run South $81^{\circ}30'29''$ West for a distance of 23.23 feet to a point; thence run North $35^{\circ}51'08''$ West for a distance of 20.34 feet to a point; thence run on a curve to the left having a radius of 35.43 feet, an arc length of 44.42 feet, and being subtended by a chord bearing North $63^{\circ}32'50''$ West for a distance of 41.57 feet to a point; thence run South $76^{\circ}29'40''$ West for a distance of 46.93 feet to a point; thence run South $86^{\circ}33'39''$ West for a distance of 67.25 feet to the southeasterly right of way of County Highway 26 (Shoov Drive, on 80' right of way), said point being the terminus of easement.

OWNER INITIALS:

RTJ

SSLP INITIALS:

Zmc

EXHIBIT B
TO
MEMORANDUM OF FIRST AMENDMENT TO PCS SITE AGREEMENT
(PAGE 1 OF 1)

(Amended Site Description)

LEASE PARCEL DESCRIPTION

SITE

A parcel of land situated in the Southeast Quarter of the Southeast Quarter of Section 12, Township 21 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:

Commence at an 11st Iron bar at the Southeast Corner of the Southeast Quarter of the Southeast Quarter of Section 12, Township 21 South, Range 3 West, Shelby County; thence run North 86°20'45" West along the south boundary of said section for a distance of 431.72 feet to a point; thence run North 03°39'15" East for a distance of 10 feet to a point; said point being the Point of Beginning; thence run North 86°20'45" West for a distance of 75.00 feet to a point; thence run North 03°39'15" East for a distance of 75.00 feet to a point; thence run South 86°20'45" East for a distance of 75.00 feet to a point; thence run South 03°39'15" West for a distance of 75.00 feet to a point; said point being the Point of Beginning.

Said parcel contains 0.13 acres.

PROPOSED 20' WIDE TOWER ACCESS EASEMENT

STATE OF ALABAMA
SHELBY COUNTY

RELOCATED
EASEMENT

A proposed 20 feet wide access easement lying in and being a part of the Southeast quarter of Section 12, Township 21 South, Range 3 West, Shelby County, Alabama, said easement also lying wholly or partially in Lot 2-A, Lot 2-B, Lot 2-C and Lot 3 of "RESUBDIVISION OF LOTS 2 & 3 SAGINAW INDUSTRIAL PARK" as recorded in Map Book 27, Page 58, in the Office of the Judge of Probate, Shelby County, Alabama, said easement lying 10 feet on both sides of its centerline, said centerline being more particularly described as follows:

Commence at an iron pin found at said Southeast corner of Section 12, Township 21 South, Range 3 West; thence proceed Northerly along the East line of said Section 12 for 751.84 feet to a iron pin found at the Northeast corner of Lot 2-C of "RESUBDIVISION OF LOTS 2 & 3 SAGINAW INDUSTRIAL PARK" as recorded in Map Book 27, Page 58; thence turn a deflection angle left of 82°48'22" and proceed Northwesterly along the Northerly line of said subdivision for 686.04 feet to an iron pin found at the Northwest corner of Lot 2-B of "RESUBDIVISION OF LOTS 2 & 3 SAGINAW INDUSTRIAL PARK", said point also lying on the Easterly right of way margin of Shelby County Highway No. 26, said point lying in a curve to the right, said curve having a central angle of 5°43'38" and a radius of 994.93 feet; thence turn a deflection angle left of 84°53'57" to the tangent of said curve and proceed Southwesterly along the arc of said curve and along said Easterly right of way margin of Shelby County Highway No. 26 for 99.45 feet to a point, said point being the POINT OF BEGINNING of the herein described centerline; thence leaving said Easterly right of way margin of Shelby County Highway No. 26, turn a deflection angle left of 98°49'50" from the tangent of said curve and proceed Southeasterly for 367.66 feet to a point; thence turn a deflection angle left of 70°13'39" and proceed Northeasterly for 109.05 feet to a point that lies 10 feet South of the Northerly line of said Lot 2-C of "RESUBDIVISION OF LOTS 2 & 3 SAGINAW INDUSTRIAL PARK"; thence turn a deflection angle right of 68°13'45" and proceed Southeasterly and parallel to the Northerly line of said Lot 2-C of "RESUBDIVISION OF LOTS 2 & 3 SAGINAW INDUSTRIAL PARK" for 242.50 feet to a point; thence turn a deflection angle right of 60°56'40" and proceed Southeasterly for 108.22 feet to a point that lies 10 feet West of the Easterly line of said Lot 2-C of "RESUBDIVISION OF LOTS 2 & 3 SAGINAW INDUSTRIAL PARK"; thence turn a deflection angle right of 21°51'42" and proceed Southerly and parallel to the Easterly line of said Lot 2-C of "RESUBDIVISION OF LOTS 2 & 3 SAGINAW INDUSTRIAL PARK" for 133.01 feet to a point; thence leaving parallel to East line of Lot 2-C, turn a deflection angle right of 13°55'11" and proceed Southwesterly for 197.88 feet to a point; thence turn a deflection angle right of 5°47'08" and proceed Southwesterly for 115.38 feet to a point; thence turn a deflection angle right of 24°18'10" and proceed Southwesterly for 63.88 feet to a point; thence turn a deflection angle right of 22°19'10" and proceed Southwesterly for 113.89 feet to a point; thence turn a deflection angle right of 9°59'47" and proceed Southwesterly for 44.63 feet to a point; thence turn a deflection angle left of 8°32'35" and proceed Southwesterly for 103.14 feet to a point; thence turn a deflection angle left of 29°01'02" and proceed Southeasterly for 39.25 feet to a point; thence turn a deflection angle right of 54°53'26" and proceed Northwesterly for 21.25 feet to the POINT OF ENDING of said centerline.

Said easement contains 0.762 Acres, more or less.

OWNER INITIALS:

RJO

SSLP INITIALS:

JMK

FIRST AMENDMENT TO PCS SITE AGREEMENT

THIS FIRST AMENDMENT TO THE PCS SITE AGREEMENT ("First Amendment") is made and entered into this 1st day of December, 2002 by and between Robert J. Dow ("Owner") and Sprint Spectrum L.P. ("SSLP").

WHEREAS, SSLP and Owner entered into and executed that certain PCS Site Agreement, dated September 19, 1996 ("Agreement"), whereby Owner leased to SSLP certain premises located on County Highway 26, Shelby County, Alabama;

WHEREAS, Owner wishes to exercise the Easement Relocation Rights reserved pursuant to Exhibit "D" of the Agreement, and has proposed a relocated alternate utility and access easement approved by SSLP, which relocated easement has been surveyed and constructed, and which shall hereafter be designated as the Relocated Easement;

NOW THEREFORE, in consideration of the premises contained herein and within said PCS Site Agreement, intending to be legally bound, Owner and SSLP do hereby covenant and agree as follows:

1. The Agreement is hereby amended effective as of the date of this Amendment shown above, as follows:

Premises and Use: Exhibit A (Site Description) attached to the Agreement is amended, **as to the legal description of "20' Wide Ingress and Egress Easement"** (hereinafter, the "Original Easement") **only**, by substituting the attached legal description of "Proposed 20' Wide Tower Access Easement" containing 0.762 acre ("First Amendment Exhibit"), hereinafter the "Relocated Easement" under the Agreement.

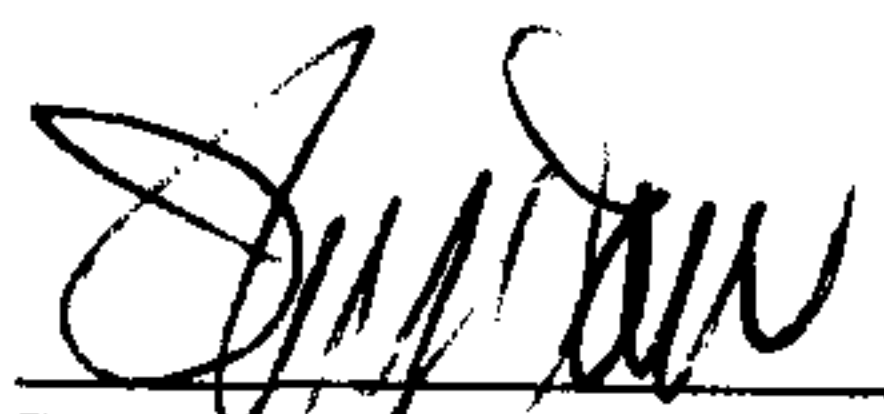
2. Quitclaim: SSLP does hereby quitclaim unto Owner, its successors and assigns, without any warranty of title or merchantability (express or implied) whatsoever, all of SSLP's right, title, interest, claim or demand which SSLP has or may have had in and to the Original Easement, for the purpose of acknowledging that the Original Easement is no longer subject to the Agreement, and for the purposes of releasing the Original Easement from the Memorandum of PCS Site Agreement recorded April 10, 1997 at 11:27 A.M. in Instrument Number 1997-11176, Shelby County, Alabama records.

3. Agreement in Effect: Except as herein expressly modified and amended, the Agreement shall remain in full force and effect pursuant to each and every of its terms and conditions. For example, and not by way of limitation, no provision of this First Amendment shall modify or amend any rights of SSLP, its successors, assigns, to the Site, or of utility service providers whose facilities may serve the Site.

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment under seal as of the date and year first above written.


OWNER:

SSLP:


By: Robert J. Dow

12-16-02
Date

Sprint Spectrum L.P., a Delaware limited partnership
BY: Sprint Sites USASM, its agent


Lawrence M. Callander
Director, East Region

12/12/02
Date

First Amendment Exhibit (1 OF 1)
(RELOCATED EASEMENT)

PROPOSED 20' WIDE TOWER ACCESS EASEMENT

STATE OF ALABAMA
 SHELBY COUNTY

A proposed 20 feet wide access easement lying in and being a part of the Southeast quarter of Section 12, Township 21 South, Range 3 West, Shelby County, Alabama, said easement also lying wholly or partially in Lot 2-A, Lot 2-B, Lot 2-C and Lot 3 of "RESUBDIVISION OF LOTS 2 & 3 SAGINAW INDUSTRIAL PARK" as recorded in Map Book 27, Page 58, in the Office of the Judge of Probate, Shelby County, Alabama, said easement lying 10 feet on both sides of its centerline, said centerline being more particularly described as follows:

Commence at an iron pin found at said Southeast corner of Section 12, Township 21 South, Range 3 West; thence proceed Northerly along the East line of said Section 12 for 751.84 feet to a iron pin found at the Northeast corner of Lot 2-C of "RESUBDIVISION OF LOTS 2 & 3 SAGINAW INDUSTRIAL PARK" as recorded in Map Book 27, Page 58; thence turn a deflection angle left of 82°48'22" and proceed Northwesterly along the Northerly line of said subdivision for 686.04 feet to an iron pin found at the Northwest corner of Lot 2-B of "RESUBDIVISION OF LOTS 2 & 3 SAGINAW INDUSTRIAL PARK", said point also lying on the Easterly right of way margin of Shelby County Highway No. 26, said point lying in a curve to the right, said curve having a central angle of 5°43'38" and a radius of 994.93 feet; thence turn a deflection angle left of 84°53'57" to the tangent of said curve and proceed Southwesterly along the arc of said curve and along said Easterly right of way margin of Shelby County Highway No. 26 for 99.45 feet to a point, said point being the POINT OF BEGINNING of the herein described centerline; thence leaving said Easterly right of way margin of Shelby County Highway No. 26, turn a deflection angle left of 98°49'50" from the tangent of said curve and proceed Southeasterly for 367.66 feet to a point; thence turn a deflection angle left of 70°13'39" and proceed Northeasterly for 109.05 feet to a point that lies 10 feet South of the Northerly line of said Lot 2-C of "RESUBDIVISION OF LOTS 2 & 3 SAGINAW INDUSTRIAL PARK"; thence turn a deflection angle right of 68°13'45" and proceed Southeasterly and parallel to the Northerly line of said Lot 2-C of "RESUBDIVISION OF LOTS 2 & 3 SAGINAW INDUSTRIAL PARK" for 242.50 feet to a point; thence turn a deflection angle right of 60°56'40" and proceed Southeasterly for 108.22 feet to a point that lies 10 feet West of the Easterly line of said Lot 2-C of "RESUBDIVISION OF LOTS 2 & 3 SAGINAW INDUSTRIAL PARK"; thence turn a deflection angle right of 21°51'42" and proceed Southerly and parallel to the Easterly line of said Lot 2-C of "RESUBDIVISION OF LOTS 2 & 3 SAGINAW INDUSTRIAL PARK" for 133.01 feet to a point; thence leaving parallel to East line of Lot 2-C, turn a deflection angle right of 13°55'11" and proceed Southwesterly for 197.88 feet to a point; thence turn a deflection angle right of 5°47'08" and proceed Southwesterly for 115.38 feet to a point; thence turn a deflection angle right of 24°18'10" and proceed Southwesterly for 63.88 feet to a point; thence turn a deflection angle right of 22°19'10" and proceed Southwesterly for 113.89 feet to a point; thence turn a deflection angle right of 9°59'47" and proceed Southwesterly for 44.63 feet to a point; thence turn a deflection angle left of 8°32'35" and proceed Southwesterly for 103.14 feet to a point; thence turn a deflection angle left of 29°01'02" and proceed Southeasterly for 39.25 feet to a point; thence turn a deflection angle right of 54°53'26" and proceed Northwesterly for 21.25 feet to the POINT OF ENDING of said centerline.

Said easement contains 0.762 Acres, more or less.

20021217000630660 Pg 5/5 23.00
 Shelby Cnty Judge of Probate, AL
 12/17/2002 12:08:00 FILED/CERTIFIED

OWNER:

By: Robert J. Dow

12-16-02
 Date

SSLP:

By: Lawrence M. Callander
 Director, East Region, Sprint Sites USASM

12/12/02
 Date