

**RECORDED AT REQUEST OF, AND
WHEN RECORDED RETURN TO:**

Nextel South Corp.
851 Trafalgar Court suite 300 east
Maitland, FL 32751
Attn: Property Manager

20040714000388230 Pg 1/9 368.00
Shelby Cnty Judge of Probate, AL
07/14/2004 09:48:00 FILED/CERTIFIED

to the Site License Agreement dated April 7, 2004 by and between
Sprint Spectrum L.P., a Delaware limited partnership, as Licenser, and Nextel South Corp., d/b/a Nextel Communications as Licensee

MEMORANDUM OF AGREEMENT

This Memorandum of Agreement is entered into on this 7th day of April, 2004 by and between Sprint Spectrum L.P., a Delaware limited partnership, with an office at Sprint Sites USA, 6120 Powers Ferry Rd., 2nd Floor, Mailstop GAATLV0204-2067, Atlanta, GA 30339-2923 (hereinafter referred to as "Licenser") and Nextel South Corp., d/b/a Nextel Communications with an office at 6575 The Corners Pkwy, Norcross, GA 30092 (hereinafter referred to as "Licensee").

1. Licenser and Licensee entered into a Site License Agreement ("Agreement") on the 7th day of April, 2004 for purpose of installing, operating and maintaining a radio communications facility and other improvements. All of the foregoing are forth in the Agreement.
2. The term of the Agreement is for five (5) years commencing on May 4, 2004, and ending May 3, 2009, 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 this 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.

Signed, sealed and delivered in the
presence of:

Unofficial Witness

Danielle Petti

Notary Public - _____ County, _____

(NOTARY SEAL) DANIELLE PETTI
Notary Public

My Commission Expires: State of New Jersey
No. 2268604

Commission Expires Nov. 2, 2005

LICENSOR

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

By: Don Mueller (SEAL)

Title: Director - East Region

Date: 4/7/04

[AFFIX CORPORATE SEAL]

Signed, sealed and delivered in the
presence of:

Janice Cook

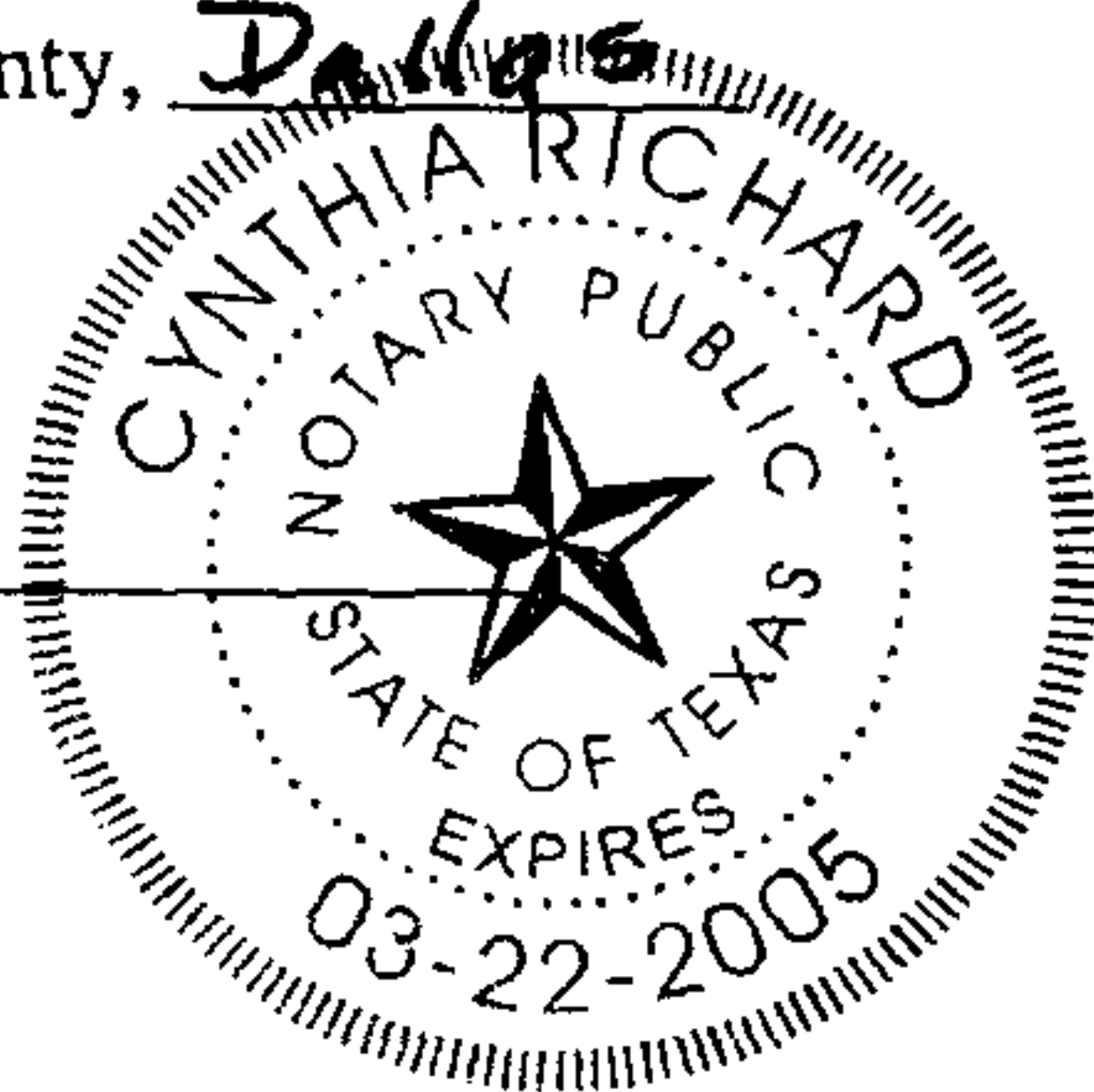
Unofficial Witness

Cynthia Richard

Notary Public - _____ County, Dallas

(NOTARY SEAL)

My Commission Expires: _____

**LICENSEE**

Nextel South Corp., a Georgia corporation
d/b/a Nextel Communications

By: Roger Sampson (SEAL)

Title: Regional Vice President Site Development

Date: 30 MAR 04

[AFFIX CORPORATE SEAL]

EXHIBIT A
TO MEMORANDUM OF AGREEMENT

to the Site License Agreement dated April 7, 200~~7~~, by and between
Sprint Spectrum L.P., a Delaware limited partnership, as Licenser, and Nextel South Corp., d/b/a Nextel Communications as Licensee

The Land is described and/or depicted as follows:

Henson
Lease Parcel

A parcel of land situated in the Northwest Quarter of the Northeast Quarter of Section 18, Township 18 South, Range 1 East, Shelby County, Alabama, and being more particularly described as follows:

Commence at the Northwest Corner of the Northwest Quarter of the Northeast Quarter of Section 18, Township 18 South, Range 1 East, thence with the north line of said quarter quarter section run North 89°52'17" East for a distance of 348.80 feet to a point; thence run South 00°07'43" East for a distance of 101.97 feet to a point, said point being the Point of Beginning; thence run North 90°00'00" East for a distance of 12.00 feet to a point; thence run South 28°34'39" East for a distance of 356.16 feet to a point; thence run South 90°00'00" West for a distance of 335.49 feet to a point; thence run North 26°03'26" East for a distance of 348.16 feet to a point, said point being the Point of Beginning.

Parcel contains 3.13 acres.

The 20' Utility Easement is described and/or depicted as follows:

Henson
20' Utility Easement

An easement situated in the Northwest Quarter of the Northeast Quarter of Section 18, Township 18 South, Range 1 East, Shelby County, Alabama, and being more particularly described as follows:

Commence at the Northwest Corner of the Northwest Quarter of the Northeast Quarter of Section 18, Township 18 South, Range 1 East, thence with the north line of said quarter quarter section run North 89°52'17" East for a distance of 348.80 feet to a point; thence run South 00°07'43" East for a distance of 101.97 feet to a point; thence run South 26°03'26" West for a distance of 348.16 feet to a point, thence run North 90°00'00" East for a distance of 304.99 feet to a point, said point being the Point of Beginning of the centerline of a 20 foot Utility Easement that lies 10 feet either side of herein described centerline; thence run South 17°38'20" East for a distance of 513.75 feet to the northerly right of way of County Road 41 (an 80' right of way), said point being the terminus of easement.

The 20' Ingress/Egress Easement is described and/or depicted as follows:

Henson
20' Ingress/Egress Easement

An easement situated in the Northwest Quarter of the Northeast Quarter of Section 18, Township 18 South, Range 1 East, Shelby County, Alabama, and being more particularly described as follows:

Commence at the Northwest Corner of the Northwest Quarter of the Northeast Quarter of Section 18, Township 18 South, Range 1 East, thence with the north line of said quarter quarter section run North 89°52'17" East for a distance of 348.80 feet to a point; thence run South 00°07'43" East for a distance of 101.97 feet to a point; thence run South 26°03'26" West for a distance of 348.16 feet to a point, thence run North 90°00'00" East for a distance of 97.84 feet to a point, said point being the Point of Beginning of the centerline of an Ingress/Egress Easement that lies 10 feet either side of said centerline as described herein; thence run South 28°29'30" West for a distance of 383.09 feet to a point; thence run South 55°37'16" East for a distance of 89.86 feet to a point; thence run South 85°21'46" East for a distance of 81.05 feet to a point; thence run South 45°50'21" East for a distance of 62.90 feet to a point; thence run South 17°10'23" East for a distance of 75.28 feet to a point; thence run South 11°12'58" West for a distance of 70.11 feet to a point; thence run South 26°01'44" West for a distance of 27.85 feet to a point; thence run South 35°33'26" West for a distance of 115.42 feet to a point; thence run South 26°02'35" West for a distance of 29.76 feet to a point; thence run South 12°10'37" West for a distance of 28.89 feet to a point; thence run South 13°02'12" East for a distance of 23.40 feet to a point; thence run South 36°26'17" East for a distance of 9.36 feet to a point on the north right-of-way line of County Line 41, having a prescriptive right-of-way of 80.00 feet, and also being the terminus of easement.

EXHIBIT B
TO MEMORANDUM OF AGREEMENT

to the Site License Agreement dated April 7, 2004 by and between Sprint Spectrum L.P.,
a Delaware limited partnership, as Licensor, and Nextel South Corp., d/b/a Nextel Communications, as Licensee

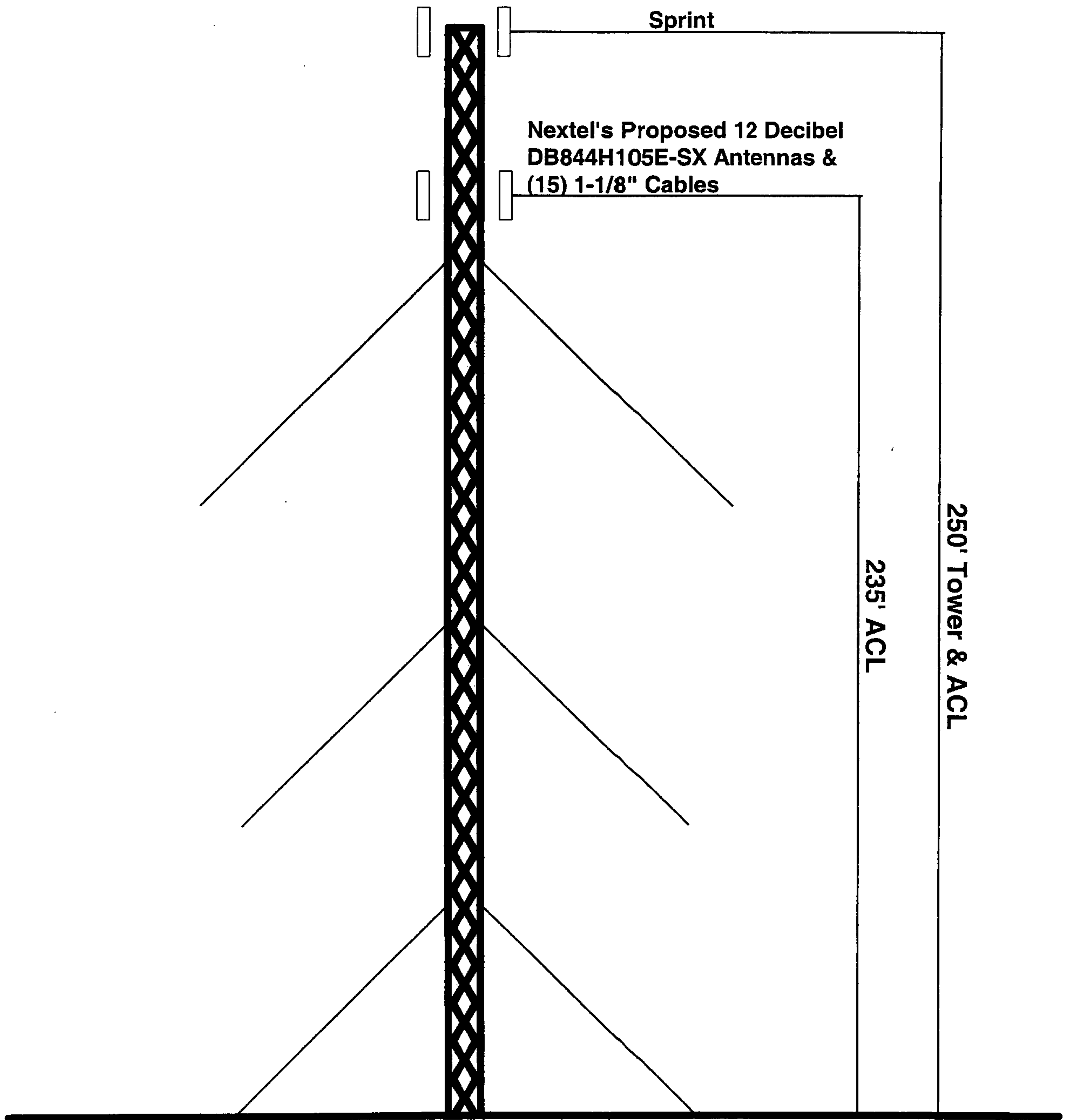
DESCRIPTION OF PREMISES

See attached three (3) pages

Notes-

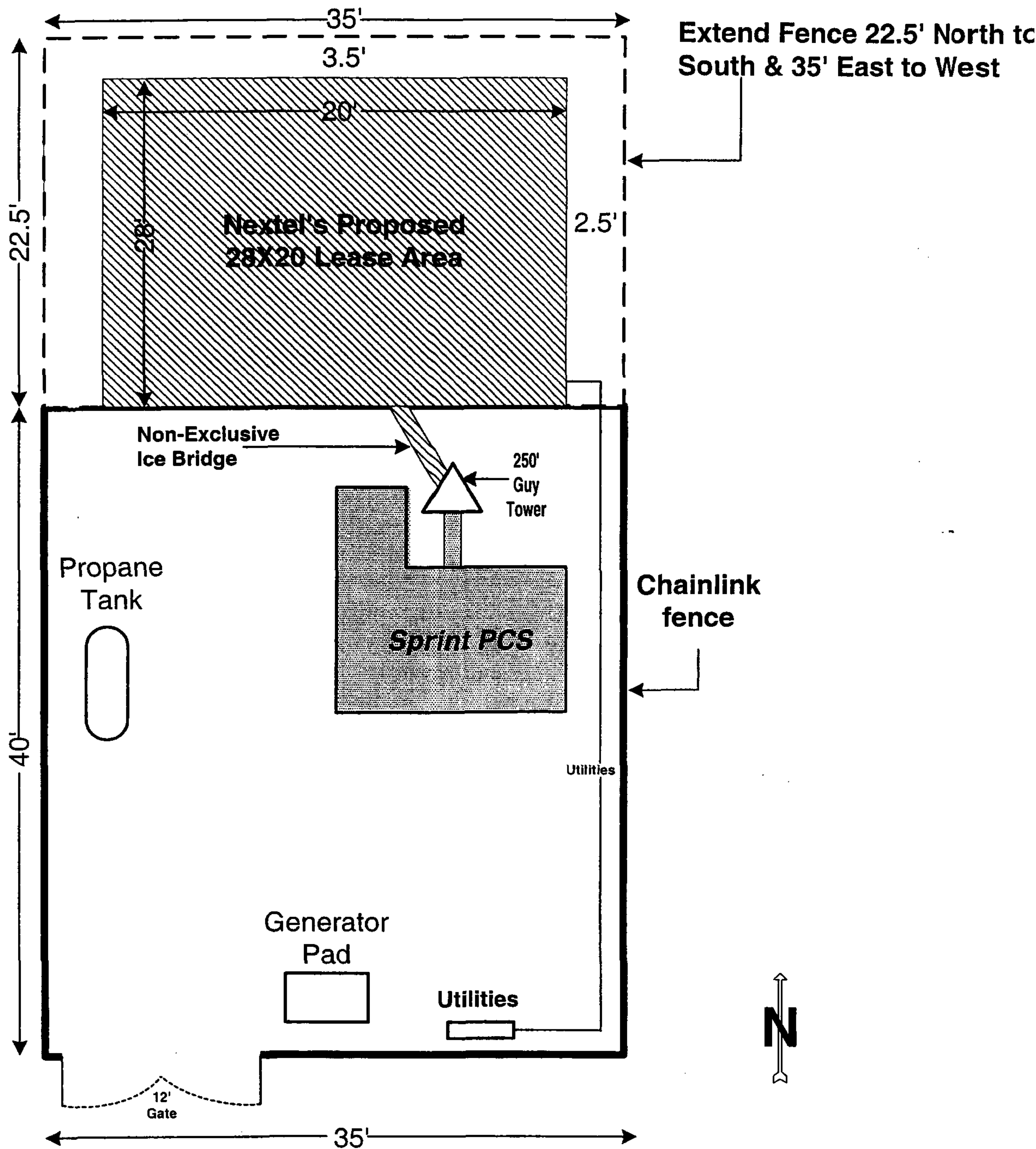
1. This Exhibit may be replaced by a land survey of the Premises once it is received by Licensee.
2. Setback of the Premises from the Land's boundaries shall be the distance required by the applicable governmental authorities.
3. Width of access road shall be the width required by the applicable governmental authorities, including police and fire departments.
4. The type, number and mounting positions and locations of antennas and transmission lines are illustrative only. Actual types, numbers, and mounting positions may vary from what is shown above, subject to Licensor's approval as provided in Paragraph 3 of the License.
5. This Exhibit is to include any plans for routing lines, utility wires, etc. on or across the Property.

SPRINT SITES USA: BI03XC065-01
NEXTEL COMMUNICATIONS: AL-1487-A



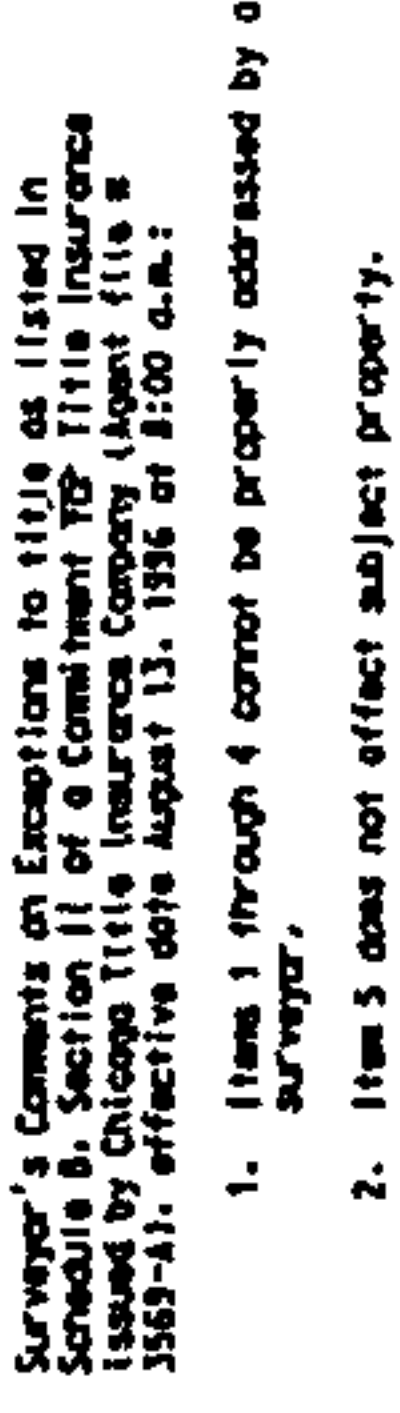
SCALE: NONE

SPRINT SITES USA: BI03XC065-01
NEXTEL COMMUNICATIONS: AL-1487-A



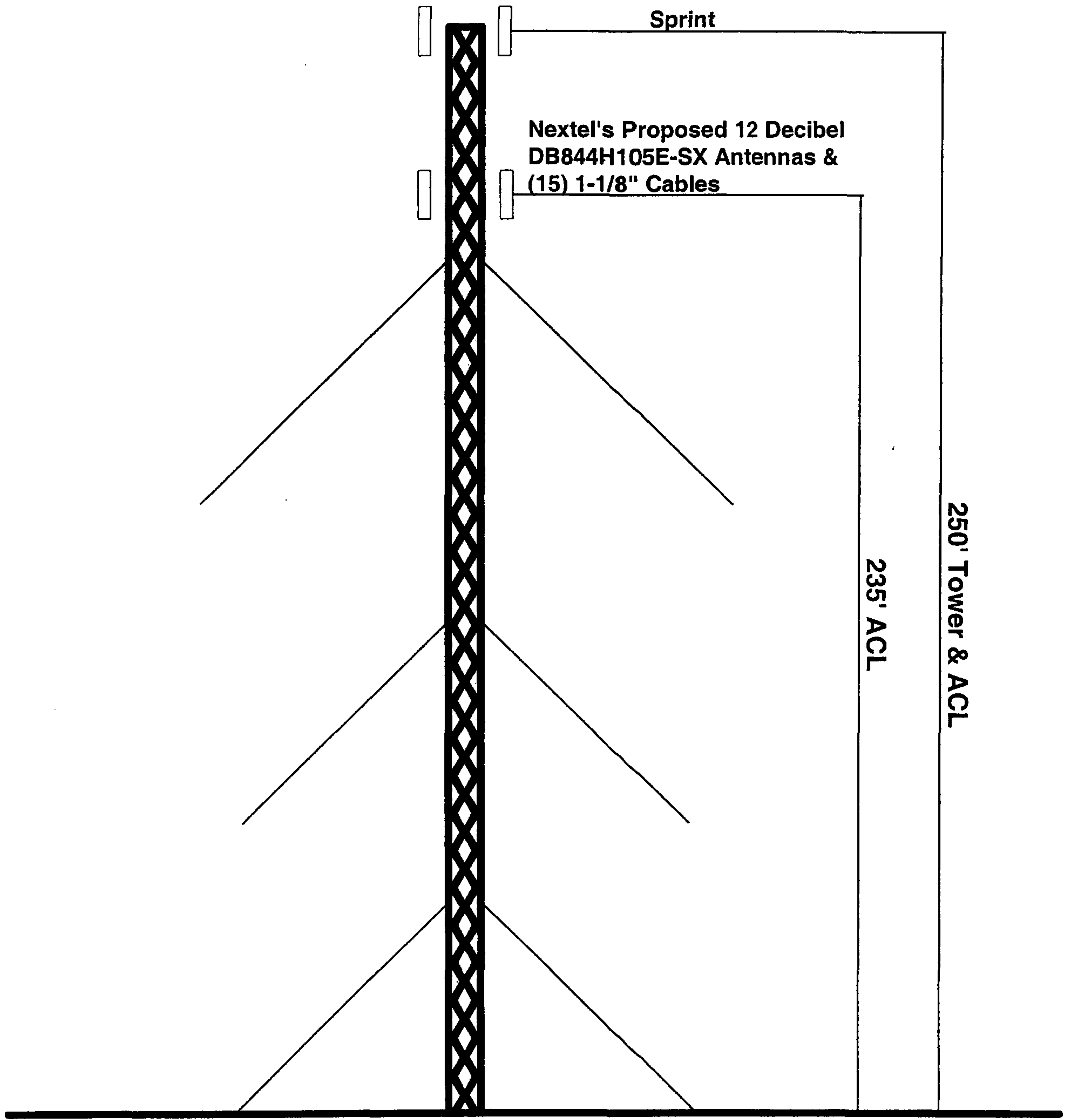
SCALE: 1" = 10'

Handwritten signature



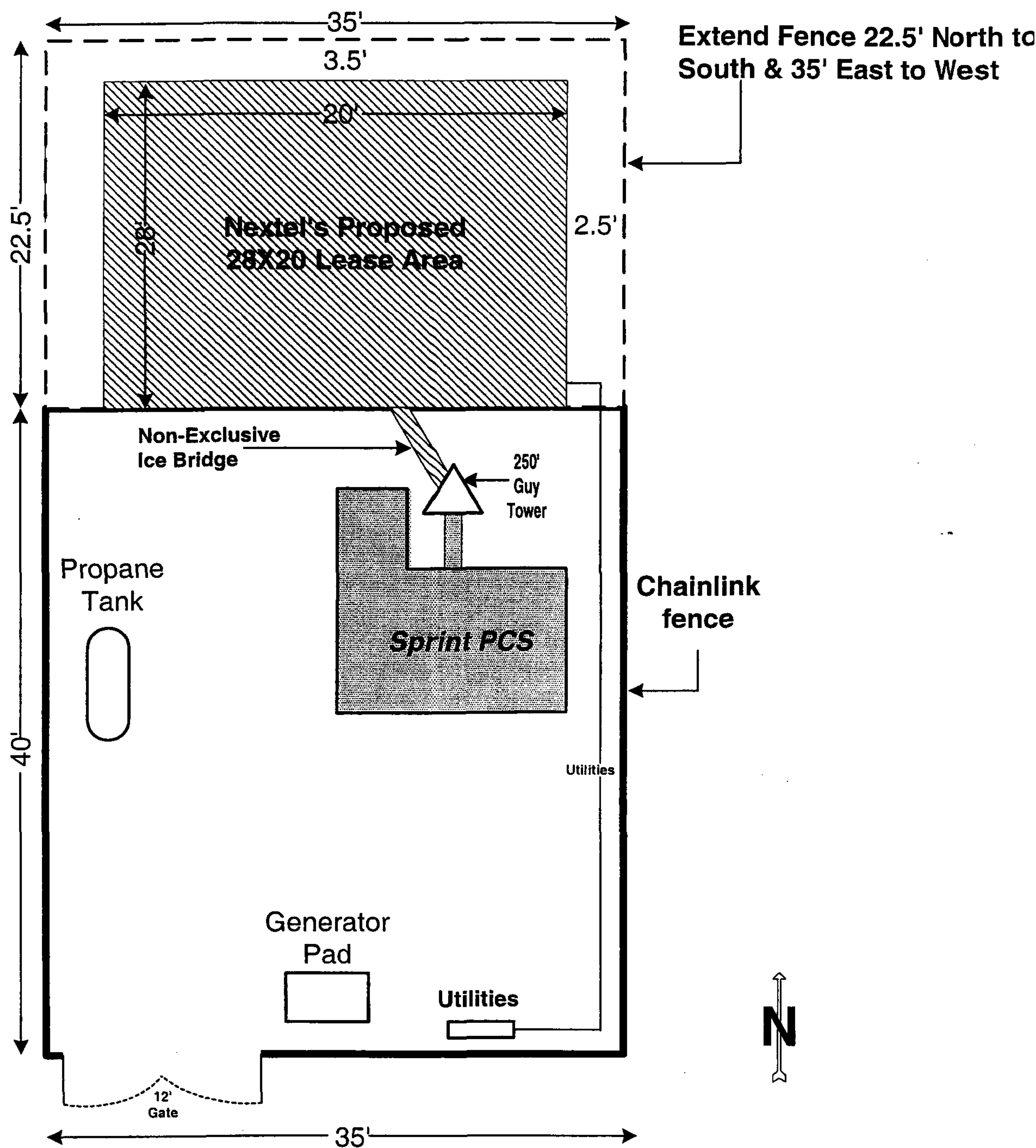
<u>ADDITIONAL INFORMATION</u>	<u>BUILDING PERMIT</u>
SHELBY COUNTY COMMISSION P.O. BOX 467 COLUMBIANA, AL 35051 PHONE: 205-469-3740	BUILDING PERMIT IS REQUIRED
<u>LOCAL TELEPHONE</u>	
FRANKLIN NEWSON 8707 SHELBY CO. HWY. LEEDS, AL 35084 PHONE: 205-459-5562	
<u>POWER</u>	
ALABAMA POWER #2 INDUSTRIAL PARK DRIVE PELHAM, AL 35174 CONTACT: JEFF CALLCOTT PHONE: 205-226-1789	
<u>TELEPHONE</u>	
BELLSOUTH ROOM 104N U.S. HWY 280 SOUTH BIRMINGHAM, AL 35223 CONTACT: STEVE MANKIN PHONE: 205-221-9045	

SPRINT SITES USA: BI03XC065-01
NEXTEL COMMUNICATIONS: AL-1487-A



SCALE: NONE

SPRINT SITES USA: BI03XC065-01
NEXTEL COMMUNICATIONS: AL-1487-A



SCALE: 1" = 10'

Handwritten signature

1. WILLIAM L. WENELL, A PROFESSIONAL LAND SURVEYOR IN ALABAMA, AND ASSOCIATES, INC., AN ARMY CREDIT FINANCIAL INSTITUTION, HAVE AGREED TO ACCEPT THE MINIMUM TECHNICAL STANDARD REQUIREMENTS FOR LAND SURVEYORS IN THE STATE OF ALABAMA ADOPTED BY THE ALABAMA SOCIETY OF PROFESSIONAL LAND SURVEYORS TO THIS SURVEY UNDER BY SUPERVISION. THIS IS AUGUST 1, 1986.

William L. Wenell
WILLIAM L. WENELL, P.L.S.
ALABAMA REG. #16466

BOUNDARY & TOPOGRAPHIC SURVEY					
PROPOSED TOWER SITE # BIR 7473					
NW ¼ NW ¼ SEC. II, TWP. 1 S., RANGE 1 E SHELBY COUNTY, ALABAMA					
SPUNNT SPECTRUM, L.P.					
		NORTH ARROW	SOUTH ARROW		
	W.L.T.	0.89 FT.	0.89 FT.	W.L.T.	
DATE 07-27-96		AS = 1"		C3-R3	
JOB NO. 96-110					

20' Ingress/Egress Easement

Henson

An easement is situated in the Northeast Quarter of the Northeast Quarter of Section 18, Township 18 North, Range 1 East, 34th Principal Meridian, Adams, and being more particularly described as follows:

Commenced at the Northeast Corner of the Northeast Quarter of the Northeast Quarter of Section 18, Township 18 North, Range 1 East, thence with the north line of said quarter quarter section run North 89°32'11" East for a distance of 348.10 feet to a point; thence run South 00°01'33" East for a distance of 101.31 feet to a point; thence run South 89°01'33" East for a distance of 116 feet to a point; thence run North 89°01'33" East for a distance of 116 feet to a point; thence said point being the point of beginning of the center line of a point-of-view easement that lies 10 feet either side of said center line as described hereinafter; thence run South 25°33'30" West for a distance of 343.05 feet to a point; thence run South 55°37'16" East for a distance of 89.46 feet to a point; thence run South 85°21'48" East for a distance of 81.05 feet to a point; thence run South 45°50'21" East for a distance of 62.90 feet to a point; thence run South 17°10'23" East for a distance of 75.28 feet to a point; thence run South 11°12'35" East for a distance of 70.11 feet to a point; thence run South 26°01'44" West for a distance of 21.85 feet to a point; thence run South 25°01'33" West for a distance of 115.42 feet to a point; thence run South 23°33'26" West for a distance of 71.72 feet to a point; thence run South 19°03'30" West for a distance of 71.18 feet to a point; thence run South 12°03'12" East for a distance of 23.40 feet to a point; thence run South 35°45'17" East for a distance of 5.35 feet to a point on the north right-of-way line of County Line 41, having a prescriptive right-of-way of 80.00 feet, and also being the terminus of easement.

A parcel of land situated in the Northeast Quarter of the Northeast Quarter of Section 18, Township 10 South, Range 1 East, Shelby County, Alabama, and being more particularly described as follows:

Henson
Lease Parcel

Commence at the Northeast Corner of the Northeast Quarter of the Northeast Quarter of Section 18, Township 10 South, Range 1 East, thence with the north line of said quarter section run North 89°52'17" East for a distance of 348.80 feet to a point; thence run North 30°07'43" East for a distance of 101.31 feet to a point; said point being the Point of Beginning; thence run North 30°00'00" East for a distance of 121.80 feet to a point; thence run South 28°34'35" West for a distance of 135.00 feet to a point; thence run South North 25°03'26" East for a distance of 348.15 feet to a point; said point being the Point of Beginning.

Parcel contains 3.13 acres.

**Hanson
20' Utility Easement**

An easement situated in the Northeast Quarter of the Northeast Quarter of Section 18, Township 18 South, Range 1 East, Shelby County, Alabama, and being more particularly described as follows:

Commence at the Northeast Corner of the Northeast Quarter of the Northeast Quarter of Section 18, Township 18 South, Range 1 East, Shelby County, Alabama; run North 89° 32' 11" East for a distance of 348.00 feet to a point; thence run North 89° 32' 11" East for a distance of 101.37 feet to a point; thence run North 28° 03' 28" West for a distance of 342.16 feet to a point; then run North 39° 00' 00" West for a distance of 304.35 feet to a point being the Point of Beginning of the center line of a 20 foot wide easement; thence run South 17° 15' 22" East for a distance of 513.15 feet to the northern right of way of County Road 41 (on 30' right of way), and a point being the terminus of easement.

1. Items 1 through 4 cannot be properly assessed by a surveyor. Comments on Exceptions to title as listed in Schedule B, Section II of a Consent To Title Insurance issued by Chicago Title Insurance Company (Agent file # 3583-A), effective date August 13, 1996 at 8:00 a.m.:

1. Items 1 through 4 cannot be properly addressed by a surveyor.
2. Item 5 does not effect subject property.

1. NORTH ARROW AS SHOWN WHICH IS BASED ON GRID NORTH, WHICH IS DETERMINED FROM A CONVERSION FROM GPS OBSERVATION.
2. ALL MEASUREMENTS SHOWN ARE TO U.S. STANDARDS.
3. NO SEARCH OF PUBLIC RECORDS HAS BEEN PERFORMED BY THIS FIRM TO DETERMINE ANY DEFECTS AND/OR ANOMALIES IN THE TITLE.
4. ONLY SURFACE UTILITIES, STORM AND SANITARY SEWER STRUCTURES WHICH ARE LOCATED WITHIN THE BOUNDARY AND OUTSIDE OF DESIGNATED EASEMENTS ARE SHOWN. NO EFFORT WAS MADE TO LOCATE ANY SUB-SURFACE UTILITIES, STORM AND SANITARY SEWER LINES EXCEPT AS SHOWN.
5. ENCROACHMENTS ADJACE GROUND ARE SHOWN.
6. THERE WAS NO FIELD LOCATION ATTEMPTED TO DETERMINE THE EXIST OF SUB-SURFACE STRUCTURES OR EAVE OVERHANGS, EXCEPT AS SHOWN.
7. THESE CERTIFICATIONS ARE IN ACCORDANCE WITH THE STATE ADMINISTRATIVE CODE RULE 130-4-2-01, PARAGRAPH 14-05, CHAPTER IV, PRACTICE - RULE OF PROFESSIONAL

