

Correction*
MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE ("Memorandum") is executed this 13 day of October, 1997, by and between H & K Warehousing ("Lessor") and Powertel/Memphis, Inc. ("Lessee") and evidences that on the 13th day of Oct. , 1997 an Option and Lease Agreement ("Lease") was entered into by and between Lessor and Lessee.

1. Lease Term. The terms of the Lease shall be five (5) years commencing on the earlier of the date that Lessee has completed construction of the Tower Facilities, as that term is defined in the Lease, or the 13th day of Feb , 1998 ("Commencement Date") and terminating at midnight on the 5th anniversary of the Commencement Date ("Initial Term"). Lessee has the right under the terms of the Lease to extend the Lease for four (4) additional five (5) year terms ("Renewal Terms").

2. Property. Subject to the terms of the Lease Lessor has leased to Lessee the real property described in Exhibit "A" attached hereto ("Property") and Lessor has granted unto Lessee for the Initial Term and any Renewal Term easements for ingress, egress and utilities over that real property described in Exhibit "B" attached hereto ("Easement").

3. Notices. All notices, requests, demands, and other communications to the Lessor or Lessee shall be made at the following addresses:

Lessor:
H & K Warehousing
8800 Hunters Run Drive
Olive Branch, MS 38654

Lessee:
Powertel/Memphis, Inc.
5775 Summertrees Drive
Memphis, TN 38134
Attn.: Vice President - Operations

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

LESSOR:

ATTEST:

By: Conrad L. Reun

By: [Signature]

Title: Sec. Treas

Title: President

(CORPORATE SEAL)

STATE MS.-DE SOTO CO. ^{PK}
FILED

FEB 17 3 16 PM '98

BK 76 PG 576
W.E. DAVIS CH. CLK.

*The purpose of refileing this instrument is to record it in the proper county.

[MISSISSIPPI SIGNATURE BLOCKS AND ACKNOWLEDGEMENTS]

Individual:

State of Mississippi

County of _____

Personally appeared before me, [Name of natural person executing instrument], with whom I am personally acquainted and who acknowledged that (s)he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this ____ day of _____, 19__.

Notary Public

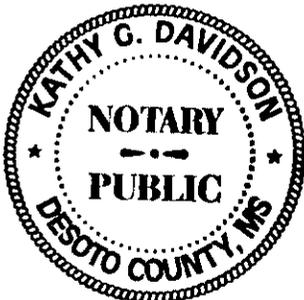
Corporation:

State of Mississippi)

County of DeSoto)

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Daniel J. Hornath, with whom I am personally acquainted, and who, upon oath, acknowledged himself to be the President of H&K Warehousing, the within named Lessor, a corporation, and that he executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such officer.

Witness my hand, at office, this 16th day of November, 1997.



Kathy G. Davidson
Notary Public

MY COMMISSION EXPIRES
MARCH 31, 2003

This document prepared by:
Susan Karolchyk
SpectraSite Services
11 Corporate Hill
Little Rock, AR 72120
501-666-1300

LESSEE:

Powertel/Memphis, Inc.

By: *David P. Allen*

Title: Vice President-Operations

State of Tennessee)

County of *Shelby*

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared *David P. Allen* with whom I am personally acquainted, and who, upon oath, acknowledged himself to be the *Vice President Operations* of Powertel/Memphis, Inc., the within named Lessee, a corporation, and that he executed the foregoing Memorandum of Lease for the purposes therein contained, by signing the name of the corporation by himself as such officer.

Witness my hand, at office, this *10th* day of *Nov*, 1997.

Melanie A. [Signature]
Notary Public
Expires 12-8-97

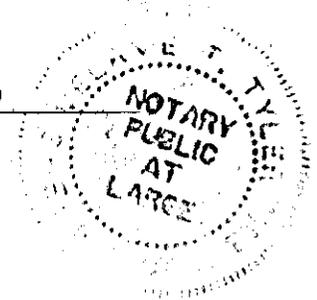


Exhibit "A"

LEGAL DESCRIPTION - PROPOSED POWERTEL TOWER COMPOUND LEASE AREA "SOUTH OLIVE BRANCH" SITE NUMBER M316

BEING A LEGAL DESCRIPTION OF PROPOSED POWERTEL/MEMPHIS, INC. TOWER COMPOUND LEASE AREA, BEING PART OF THE PROPERTY OWNED BY H&K WAREHOUSES, INC. OF RECORD IN BOOK 279, PAGE 22, CHANCERY CLERK'S OFFICE, DESOTO COUNTY, MISSISSIPPI, BEING PART OF CAROMA COMMERCIAL AND INDUSTRIAL PARK SUBDIVISION OF RECORD IN PLAT BOOK 4, PAGES 47 & 48, OF SAID CHANCERY CLERK'S OFFICE, LYING IN THE SOUTHEAST ¼ OF SECTION 33, TOWNSHIP 1 SOUTH, RANGE 6 WEST, DESOTO COUNTY, MISSISSIPPI, AND SAID PROPOSED LEASE AREA BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE POINT OF INTERSECTION OF THE NORTH LINE OF WEST CAROMA ROAD AND THE WEST LINE OF MISSISSIPPI HIGHWAY NO. 305 (AS PLATTED IN PLAT BOOK 4, PAGES 47 & 48) AND RUNNING THENCE SOUTH 89 DEGREES 25 MINUTES 40 SECONDS WEST ALONG THE NORTH LINE OF WEST CAROMA ROAD 1,115.24 FEET; THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS EAST - 100.26 FEET; THENCE NORTH 45 DEGREES 00 MINUTES 00 SECONDS WEST - 100.31 FEET; THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS EAST - 106.33 FEET TO THE TRUE POINT OF BEGINNING; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS WEST - 50.00 FEET; THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS EAST - 50.00 FEET; THENCE SOUTH 90 DEGREES 0 MINUTES 00 SECONDS EAST - 50.00 FEET; THENCE SOUTH 00 DEGREES 00 MINUTES 00 SECONDS EAST - 50.00 FEET TO THE POINT OF BEGINNING.

CONTAINING 2,500 SQUARE FEET OR 0.057 ACRES, MORE OR LESS.

THE ABOVE DESCRIBED PROPERTY IS VACANT.

BEARINGS ARE GRID NORTH.

Exhibit "B"

LEGAL DESCRIPTION - PROPOSED POWERTEL MUTUAL USE, NON-EXCLUSIVE VARIABLE WIDTH INGRESS/EGRESS AND UTILITY EASEMENT "SOUTH OLIVE BRANCH" SITE NUMBER M316

BEING A LEGAL DESCRIPTION OF PROPOSED POWERTEL/MEMPHIS, INC. MUTUAL USE, NON-EXCLUSIVE, 30 FOOT WIDE INGRESS/EGRESS AND UTILITY EASEMENT ACROSS PART OF THE PROPERTY OWNED BY H&K WAREHOUSES, INC. OF RECORD IN BOOK 279, PAGE 22, CHANCERY CLERK'S OFFICE, DESOTO COUNTY, MISSISSIPPI, BEING PART CAROMA COMMERCIAL AND INDUSTRIAL PARK SUBDIVISION OF RECORD IN PLAT BOOK 4, PAGES 47 & 48, OF SAID CHANCERY CLERK'S OFFICE LYING IN THE SOUTHEAST 1/4 OF SECTION 33, TOWNSHIP 1 SOUTH, RANGE 6 WEST, DESOTO COUNTY, MISSISSIPPI, AND SAID PROPOSED EASEMENT AREA BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE POINT OF INTERSECTION OF THE NORTH LINE OF WEST CAROMA ROAD AND THE WEST LINE OF MISSISSIPPI HIGHWAY NO. 305 (AS PLATTED IN BOOK 4, PAGES 47 & 48) AND RUNNING THENCE SOUTH 89 DEGREES 25 MINUTES 40 SECONDS WEST ALONG THE NORTH LINE OF WEST CAROMA ROAD 1,115.24 FEET; THENCE CONTINUING SOUTH 89 DEGREES 25 MINUTES 40 SECONDS WEST - 30.00 FEET; THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS EAST - 88.14 FEET; THENCE NORTH 45 DEGREES 00 MINUTES 00 SECONDS WEST - 100.31 FEET; THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS EAST - 118.76 FEET; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST - 30.00 FEET; THENCE SOUTH 00 DEGREES 00 MINUTES 00 SECONDS WEST - 106.33 FEET; THENCE SOUTH 45 DEGREES 00 MINUTES 00 SECONDS EAST - 100.31 FEET; THENCE SOUTH 00 DEGREES 00 MINUTES 00 SECONDS WEST - 100.26 FEET TO THE POINT OF BEGINNING CONTAINING 9,212 SQUARE FEET OR 0.211 ACRES, MORE OR LESS.

THE ABOVE DESCRIBED PROPERTY CONTAINS A PAVED DRIVE AND A GRAVEL DRIVEWAY.

BEARINGS ARE GRID NORTH.



RANKIN COUNTY MS
THIS INSTRUMENT
WAS FILED FOR
RECORD
98 1-20 AM 8:30
IN B 824 P 489
MURPHY ADKINS, CHY. CLK.
BY P. Myers D.C.