

This instrument prepared by:

TeleCorp Realty, L.L.C.
1010 N. Glebe Road
Arlington, VA 22201
Attention: General Counsel
(703) 236-1100

Indexing Instructions:

Located in its entirety within a portion of the NE 1/4 and a portion of the SE 1/4 of Section 27, Township 1S, Range 8W

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE, made this the 6th day of May, 1999, is a memorandum of the Site Lease Agreement dated as of October 23, 1998, together with all amendments, exhibits and supplements thereto, by and between City of Southaven, as Lessor, and TeleCorp Realty, L.L.C., as Lessee (the "Lease"), on the property described on the attached Exhibit "A" (the "Leased Premises"). In consideration of the mutual covenants contained in the Lease and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, Lessor hereby leases to Lessee the Leased Premises [together with a grant of easement for unrestricted rights of access thereto and for related electric and telephone facilities], as more specifically described in the Lease. The term of the Lease commences upon November 11, 1998 (the Commencement Date as defined in the Lease) and shall continue for a period of ten (10) years from the Commencement Date ("Initial Term") with two (2) additional five (5) year extension periods. The Lease contains various other clauses, terms and conditions affecting the rights of Lessor, Lessee and third parties. An executed original of the Lease is on file at the offices of the Lessor and Lessee.

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

LESSOR:

LESSEE:

City of Southaven

TeleCorp Realty, L.L.C.

By: TeleCorp Communications, Inc.

Its: Managing Member

By: [Signature]
Name: Charles G. Davis
Title: Mayor
Address: 8710 NORTHWEST DR
SOUTHAVEN, MS 38671
Phone: 662-393-4639

By: [Signature]
Print Name: Thomas H. Sullivan
Title: President
Address: 1010 N. Glebe Rd., Suite 800
Arlington, VA 22201
Phone: (703) 236-1100

STATE MS. - DESOTO CO.
FILED

JUN 2 2 08 PM '99

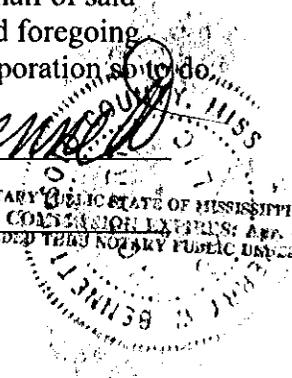
BK 81 PG 262
W.E. DAVIS CH. CLK.

STATE OF MISSISSIPPI
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for said county and state, on this 6th day of MAY, 1999, within my jurisdiction, the within named Charles G. Davis, duly identified before me, who acknowledged that he is Mayor of the City of Southaven, a municipal corporation and that for and on behalf of said municipal corporation, and as its act and deed, he executed the above and foregoing instrument, after first having been duly authorized by said municipal corporation so to do.

Sherry W. Bennett
NOTARY PUBLIC

My Commission Expires: _____
NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE.
MY COMMISSION EXPIRES: APR. 6, 2001.
BONDED THIS NOTARY PUBLIC, DUES PAID.



COMMONWEALTH OF VIRGINIA
COUNTY OF ARLINGTON

Personally appeared before me, the undersigned authority in and for the Commonwealth of Virginia, County of Arlington, on this 19 day of may, 1999, within my jurisdiction, the within named Thomas H. Sullivan, duly identified before me, who acknowledged that he is President of TeleCorp Realty, L.L.C., a limited liability formed in the State of Delaware and that for and on behalf of said company, and as its act and deed, he executed the above and foregoing instrument, after first having been duly authorized by said company so to do.

Amy Murray
NOTARY PUBLIC

My Commission Expires: _____

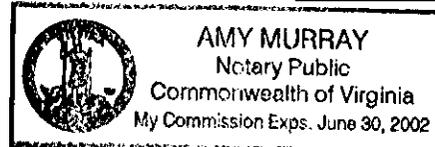
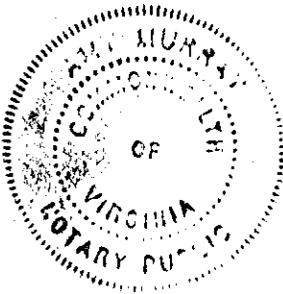


EXHIBIT "A"

LEGAL DESCRIPTION OF THE LEASED PREMISES

Description

Lease Parcel

Being a portion of land for lease purposes contained entirely within the City of Southaven property as recorded in Deed Book 155, Page 330 in the DeSoto County Register's Office, said lease parcel being located in its entirety within a portion of the northeast 1/4 and a portion of the southeast 1/4 of Section 27, Township 1 South, Range 8 West, City of Southaven, DeSoto County, State of Mississippi being more particularly described by metes and bounds as follows:

Commencing at a point representing the east quarter corner of said Section 27, T1S, R8W, said point being the most southeasterly corner of the City of Southaven property as recorded in Book 182, Page 383 in said Register's Office; thence westerly along the half section line of said Section 27 being the most southerly line of said City of Southaven property (Book 182, Page 383), North 87 degrees 13 minutes 12 seconds West a distance of 130.00' to a found iron pin representing the most southerly west corner of said City of Southaven property (Book 182, Page 383); thence departing from said half section line of Section 27 along the most easterly west line of said City of Southaven property (Book 182, Page 383), North 02 degrees 46 minutes 48 seconds East a distance of 40.00' to a point; thence along the most westerly south line of said City of Southaven property (Book 182, Page 383), North 87 degrees 13 minutes 12 seconds West a distance of 730.36' to a point; thence departing from and perpendicular to said most westerly south line of said City of Southaven property (Book 182, Page 383), South 02 degrees 46 minutes 48 seconds West a distance of 30.00' to the TRUE POINT OF BEGINNING; thence South 02 degrees 46 minutes 48 seconds West a distance of 50.00' to a point; thence along a line being parallel with and 80.00' south of said most westerly south line of the City of Southaven property (Book 182, Page 383), North 87 degrees 13 minutes 12 seconds West a distance of 50.00' to a point; thence North 02 degrees 46 minutes 48 seconds East a distance of 50.00' to a point being 30.00' south of said most westerly south line of the City of Southaven property (Book 182, Page 383); thence along a line being parallel with and 30.00' south of said most westerly south line of the City of Southaven property (Book 182, Page 383), South 87 degrees 13 minutes 12 seconds East a distance of 50.00' to the TRUE POINT OF BEGINNING.

Containing 2,500 square feet or 0.057 Acres, more or less.