

This instrument prepared by
and when recorded mail to:
TeleCorp Realty, L.L.C.
1010 North Glebe Road
Suite 800
Arlington, VA 22201
703-236-1100

Indexing Instructions:
Located in fractional Section 28,
Township 1S, Range 9W

EXHIBIT 3

BOOK

81 PAGE 265

MEMORANDUM OF AGREEMENT

This Memorandum of Agreement is entered into on this 28th day of April, 1998, by and between Nextel South Corp., a Georgia corporation d/b/a Nextel Communications with an office at 1505 Farm Credit Drive, McLean, VA 22102, (hereinafter referred to as "Licensor") and Telecorp Realty, L.L.C., a Delaware limited liability company, with an office at 1101 17th Street, NW Suite 900, Washington DC, 20036, (hereinafter referred to as "Licensee").

1. Licensor and Licensee entered into an Antenna Site License Agreement ("Agreement") on the 29th day of October, 1998, for the purpose of installing, operating and maintaining a radio communications facility and other improvements. All of the foregoing are set forth in the Agreement.
2. The term of the Agreement is for five (5) years commencing on November 2, 1998 and ending on November 2, 2003 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 the Agreement is described in **Exhibit 1** annexed hereto. That portion of the Land being leased to Licensee ("Premises") is described in **Exhibit 2** annexed hereto.

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

LICENSOR

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

By: John Cafaro

Name: John Cafaro

Title: Vice President

Date: 4/28/98

LICENSEE

Telecorp Realty, L.L.C.
By: Telecorp Communications, Inc.
Its: Managing Member

By: Carol T. Vento

Name: Carol T. Vento

Title: CEO - Inc.

Date: 9/11/98

STATE HS. - DESOTO CO.
FILED

JUN 2 2 08 PM '99

Telecorp: MEM048E / Walls
Nextel: TN1562 / Tunica Connector

BK 81 PG 265
W.E. DAVIS CH. CLK.

LESSOR ACKNOWLEDGEMENT:

STATE OF North Carolina
COUNTY OF Wake

Personally appeared before me, the undersigned authority in and for said county and state, on this 28 day of April, 1999, within my jurisdiction, the within named John Cafaro, duly identified before me, who acknowledged that he/she is Vice President of Nextel South Corp., a Georgia corporation d/b/a Nextel Communications and that for and on behalf of said corporation, and as its act and deed, he/she executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.



Elaine Tarkington
NOTARY PUBLIC
My Commission Expires: 4-5-2000

LESSEE'S ACKNOWLEDGEMENT:

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 11 day of Sept., 1999, within my jurisdiction, the within named Gerald T. Vento, duly identified before me, who acknowledged that he is CEO 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.



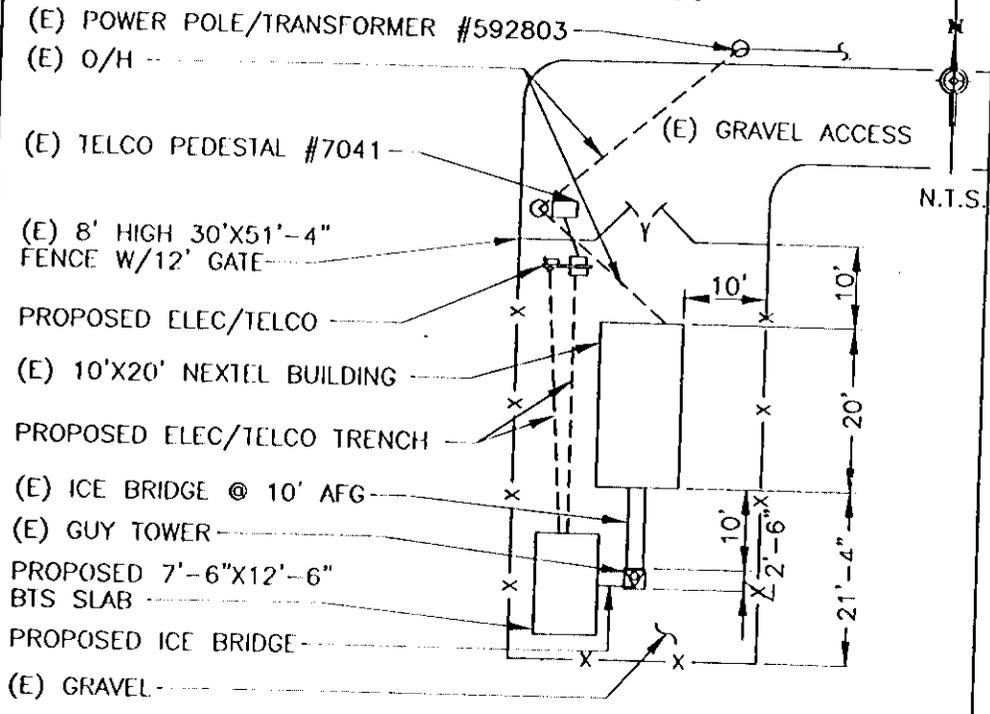
Amy Murray
NOTARY PUBLIC
My Commission Expires:
AMY MURRAY
Notary Public
Commonwealth of Virginia
My Commission Exps. June 30, 2002

EXHIBIT "1"**DESCRIPTION (PROPOSED LEASE PARCEL):**

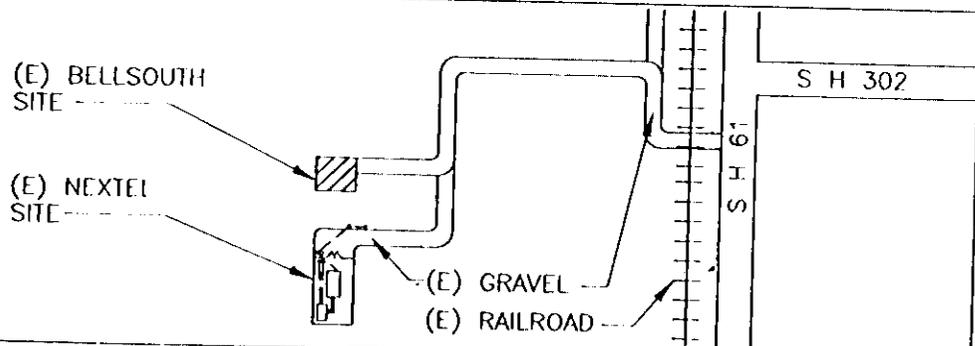
Description of Proposed Lease Parcel being a part of the Warren W. Sullivan property recorded in Book 72, Page 433, Tract 2, and being located in Section 28, Township 1 South, Range 9 West, DeSoto County, Mississippi:

Commencing at the intersection of the centerline of U. S. Highway 61 and the centerline of Goodman Road; thence north 60 degrees 05 minutes 30 seconds west, 2030.32 feet to a set 1/2" rebar with plastic cap, said point being the southeast corner of said proposed lease parcel and the Point of Beginning; thence across said property recorded in Book 72, Page 433, Tract 2 the following calls: north 74 degrees 57 minutes 20 seconds west, 7.50 feet to a set 1/2" rebar with plastic cap; north 15 degrees 02 minutes 40 seconds east, 12.50 feet to a set 1/2" rebar with plastic cap; south 74 degrees 57 minutes 20 seconds east, 7.50 feet to a set 1/2" rebar with plastic cap; south 15 degrees 02 minutes 40 seconds west, 12.50 feet to the point of beginning and containing 94 square feet or 0.002 acres of land.

LEASE EXHIBIT "2"



C:\V\31\MEVC48E\ST-1.dwg, 02-19-99, 2:43, Resena, Fierro, Gem, PS



ENTEL TECHNOLOGIES INC.
 MEMPHIS, TN

PREPARED BY GEM ENGINEERING	
SITE NAME	WALLS
SITE NO.	MEM048-E