

BOOK

81 PAGE 385
STATE MS.-DESOTO CO.
FILED

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BK 81 PG 385
W.E. DAVIS CH. CLK.

This instrument was prepared by and after recording, please return to:
Jeffrey N. Plowman, Esq.
Nelson Mullins Riley & Scarborough, L.L.P.
999 Peachtree Street, N.E.
First Union Plaza, Suite 1400
Atlanta, Georgia 30309

Indexing Instructions/Cross Reference:
Deed Book 76, Page 576 DeSoto
County, Mississippi Records.

STATE OF MISSISSIPPI)
)
COUNTY OF DESOTO)

ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement ("Assignment") is made and entered into as of the 8th day of March, 1999, by and between Powertel/Memphis, Inc., a Delaware corporation formerly known as InterCel Memphis MTA, Inc. with its principal offices located at c/o Powertel, Inc., 1233 O.G. Skinner Drive, West Point, Georgia 31833 (the "Assignor"), and Powertel Memphis Towers, LLC, a Delaware limited liability company with its principal offices located at c/o Powertel, Inc., 1233 O.G. Skinner Drive, West Point, Georgia 31833 (the "Assignee").

W I T N E S S E T H

WHEREAS, pursuant to a transaction of even date herewith, Assignee has acquired all or a substantial portion of the telecommunications towers and certain related assets of Assignor in the States in which Assignor operates as an FCC-licensed wireless telecommunications carrier;

WHEREAS, as of the effective date of this Assignment, Assignee is a wholly owned subsidiary of Assignor;

WHEREAS, Assignor desires to assign and Assignee desires to accept and acquire all of the right, title, and interest of Assignor in and to that certain lease, license or easement agreement more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "Lease") affecting the premises described on Exhibit A-1;

WHEREAS, the Lease is evidenced of record by that certain Memorandum of Lease more particularly described on Exhibit B attached hereto and incorporated herein by this reference;

WHEREAS, Assignor as lessor, landlord or licensor has leased or licensed tower space on the telecommunications tower and/or ground space to the lessee, tenant or licensee described in that certain lease or license agreement more particularly described on Exhibit C attached hereto and incorporated herein by this reference (herein referred to as the "Sublease");

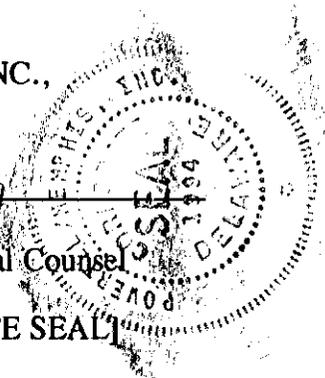
NOW, THEREFORE, Assignor, in consideration of the premises, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby unconditionally grant, sell, convey, assign, transfer, set over and deliver, all of its right, title and interest in and to the Lease and the Sublease unto Assignee, to have and to hold forever. Assignee hereby accepts such assignment and agrees to assume all of the obligations of Assignor accruing from and after the date hereof for performance of all of the terms, conditions and covenants of Assignor as lessee or tenant under the Lease, including the obligation to pay rent, and all of the obligations of Assignor accruing from and after the date hereof for performance of all of the terms, conditions and covenants as Assignor as lessor, landlord or licensor under the Sublease.

Executed under seal as of the day and year first written above.

ASSIGNOR:

POWERTEL/MEMPHIS, INC.,
a Delaware corporation

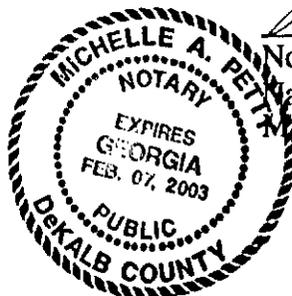
By: Jill F. Dorsey
Jill F. Dorsey
Title: Vice President/General Counsel



[CORPORATE SEAL]

STATE OF Georgia
COUNTY OF Fulton

Personally appeared before me, the undersigned authority in and for the said county and state, on this 24 day of May, 1999, within my jurisdiction, the within named Jill F. Dorsey, who acknowledged that she is the Vice President/General Counsel of Powertel/Memphis, Inc., a Delaware corporation, and that for and on behalf of the said corporation, and as its act and deed, she executed the above and foregoing instrument, after first having been duly authorized by said corporation to do so.



Michelle A. Petty
Notary Public
Name: Michelle A. Petty (Print)
My Commission Expires: 2/7/03

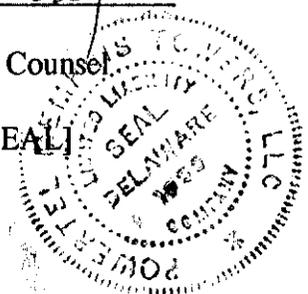
(Notarial Stamp/Seal)

ASSIGNEE:

POWERTEL MEMPHIS TOWERS, LLC, a Delaware limited liability company

By: Jill F. Dorsey
Jill F. Dorsey
Title: Vice President/General Counsel

[COMPANY SEAL]



STATE OF Georgia
COUNTY OF Julia

Personally appeared before me, the undersigned authority in and for the said county and state, on this 24 day of May, 1999, within my jurisdiction, the within named Jill F. Dorsey, who acknowledged that she is the Vice President/General Counsel of PowerTel Memphis Towers, LLC and that for and on behalf of the said company, and as its act and deed, she executed the above and foregoing instrument, after first having been duly authorized by said company to do so.

Michelle A. Petty
Notary Public
Name: Michelle A. Petty (Print)
My Commission Expires: 2/7/03

(Notarial Stamp/Seal)



Exhibit A

Ground Lease

That certain lease agreement between H&K Warehousing as Landlord/Lessor and Powertel/Memphis, Inc. as Tenant/Lessee, dated 10-13-97, for the tower site known as South Olive Branch, located at 8804 Hunters Run Drive, Olive Branch, Mississippi 38654.

Exhibit A-1

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 ¼ 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 EAST - 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.

Exhibit "A"-1

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 GRJD NORTH.

Exhibit B

Memorandum of Lease

That certain Memorandum of Lease dated 10-13-97, recorded in Book 76, Page 576, in the office of the Chancery Clerk of DeSoto County, Mississippi Records.

Exhibit C

Co-Location Agreement

NONE