

MS0383
Highway 304 - Eudora

EXHIBIT C

P BOOK 0095 PAGE 0655

MEMORANDUM OF LEASE

This Memorandum of Lease is entered into between Communication Towers Construction & Leasing, LLC, a Mississippi corporation ("Lessor") and Cellular South Real Estate, Inc. a Mississippi corporation ("Lessee").

This Memorandum of Lease is being recorded to give notice that Lessor and Lessee have entered into a Lease dated May 1, 2001 covering land located in Desoto County Mississippi and more particularly described on Exhibit A hereto. The primary term of the Lease is five years with four five-year options to extend. The primary term of the Lease commences on July 1, 2001.

The Lease provides that the Lessee may mortgage or collaterally assign its leasehold interest to its lender as security.

In the event of any conflict between this Memorandum of Lease and the Lease itself, the terms of the Lease will control.

In witness whereof, the parties, acting by and through their duly authorized officers, have executed this instrument on the dates below their respective signatures, and effective on the date of the Lease.

LESSOR: Communication Towers Construction & Leasing

By: William E. Yoste

Its: Managing Partner

Date: March 23, 2001

LESSEE

By: [Signature]

Its: Vice President Network Operations

Date: June 15, 2001

STATE MS - DESOTO CO.

SEP 30 2 59 PM '02

P BK 95 PG 655
W.E. DAVIS CH. CLK.

STATE OF MISSISSIPPI
COUNTY OF DESOTO

BOOK 0095 PAGE 0656

Personally appeared before me, the undersigned authority in and for the said county and state, on this 23rd day of May, 2001, within my jurisdiction, the within named William E. Yoste, who acknowledged that he is Managing Partner of Communication Towers Construction & Leasing, LLC, a Mississippi corporation, and that for and on behalf of said corporation, and as its act and deed, he executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.



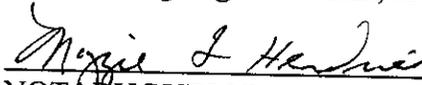
NOTARY PUBLIC

My Commission Expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 7, 2002

STATE OF MISSISSIPPI
COUNTY OF DESOTO Hinds

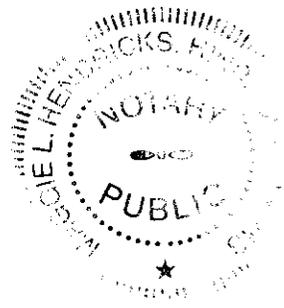
Personally appeared before me, the undersigned authority in and for the said county and state, on this 15th day of June, 2001, within my jurisdiction, the within named Tony Kent, who acknowledged that he is LLP of National Operations of Cellular South Real Estate Inc, a Mississippi corporation, and that for and on behalf of said corporation, and as the act and deed of said corporation, he executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.



NOTARY PUBLIC

My Commission Expires:

My Commission Expires July 17, 2004



Indexing Instruction: SEE H/ONLINE/STG

This instrument prepared by, and after recording should be returned to:

Lessor CTCL, LLC

Address 1568 Rabb Rd., Memphis, TN 38119

Telephone: 901-685-9859

Lessee Cellular South Real Estate, Inc.

Address 125 South Congress

Jackson, MS 39201-3303

Telephone: 601-974-7312

EXHIBIT "A"

LEGAL DESCRIPTION OF
PROPERTY

A 15' x 20' and a 6' x 12' area from the 100' x 100' compound area leased from the following legal description of the property owned by DeSoto County, Mississippi

A tract of land located in DeSoto County, Mississippi, described as follows:

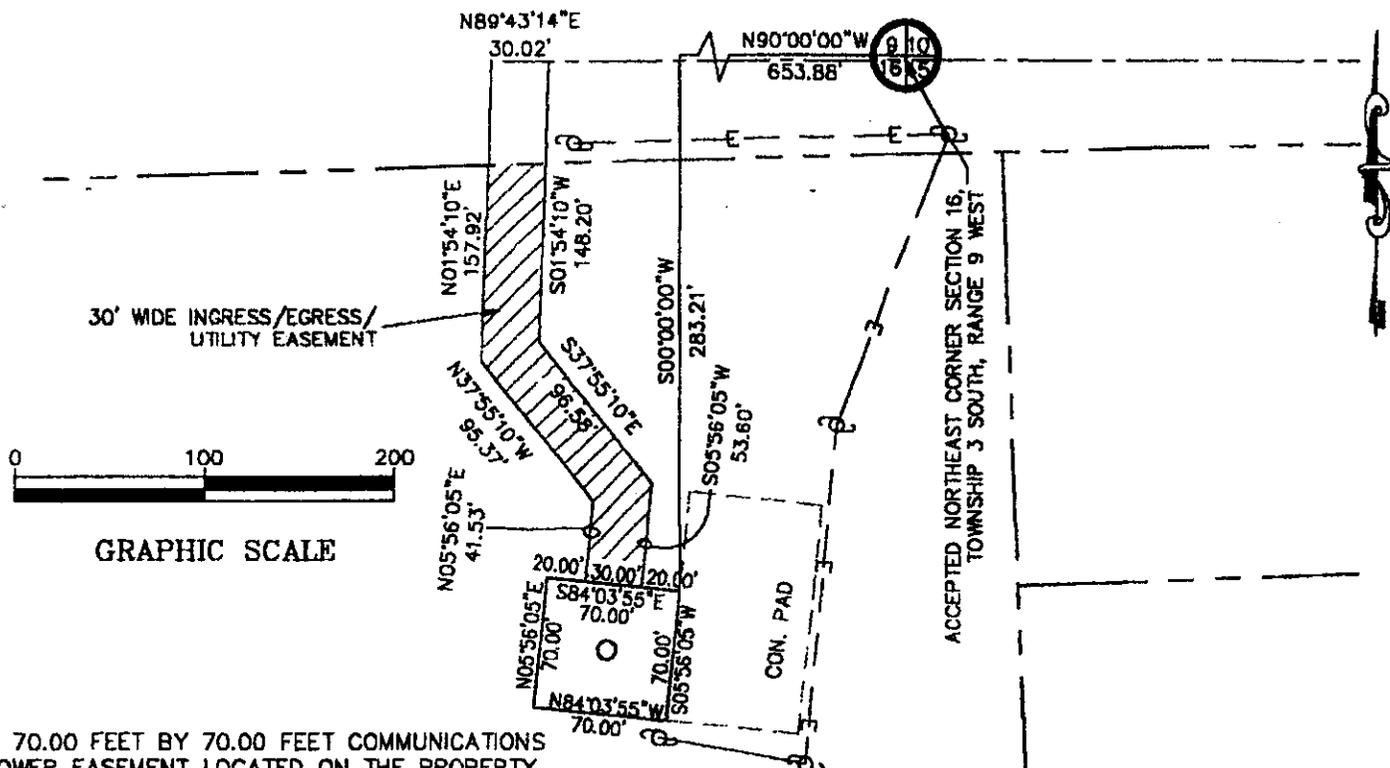
9.19 acres, more or less, situated in Northeast Quarter of Section 16, Township 3, South, Range 9 West, DeSoto County, Mississippi, being more particularly described as Beginning at the intersection of the South right-of-way line of Mississippi Highway 304 and the West line of the Northeast Quarter of the Northeast Quarter of Section 16, Township 3 South, Range 9 West, said point being 40 feet South of the centerline of said highway; thence South along the West line of said quarter section a distance of 474.42 feet to a point; thence East and parallel to the centerline of said highway a distance of 843.5 feet, more or less, to a point; thence North and parallel to said West Quarter section line a distance of 474.42 feet, more or less, to a point in the South right-of-way line of said highway; thence West along said South right-of-way line a distance of 843.5 feet, more or less, to the point of beginning and containing 9.19 acres, more or less.

LESS AND EXCEPT:

Beginning at the intersection of the South right-of-way of Mississippi Highway 304 and the West line of the Northeast Quarter of Section 16, Township 3 South, Range 9 West; said point being 40 feet South of the center of said highway and being the Northwest corner of the previously described 9.19 acre lot; thence East along said right-of-way a distance of 208.71 feet to a point; thence South and parallel to the West line of said quarter section a distance of 208.71 feet to a point; thence West a distance of 108.71 feet to a point in said West quarter section line; thence North along said line a distance of 208.71 feet to the point beginning and containing 1.0 acres, more or less. This description is intended to describe the 10.0 acre tract that Mrs. Susan Harral deeded to District No. 1 School district in Deed Book 19, Page 149 less and accept the 1.0 acre tract deeded to the Eudora Fire Department by DeSoto County in Deed Book 146, Page 183 and also less and accept a 40 feet wide strip deeded to the State of Mississippi for the construction of Highway 304.

EXHIBIT "B"

SURVEY



A 70.00 FEET BY 70.00 FEET COMMUNICATIONS TOWER EASEMENT LOCATED ON THE PROPERTY KNOWN AS THE EUDORA SCHOOL, SOUTHWEST OF MISSISSIPPI HIGHWAY 304 AND MISSISSIPPI HIGHWAY 301, IN THE NORTHEAST QUARTER OF THE NORTHEAST QUARTER OF SECTION 16, TOWNSHIP 3 SOUTH, RANGE 9 WEST, IN DESOTO COUNTY, MISSISSIPPI AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE INTERSECTION OF MISSISSIPPI HIGHWAY 304 AND MISSISSIPPI HIGHWAY 301, BEING THE ACCEPTED NORTHEAST CORNER OF SECTION 16, TOWNSHIP 3 SOUTH, RANGE 9 WEST; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, 653.88 FEET TO A POINT, THENCE SOUTH 00 DEGREES 00 MINUTES 00 SECONDS WEST, 283.21' TO THE TRUE POINT OF BEGINNING; THENCE SOUTH 05 DEGREES 56 MINUTES 05 SECONDS WEST ALONG THE WEST EDGE OF AN EXISTING CONCRETE PAD, 70.00 FEET TO THE SOUTHWEST CORNER OF SAID CONCRETE PAD; THENCE NORTH 84 DEGREES 03 MINUTES 55 SECONDS WEST, 70.00 FEET TO A POINT; THENCE NORTH 05 DEGREES 56 MINUTES 05 SECONDS EAST, 70.00 FEET, TO A POINT; THENCE SOUTH 84 DEGREES 03 MINUTES 55 SECONDS EAST, 70.00 FEET TO THE POINT OF BEGINNING AND CONTAINING 4,900, MORE OR LESS, SQUARE FEET OF LAND BEING SUBJECT TO ALL CODES, COVENANTS, RESTRICTIONS, REVISIONS, REGULATIONS, EASEMENTS, AND RIGHTS-OF-WAY OF RECORD THAT AFFECT THE HEREIN DESCRIBED PROPERTY.

BEARINGS BASED ON STATE PLAN COORDINATES, MISSISSIPPI ZONE WEST(NAD 83), BY GPS OBSERVATION.

A 30.00 FEET WIDE INGRESS/EGRESS/UTILITY ACCESS EASEMENT FOR COMMUNICATIONS TOWER LOCATED ON THE PROPERTY KNOWN AS THE EUDORA SCHOOL, SOUTHWEST OF MISSISSIPPI HIGHWAY 304 AND MISSISSIPPI HIGHWAY 301, IN THE NORTHEAST QUARTER OF THE NORTHEAST QUARTER OF SECTION 16, TOWNSHIP 3 SOUTH, RANGE 9 WEST, IN DESOTO COUNTY, MISSISSIPPI AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE INTERSECTION OF MISSISSIPPI HIGHWAY 304 AND MISSISSIPPI HIGHWAY 301, BEING THE ACCEPTED NORTHEAST CORNER OF SECTION 16, TOWNSHIP 3 SOUTH, RANGE 9 WEST; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, 653.88 FEET TO A POINT, THENCE SOUTH 00 DEGREES 00 MINUTES 00 SECONDS WEST, 283.21' TO A POINT; THENCE NORTH 84 DEGREES 03 MINUTES 55 SECONDS WEST, 20.00 FEET TO THE TRUE POINT OF BEGINNING; THENCE NORTH 84 DEGREES 03 MINUTES 55 SECONDS WEST, 30.00 FEET TO A POINT; THENCE NORTH 05 DEGREES 56 MINUTES 05 SECONDS EAST, 41.53 FEET TO A POINT; THENCE NORTH 37 DEGREES 55 MINUTES 10 SECONDS WEST, 95.37 FEET TO A POINT; THENCE NORTH 01 DEGREES 54 MINUTES 10 SECONDS EAST, 157.92 FEET TO A POINT; THENCE NORTH 89 DEGREES 43 MINUTES 14 SECONDS EAST, 30.02 FEET TO A POINT; THENCE SOUTH 01 DEGREES 54 MINUTES 10 SECONDS WEST, 148.20 FEET TO A POINT; THENCE SOUTH 37 DEGREES 55 MINUTES 10 SECONDS EAST, 95.58 FEET TO A POINT; THENCE SOUTH 05 DEGREES 56 MINUTES 05 SECONDS WEST, 53.60 FEET TO THE POINT OF BEGINNING AND CONTAINING 4,900, MORE OR LESS, SQUARE FEET OF LAND BEING SUBJECT TO ALL CODES, COVENANTS, RESTRICTIONS, REVISIONS, REGULATIONS, EASEMENTS, AND RIGHTS-OF-WAY OF RECORD THAT AFFECT THE HEREIN DESCRIBED PROPERTY.

BEARINGS BASED ON STATE PLAN COORDINATES, MISSISSIPPI ZONE WEST(NAD 83), BY GPS OBSERVATION.

COMMUNICATION TOWER CONSTRUCTION AND LEASING, LLC.
COMMUNICATIONS TOWER
 SOUTHWEST CORNER HWY. 304 & HWY. 301
 DESOTO COUNTY, MS
 ENGINEER: SMITH ENGINEERING FIRM, INC.

INDEXING INSTRUCTIONS: The land subject to this instrument is located in the Northeast 1/4 of Section 16, Township 3 South, Range 9 West, Judicial District of Desoto County, Mississippi.

THIS INSTRUMENT WAS PREPARED BY, AND
AFTER RECORDING SHOULD BE RETURNED TO:

Name: Cellular South Real Estate, Inc.
Address: 125 South Congress Street, Suite 1000, Jackson MS 39201
Telephone: (601) 974-7223
Attention: Maggie Hendricks