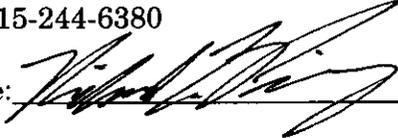


STATE MS. - DE SOTO CO.
FILED

OCT 30 1 24 PM '02

BK 96 PG 355
W.E. DAVIS CH. CLK.

This Instrument Was Prepared By and
When Recorded Mail To:
Richard L. Pensinger, Esq.
Waller Lansden Dortch & Davis
A Professional Limited Liability Company
511 Commerce Street, Suite 2100
Nashville, Tennessee 37219
Phone: 615-244-6380

Signature: 

Real Estate Tax Index No. 20862400.000 15.00

FILING INSTRUCTIONS: Section 24, Township 2 South, Range 8 West

RATIFICATION OF AND AMENDMENT TO LEASE AGREEMENT
AND MEMORANDUM OF LEASE AGREEMENT

THIS RATIFICATION OF AND AMENDMENT TO LEASE AGREEMENT AND MEMORANDUM OF LEASE AGREEMENT (this "Amendment") is made and entered into this 9th day of October, 2002, by and between **E. O. FRANKLIN**, d/b/a DeSoto Electronic Transmission Group, having an address of 7056 Country Oaks Dr., Southaven, MS 38671 ("Lessor"), and **CROWN CASTLE PT INC.**, having an address of 2000 Corporate Drive, Canonsburg, Pennsylvania 15317 ("Lessee").

WITNESSETH:

WHEREAS, Lessor and Lessee are parties to that certain Lease Agreement dated February 29, 2000 (the "Lease"), by and between Lessor and Powertel/Memphis, Inc. ("Powertel"), as amended by that certain Amendment to Lease Agreement dated February 21, 2001, by and between Lessor and Powertel, as evidenced by that certain Memorandum of Lease Agreement dated February 21, 2001 (the "Memorandum"), by and between Lessor and Powertel, recorded in Book 90, Page 708, in the Office of the Chancery Clerk of DeSoto County, Mississippi, as assigned to Lessee by that certain Assignment and Assumption Agreement dated June 30, 2001, by and among Powertel, Powertel, Inc., and Lessee, pursuant to which Lessor leased to Lessee certain property located in DeSoto County, Mississippi (the "Leased Premises"); and

WHEREAS, by oversight and scrivener's error, the Lease, as amended, and the Memorandum incorrectly identified Lessor as "DeSoto Electronic Transmission Group" rather than "E.O. Franklin d/b/a DeSoto Electronic Transmission Group"; and

WHEREAS, Lessor desires to ratify, approve and confirm the Lease, as amended, and the Memorandum; and

WHEREAS, Lessor and Lessee desire to amend the Lease, as amended, and the Memorandum in order to correct (a) the aforementioned error in the name of Lessor and (b) an error in the legal description of the Leased Premises;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Effective as of February 29, 2000, Lessor hereby ratifies, approves and confirms the Lease, as amended, and the Memorandum, and ratifies and undertakes the obligations of the lessor under the Lease, as amended, and the Memorandum.

2. The parties acknowledge and agree that all references in the Lease, as amended, and the Memorandum to "Lessor" or "lessor" shall be deemed to refer to Lessee.

3. The Lease, as amended, and the Memorandum are hereby amended by deleting all references to "DeSoto Electronic Transmission

Group” and inserting in lieu thereof “E.O. Franklin, d/b/a DeSoto Electronic Transmission Group”.

4. The Lease, as amended, is hereby amended by deleting Exhibit “A” and Exhibit “B” thereto and inserting **Exhibit A** and **Exhibit B** attached hereto in lieu thereof.

5. The Memorandum is hereby amended by deleting Exhibit “A” and Exhibit “B” thereto and inserting **Exhibit A** and **Exhibit B** attached hereto in lieu thereof.

6. Except as modified herein, all of the terms and provisions of the Lease and the Memorandum shall remain in full force and effect.

[SIGNATURES BEGIN ON NEXT PAGE]

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

LESSOR:

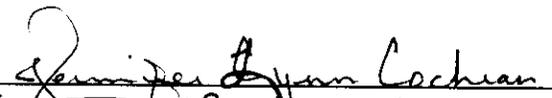


E.O. FRANKLIN, d/b/a DeSoto
Electronic Transmission Group

STATE OF MISSISSIPPI)
COUNTY OF DESOTO)

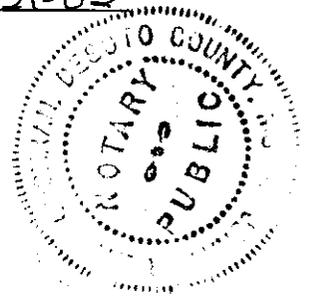
Personally appeared before me, the undersigned authority in and for the said county and state on this 30th day of September, 2002, within my jurisdiction, the within named E.O. Franklin, d/b/a DeSoto Electronic Transmission Group, who acknowledged that he signed the foregoing instrument as his free act and deed.

WITNESS my hand and official seal this 30th day of September, 2002, in the County and State aforesaid.


Name: Jennifer Lynn Cochran
NOTARY PUBLIC

My Commission Expires: 11-21-02

[NOTARIAL SEAL]



[SIGNATURES CONTINUED ON NEXT PAGE]

LESSEE:

CROWN CASTLE PT INC.

By: [Signature]
Name: JOE/ERNEST
Title: ACTING VP/GM

STATE OF Tennessee)
COUNTY OF Williamson)

Personally appeared before me, the undersigned authority in and for the said county and state on this 9 day of October, 2002, within my jurisdiction, the within named Joe Ernest, who acknowledged that he is the Acting VP/GM of Crown Castle PT Inc., a Delaware corporation, and that for and on behalf of the said corporation, and as its act and deed, he executed and delivered the above and foregoing instrument after having been first duly authorized by said corporation to do so.

WITNESS my hand and official seal this 9 day of October, 2002, in the County and State aforesaid.

[Signature]
Name: Wendy R Walker
NOTARY PUBLIC

My Commission Expires: 5/15/04

[NOTARIAL SEAL]

[END OF SIGNATURES]



Being a legal description of a Compound Lease Area, being part of the J.V. Franklin property known as Tax Parcel 20862400.000 15.00, and being part of the property recorded in Deed Book 353, Page 136 at the Office of the Chancery Clerk of Desoto County, Mississippi, and being part of Lot 2 of the Proposed Section "A", Franklin Commercial Subdivision, said property being situated in Desoto County, Mississippi, and being more particularly described as follows:

A tract of land in the Northeast Quarter of the Southeast Quarter of Section 24, Township 2 South, Range 8 West and described as:

Commencing at the Northeast corner of said Lot 2 of the Proposed Section "A", Franklin Commercial Subdivision, said Northeast corner being in the East line of the J.V. Franklin property; thence S2°03'48"E along said East line a distance of 50.13 feet to the Point of Beginning; thence S2°04'47"E along said East line a distance of 60.02 feet; thence N89°55'40"W a distance of 60.00 feet; thence N2°02'23"W a distance of 60.00 feet; thence S89°05'40"E a distance of 60.00 feet to the Point of Beginning. Containing 3,598 square feet of 0.08 acres, more or less.

ACCESS EASEMENT:

Being a legal description of an Access Easement, being part of the J.V. Franklin property known as Tax Parcel 20862400.000 15.00, and being part of the property recorded in Deed Book 353, Page 136 at the Office of the Chancery Clerk of Desoto County, Mississippi, and being part of Lot 2 of the Proposed Section "A", Franklin Commercial Subdivision, said property being situated in Desoto County, Mississippi, and being more particularly described as follows:

An Access Easement, 20 feet in width, 10 feet on both sides of the centerline thereof, in the Northeast Quarter of the Southeast Quarter of Section 24, Township 2 South, Range 8 West and described as:

Commencing at the Northeast corner of said Lot 2 of the Proposed Section "A", Franklin Commercial Subdivision, said Northeast corner being in the East line of the J.V. Franklin property; thence S2°03'48"E along said East line a distance of 50.13 feet to a point; thence S2°04'47"E along said East line a distance of 60.02 feet to a point; thence N89°55'40"W a distance of 25.01 feet to the Point of Beginning of the centerline of a 20 foot Access Easement; thence S3°05'29"E and on said centerline a distance of 388.24 feet to a point; thence S89°35'04"W and on said centerline a distance of 325.25 feet to a point; thence N70°07'11"W and on said centerline a distance of 36.45 feet to a point; thence S87°02'31"W and on said centerline a distance of 13.82 feet to the Point of Ending on the Easterly margin of U.S. Highway No. 51, and containing 15,275 square feet, 0.35 acres, more or less.

UTILITY EASEMENT:

Being a legal description of a Utility Easement, being part of the J.V. Franklin property known as Tax Parcel 20862400.000 15.00, and being part of the property recorded in Deed Book 353, Page 136 at the Office of the Chancery Clerk of Desoto County, Mississippi, and being part of Lot 2 of the Proposed Section "A", Franklin Commercial Subdivision, said property being situated in Desoto County, Mississippi, and being more particularly described as follows:

A tract of land in the Northeast Quarter of the Southeast Quarter of Section 24, Township 2 South, Range 8 West and described as:

Commencing at the Northeast corner of said Lot 2 of the Proposed Section "A", Franklin Commercial Subdivision, said Northeast corner being in the East line of the J.V. Franklin property; thence S2°03'48"E along said East line a distance of 50.13 feet to the Point of Beginning; thence N89°05'40"W a distance of 25.02 feet; thence N02°03'48"W a distance of 50.13 feet; thence S89°55'02"E a distance of 25.02 feet; thence S2°03'48"E a distance of 50.13 feet to the Point of Beginning. Containing 1,254 square feet or 0.03 acres, more or less.