

**MEMORANDUM OF AGREEMENT**

This Memorandum of Agreement is entered into between **Crown Castle PT, Inc., a Delaware corporation** ("Licensor") and **CELLULAR SOUTH REAL ESTATE, INC., a Mississippi corporation** ("Licensee").

This Memorandum of Agreement is being recorded to give notice that Licensor and Licensee have entered into a Site License Acknowledgement ("SLA") dated September 23, 2002, affecting land located in 4610 Rebecca Park Drive, Olive Branch, Mississippi, County, Desoto, and more particularly described on Exhibit A hereto. The primary term of the SLA is (5) years with four (4) five year options to extend. The primary term of the SLA commences on October 1, 2002.

The SLA provides that the Licensee may mortgage or collaterally assign its interest to its lender as security.

In the event of any conflict between this Memorandum of Agreement and the SLA itself, the terms of the SLA 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 SLA.

STATE MS. - DESOTO CO.  
FILED

Nov 7 1 15 PM '02

BK 96 PG 486  
W.E. DAVIS CH. CLK.

**Crown Castle PT, Inc.**  
**A Delaware corporation**

By: [Signature]  
Its: Acting Vice President / General Manager

Date: 10/7/02

**CELLULAR SOUTH REAL ESTATE, INC.,**  
**a Mississippi corporation**

By: [Signature]  
Its: Vice President of Engineering and Operations

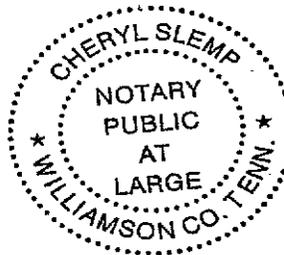
Date: 10-3-02

STATE OF Tennessee  
COUNTY OF Williamson

Personally appeared before me, the undersigned authority in and for said county and state, on this 7<sup>th</sup> day of October, 2002, within my jurisdiction, the within named Joseph W. Ernest, who acknowledged that he is Attn: Joe Ernest, President General Manager of Crown Castle PT Inc., a Delaware 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 to do so.

*Cheryl Slemp*  
Notary Public

My Commission Expires:  
March 28, 2006

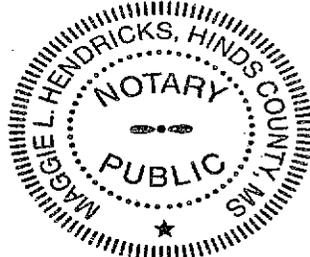


STATE OF MISSISSIPPI  
COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the said county and state, on this 3<sup>rd</sup> day of October, 2002, within my jurisdiction, the within named Tony Kent, who acknowledged that he is Vice President of Engineering and Operations, of **CELLULAR SOUTH REAL ESTATE, INC.**, 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 to do so.

*Maggie L Hendricks*  
Notary Public

My Commission Expires:  
My Commission Expires July 17, 2004



Telepak Site Name:Cedar View  
TelePak Site Number: MS0491

Crown Site Name:Cedar View  
Crown Business Unit:809463

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**Indexing Instruction:**

This instrument prepared by, and after recording should be returned to, Brunini, Grantham, Grower & Hewes, PLLC, Post Office Drawer 119, Jackson, Mississippi 39205, (601) 948-3101, attention WRC.

Lessor

2000 Corporate Blvd.  
Canonsburg, PA 15317  
Telephone: 724-416-2000

Lessee

125 S. Congress Street, Suite 1000  
Jackson, Mississippi 39201  
Telephone: 601/355-1522

TelePak Site Name: Cedar View  
TelePak Site Number: MS0491

Crown Site Name: Cedar View  
Crown Business Unit #: 809463

**EXHIBIT "1"****PROPERTY LEGAL DESCRIPTION**

4610 Rebecca Park Drive  
Olive Branch, Mississippi 38654  
DeSoto County

Latitude: 34-55-38  
Longitude: 89-50-35

**DESCRIPTION - TOWER PROPERTY**

BEING SITUATED IN THE NW 1/4 OF SECTION 9, T2S-R6W, DESOTO COUNTY, MISSISSIPPI AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT A BRIDGE SPIKE MARKING THE SOUTHWEST CORNER OF THE NW 1/4 OF THE SE 1/4 OF THE NW 1/4 OF AFORESAID SECTION 9 AND RUN THENCE NORTH, 291.60'; RUN THENCE EAST, 13.45' TO THE SOUTHWEST CORNER OF AND THE POINT OF BEGINNING FOR THE PROPERTY HEREIN DESCRIBED; RUN THENCE NORTH, 470.00'; RUN THENCE EAST, 350.00'; RUN THENCE SOUTH, 470.00'; RUN THENCE WEST, 380.00' TO THE POINT OF BEGINNING.

TelePak Site Name: Cedar View  
TelePak Site Number: MS0491

Crown Site Name: Cedar View  
Crown Business Unit #: 809463

## EXHIBIT "2"

## SITE AND ACCESS RIGHT-OF-WAY LEGAL DESCRIPTION

## DESCRIPTION - ACCESS and UTILITY EASEMENT

*Indexing*  
BEING SITUATED IN THE NW 1/4 OF SECTION 9 AND THE E 1/2 OF SECTION 8, ALL IN T2S-R6W, DESOTO COUNTY, MISSISSIPPI, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT A BRIDGE SPIKE MARKING THE SOUTHWEST CORNER OF THE NW 1/4 OF THE SE 1/4 OF THE NW 1/4 OF SAID SECTION 9 AND RUN THENCE NORTH, 291.60'; RUN THENCE EAST, 13.45' TO THE SOUTHWEST CORNER OF THE ABOVE DESCRIBED TOWER PROPERTY; RUN THENCE NORTH, ALONG THE EAST BOUNDARY OF SAID TOWER PROPERTY, 470.00' TO THE NORTHWEST CORNER THEREOF AND THE POINT OF BEGINNING FOR THE HEREIN DESCRIBED EASEMENT; CONTINUE THENCE NORTH, 56.66' TO THE BEGINNING OF A CURVE; RUN THENCE NORTHEASTERLY, CLOCKWISE, ALONG THE ARC OF SAID CURVE, 185.04' TO THE POINT OF TANGENCY; SAID CURVE HAVING THE FOLLOWING CHARACTERISTICS: CENTRAL ANGLE OF 30°23'45", RADIUS OF 348.80' AND CHORD BEARING AND DISTANCE OF N15°11'52"E, 182.88'; RUN THENCE N30°23'45"E, 198.24' TO THE BEGINNING OF A CURVE; RUN THENCE NORTHWESTERLY, COUNTERCLOCKWISE, ALONG THE ARC OF SAID CURVE, 92.58' TO THE POINT OF TANGENCY; SAID CURVE HAVING THE FOLLOWING CHARACTERISTICS: CENTRAL ANGLE OF 87°50'00", RADIUS OF 66.39' AND CHORD BEARING AND DISTANCE OF N13°31'15"W, 83.78'; RUN THENCE N57°26'15"W, 52.55' TO THE BEGINNING OF A CURVE; RUN THENCE NORTHWESTERLY, CLOCKWISE, ALONG THE ARC OF SAID CURVE, 156.07'; SAID CURVE HAVING THE FOLLOWING CHARACTERISTICS: CENTRAL ANGLE OF 38°30'54", RADIUS OF 232.18' AND CHORD BEARING AND DISTANCE OF N38°10'48"W, 153.15'; RUN THENCE N18°55'21"W, 125.50'; RUN THENCE S74°25'58"W, 276.39'; RUN THENCE S79°38'55"W, 175.35'; RUN THENCE S77°28'47"W, 252.39' TO THE BEGINNING OF A CURVE; RUN THENCE SOUTHWESTERLY, CLOCKWISE, ALONG THE ARC OF SAID CURVE, 422.14' TO THE POINT OF TANGENCY; SAID CURVE HAVING THE FOLLOWING CHARACTERISTICS: CENTRAL ANGLE OF 12°12'18", RADIUS OF 1981.71' AND CHORD BEARING AND DISTANCE OF S83°34'56"W, 421.34'; RUN THENCE S89°41'05"W, 231.12'; RUN THENCE N81°34'24"W, 289.58' TO THE BEGINNING OF A CURVE; RUN THENCE NORTHWESTERLY, CLOCKWISE, ALONG THE ARC OF SAID CURVE, 506.32' TO THE POINT OF TANGENCY; SAID CURVE HAVING THE FOLLOWING CHARACTERISTICS: CENTRAL ANGLE OF 20°16'37", RADIUS OF 1430.68' AND CHORD BEARING AND DISTANCE OF N71°26'05"W, 503.68'; RUN THENCE N51°17'47"W, 209.46' TO THE BEGINNING OF A CURVE; RUN THENCE SOUTHWESTERLY, COUNTERCLOCKWISE, ALONG THE ARC OF SAID CURVE, 321.99' TO THE POINT OF TANGENCY; SAID CURVE HAVING THE FOLLOWING CHARACTERISTICS: CENTRAL ANGLE OF 51°37'39", RADIUS OF 357.35' AND CHORD BEARING AND DISTANCE OF N87°06'37"W, 311.21'; RUN THENCE S67°04'34"W, 504.67'; RUN THENCE SOUTHEASTERLY, COUNTERCLOCKWISE, ALONG THE ARC OF A NON-RADIAL CURVE, 322.85'; SAID CURVE HAVING THE FOLLOWING CHARACTERISTICS: CENTRAL ANGLE OF 27°13'31", RADIUS OF 679.43' AND CHORD BEARING AND DISTANCE OF S20°26'38"E, 319.82'; RUN THENCE S18°11'18"E, 291.15' TO THE NORTHERN LIMITS OF REBEKAH PARK DRIVE; RUN THENCE N71°48'42"W, ALONG THE NORTHERN LIMITS OF REBEKAH PARK DRIVE, 35.00'; RUN THENCE N18°11'18"W, 286.34' TO THE BEGINNING OF A NON-RADIAL CURVE; RUN THENCE NORTHWESTERLY, CLOCKWISE, ALONG THE ARC OF SAID NON-RADIAL CURVE, 361.02'; RUN THENCE N67°04'34"E, 530.49' TO THE BEGINNING OF A CURVE; RUN THENCE SOUTHEASTERLY, CLOCKWISE, ALONG THE ARC OF SAID CURVE, 353.53' TO THE POINT OF TANGENCY; SAID CURVE HAVING THE FOLLOWING CHARACTERISTICS: CENTRAL ANGLE OF 51°37'39", RADIUS OF 392.35' AND CHORD BEARING AND DISTANCE OF S87°06'37"E, 341.69'; RUN THENCE S61°17'47"E, 209.46' TO THE BEGINNING OF A CURVE; RUN THENCE SOUTHEASTERLY, COUNTERCLOCKWISE, ALONG THE ARC OF SAID CURVE, 493.93' TO THE POINT OF TANGENCY; SAID CURVE HAVING THE FOLLOWING CHARACTERISTICS: CENTRAL ANGLE OF 20°16'37", RADIUS OF 1395.68' AND CHORD BEARING AND DISTANCE OF S71°26'05"E, 491.36'; RUN THENCE S81°34'24"E, 266.91'; RUN THENCE N89°41'05"E, 228.44' TO THE BEGINNING OF A CURVE; RUN THENCE NORTHEASTERLY, COUNTERCLOCKWISE, ALONG THE ARC OF SAID CURVE, 414.68' TO THE POINT OF TANGENCY; SAID CURVE HAVING THE FOLLOWING CHARACTERISTICS: CENTRAL ANGLE OF 12°12'18", RADIUS OF 1946.71' AND CHORD BEARING AND DISTANCE OF N83°34'56"E, 413.90'; RUN THENCE N77°28'47"E, 255.05'; RUN THENCE N79°38'55"E, 174.42'; RUN THENCE N74°25'58"E, 307.80'; RUN THENCE S18°55'21"E, 158.50' TO THE BEGINNING OF A CURVE; RUN THENCE SOUTHEASTERLY, COUNTERCLOCKWISE, ALONG THE ARC OF SAID CURVE, 132.55' TO THE POINT OF TANGENCY; SAID CURVE HAVING THE FOLLOWING CHARACTERISTICS: CENTRAL ANGLE OF 38°30'54", RADIUS OF 197.18' AND CHORD BEARING AND DISTANCE OF S38°10'48"E, 130.06'; RUN THENCE S57°26'15"E, 52.55' TO THE BEGINNING OF A CURVE; RUN THENCE SOUTHWESTERLY, CLOCKWISE, ALONG THE ARC OF SAID CURVE, 146.23' TO THE POINT OF TANGENCY; SAID CURVE HAVING THE FOLLOWING CHARACTERISTICS: CENTRAL ANGLE OF 87°50'00", RADIUS OF 95.39' AND CHORD BEARING AND DISTANCE OF S13°31'15"E, 132.33'; RUN THENCE S30°23'45"W, 198.24' TO THE BEGINNING OF A CURVE; RUN THENCE SOUTHWESTERLY, COUNTERCLOCKWISE, ALONG THE ARC OF SAID CURVE, 166.48' TO THE POINT OF TANGENCY; SAID CURVE HAVING THE FOLLOWING CHARACTERISTICS: CENTRAL ANGLE OF 30°23'45", RADIUS OF 313.80' AND CHORD BEARING AND DISTANCE OF S15°11'52"W, 164.33'; RUN THENCE SOUTH, 56.66' TO THE NORTH BOUNDARY OF THE AFORESAID TOWER PROPERTY; RUN THENCE WEST, ALONG THE NORTH BOUNDARY OF SAID TOWER PROPERTY, 35.00' TO THE POINT OF BEGINNING.

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