

Memorandum of Sublease

This Memorandum evidences that a sublease was made and entered into by written "Collocation Sublease Agreement" dated October 13, 2000 ("SLA") between SprintCom, Inc. ("Landlord") and Cellular South Real Estate Inc. ("Tenant"), the terms and conditions of which are incorporated herein by reference.

The SLA provides in part that Landlord leases to Tenant a portion of a certain site ("Site") located on 2933 Highway 61, Tunica, MS within the property of John S. and Elisha Y. Roberts ("Owners") which is described in Attachment "1" attached hereto, with grant of rights of access thereto and to electric and telephone facilities for a term of five (5) years commencing on January 11, 2001 which term may be subject to four (4) additional five (5) year extension periods by Tenant.

In the event of any conflict between this Memorandum and the SLA, the SLA shall control.

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

LANDLORD:

SPRINTCOM, INC.,
a Kansas corporation

By: SPRINT SPECTRUM L.P.,
a Delaware limited partnership and its
authorized agent

By: Sprint Sites USA, a division of
Sprint Spectrum L.P.

By:

L. M. Callander
Lawrence M. Callander
Director, Eastern Region

Date:

3/15/03

TENANT:

CELLULAR SOUTH REAL ESTATE INC.,
a Mississippi corporation

By:

Charles A. Kent
~~Charles A. Kent~~ Tony Kent
V.P. of Network Operations

Date:

July 3, 2003

STATE MS.-DESOTO CO.
FILED

JUL 14 3 37 PM '03

ps
ps

BK 99 PG 406
W.E. DAVIS CH. CLK.

STATE OF Georgia
COUNTY OF Fulton

Personally appeared before me, the undersigned authority in and for the said county and state, on this 15 day of May, 2003, within my jurisdiction, the within named Lawrence M. Callander, who acknowledged that he is Director-East Region of Sprint Sites USA, a division of Sprint Spectrum L.P., a Delaware limited partnership as agent for SprintCom, Inc., a Kansas corporation, and that for and on behalf of the 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.

Diahann John Baptiste
NOTARY PUBLIC

My Commission Expires:

STATE OF Mississippi
COUNTY OF Hinds

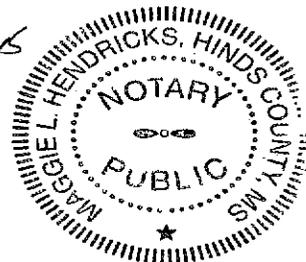


Personally appeared before me, the undersigned authority in and for the said county and state, on this 3rd day of July, 2003, within my jurisdiction, the within named Tony Kent, who acknowledged that (he)(she) is VPO Engineering - Network of Cellular South Real Estate Inc., a Mississippi corporation, and that for and on behalf of the 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.

Margie L Hendricks
NOTARY PUBLIC

My Commission Expires:

My Commission Expires July 17, 2004



Attachment "I" To The Memorandum Of Sublease

Legal Description of the Premises:

PROPERTY
(Page 1 of 3)
Site Description**LEGAL DESCRIPTION - PROPOSED SprintCom TOWER COMPOUND LEASE AREA**
"TUNICA #"

BEING A LEGAL DESCRIPTION OF A PROPOSED SprintCom COMPOUND LEASE AREA BEING PART OF THE JOHN S. AND ELISHA Y. ROBERTS PROPERTY RECORDED IN DEED BOOK K5 - PAGE 532 IN THE OFFICE OF THE CHANCERY CLERK OF TUNICA COUNTY, MISSISSIPPI, SAID PROPERTY BEING SITUATED IN TUNICA COUNTY, MISSISSIPPI AND SAID PROPOSED LEASE BEING MORE PARTICULARLY DESCRIBED AS:

A TRACT OF LAND SITUATED IN THE NORTHWEST QUARTER OF THE NORTHWEST QUARTER OF SECTION 28, TOWNSHIP 4 SOUTH, RANGE 11 WEST, TUNICA COUNTY, MISSISSIPPI AND DESCRIBED AS:

COMMENCING AT THE NORTHWEST CORNER OF ABOVE SAID SECTION 28, THENCE NORTH 89 DEGREES 29 MINUTES 25 SECONDS EAST ALONG THE NORTH LINE OF SECTION 28 - 671.88 FEET; THENCE SOUTH 00 DEGREES 02 MINUTES 57 SECONDS WEST - 209.64 FEET TO THE NORTHERNMOST NORTHWEST CORNER OF THE JACK C. ROBERTS PROPERTY (DEED BOOK D4 - PAGE 124, CHANCERY CLERK'S OFFICE); THENCE ALONG THE NORTHWESTERLY LINE OF SAID JACK C. ROBERTS PROPERTY THE FOLLOWING BEARINGS AND DISTANCES: SOUTH 17 DEGREES 58 MINUTES 12 SECONDS WEST - 111.00 FEET; THENCE SOUTH 72 DEGREES 01 MINUTES 48 SECONDS EAST - 40.00 FEET; THENCE SOUTH 17 DEGREES 58 MINUTES 12 SECONDS WEST - 289.00 FEET TO A FOUND IRON PIN AT THE NORTHWEST CORNER OF THE ABOVE SAID JOHN S. AND ELISHA Y. ROBERTS PROPERTY, THENCE SOUTH 15 DEGREES 31 MINUTES 40 SECONDS WEST - 10.00 FEET ALONG THE WESTERLY LINE OF ABOVE SAID JOHN S. AND ELISHA Y. ROBERTS PROPERTY TO THE TRUE POINT OF BEGINNING; THENCE SOUTH 73 DEGREES 28 MINUTES 36 SECONDS EAST - 50.00 FEET TO A SET IRON PIN; THENCE SOUTH 15 DEGREES 31 MINUTES 40 SECONDS WEST - 50.00 FEET TO A SET IRON PIN; THENCE NORTH 73 DEGREES 28 MINUTES 36 SECONDS WEST - 50.00 FEET TO A SET IRON PIN; THENCE NORTH 15 DEGREES 31 MINUTES 40 SECONDS EAST - 50.00 FEET TO THE POINT OF BEGINNING.

CONTAINING 2500 SQUARE FEET OR 0.057 ACRES, MORE OR LESS.

THE ABOVE DESCRIBED PROPERTY IS VACANT LAND.

BEARINGS ARE CRD NORTH.

LEGAL DESCRIPTION - PROPOSED SprintCom INGRESS/EGRESS EASEMENT
"TUNICA #"

BEING A LEGAL DESCRIPTION OF A PROPOSED SprintCom INGRESS/EGRESS EASEMENT BEING PART OF THE JOHN S. AND ELISHA Y. ROBERTS PROPERTY RECORDED IN DEED BOOK K5 - PAGE 532 IN THE OFFICE OF THE CHANCERY CLERK OF TUNICA COUNTY, MISSISSIPPI, SAID PROPERTY BEING SITUATED IN TUNICA COUNTY, MISSISSIPPI AND SAID PROPOSED EASEMENT BEING MORE PARTICULARLY DESCRIBED AS:

A TRACT OF LAND SITUATED IN THE NORTHWEST QUARTER OF THE NORTHWEST QUARTER OF SECTION 28, TOWNSHIP 4 SOUTH, RANGE 11 WEST, TUNICA COUNTY, MISSISSIPPI AND DESCRIBED AS:

COMMENCING AT THE NORTHWEST CORNER OF ABOVE SAID SECTION 28, THENCE NORTH 89 DEGREES 29 MINUTES 25 SECONDS EAST ALONG THE NORTH LINE OF SECTION 28 - 671.88 FEET; THENCE SOUTH 00 DEGREES 02 MINUTES 57 SECONDS WEST - 209.64 FEET TO THE NORTHERNMOST NORTHWEST CORNER OF THE JACK C. ROBERTS PROPERTY (DEED BOOK D4 - PAGE 124, CHANCERY CLERK'S OFFICE); THENCE ALONG THE NORTHWESTERLY LINE OF SAID JACK C. ROBERTS PROPERTY THE FOLLOWING BEARINGS AND DISTANCES: SOUTH 17 DEGREES 58 MINUTES 12 SECONDS WEST - 111.00 FEET; THENCE SOUTH 72 DEGREES 01 MINUTES 48 SECONDS EAST - 40.00 FEET; THENCE SOUTH 17 DEGREES 58 MINUTES 12 SECONDS WEST - 289.00 FEET TO A FOUND IRON PIN AT THE NORTHWEST CORNER OF THE ABOVE SAID JOHN S. AND ELISHA Y. ROBERTS PROPERTY, THENCE SOUTH 15 DEGREES 31 MINUTES 40 SECONDS WEST - 10.00 FEET ALONG THE WESTERLY LINE OF ABOVE SAID JOHN S. AND ELISHA Y. ROBERTS PROPERTY, THENCE SOUTH 73 DEGREES 28 MINUTES 36 SECONDS EAST - 50.00 FEET TO THE TRUE POINT OF BEGINNING; THENCE SOUTH 73 DEGREES 28 MINUTES 36 SECONDS EAST - 235.47 FEET TO THE WEST LINE OF U.S. HIGHWAY 61; THENCE SOUTHWESTWARDLY ALONG THE WEST LINE OF U.S. HIGHWAY 61 ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 11,509.56 FEET (CENTRAL ANGLE OF 00 DEGREES 11 MINUTES 57 SECONDS, CHORD OF 40.00 FEET, CHORD BEARING OF SOUTH 16 DEGREES 22 MINUTES 27 SECONDS WEST) AN ARC DISTANCE OF 40.01 FEET; THENCE NORTH 73 DEGREES 28 MINUTES 36 SECONDS WEST - 234.88 FEET; THENCE NORTH 15 DEGREES 31 MINUTES 40 SECONDS EAST - 40.00 FEET TO THE POINT OF BEGINNING CONTAINING 9407 SQUARE FEET OR 0.215 ACRES MORE OR LESS.

THE ABOVE DESCRIBED PROPERTY IS VACANT LAND.

BEARINGS ARE CRD NORTH.



YMC

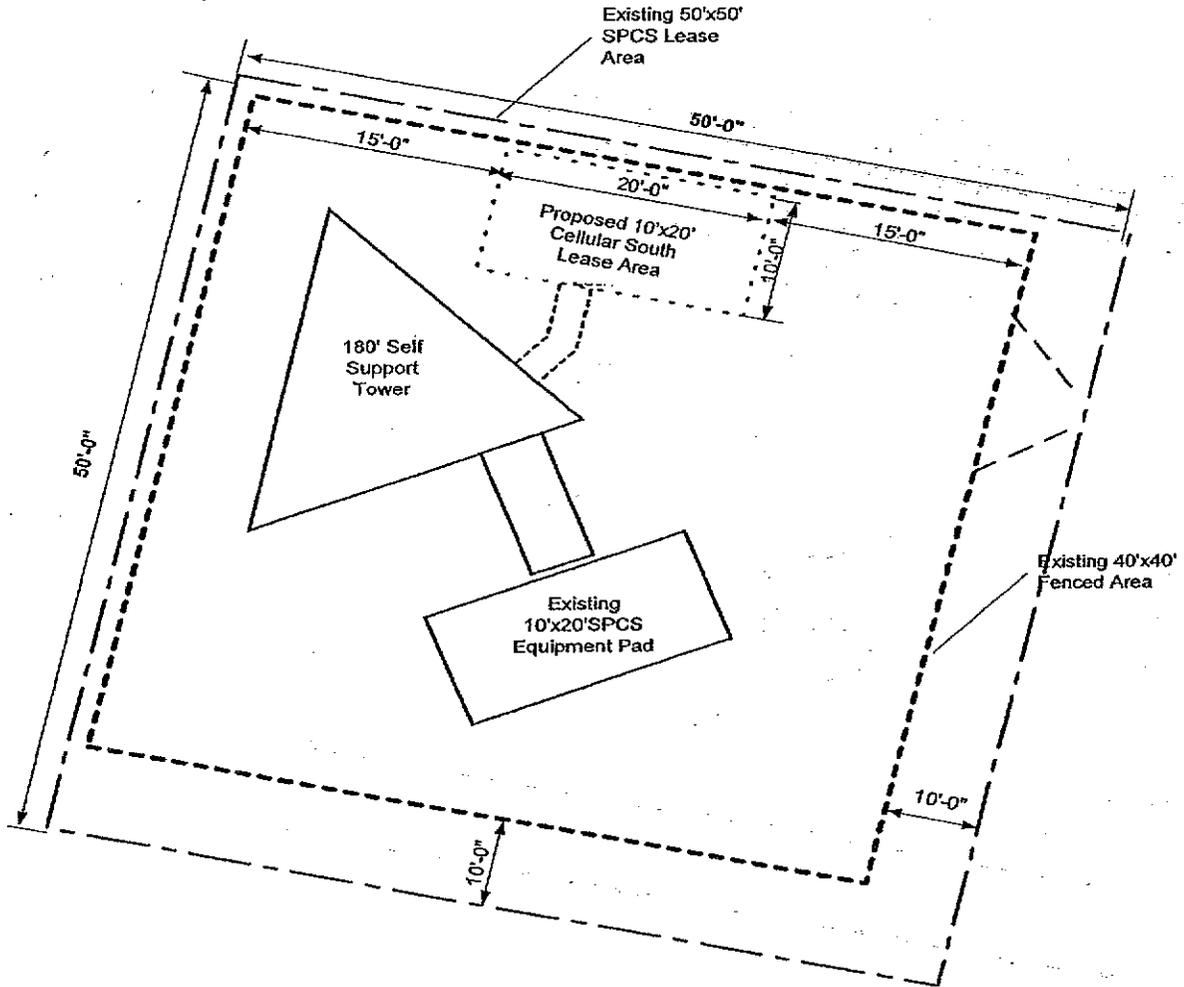
Landlord Initials: _____

Tenant Initials: *EL*

Attachment "1" To The Memorandum Of Sublease

PROPERTY
(Page 3 of 3)
Site Sketch

N.T.S.



Landlord Initials: YMC

Tenant Initials: CS

BK0099PG0411

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

Lessor

address: 6120 Powers Ferry Road, 2nd Floor

Atlanta GA 30339-2923

GAATLV0204

telephone: 404-948-3185

Lessee

address: 125 South Congress St., St. 1000

Jackson MS 39201

telephone: 601-355-1522