



**MEMORANDUM OF LEASE**

Site Name: East Hernando

Site No.: MS 0681

This Memorandum of Lease is entered into between Arthur W. Anderson, Jr. ("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 an Option and Lease Agreement ("Lease") dated December 22, 2003 covering land located in DeSoto County, Mississippi and more particularly described on Exhibit A attached hereto and incorporated herein. The Lessee exercised its option to lease the land on March 12, 2004. The primary term of the Lease is five years with seven five-year options to extend. The primary term of the Lease commences on March 12, 2004.

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 have executed this instrument as of January 23, 2004.

LESSOR:

Arthur W. Anderson, Jr.  
Arthur W. Anderson, Jr.

LESSEE:

CELLULAR SOUTH REAL ESTATE, INC.

By: [Signature]

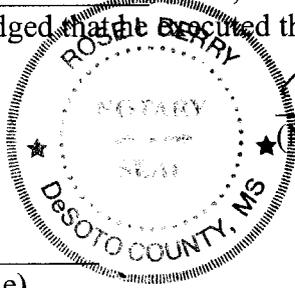
Title: VP of Engineering & Network Operations

STATE MS.-DESOTO CO.  
FILED  
APR 2 1 15 PM '04 P2

BK 102 PG 566  
H.F. DAVIS CH. CLK.

STATE OF Mississippi  
COUNTY OF Desoto

Personally appeared before me, the undersigned authority in and for the said county and state, on this 23 day of March, 2004, within my jurisdiction, the within named **Arthur W. Anderson, Jr.**, who acknowledged that he executed the above and foregoing instrument.



Rose L. Berry  
NOTARY PUBLIC

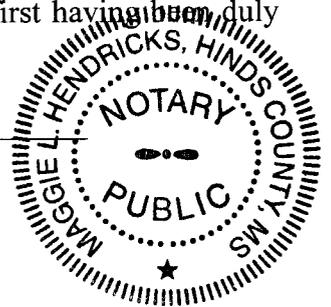
My commission expires:  
MY COMMISSION EXPIRES  
OCTOBER 20, 2006

(Affix official seal, if applicable)

STATE OF MISSISSIPPI  
COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the said county and state, on this 25<sup>th</sup> day of March, 2004, within my jurisdiction, the within named Tony Kent who acknowledged that he is VP of Engineering & Network 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.

Maggie L. Hendricks  
NOTARY PUBLIC



My commission expires:  
My Commission Expires July 17, 2004

Indexing Instructions: SW ¼ of Section 33, Township 2 South, Range 7 West, DeSoto County, Mississippi

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

BRUNINI, GRANTHAM, GROWER & HEWES, PLLC  
Attorneys at Law  
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Jackson, Mississippi 39205  
Telephone: (601) 948-3101  
Attention: P. David Andress

**Lessor**

Arthur W. Anderson, Jr.  
170 Tchulahoma Road  
Hernando, Mississippi 38632  
Telephone: (662) 429-7739

**Lessee**

Cellular South Real Estate, Inc.  
125 South Congress St., Suite 1000  
Jackson, Mississippi 39201  
Telephone: (601) 355-1522

P BK 102 PG 509

EXHIBIT A

REAL PROPERTY DESCRIPTION

PROPOSED MUTUAL USE, NON-EXCLUSIVE, INGRESS-EGRESS AND UTILITY EASEMENT

BEING A LEGAL DESCRIPTION OF THE CENTERLINE OF A PROPOSED THIRTY (30) FOOT WIDE MUTUAL USE, NON-EXCLUSIVE, INGRESS-EGRESS EASEMENT ACROSS PART OF THE ARTHUR WAYNE ANDERSON, JR. PROPERTY RECORDED IN WARRANTY DEED OF RECORD IN BOOK 92 - PAGE 193 AND ALSO ACROSS PART OF THE ARTHUR WAYNE ANDERSON, JR. PROPERTY RECORDED IN WARRANTY DEED OF RECORD IN BOOK 252 - PAGE 681 AND ALSO ACROSS PART OF THE ARTHUR WAYNE ANDERSON, JR, ET UX PROPERTY RECORDED IN WARRANTY DEED OF RECORD IN BOOK 423 - PAGE 294 AND ALSO ACROSS PART OF THE ARTHUR WAYNE ANDERSON, ET AL PROPERTY RECORDED IN WILL BOOK 27 - PAGE 427, ALL RECORDED AT THE OFFICE OF THE CHANCERY CLERK OF DESOTO COUNTY, SAID PROPOSED MUTUAL USE, NON-EXCLUSIVE, INGRESS-EGRESS EASEMENT BEING DESCRIBED AS:

P BK 102 PG 570

A TRACT OF LAND SITUATED IN THE SOUTHWEST QUARTER OF SECTION 33, TOWNSHIP 2 NORTH, RANGE 7 WEST, AND ALSO IN THE NORTHWEST QUARTER OF SECTION 4, TOWNSHIP 3 NORTH, RANGE 7 WEST ALL IN DESOTO COUNTY, MISSISSIPPI AND SAID PROPOSED CENTERLINE OF EASEMENT BEING MORE PARTICULARLY DESCRIBED AS:

COMMENCING AT A FOUND CONCRETE MONUMENT AT THE SOUTHWEST CORNER OF SAID SOUTHWEST QUARTER OF SECTION 33, TOWNSHIP 2 NORTH, RANGE 7 WEST (RECOVERED); THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS WEST - 48.24 FEET; THENCE SOUTH 00 DEGREES 00 MINUTES 00 SECONDS EAST - 63.45 FEET TO A SET NAIL IN THE INTERSECTION OF THE PHYSICAL CENTERLINE OF THE TCHULAHOMA ROAD (PUBLIC, PAVED ROAD - WIDTH VARIES) AND THE PHYSICAL CENTERLINE OF THE GREEN T ROAD (PUBLIC, PAVED ROAD - WIDTH VARIES), SAID INTERSECTION BEING THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION; THENCE ALONG SAID CENTERLINE OF PROPOSED MUTUAL USE, NON-EXCLUSIVE, INGRESS-EGRESS AND UTILITY EASEMENT THE FOLLOWING BEARINGS AND DISTANCES: NORTH 83 DEGREES 08 MINUTES 59 SECONDS EAST - 343.00 FEET TO A SET IRON PIN AT AN ANGLE POINT; THENCE NORTH 76 DEGREES 23 MINUTES 13 SECONDS EAST - 403.64 FEET TO A SET IRON PIN AT AN ANGLE POINT; THENCE NORTH 86 DEGREES 44 MINUTES 51 SECONDS EAST - 143.72 FEET TO A SET IRON PIN AT AN ANGLE POINT; THENCE NORTH 65 DEGREES 46 MINUTES 38 SECONDS EAST - 432.91 FEET TO A SET IRON PIN AT AN ANGLE POINT; THENCE NORTH 55 DEGREES 19 MINUTES 40 SECONDS EAST - 134.64 FEET TO THE POINT OF TERMINATION IN THE WESTERLY LINE OF THE PROPOSED LEASED SITE AREA.

ABOVE DESCRIBED PROPOSED MUTUAL USE, NON-EXCLUSIVE, INGRESS-EGRESS EASEMENT CONTAINING 43,748 SQUARE FEET OR 1.004 ACRES MORE OR LESS, SUBJECT TO RIGHT OF WAY IN ANY PUBLIC ROADS AND PUBLIC AND/OR PRIVATE EASEMENTS.

ALL MATTERS OF PUBLIC RECORD ARE RECORDED AT THE OFFICE OF THE CHANCERY CLERK OF DESOTO COUNTY, MISSISSIPPI.

BEARINGS ARE RELATIVE TO MISSISSIPPI STATE PLANE GRID NORTH (NAD 83 - WEST ZONE).



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APP'D		<b>Cellular South</b>	
		SITE SURVEY	
		DRAWING NUMBER	REV
		ONE OF ONE	A