

After recording return to:
Tracy C. Wooden
Wooden, Fulton & Scarborough, P.C.
737 Market Street, Suite 620
Chattanooga, TN 37402
423-756-9972

P BK 104 PG 733

MEMORANDUM OF AGREEMENT

THIS MEMORANDUM, made this 8th day of September 2004, between Crown Castle South LLC, a Delaware limited liability company with its principal offices at 2000 Corporate Drive, Canonsburg, PA 15317, hereinafter designated "LESSOR" and Verizon Wireless Tennessee Partnership, a Delaware general partnership, d/b/a Verizon Wireless, with its principal offices located at 180 Washington Valley Road, Bedminster, New Jersey 07921, hereinafter designated "LESSEE".

1. LESSOR and LESSEE entered into a Supplement to that certain Master Lease Agreement dated November 30, 2000. Such Supplement has a term of ten (10) years. The Supplement may be extended for up to three (3) additional five (5) year terms.

2. In consideration of the payments, and subject to the terms and conditions, set forth in the Master Lease Agreement and applicable Supplement thereto, LESSOR has leased or subleased to LESSEE certain space at that certain property located at 2287 Herbert Road, Olive Branch, DeSoto County, State of Mississippi 38654, which property is described as a parcel containing approximately Ten Thousand (10,000) square feet described as shown on the Tax Map 254 and is more particularly described in Exhibit "1" attached hereto and made a part hereof. The lease or sublease includes the non-exclusive appurtenant rights for ingress and egress, seven days per week, twenty-four hours per day, on foot or motor vehicle, including trucks, and for the installation and maintenance of utility wires, poles, cables, conduits and pipes over, under or along an existing right of way extending from the nearest public right of way.

3. The Supplement commences on the earlier of (i) the commencement of installation of the Equipment at the Site, or (ii) January 1, 2005, and a copy of the Master Lease Agreement and applicable Supplement thereto is on file in the offices of LESSOR and LESSEE.

4. The terms, covenants and provisions of the Master Lease Agreement and applicable Supplement thereto, of which this is a Memorandum, shall extend to and be binding upon the respective administrators, successors and assigns of LESSOR and LESSEE.

STATE MS.-DESOTO CO.

P2
P2 SEP 21 11 25 AM '04

BK 104 PG 733
M.E. DAVIS CH. CLK.

IN WITNESS WHEREOF, hereunto LESSOR and LESSEE have caused this Memorandum to be duly executed on the day and year first written above.

LESSOR:

Witness:

Steve Ray

Crown Castle South LLC,
a Delaware limited liability company

By: Chris Tretter

Print Name: Chris Tretter
Print Title: Area President - Central

LESSEE:

Witness:

Kate Easton

Verizon Wireless Tennessee Partnership,
a Delaware general partnership,
d/b/a Verizon Wireless

By Cellco Partnership, its general partner

By: Howard H. Bower

Print Name: Howard H. Bower
Print Title: Area Vice President – Network South Area

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Lessee Site Name/Number: Miller PCS/5200362149
Lessor Site Name/Number: Olive Branch South / 801147

STATE OF North Carolina
COUNTY OF Mecklenburg

ACKNOWLEDGEMENT

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Howard H. Bower, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be Area Vice President – Network South Area of Cellco Partnership, the within named bargainor, and that he as such Area Vice President – Network South Area being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the Cellco Partnership by himself as Area Vice President – Network South Area.

Witness my hand and seal, at office in Charlotte NC, this the 31 day of August, 2004.

Catharine Lawson
Notary Public

My Commission Expires: _____

NOTARY PUBLIC
STATE OF NORTH CAROLINA
CABARRUS COUNTY
CATHARINE LAWSON
MY COMMISSION EXPIRES
JANUARY 4, 2005

Commonwealth
STATE OF Kentucky
COUNTY OF Jefferson

ACKNOWLEDGEMENT

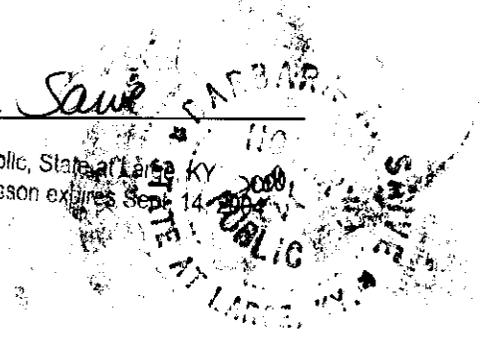
Before me, the undersigned, a Notary Public in and for the County and ~~State~~ ^{Commonwealth} aforesaid, personally appeared Chris Tretter, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be Area President – Central of Crown Castle South LLC, the within named bargainor, and that he as such Area President – Central being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the Crown Castle South LLC by himself as Area President – Central.

Witness my hand and seal, at office in _____, this the 8 day of September, 2004.

Barbara A. Sawe
Notary Public

My Commission Expires: _____

Notary Public, State of Ky
My commission expires Sept 14 2008



P 104 736

Lessee Site Name/Number: Miller PCS/5200362149
Lessor Site Name/Number: Olive Branch South / 801147

EXHIBIT "1"

LEGAL DESCRIPTION OF SITE

See attached

**OLIVE BRANCH SOUTH, MS
BELLSOUTH MOBILITY LLC'S TOWER SITE LEASEHOLD AREA
DESCRIPTION**

Commencing at a buggy axle at the southeast corner of Section 20, Township 2 South, Range 4 West, said buggy axle also being at the southeast corner of the property conveyed to Randall C. Tennial and Ardelia Tennial, of record in Deed Book 360, Page 547, of the Chancery Court Clerk's Office of DeSoto County, Mississippi;

Thence, with the east margin of said Section 20, North 2° 45' 59" East, 391.96 feet to a point;

Thence, leaving the east margin of said Section 20, North 87° 14' 01" West, 158.76 feet to at an iron pin at the southeast corner of BellSouth Mobility LLC's tower site leasehold area located at Mississippi State Plane (NAD 83 West) Grid Coordinate North 1,961,654.936, East 2,473,852.69, said iron pin being the point of beginning of the following described tower site leasehold area:

Thence, North 88° 40' 07" West, 100.00 feet to an iron pin at the southwest corner of BellSouth Mobility LLC's tower site leasehold area;

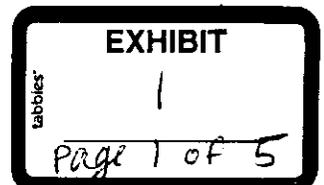
Thence, North 1° 19' 53" East, 100.00 feet to an iron pin at the northwest corner of BellSouth Mobility LLC's tower site leasehold area;

Thence, South 88° 40' 07" East, 100.00 feet to an iron pin at the northeast corner of BellSouth Mobility LLC's tower site leasehold area;

Thence, South 1° 19' 53" West, 100.00 feet to the point of beginning, containing 10,000 square feet, (0.23 acres).

Being a portion of the property conveyed to Randall C. Tennial and Ardelia Tennial, of record in Deed Book 360, Page 547, of the Chancery Court Clerk's Office of DeSoto County, Mississippi.

SHARONDALE SURVEYING CO., INC. Land Surveying - GPS Services
2110 Blair Boulevard, Suite 100, Nashville, TN 37212
(615) 383-6300 Fax (615) 383-6341



**OLIVE BRANCH SOUTH, MS
BELLSOUTH MOBILITY LLC'S 40' WIDE JOINT INGRESS/EGRESS &
PUBLIC UTILITY RIGHT OF WAY DESCRIPTION**

Being a forty foot wide ingress / egress and public utility right of way extending from the south margin of Herbert Road to the north margin of BellSouth Mobility LLC's tower site leasehold area, at all times being twenty feet wide each side and parallel to the following described centerline:

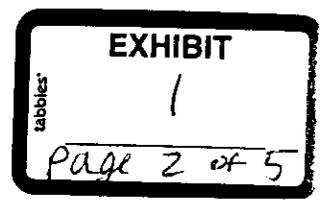
Beginning at an iron pin in the south margin of Herbert Road located at Mississippi State Plane (NAD 83 West) Grid Coordinate North 1,961,916.21, East 2,473,777.98, said iron pin being North 25° 31' 37" West, 178.75 feet from an iron pin at the northeast corner of BellSouth Mobility LLC's tower site leasehold area;

Thence, leaving the south margin of Herbert Road, South 19° 49' 37" East, 85.21 feet to an iron pin;

Thence, South 01° 19' 53" West, 80.00 feet to an iron pin in the north margin of BellSouth Mobility LLC's tower site leasehold area, said pin being North 88° 40' 07" West, 50.00 feet from an iron pin at the northeast corner of BellSouth Mobility LLC's tower site leasehold area, containing 6,608 square feet, (0.152 acres).

Being a portion of the property conveyed to Randall C. Tennial and Ardelia Tennial, of record in Deed Book 360, Page 547, of the Chancery Court Clerk's Office of DeSoto County, Mississippi.

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**OLIVE BRANCH SOUTH, MS
BELLSOUTH MOBILITY LLC'S 20' WIDE OVERHEAD ELECTRIC &
PUBLIC UTILITY EASEMENT DESCRIPTION**

Being a twenty foot wide overhead electric & public utility easement extending from the east margin of the Randall C. Tennial and Ardelia Tennial property to BellSouth Mobility LLC's tower site leasehold area, at all times being ten feet wide each side and parallel to the following described centerline:

Beginning at a point in the east margin of the Randall C. Tennial and Ardelia Tennial property located at Mississippi State Plane (NAD 83 West) Grid Coordinate North 1,961,597.00, East 2,474,008.83, said point being North 2° 45' 59" East, 341.62 feet from a buggy axle at the southeast corner of Section 20, Township 2 South, Range 4 West, said buggy axle also being at the southeast corner of the property conveyed to Randall C. Tennial and Ardelia Tennial, of record in Deed Book 360, Page 547, of the Chancery Court Clerk's Office of DeSoto County, Mississippi;

Thence, leaving Tennial's east margin, North 81° 26' 18" West, 153.43 feet to an existing North Central Electric Power power pole;

Thence, North 7° 10' 41" West, 35.38 feet to an iron pin at the southeast corner of BellSouth Mobility LLC's tower site leasehold area;

Thence, North 1° 19' 53" East, 100.00 feet to an iron pin at the northeast corner of BellSouth Mobility LLC's tower site leasehold area, containing 5,776 square feet, (0.133 acres).

Being a portion of the property conveyed to Randall C. Tennial and Ardelia Tennial, of record in Deed Book 360, Page 547, of the Chancery Court Clerk's Office of DeSoto County, Mississippi.

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