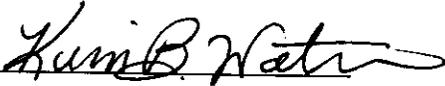


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2/09/05 9:35:58 P2
BK 107 PG 59
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

Site Name: Lewisburg
Site No. 105805

This Instrument Prepared By and
When Recorded Mail To:
Kim B. Watson
Waller Lansden Dortch & Davis, PLLC
511 Union Street, Suite 2700
Nashville, Tennessee 37219-8966 PK# 615-244-6380

Signature: 

Real Estate Tax Parcel #: 3063 0500.0 00023.00
FILING INSTRUCTIONS: Section 5, Township 3 South, Range 6 West

MEMORANDUM OF TOWER LEASE AGREEMENT

STATE OF MISSISSIPPI
COUNTY OF DESOTO

THIS MEMORANDUM OF LEASE ("Memorandum") is executed by and between COMMUNICATIONS TOWERS CONSTRUCTION AND LEASING, LLC, a Mississippi limited liability company, with its principal offices located at 7056 Country Oaks Dr., Southaven, Mississippi 38671 ("Lessor"), and VERIZON WIRELESS TENNESSEE PARTNERSHIP, a Delaware general partnership, d/b/a Verizon Wireless, with its principal offices at 180 Washington Valley Road, Bedminster, New Jersey 07921 ("Lessee").

RECITALS:

WHEREAS, Lessor and Lessee have entered into that certain Tower Lease Agreement dated the 3 day of February, 2004 (the "Lease"); and

WHEREAS, Lessor and Lessee desire to file this Memorandum of record in the office of the Chancery Clerk of DeSoto County, Mississippi, in order to provide record notice to all third parties of Lessee's rights under the Lease;

NOW, THEREFORE, for and in consideration of the Leased Premises (as defined herein), the covenants and promises of the parties set forth herein and in the Lease, and for other good and valuable consideration, the receipt, adequacy and sufficiency of which is expressly acknowledged by the parties hereto, Lessor and Lessee agree and acknowledge for themselves, their respective successors and assigns, as follows:

Subject to and in consideration of the terms and conditions set forth in the Lease, Lessor leases to Lessee, and Lessee agrees to lease from Lessor, all of that certain tract of land located in DeSoto County, Mississippi, and more particularly described on Exhibit "A" attached hereto and incorporated herein by reference together with certain space upon the tower located adjacent thereto (the "Leased Premises"). Lessor also grants to Lessee those easements for access and utilities more particularly described on Exhibit "A" attached hereto and incorporated herein by reference.

Lessor claims title under an instrument recorded in the office of the Chancery Court Clerk of DeSoto County, Mississippi in Power of Attorney Book 90, Page 307.

To have and to hold the Leased Premises unto Lessee, its successors and assigns, for a term of five (5) years commencing as provided in the Lease and continuing until midnight on the fifth anniversary of the commencement date (the "Primary Term"), subject to Lessee's option to extend the term for four (4) additional terms of five (5) years each upon the terms and conditions set forth in the Lease;

The rent and other obligations of Lessor and Lessee are set forth in the Lease, to which reference is made for further information. If a conflict exists between the terms of the Lease and those contained in this Memorandum, those contained in the Lease shall govern and be controlling;

This Memorandum contains only selected provisions of the Lease, and reference is made to the full text of the Lease for the full terms and conditions. This Memorandum shall not, in any way, amend or supersede the terms and conditions of the Lease;

This Memorandum and the Lease are governed by the laws of the State of Mississippi.

[Remainder of this page intentionally left blank.]

Site Name: Lewisburg
Site No. 105805

IN WITNESS WHEREOF, Lessor and Lessee have caused their names to be signed as of the date and year first above written.

LESSOR:

Communications Towers Construction
and Leasing, LLC

By: [Signature]
Name: Mary O. Franklin
Title: Manager 12/5/04

LESSEE:

Verizon Wireless Tennessee Partnership
d/b/a Verizon Wireless

By: Cellco Partnership,
its general partner

By: [Signature]
Name: Hans F. Leutenegger
Title: Area Vice President - Network
South Area

Site Name: Lewisburg
Site No. 105805

STATE OF Mississippi
COUNTY OF DeSoto

BEFORE ME, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Edward O Franklin with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged him/herself to be the General Manager of Communications Towers Construction and Leasing, LLC, the within named bargainer, a Mississippi limited liability company, and that Edward O Franklin, as such General Manager being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by him/herself as Edward O. Franklin

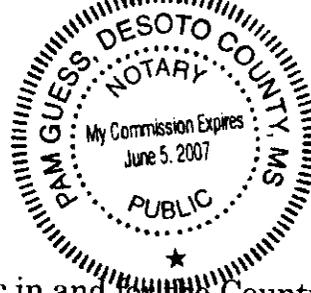
Witness my hand and seal, at office in DeSoto County MS.
this the 6th day of December, 2004.

Pam Guess
NOTARY PUBLIC

My Commission Expires: June 5, 2007

(NOTARIAL SEAL)

STATE OF North Carolina
COUNTY OF Mecklenburg



BEFORE ME, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Hans F. Leutenegger, 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 general partner of Verizon Wireless Tennessee Partnership, a Delaware general partnership, and that Hans F. Leutenegger, as such Area Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the general partnership by himself as Area Vice President – Network South Area.

Witness my hand and seal, at office in Charlotte, NC
this the 3rd day of February, 2004.

Courtney Phillips
NOTARY PUBLIC

My Commission Expires: 10-21-2009

(NOTARIAL SEAL)

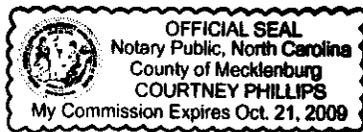


EXHIBIT A**Description of Leased Premises**

Being located in the southwest quarter of Section 5, Township 3 South, Range 6 West, DeSoto County, Mississippi, and being more particularly described as follows:

Beginning at an iron pin at the southeast corner of Lessee's equipment site leasehold area located at Mississippi State Plane (NAD 83 West,) Grid Coordinate North 1,946,573.55, East 2,438,660.89, said iron pin being North 28 degrees 06 minutes 28 seconds West, 81.46 feet from an iron pin at the southeast corner of Lessor's tower site leasehold area;

Thence, North 80 degrees 03 minutes 05 seconds West, 35.00 feet to an iron pin at the southwest corner of Lessee's equipment site leasehold area;

Thence, North 9 degrees 56 minutes 55 seconds East, 20.00 feet to an iron pin at the northwest corner of Lessee's equipment site leasehold area;

Thence, South 80 degrees 03 minutes 05 seconds East, 35.00 feet to an iron pin at the northwest corner of Lessee's equipment site leasehold area;

Thence, South 9 degrees 56 minutes 55 seconds West, 20.00 feet to the point of beginning, containing 700 square feet.

Including an easement for the purpose of affording ingress to and egress from Lessee's equipment site lease tract, and for facilitating the construction and maintenance of electric and telephone utility service to said equipment site lease tract, said easement being a blanket easement over the original 100' by 100' Lessor's tower site lease area, and the use of a thirty foot wide joint ingress / egress and public utility access easement extending from the east margin of Craft Road to the original 100' by 100' Lessor's tower site lease area.

Being a portion of the property conveyed to John Edward Vaughn, of record in Deed Book 069, Page 123, of the Chancery Court Clerk's Office of DeSoto County, Mississippi.

**LESSEE'S 30' WIDE JOINT INGRESS / EGRESS &
PUBLIC UTILITY EASEMENT AREA DESCRIPTION**

Being a thirty foot wide joint ingress/egress and public utility access easement extending from the south margin of Lessor's tower site leasehold area to the east margin of Craft Road, at all times being fifteen feet wide each side and parallel to the following described centerline:

Beginning at a point in the south margin of Lessor's tower site leasehold area, said point being North 80 degrees 03 minutes 05 seconds West, 50.00 feet from an iron pin at the southeast corner of Lessor's tower site leasehold area;

Thence, leaving the south margin of Lessor's tower site leasehold area, South 9 degrees 42 minutes 01 second West, 15.24 feet to a point;

Thence, along a curve to the right with a central angle of 44 degrees 04 minutes 01 second, and a radius of 30.00 feet, a distance of 23.07 feet to a point;

Thence, South 53 degrees 46 minutes 02 seconds West, 52.66 feet to a point;

Thence, along a curve to the right with a central angle of 45 degrees 55 minutes 33 seconds, and a radius of 30.00 feet, a distance of 24.05 feet to a point;

Thence, North 80 degrees 18 minutes 25 seconds West, 415.79 feet to a point in the east margin of Craft Road, being at the point of termination of said easement, containing 15,232 square feet, (0.35 acres).

Being a portion of the property conveyed to John Edward Vaughn, of record in Deed Book 069, Page 123, of the Chancery Court Clerk's Office of DeSoto County, Mississippi.