

STATE MS. - DESOTO CO.
FILED
Nov 14 2 48 PM '01

This Instrument prepared by and upon recording return to:

Robert D. Ward, Esq.
Downs Rachlin & Martin PLLC
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St. Johnsbury, VT 05819-0099
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BK 403 417
W.L.K.

Indexing Instructions:

Section 20 Township 1-5 Range 6-W

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of One Dollars (\$1.00) cash in hand paid, and other good and valuable considerations, the receipt and sufficiency of which is hereby acknowledged, the undersigned **MEMPHIS CELLULAR TELEPHONE COMPANY**, a New York General Partnership, Grantor, does hereby grant, bargain, sell, convey and warrant specially unto **CROWN CASTLE GT COMPANY LLC**, a Delaware limited liability company, Grantee, its successors and assigns the following described real property located and situated in DeSoto County, Mississippi, and being more particularly described as follows:

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

together with all appurtenances thereunto belonging.

Subject and except for the exceptions as set forth below, Grantor will warrant and defend the same to Grantee, its successors and assigns against the lawful claims of all persons claiming under or through Grantor but not otherwise.

This Conveyance is made subject to any and all valid conditions, restrictions, mineral interests, covenants and easements, if any, affecting the property conveyed hereby, now of record in the County Clerk's Office of DeSoto County, Mississippi, the lien for current taxes and assessments not in default, any discrepancies, conflicts, or shortages in area or boundary lines or any encroachments or any overlapping of improvements and any existing buildings and zoning ordinances and rights of tenants in possession under unrecorded leases.

[EXECUTION ON FOLLOWING PAGE]

WITNESS THE SIGNATURE of the undersigned Grantor, as of the 1st day of April, 2000.

MEMPHIS CELLULAR TELEPHONE COMPANY, a New York General Partnership

By: GTE Mobilnet of Memphis Incorporated, a Washington corporation

By: [Signature]
Name: MICHAEL D. MANKIN
Title: Signing Officer

Attest: [Signature]
Name: JOANNE F. TODARO
Title: Assistant Secretary

[Corporate Seal]

STATE OF GEORGIA
COUNTY OF FULTON

Personally appeared before me, the undersigned authority in and for State aforesaid, the within named Michael D. Mankin and Joanne F. Todaro, respectively who acknowledged that as Signing Officer and Asst. Secretary, respectively for and on behalf of and by authority of GTE Mobilnet of Memphis Incorporated, a Washington corporation, as general partner of Memphis Cellular Telephone Company, he/she signed the above and foregoing instrument and delivered said instrument on the day and year therein mentioned, after first being duly authorize to so do.

Given under my hand and seal in my office this 27th day of March, 2000.



[Signature]
Notary Public: _____

My Commission Expires:

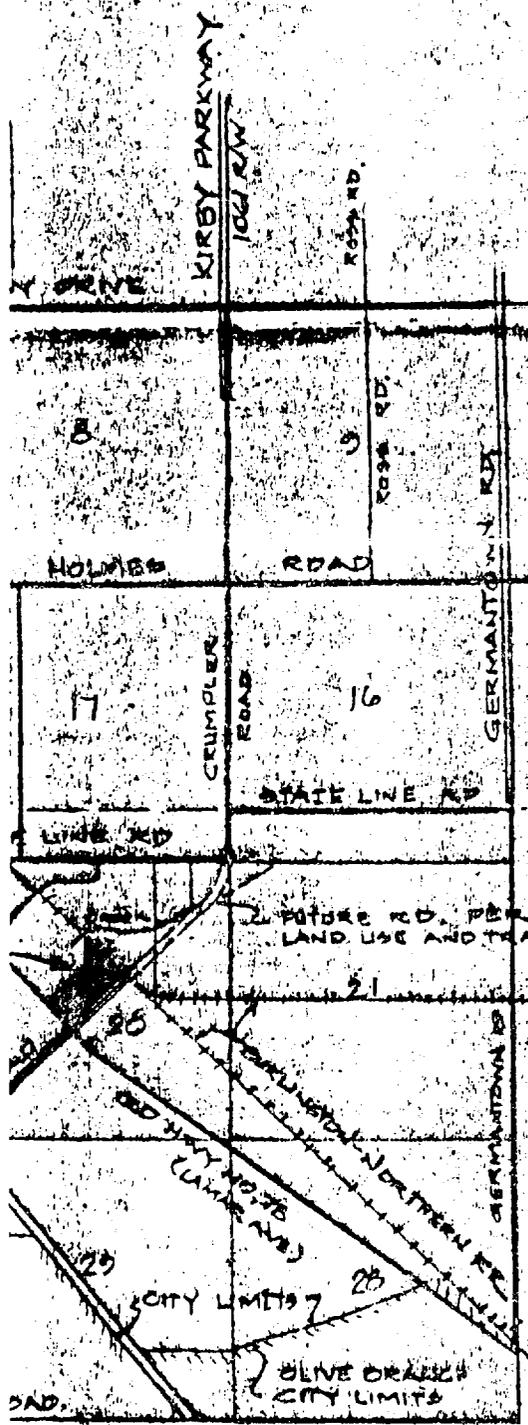
Grantor:
MEMPHIS CELLULAR TELEPHONE COMPANY
c/o GTE Wireless Incorporated
One GTE Place
Alpharetta, GA 30004
678-339-5100
708-306-6958

Purchaser:
CROWN CASTLE GT COMPANY LLC
c/o Crown Castle International Corp
510 Bering, Suite 500
Houston, Texas 77507
724-416-2000
713-570-3000

EXHIBIT "A"
(MS0003 - Olive Branch)

SITE AND ACCESS RIGHT-OF-WAY LEGAL DESCRIPTION

Lot 1 Craft Road Industrial Subdivision as recorded in Plat Book Number 38 Page 9 in the Chancery Court Clerk's Office in Hernando Mississippi and being more particularly described as follows:
 LOCATED IN SECTION 20, TOWNSHIP 19, RANGE 64, DESOTO COUNTY, MS.,
 Beginning at an iron pin at the southeast corner of said Lot 1 said iron pin being at the intersection of the North line of New Craft Road (106' X.O.W. of which 53.00' has been dedicated); and the West line of the Burlington Northern Railroad (100 feet R.O.W.); thence South 42 degrees 10 minutes 54 seconds West, along said North line 50.04 feet to an iron pin; thence North 60 degrees 38 minutes 42 seconds West along the Westwardly line of said Subdivision 314.41 feet to an iron pin; thence South 55 degrees 30 minutes 00 seconds, West along southerly side of said Subdivision 456.37 feet to an iron pin; thence North 42 degrees 02 minutes 37 seconds West along the Westwardly side of said Subdivision, 100.00 feet to a point; thence North 42 degrees 57 minutes 33 seconds East 50.00 feet to an iron pin; thence North 04 degrees 30 minutes 00 seconds West, along the northern line of said Subdivision 595.60 feet to iron pin in said West line of the Burlington Northern Railroad; thence South 50 degrees 08 minutes 42 seconds East, along said West line 972.85 feet to the point of beginning. Said Lot 1 containing 4.25 acres more or less, being subject to all City and County codes, regulations, revisions, restrictions, easements and right-of-ways of record.

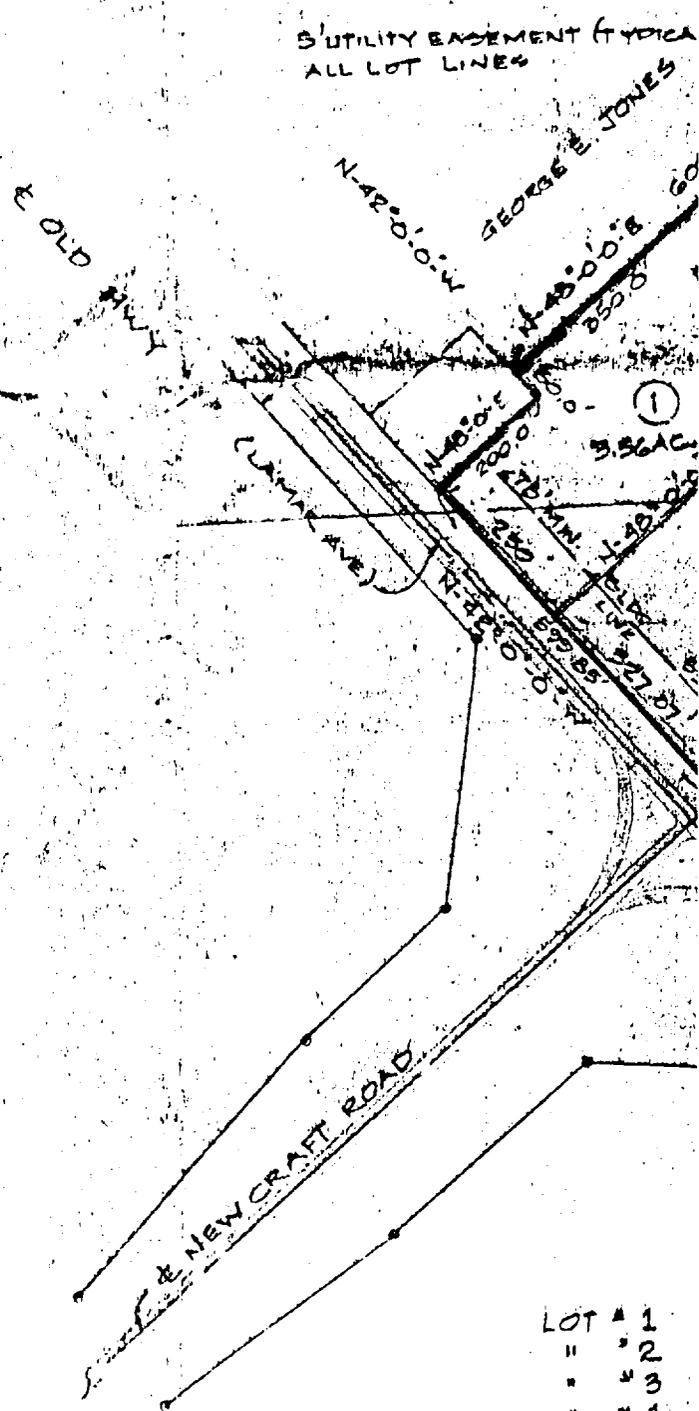


SHELBY CO., TN.
DESOUD CO., MS

FUTURE RD. PER OLIVE BRANCH LAND USE AND TRANSPORTATION PLAN

SAD.
AP 1, 2.01 MILE

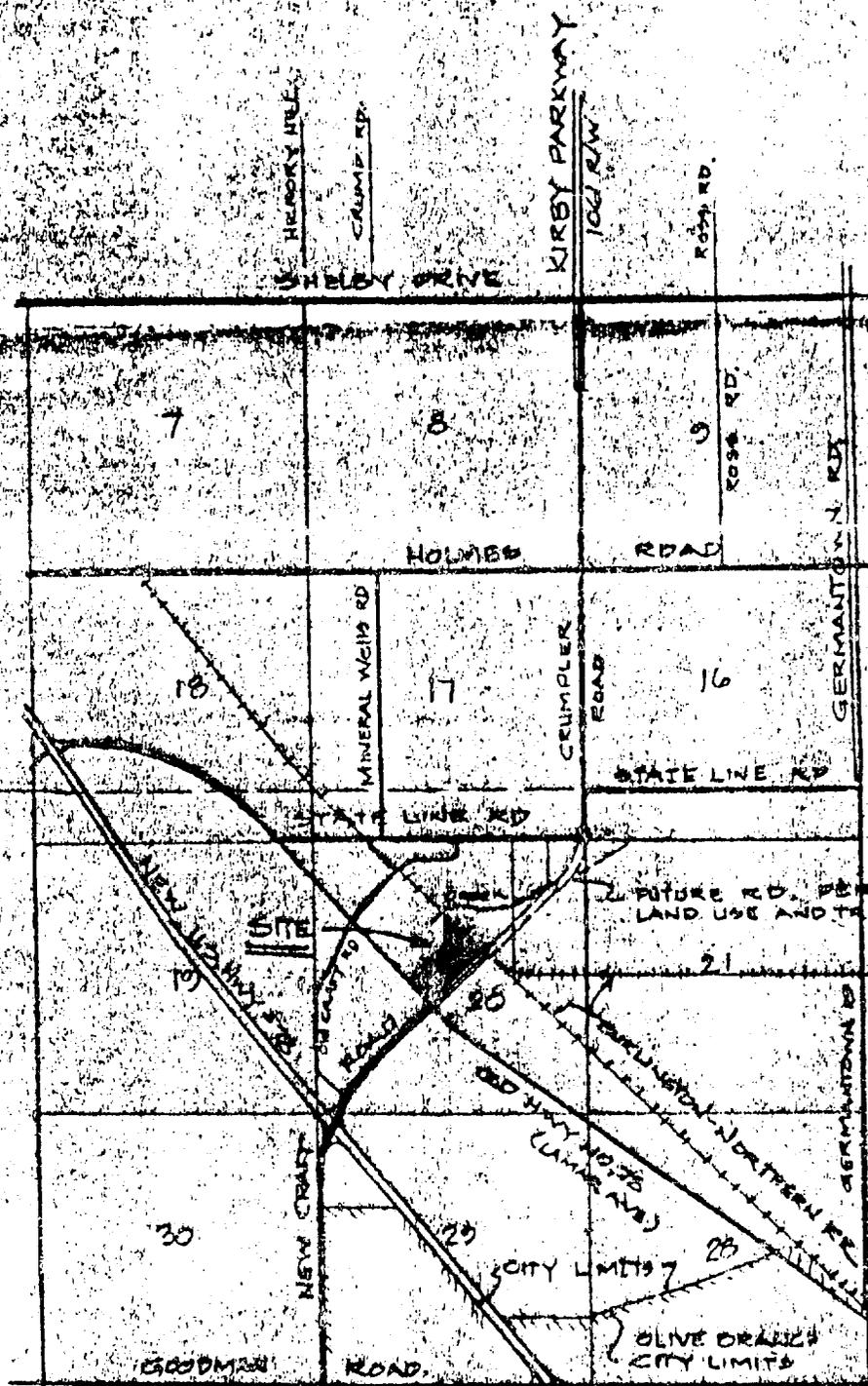
AVERAGE LOT SIZE = 3.69 AC.
AVERAGE LOT FRONTAGE = 376.88'



UTILITY BASEMENT (TYPICAL ALL LOT LINES)

- LOT # 1
- " # 2
- " # 3
- " # 4
- " # 5

AREA TO BE DEDICATED FOR CRAFT RD
TOTAL AREA



LOCATION MAP, 2" = 1 MILE

AVERAGE LOT SIZE =
AVERAGE LOT FRONT

E OLD