

Cell Site ID: WS08
State: North Carolina
City: WINSTON-SALEM

DRAWN BY AND MAIL TO:
SMITH HELMS MULLISS & MOORE, LLP 147 FEE: \$ 24.00
Box 72 (RGB) FORSYTH CO, NC
PRESENTED & RECORDED: 09/09/1997 4:25PM
DICKIE C. WOOD REGISTER OF DEEDS BY: HODDVA

STATE OF NORTH CAROLINA

FORSYTH COUNTY

**MEMORANDUM OF LEASE
AND EASEMENT AGREEMENT**

THIS MEMORANDUM OF LEASE AND EASEMENT AGREEMENT (this "Memorandum"), dated as of this 30th day of April, 1996, is by and between **FALCON POINTE LIMITED PARTNERSHIP**, a Virginia limited partnership ("Landlord") and **AT&T WIRELESS PCS, INC.**, a Delaware corporation ("Tenant").

1. Landlord and Tenant have heretofore entered into that certain Lease dated as of the date hereof (the "Lease") for certain premises more particularly described in Exhibit A attached hereto and incorporated herein by reference (the "Premises"). The Premises are a part of the property owned by Landlord described in Exhibit B, attached hereto and incorporated herein by reference (the "Property").
2. The term of the Lease commences on the first day after the expiration of eighteen (18) months after the date hereof (unless Tenant elects to accelerate such commencement date) and continues for a maximum period of twenty-five (25) years, including extensions and renewals.
3. The Lease contains an easement in favor of Tenant (the "Easement") on, over, under and upon the Property as described or depicted on the attached Exhibit A benefitting the Premises for pedestrian and vehicular ingress and egress and the installation, maintenance and replacement of utilities, wiring, cables and other conduits serving the Premises and improvements thereon. The Lease also provides that Tenant shall have a temporary construction easement to use the remaining portions of the Property as reasonably necessary for the storage of materials and staging of construction or installation of facilities on the Premises and the Easement area.
4. The address of the Landlord as set forth in the Lease is Falcon Pointe Ltd., Post Office Box 20069, Roanoke, Virginia 24018.
5. The address of the Tenant as set forth in the Lease is AT&T Wireless PCS, Inc., 2223 Executive Street, Charlotte, North Carolina 28208.
6. Attached hereto and made a part hereof as Exhibit C are copies of two Certificates setting forth the authority of William Goddard to execute lease documents on behalf of Wireless PCS, Inc., as agent for the Tenant.

All of the terms and provisions of the Lease are incorporated herein by reference.

SMITH HELMS MULLISS & MOORE, LLP

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IN WITNESS WHEREOF, Landlord and Tenant have duly executed this Memorandum under seal as of the day and year first above written.

TENANT:

AT&T WIRELESS PCS, INC. (SEAL)

By: Wireless PCS, Inc., its Agent (SEAL)

By: William Goddard (SEAL)
William Goddard
Site Development Manager

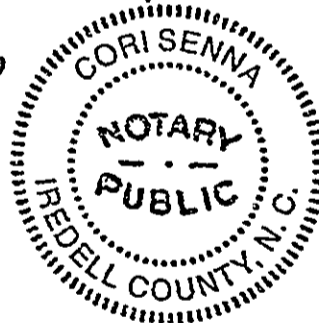
STATE OF NORTH CAROLINA

COUNTY OF Mecklenburg

I, Cori Senna, a Notary Public, do hereby certify that WILLIAM GODDARD personally appeared before me this day and acknowledged that he is the Site Development Manager of WIRELESS PCS, INC., which is the agent for AT&T WIRELESS PCS, INC., a Delaware corporation, and that by authority duly given, and as the act of the Wireless PCS, Inc. for and on behalf of AT&T Wireless PCS, Inc., the foregoing instrument was signed in its name by him as its Site Development Manager.

WITNESS my hand and official seal this 3rd day of September, 1996.

Cori Senna
Notary Public



My Commission Expires:

My Commission Expires November 20, 2000

[NOTARIAL SEAL/STAMP]

[See next Page For Counterpart Signature Page of Landlord]

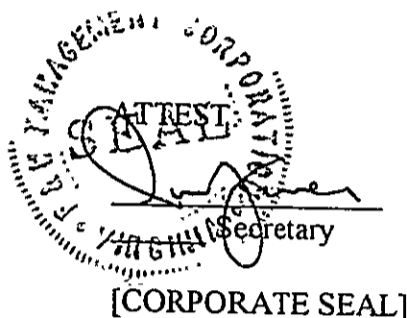
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Landlord Counterpart Signature Page

LANDLORD:

FALCON POINTE LIMITED PARTNERSHIP,
a Virginia limited partnership (SEAL)

By: F&W Management Corporation, its General Partner



[CORPORATE SEAL]

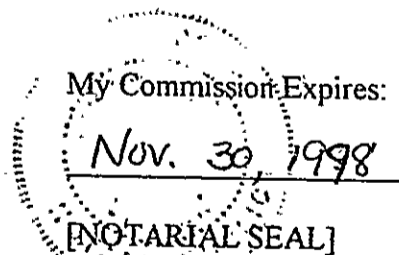
By: [Signature]
President

STATE OF Virginia
COUNTY OF Roanoke

I, Janet Scott, a Notary Public for said County and State, do hereby certify that Dan N. Joiner, personally appeared before me this day and acknowledged that he/she is the _____ Secretary of **F&W MANAGEMENT CORPORATION**, a VA corporation, (the "Corporation") which is a General Partner in **FALCON POINTE LIMITED PARTNERSHIP**, a Virginia limited partnership (the "Partnership") and that by authority duly given, and as the act of the Corporation as the General Partner of the Partnership, the foregoing instrument was signed in the Corporation's name by its _____ President, sealed with its corporate seal, and attested by him/her as its Secretary on behalf of the Partnership.

WITNESS my hand and notarial seal, this 5th day of Sept., 1997.

Janet Scott
Notary Public



78303VZ ML-FALCON

STATE OF NC - FORSYTH CO
The foregoing certificate of Carli Senna Jones
Scott
is certified to be correct this the 9th day of Sept, 1997
Dickie C. Wood, Register of Deeds by: [Signature] NP(s)
Asst/Deputy

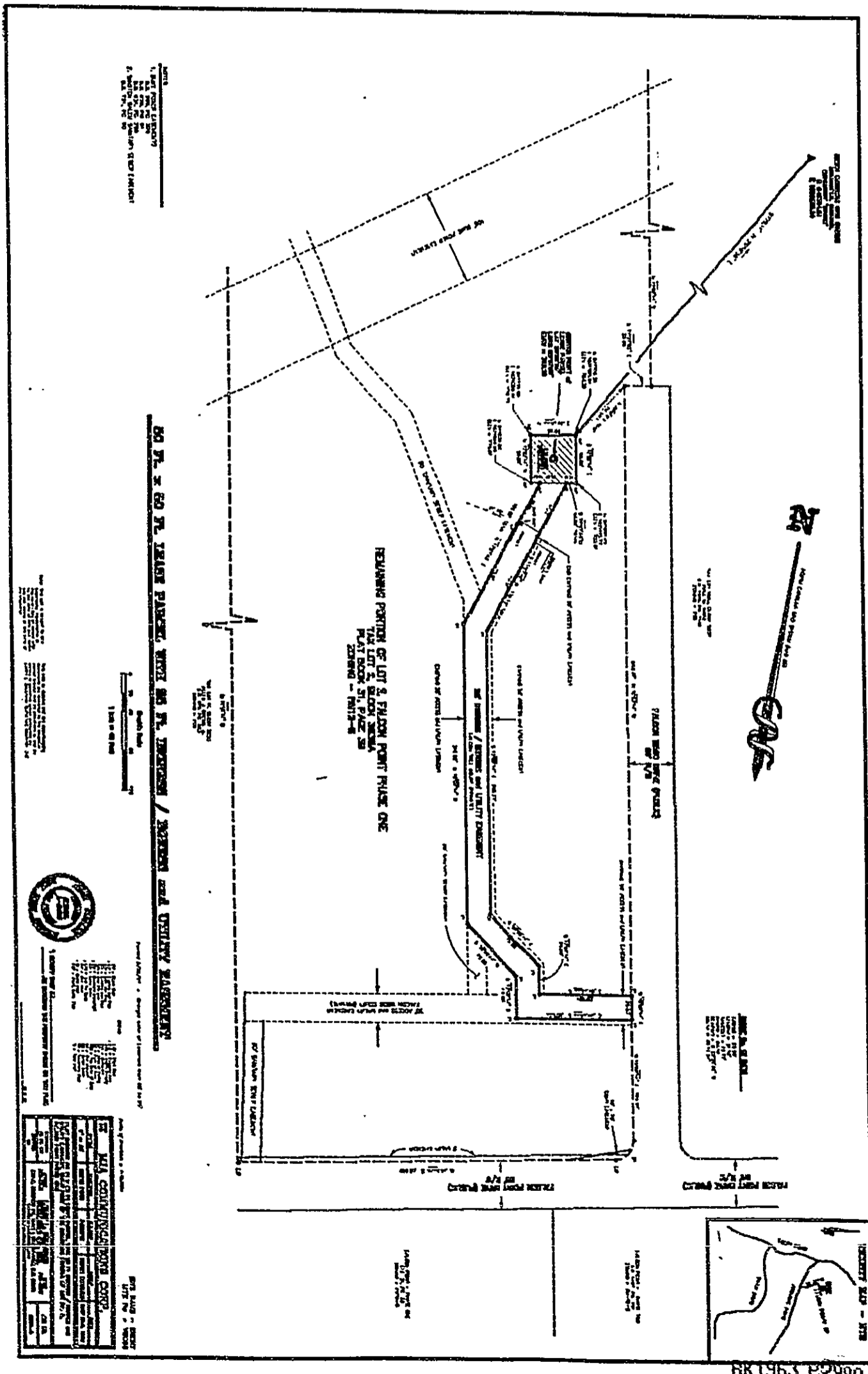
EXHIBIT A

**To the Memorandum of Lease and Easement Agreement
dated April 30, 1996,
between FALCON POINTE LIMITED PARTNERSHIP, as Landlord,
and AT&T Wireless PCS, Inc., by and through its
agent Wireless PCS, Inc., as Tenant**

The location of the Premises and the Easement within the Property is more particularly described or depicted on the map attached hereto as Exhibit A-1. If for any reason the Easement as then located shall at any time during the term of the Lease prove inadequate to provide Tenant with the rights and access sought to be provided by the Lease, the Easement shall be relocated to such other portions of the Property as Tenant reasonably determines will enable Tenant to have and enjoy such rights and access.

EXHIBIT A-1

"This map is not a certified survey and no reliance may be placed in its accuracy."



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EXHIBIT B

**To the Memorandum of Lease and Easement Agreement
dated April 30, 1996,
between FALCON POINTE LIMITED PARTNERSHIP, as Landlord,
and AT&T Wireless PCS, Inc., by and through its
agent Wireless PCS, Inc., as Tenant**

Legal Description

The Property is legally described as follows:

Two tracts or parcels of land in Forsyth County, North Carolina, in Southfork Township,
and described as follows:

All those two certain tracts of parcels of land located at the
intersection of Penny Lane and Falcon Point Drive, one tract
containing 4.7624 acres, and one tract containing 13.7113 acres, all
as more fully shown on a "Map for Falcon Point Phase One"
prepared by Richard Howard, dated June 19, 186, and recorded in
Plat Book 31, Page 39, in the office of the Register of Deeds for
Forsyth County, North Carolina.

EXHIBIT C

**To the Memorandum of Lease and Easement Agreement
dated April 30, 1996,
between FALCON POINTE LIMITED PARTNERSHIP, as Landlord,
and AT&T Wireless PCS, Inc., by and through its
agent Wireless PCS, Inc., as Tenant**

Corporate Resolutions attached hereto as Exhibits C-1 and C-2

EXHIBIT C-1

CERTIFICATE REGARDING AGENCY

For purposes of recording memoranda of leases and similar documents sought to be recorded or filed as part of the public records, the undersigned AT&T WIRELESS PCS, INC., a Delaware corporation ("AT&T PCS") and WIRELESS PCS, INC., a Delaware corporation ("Wireless PCS"), hereby certify as follows:

1. Wireless PCS is duly authorized and empowered to execute and deliver lease or sublease agreements (and memoranda or short forms thereof) on behalf of AT&T PCS.
2. Local recorder's and registrar's offices may rely upon a photocopy of this certificate attached to any memorandum of lease or other document sought to be recorded or filed.

This 28 day of February, 1996.

AT&T WIRELESS PCS, INC.

By: [Signature]
Title: Vice President

WIRELESS PCS, INC.

By: [Signature]
Title: Senior Vice President

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EXHIBIT C-2

To Memorandum of Lease
and Easement Agreement

CERTIFICATE OF ASSISTANT SECRETARY
OF
WIRELESS PCS, INC.

The undersigned, Lynn Thomsen, certifies:

I am a duly elected, qualified and acting Assistant Secretary of Wireless PCS, Inc.
a Delaware corporation, and that as such I am authorized to certify on behalf of the Corporation
that the following resolution is a full and correct copy of a resolution duly adopted by the Board
of Directors of said Corporation on June 1, 1995, and that said resolution has not been
rescinded, modified or repealed and remains in full force and effect on the date hereof.

RESOLVED, that William Goddard, shall have the authority to enter into and
sign certain documentation within the ordinary course of business including, but not
limited to, the execution of contracts, leases, and applications on behalf of Wireless PCS, Inc.
for an annual term to be renewed the first Tuesday in March.

IN WITNESS WHEREOF, I have signed this Certificate on behalf of the corporation on
the 1st day of June, 1995.

WIRELESS PCS, INC.

By Lynn Thomsen
Lynn Thomsen
Its Assistant Secretary

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