

BK1949 P2395

FORSYTH CO. NC 248 FEE: \$ 38.00
PRESENTED & RECORDED: 06/02/1997 2:39PM
DICKIE C. WOOD REGISTER OF DEEDS BY: WILLIA

Cell Site ID: WS003.12
State: North Carolina
City: Winston-Salem

DRAWN BY AND MADE FOR CONSIDERATION
SMITH HELMS MULLISS & MOORE, LLP
Post Office Box 31247
Charlotte, North Carolina 28231

BPN

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 day of January 9, 1997, is by and between SARAH W. SWAIM AND CHARLES EDWARD SWAIM ("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 1802 Waughtown Street, Winston-Salem, North Carolina 27107.

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.

Document Number: 128391

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

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
Director of Site Development

STATE OF NORTH CAROLINA

COUNTY OF Mecklenburg

I, Rebecca L. Coulter, a Notary Public, do hereby certify that WILLIAM GODDARD personally appeared before me this day and acknowledged that he is the Director of Site Development 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 Director of Site Development.

WITNESS my hand and official seal this 15 day of May, 1997.

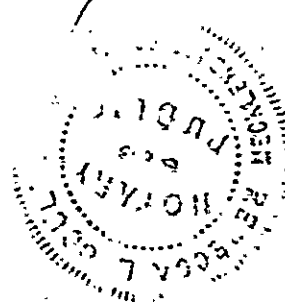
My Commission Expires October 10, 2000

My Commission Expires:

Rebecca L. Coulter
Notary Public

[NOTARIAL SEAL/STAMP]

[See next Page For Counterpart Signature Page of Landlord]

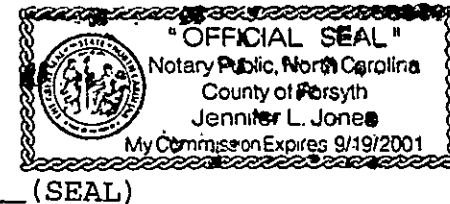


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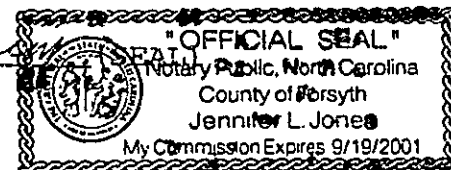
Landlord Counterpart Signature Page

LANDLORD:

Sarah W. Swaim
SARAH W. SWAIM



Charles Edward Swaim
CHARLES EDWARD SWAIM



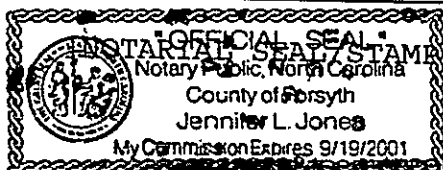
STATE OF North Carolina
COUNTY OF Forsyth

I, Jennifer L. Jones, a Notary Public, do hereby certify that Sarah W. Swaim and Charles Edward Swaim, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and official seal this 23 day of May, 1997.

9/19/2001
My Commission Expires:

Jennifer L. Jones
Notary Public



STATE OF NC - FORSYTH CO
The foregoing certificate of Rebecca L. Coulter
AND JENNIFER L. JONES NP(s)
is certified to be correct this the 2nd day of June 1997
Dickie C. Wood, Register of Deeds by: Debbie C. Wood Notary Public

BK1949 P2398

EXHIBIT A

To the Memorandum of Lease and Easement Agreement
dated January 9, 1997,
between Sarah W. Swaim and Charles Edward Swaim, 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.

AT&T WIRELESS SERVICES**WS003.12 WAUGHTOWN SITE****PROPERTY OF SARAH W. SWAIM AND HUSBAND CHARLES E. SWAIM****EXHIBIT A****LEASE AREA**

BEING a 4,727 square foot \pm lease area from the property of Sarah W. Swaim and husband Charles E. Swaim conveyed by Estate File 75E1135 on file at the Office of the Clerk of Superior Court of Forsyth County, North Carolina and being the property described in Deed Book 524, Page 91 and Deed Book 562, Page 439 recorded in the Office of the Register of Deeds of Forsyth County and being more particularly described as follows:

BEGINNING at a rebar set in the northern line of the property of Sarah W. Swaim and husband Charles E. Swaim described in Deed Book 524, Page 91 and being the northeastern terminus of an access and utilities easement to be conveyed to AT&T Wireless Services, said rebar being located the three (3) following courses and distances from an existing iron pipe located at the northeastern right of way intersection of Pleasant and Waughtown Streets, said iron also being the southwestern corner of said Swaim property, said iron having North Carolina State Plane Coordinate NAD 83 (Preliminary) Values of North 257893.713 meters and East 500912.192 meters (based on NCGS Monument "W26 BAPTIST"): (1) with the eastern right of way line of Pleasant Street North $02^{\circ} 47' 33''$ West 135.84 feet, (2) continuing with said right of way North $02^{\circ} 47' 33''$ West 26.36 feet to a point, the northwestern property corner of said Swaims, and (3) leaving said right of way with Swaim's northern line North $87^{\circ} 02' 09''$ East 16.34 feet to a rebar set; and running thence and continuing with said Swaim's northern line North $87^{\circ} 02' 09''$ East 16.34 feet to an existing rebar, Swaim's northeastern corner as described in Deed Book 524, Page 91 and the northwestern corner as described in Deed Book 562, Page 439; thence continuing with Swaim's northern line North $80^{\circ} 06' 20''$ East 17.42 to an existing rebar; thence continuing with a western line of Swaim's North $00^{\circ} 12' 36''$ West 5.01 feet to existing rebar in Swaim's northern line; thence with Swaim's northern line North $89^{\circ} 39' 33''$ East 33.34 feet to an existing rebar, Swaim's northeastern corner and the northwestern corner of the property of Juanita White described in Deed Book 1670, Page 927; thence with Swaim's and White's line South $01^{\circ} 26' 10''$ East 73.59 feet to a rebar set; thence leaving said Swaim's and White's line South $88^{\circ} 33' 50''$ West 49.07 feet to a point in the western line of Swaim as described in Deed Book 562, Page 439 and the eastern line of Swaim as described in Deed Book 524, Page 91; thence continuing South $88^{\circ} 33' 50''$ West 17.93 feet to a rebar set; thence North $01^{\circ} 26' 10''$ West 33.18 feet to a point, the

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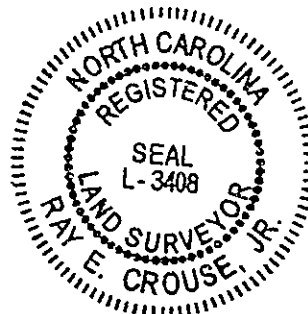
BK1949 P2400

southeastern terminus of the afore cited access and utilities easement; thence with the eastern line of said easement North 01° 26' 10" West 33.04 feet to a rebar set the point and place of BEGINNING.

Bearings in this description are North Carolina Grid Bearings based on NCGS monuments "W26-BAPTIST" (NAD 83 preliminary values of North 257884.276 meters and East 501088.477 meters) and "W26-BAPTIST AZIMUTH MARK" (NAD 83 preliminary values of North 258103.059 meters and East 501625.759 meters)

This description is taken from plans for AT&T Wireless Services WS003.12 - Waughtown Site prepared by Anderson & Associates, Inc. dated 1/3/97 and being Document No. 13832002.

Ray E. Crouse
1/3/97



AT&T WIRELESS SERVICES

WS003.12 WAUGHTOWN SITE

PROPERTY OF SARAH W. SWAIM AND HUSBAND CHARLES E. SWAIM

ACCESS AND UTILITIES EASEMENT

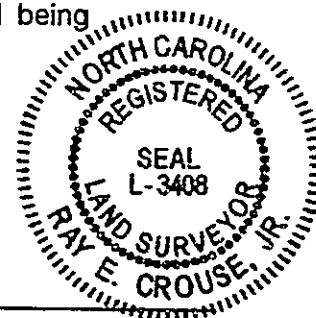
BEING an access and utilities easement crossing the property of Sarah W. Swaim and husband Charles E. Swaim conveyed by Estate File 75E1135 on file at the Office of the Clerk of Superior Court of Forsyth County, North Carolina and being the property described in Deed Book 524, Page 91 recorded in the Office of the Register of Deeds of Forsyth County and being more particularly described as follows:

BEGINNING at a point in the eastern right of way line of Pleasant Street, the northwestern corner of the property of Sarah W. Swaim and husband Charles E. Swaim described in Deed Book 524, Page 91, said point being located the two following courses and distances from an existing iron pipe located at the northeastern right of way intersection of Pleasant and Waughtown Streets, said iron also being the southwestern corner of said Swaim property, said iron having North Carolina State Plane Coordinate NAD 83 (Preliminary) Values of North 257893.713 meters and East 500912.192 meters (based on NCGS Monument "W26 BAPTIST"): (1) with the eastern right of way line of Pleasant Street North 02° 47' 33" West 135.84 feet and (2) continuing with said right of way North 02° 47' 33" West 26.36 feet to a point, and running thence with the northern line of said Swaim property North 87° 02' 09" East 39.74 feet to a rebar set, the northwestern corner of a lease area to be conveyed to AT&T Wireless Services; thence with the western line of said lease area South 01° 26' 10" East 33.04 feet to a point; thence leaving said line North 83° 14' 46" West 39.50 feet to a point in the eastern right of way line of Pleasant Street; thence with said right of way line North 02° 47' 33" West 26.36 feet to a point, the point and place of BEGINNING. Containing 1,170 square feet more or less.

Bearings in this description are North Carolina Grid Bearings based on NCGS monuments "W26-BAPTIST" (NAD 83 preliminary values of North 257884.276 meters and East 501088.477 meters) and "W26-BAPTIST AZIMUTH MARK" (NAD 83 preliminary values of North 258103.059 meters and East 501625.759 meters)

This description is taken from plans for AT&T Wireless Services WS003.12 - Waughtown Site prepared by Anderson & Associates, Inc. dated 1/3/97 and being Document No. 13832002.

Ray E. Crouse
1/3/97



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ENGINEERS • SURVEYORS • PLANNERS

AT&T WIRELESS SERVICES

WS003.12 WAUGHTOWN SITE

PROPERTY OF SARAH W. SWAIM AND HUSBAND CHARLES E. SWAIM

EXHIBIT B

ACCESS AND UTILITIES EASEMENT

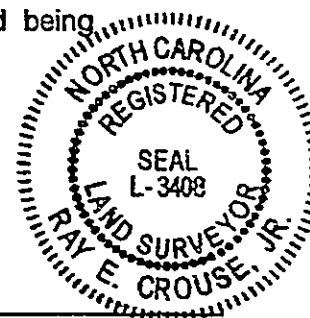
BEING an access and utilities easement crossing the property of Sarah W. Swaim and husband Charles E. Swaim conveyed by Estate File 75E1135 on file at the Office of the Clerk of Superior Court of Forsyth County, North Carolina and being the property described in Deed Book 524, Page 91 recorded in the Office of the Register of Deeds of Forsyth County and being more particularly described as follows:

BEGINNING at a point in the eastern right of way line of Pleasant Street, the northwestern corner of the property of Sarah W. Swaim and husband Charles E. Swaim described in Deed Book 524, Page 91, said point being located the two following courses and distances from an existing iron pipe located at the northeastern right of way intersection of Pleasant and Waughtown Streets, said iron also being the southwestern corner of said Swaim property, said iron having North Carolina State Plane Coordinate NAD 83 (Preliminary) Values of North 257893.713 meters and East 500912.192 meters (based on NCGS Monument "W26 BAPTIST"): (1) with the eastern right of way line of Pleasant Street North 02° 47' 33" West 135.84 feet and (2) continuing with said right of way North 02° 47' 33" West 26.36 feet to a point, and running thence with the northern line of said Swaim property North 87° 02' 09" East 39.74 feet to a rebar set, the northwestern corner of a lease area to be conveyed to AT&T Wireless Services; thence with the western line of said lease area South 01° 26' 10" East 33.04 feet to a point; thence leaving said line North 83° 14' 46" West 39.50 feet to a point in the eastern right of way line of Pleasant Street; thence with said right of way line North 02° 47' 33" West 26.36 feet to a point, the point and place of BEGINNING. Containing 1,170 square feet more or less.

Bearings in this description are North Carolina Grid Bearings based on NCGS monuments "W26-BAPTIST" (NAD 83 preliminary values of North 257884.276 meters and East 501088.477 meters) and "W26-BAPTIST AZIMUTH MARK" (NAD 83 preliminary values of North 258103.059 meters and East 501625.759 meters)

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Ray E. Crouse
1/3/97



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AT&T Wireless Services

DEVELOPER:
AT&T WIRELESS SERVICES
SUITE 121
301 ASHWILLE AVENUE
CARY, NC 27511

CONTACT: NASHAAL AHMED
PHONE: (919) 481-0222

COMMUNICATIONS FACILITY
WS003.12 WAUGHTOWN SITE
WINSTON-SALEM, NORTH CAROLINA

POWER COMPANY:
DUKE POWER COMPANY
1045 OLD HWY. 56 SOUTH
KERNERSVILLE, NC 27284

CONTACT: RANDY TILLEY
PHONE: (910) 817-2715

PROPERTY OWNER:
SARAH W. SWAIN AND
CHARLES E. SWAIN
1802 WAUGHTOWN STREET
WINSTON-SALEM, NC 27107

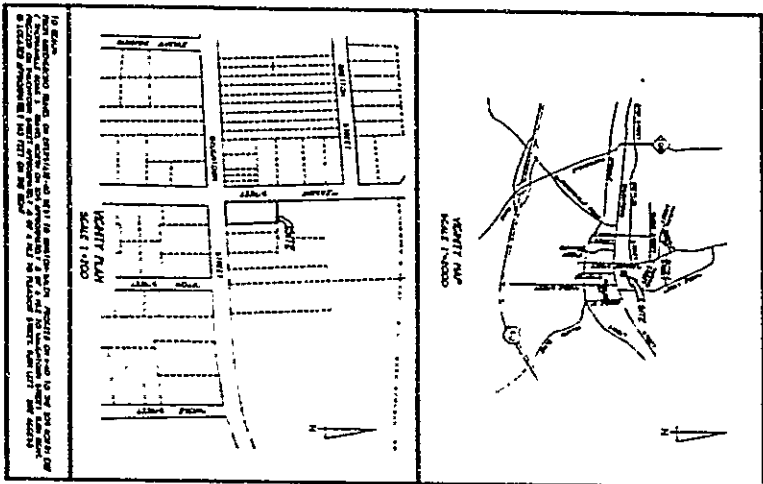
CONTACT: SARAH W. SWAIN
PHONE: (910) 789-0439

SITE ADDRESS:
2017 PLEASANT ST.
WINSTON-SALEM, NC 27107

SURVEYORS/ENGINEERS:
ANDERSON & ASSOCIATES, INC.
7248-F W. FREDORY AVE.
GREENSBORO, N.C. 27410

CONTACT: TIM INGOLD
PHONE: (910) 289-7184

**ANDERSON
& ASSOCIATES, Inc.**
7248-F W. FREDORY AVE., GREENSBORO, NC 27410 (910) 289-7184



TELEPHONE COMPANY:
TELICOM TELEPHONE
804 SOUTH STREET
WINSTON-SALEM, NC 27107

CONTACT: CHARLES WILDER
PHONE: (910) 771-8255

PLANNING DEPARTMENT:
FORSTH CO. PLANNING DEPT.
CITY-COUNTY PLANNING BLDG.
P.O. BOX 2311
WINSTON-SALEM, NC 27102

CONTACT: ROBERT SOLOMON
PHONE: (910) 727-2518

BUILDING DEPARTMENT:
CITY OF WINSTON-SALEM
INSPECTIONS DIVISION
100 LIBERTY WALK
WINSTON-SALEM, NC 27101

CONTACT: LARRY GOUCH
PHONE: (910) 727-2626

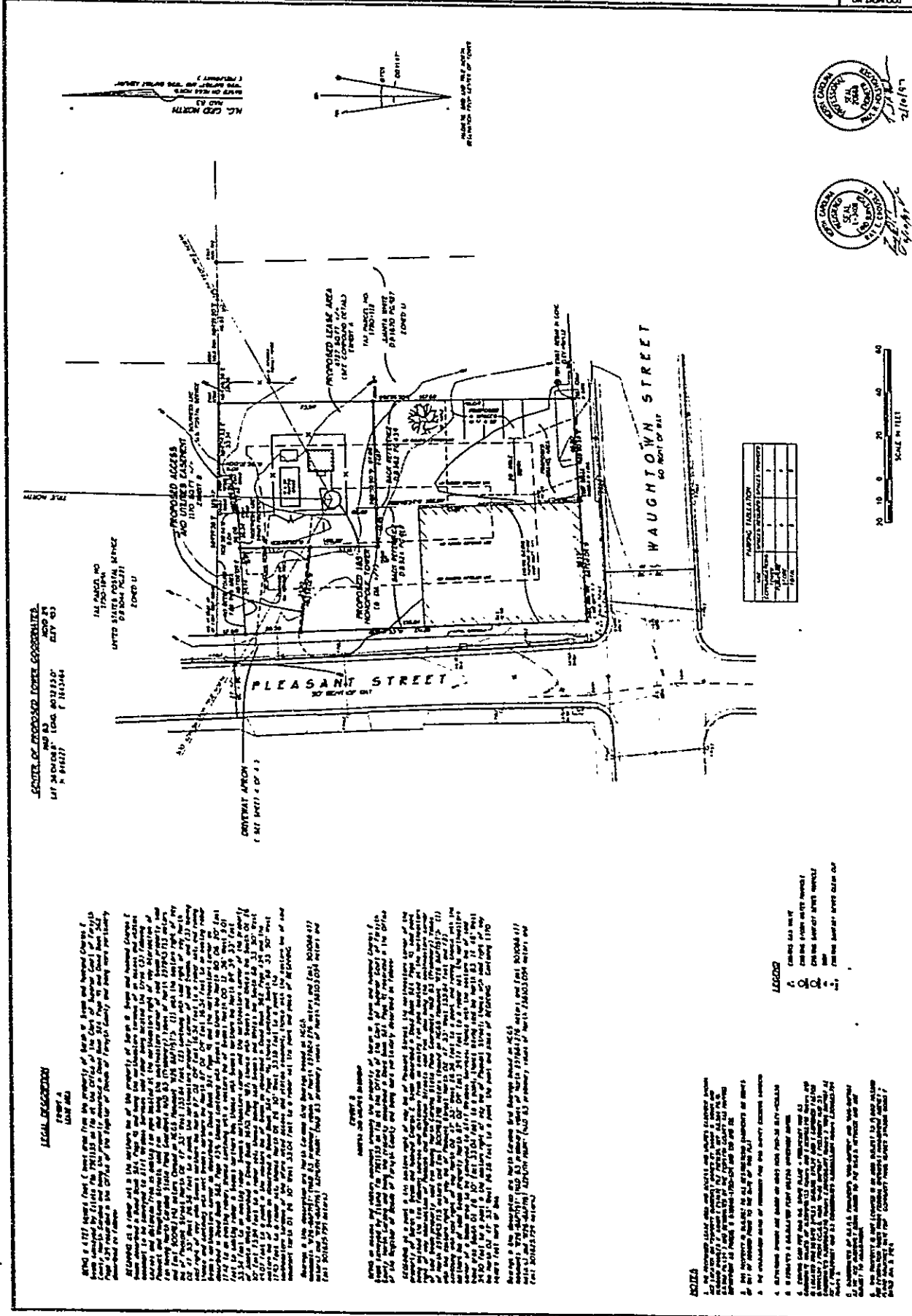


DATE: 1/18/91
DRAWN BY: JAL/2001
SHEET NO: 1 OF 4

WS003.12 WAUGHTOWN SITE

WINSTON-SALEM

NORTH CAROLINA



BK1949

AT&T WIRELESS SERVICES
WSO03.12 WAUGHTOWN SITE
 DETAIL SHEET

SECTION A-A

COMMERCIAL DRIVEWAY

TYPICAL TREE PLANTING
 NOT TO SCALE

TYPICAL ENTRANCE DRIVE
 NOT TO SCALE

DOUBLE SWING 7' GATE
 NOT TO SCALE

TYPICAL FENCE ELEVATION
 NOT TO SCALE

TEMPORARY GRAVEL CONSTRUCTION ENTRANCE

SCALE
 1" = 10' HORIZ.
 1" = 4' VERT.

DATE
 10/12/03

DRAWN
 J. L. BROWN

CHECKED
 J. L. BROWN

DESIGNED
 J. L. BROWN

BY
 J. L. BROWN

AND ASSOCIATES, INC.
 7300 E. FRANKLIN AVE., SUITE 200, DENVER, CO 80231
 (303) 299-7144

ENGINEER
 J. L. BROWN

REGISTERED PROFESSIONAL ENGINEER
 NO. 12345

PROJECT NO.
 WSO03.12

SHEET NO.
 4 OF 4

EXHIBIT B

To the Memorandum of Lease and Easement Agreement
dated January 9, 1997,
between SARAH H. SWAIM AND CHARLES EDWARD SWAIM, as Landlord, and
AT&T WIRELESS PCS, INC. Wireless PCS, Inc., by and through its agent Wireless
PCS, Inc., as Tenant

Legal Description

The Property is legally described as follows:

BEGINNING at a cross in the cement in the north line of Waughtown St. as established by the City of Winston-Salem, N.C. said cross being 56.1 feet easterly from the north east intersection of Waughtown St. and Pleasant St. and being the south east corner of lot No. 109 running thence with the east line of Lot No. 109 North 02 degrees 00' east 162.2 feet to an iron stake; thence north 80 degrees east 17.3 feet to an iron stake; thence north 00 degrees 27' feet to an iron stake; thence South 00 degrees 33' East 107.7 to an iron stake in the north line of Waughtown St. as established by the City of Winston-Salem, N.C. thence the north line of Waughtown St. South 57 degrees 40' west 44.8' feet to the place of beginning. Being known and described as Lot No. 110 and a portion of Lot No. 109, block 1750 Forsyth County Tax Map.

BEGINNING at an iron stake at the northeast intersection of Pleasant Street and Waughtown Road; thence with Waughtown Road North 87 degrees E. 56.1 feet to a cross in concrete one foot east of the store building a new corner; thence a new line North 3 degrees W. parallel to the store building and one foot east of it 162.2 feet to an iron stake on the old line; thence with the old line South 87 degrees W. 56.1 feet to an iron stake on Pleasant Street; thence with Pleasant Street South 3 degrees E. 162.2 feet to the beginning and being the western part of the S.H. Ader Lot.

For further description see Deed Book 413, Page 246 in the Office of the Register of Deeds of Forsyth County, North Carolina.

BK1949 P2408

EXHIBIT C

To the Memorandum of Lease and Easement Agreement
dated January 9, 1997,
between Sarah W. Swaim and Charles Edward Swaim, 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

BK1949 P2410

EXHIBIT C-2

**CERTIFICATE OF ASSISTANT SECRETARY
OF
WIRELESS PCS, INC.**

The undersigned, William W. Hague, 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 March 5, 1996, 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, Director of Site Development, shall
have the authority to enter into and sign site leases on behalf of the corporation within the
ordinary course of business, for a one year term to be renewed on the first Tuesday in March
of each year.

IN WITNESS WHEREOF, I have signed this Certificate on behalf of the corporation on
the 5 day of April, 1996.

WIRELESS PCS, INC.

By: William W. Hague
William W. Hague
Its Assistant Secretary