

Cell Site ID: WS014
State: North Carolina
City: Winston-Salem

FORSYTH CO, NC 180 FEE: \$ 44.00
PRESENTED & RECORDED: 03/12/1999 2:34PM
DIXIE C. WOOD REGISTER OF DEEDS BY: THOMAS
DRAWN BY AND MAIL TO: P1526 - P1544
SMITH HELMS MULLISS & MOORE, LLP
Post Office Box 31247
Charlotte, North Carolina 28231

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 13th day of August, 1998, is by and between SESSIONS SPECIALTY CO. ("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 5090 Styers Ferry Road, Lewisville, North Carolina 27023.

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. 5925 Carnegie Blvd, Suite 200
28209 WGS

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.

Name: ML-SESSIONS.
Doc No: 78337

BK2056F642-1998

BOOK 2056 PAGE 1526

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
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 8th day of December, 1996

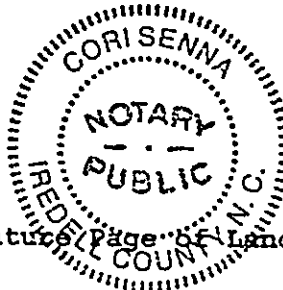
Cori Senna
Notary Public

My Commission Expires:

My Commission Expires November 20, 2000

[NOTARIAL SEAL/STAMP]

[See next Page For Counterpart Signature Page of Landlord]



BK2056PG1527

Landlord Counterpart Signature Page

LANDLORD:

SESSIONS SPECIALTY CO.

ATTEST:

Ron Huffman
Secretary

By: [Signature]
President



I, Rebecca D. Pegram, a Notary Public, do hereby certify that RON HUFFMAN personally appeared before me this day and acknowledged that he/she is the Secretary of SESSIONS SPECIALTY CO., a North Carolina corporation, and that by authority duly given, and as the act of the corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal, and attested by him/her as its Secretary.

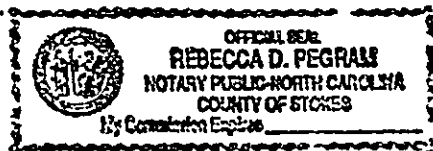
WITNESS my hand and official seal this 10 day of February, 1998

Rebecca D. Pegram
Notary Public

My Commission Expires:

9-26-99

[NOTARY SEAL]



BK2056PG1528

Name: ML-SESSIONS
Doc No: 71317

STATE OF NC - FORSYTH CO

The foregoing certificate(s) of:

Rebecca D. Pegram NP(s)

October 24, 1996

is/are certified to be correct at the date of recording shown on the first page thereof.
Dickie C. Wood, Register of Deeds by: [Signature]

EXHIBIT A

To the Memorandum of Lease and Easement Agreement
dated December 8, 1998
between SESSIONS SPECIALTY CO., 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.

BK2056PG1529

AT & T WIRELESS SERVICES

WS014.4 NORTH 421 SITE

PROPERTY OF SESSIONS SPECIALTY COMPANY

EXHIBIT A-1

LEASE AREA

BEING a 342 square foot lease area from the property of Sessions Specialty Company described in Deed Book 1861, Page 430 recorded in the Office of the Register of Deeds of Forsyth County, North Carolina, said lease area being more particularly described as follows:

BEGINNING at a PK nail set, said PK nail being located the three (3) following courses and distances from an existing iron pipe marking the northeast corner of the property of Sessions Specialty Company described in Deed Book 1861, Page 430, said iron pipe having North Carolina State Plane Coordinate NAD 83 values of North 259163.508 meters and East 484850.462 meters (based on NCGS monument "YELLOW"): (1) South 44° 49' 33" West 190.64 feet, (2) South 03° 29' 50" West 12.50 feet and (3) North 86° 30' 10" West 37.50 feet and running thence from said BEGINNING point North 86° 30' 10" West 12.00 feet to the eastern wall of an existing building; thence with said eastern wall North 03° 29' 50" East 28.50 feet; thence leaving said eastern wall South 86° 30' 10" East 12.00 feet to a PK nail set; thence South 03° 29' 50" West 28.50 feet to the point and place of BEGINNING.

Bearings in this description are based on the North Carolina State Plane Coordinates of North Carolina Geodetic Survey control monuments "YELLOW" (NAD 83 values of North 259056.547 meters and East 484526.283 meters) and "HOLTON" (NAD 83 values of North 258870.105 meters and East 484436.485 meters).

This description is taken from plans for AT&T Wireless Services WS014.4 North 421 Site prepared by Anderson & Associates, Inc., dated 8/27/97 and being Document Number 13917-004.


Dean E. Hill, RLS 8-27-97
Date



BK2056PG1539

An Employee-Owned Company

7349 West Friendly Avenue, Suite F, Greensboro, NC 27410 (910) 299-7184 (910) 299-7415 fax
Greensboro, North Carolina • Blacksburg & Richmond, Virginia • Tri-Cities, Tennessee



ENGINEERS • SURVEYORS • PLANNERS

AT & T WIRELESS SERVICES

WS014.4 NORTH 421 SITE

PROPERTY OF SESSIONS SPECIALTY COMPANY

EXHIBIT A-1

ACCESS AND UTILITY EASEMENT

BEING a 25 foot wide access and utility easement containing 19,259 square feet +/- from the property of Sessions Specialty Company described in Deed Book 1861, Page 430 recorded in the Office of the Register of Deeds of Forsyth County, North Carolina, the centerline of said easement being more particularly described as follows:

BEGINNING at a point in the eastern right of way line of Styers Ferry Road (SR 1103), said point being located South 38° 07' 30" West 41.64 feet from an existing iron pipe marking the northwest corner of the property of Sessions Specialty Company described in Deed Book 1861, Page 430 and running thence from said BEGINNING point South 51° 52' 30" East 16.00 feet to a point, thence South 70° 00' 00" East 50.00 feet to a point; thence South 80° 00' 00" East 88.08 feet to a point, thence South 71° 49' 53" East 100.00 feet to a point; thence South 71° 00' 00" East 315.00 feet to a point; thence South 30° 00' 00" East 84.56 feet to a point; thence South 03° 29' 05" West 91.73 feet to a point; thence South 86° 30' 10" East 25.00 feet to a point, said point being located the two (2) following courses and distances from a PK nail set marking the southeast corner of the proposed lease area being conveyed to AT&T Wireless Services: (1) South 86° 30' 10" East 37.50 feet and (2) North 03° 29' 50" East 12.50 feet, said point also being located South 44° 49' 33" West 190.64 feet from an existing iron pipe marking the northeast corner of said Sessions Specialty Company property, said iron pipe having North Carolina State Plane Coordinate NAD 83 values of North 259163.508 meters and East 484850.462 meters (based on NCGS monument "YELLOW").

Bearings in this description are based on the North Carolina State Plane Coordinates of North Carolina Geodetic Survey control monuments "YELLOW" (NAD 83 values of North 259056.547 meters and East 484526.283 meters) and "HOLTON" (NAD 83 values of North 258870.105 meters and East 484436.485 meters).

This description is taken from plans for AT&T Wireless Services WS014.4 North 421 Site prepared by Anderson & Associates, Inc., dated 8/27/97 and being Document Number 13917-004.

Dean E. Hill
Dean E. Hill, RLS

8-27-97
Date



BK2056PG1531

An Employee-Owned Company

7349 West Friendly Avenue, Suite F, Greensboro, NC 27410 (910) 299-7184 (910) 299-7415 fax
Greensboro, North Carolina • Blacksburg & Richmond, Virginia • Tri-Cities, Tennessee

**AT & T WIRELESS SERVICES
WS014.4 NORTH 421 SITE
PROPERTY OF SESSIONS SPECIALTY COMPANY
EXHIBIT A-1
UTILITY EASEMENT**

BEING a 120 square foot utility easement from the property of Sessions Specialty Company described in Deed Book 1861, Page 430 recorded in the Office of the Register of Deeds of Forsyth County, North Carolina, said easement being more particularly described as follows:

BEGINNING at a PK nail set marking the northeast corner of the proposed lease area being conveyed to AT&T Wireless Services, said PK nail being located the four (4) following courses and distances from an existing iron pipe marking the northeast corner of the property of Sessions Specialty Company described in Deed Book 1861, Page 430, said iron pipe having North Carolina State Plane Coordinate NAD 83 values of North 259163.508 meters and East 484850.462 meters (based on NCGS monument "YELLOW"): (1) South 44° 49' 33" West 190.64 feet, (2) South 03° 29' 50" West 12.50 feet, (3) North 86° 30' 10" West 37.50 feet and (4) North 03° 29' 50" East 28.50 feet and running thence from said BEGINNING point North 86° 30' 10" West 12.00 feet to the eastern wall of an existing building, thence with said eastern wall North 03° 29' 50" East 10.00 feet; thence leaving said eastern wall South 86° 30' 10" East 12.00 feet to a point; thence South 03° 29' 50" West 10.00 feet to the point and place of BEGINNING.

Bearings in this description are based on the North Carolina State Plane Coordinates of North Carolina Geodetic Survey control monuments "YELLOW" (NAD 83 values of North 259056.547 meters and East 484526.283 meters) and "HOLTON" (NAD 83 values of North 258870.105 meters and East 484436.485 meters).

This description is taken from plans for AT&T Wireless Services WS014.4 North 421 Site prepared by Anderson & Associates, Inc., dated 8/27/97 and being Document Number 13917-004


Dean E. Hill, RLS

8-27-97
Date



BK2056PG1532

EXHIBIT B

To the Memorandum of Lease and Easement Agreement
dated December 9, 1998
between SESSIONS SPECIALTY CO., 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:

ALL THAT TRACT OR PARCEL OF LAND lying and being in Lewisville Township, County of Forsyth, State of North Carolina (referenced as Tax Map 4431, Parcel 31-33), as shown on that certain as-built plat of survey (the "Survey") prepared for Lewisville Crossing by DSA Group of N.C., Inc., dated April 21, 1988, last revised June 27, 1988 and bearing the seal and certification of Herndon F. Pyatt, Jr., North Carolina Registered Land Surveyor No. L-1508, and being more particularly described as follows:

BEGINNING at an iron at the intersection of the northeast line of the right-of-way of U.S. 421 (a variable width right-of-way) and the southeast line of the right-of-way of Styers Ferry Road (a variable width right-of-way) and running thence northeasterly along the arc of a curve of the southeast line of the right-of-way of Styers Ferry Road, which arc has a chord as measured north 33 degrees 04 minutes 54 seconds east of 127.83 feet, a distance of 127.89 feet to a new iron pin; running thence northeasterly along the arc of a curve of the southeast line of the right-of-way of Styers Ferry Road, which arc has a chord as measured north 37 degrees 40 minutes 34 seconds east of 67.22 feet, a distance of 67.23 feet to a point; running thence northeasterly along the arc of a curve of the southeast line of the right-of-way of Styers Ferry Road, which arc has a chord as measured north 39 degrees 40 minutes 50 seconds east of 15.45 feet, a distance of 15.45 feet to an iron; running thence north 39 degrees 59 minutes 22 seconds east along the southeast line of the right-of-way of Styers Ferry Road a distance of 138.46 feet to a new iron pipe; running thence north 39 degrees 59 minutes 22 seconds east along the southeast line of the right-of-way of Styers Ferry Road a distance of 54.53 feet to an iron; running thence south 69 degrees 59 minutes 23 seconds east a distance of 751.33 feet to an existing iron pipe; running thence south 19 degrees 59 minutes 50 seconds west a distance of 325.98 feet to an existing iron pipe; running thence north 84 degrees 38 minutes 53 seconds west a distance of 515.77 feet to an iron on the northeast line of the right-of-way of U.S. 421; running thence north 59 degrees 36 minutes 10 seconds west along the northeast line of the right-of-way of U.S. 421 a distance of 50.71 feet to a new iron pipe; running thence north 58 degrees 58 minutes 12 seconds west along the northeast line of the right-of-way of U.S. 421 a distance of 154.62 feet to a p.k. nail; running thence north 58 degrees 58

minutes 12 seconds west along the northeast line of the right-of-way of U.S. 421 a distance of 174.40 feet to the point of beginning; being a tract of land containing 7.61 acres as shown on the survey (the above described property being hereinafter referred to as the "Land").

TOGETHER WITH that certain (i) Sewer Line Easement by and between Sides Properties, a North Carolina general partnership and Lewisville Crossing, a North Carolina general partnership, dated April 16, 1987 and recorded in Book 1606, page 1601, in the Office of the Register of Deeds of Forsyth County, North Carolina, as amended by Amendment to Sewer Line Easement dated September 2, 1987, recorded in Book 1624, page 0823, aforesaid records; (ii) Easement for Sewer Line by and between U.N.P. & Associates, a North Carolina general partnership and Lewisville Crossing, a North Carolina general partnership, dated May 13, 1987, and recorded in Book 1609, page 0317, in the Office of the Register of Deeds of Forsyth County, North Carolina, and (iii) Right of Way Encroachment Agreement between Department of Transportation and Lewisville Crossing, dated January 12, 1987, and Right of Way Encroachment Agreement between Department of Transportation and U.N.P. & Associates, dated April 11, 1986, as assigned to Lewisville Crossing by instrument dated May 13, 1987. The Land and such easement and encroachment agreements are hereinafter collectively referred to as "Security Property."

LESS, EXCEPT AND RESERVING FROM THE LEASED PROPERTY THE FOLLOWING:

Tract One:

ALL THAT TRACT OR PARCEL OF LAND lying and being in Lewisville Township, County of Forsyth, State of North Carolina (referenced as Tax Map 4431, Parcel 31-33), and being more particularly described as follows:

BEGINNING at an iron at the intersection of the northeast line of the right-of-way of U.S. 421 (a variable width right-of-way) and the southeast line of the right-of-way of Styers Ferry Road (a variable width right-of-way) and running thence northeasterly along the arc of a curve of the southeast line of the right-of-way of Styers Ferry Road, which arc has a chord a measured north 33 degrees 04 minutes 54 seconds east of 127.83 feet, a distance of 127.89 feet to a new iron pin; running thence south 79 degrees 05 minutes 36 seconds east a distance of 14.33 feet to a point; running thence southeasterly along the arc of a curve, which arc has a chord as measured south 73 degrees 10 minutes 05 seconds east of 34.40 feet, a distance of 34.46 feet to a point; running thence south 67 degrees 14 minutes 33 seconds east a distance of 126.44 feet to a point; running thence south 58 degrees 19 minutes 30 seconds east a distance of 3.95 feet to a point; running thence south 33 degrees 12 minutes 30

seconds west a distance of 159.38 feet to a p.k. nail on the northeast line of the right-of-way of U.S. 421; running thence north 58 degrees 58 minutes 12 seconds west along the northeast line of the right-of-way of U.S. 421 a distance of 174.40 feet to the point of beginning; being a tract of land containing 0.590 of an acre and designated as "Parcel #1" on the Survey.

TOGETHER WITH a non-exclusive, perpetual easement for vehicular and pedestrian ingress and egress on, over and across any and all driveways, sidewalks and parking areas now or hereafter existing on Tracts Two, Three and Four.

TOGETHER WITH a non-exclusive, perpetual easement for the installation, use and maintenance of sanitary and storm sewer lines, storm drainage lines, and all other utility facilities, including, but not limited to, gas, water, telephone, cable and electricity now or hereafter existing on Tracts Two, Three and Four.

TOGETHER WITH a non-exclusive, perpetual easement for use of sewer lines located within (i) Sewer Lines Easement by and between Sides Properties, a North Carolina general partnership and Lewisville Crossing, a North Carolina general partnership, dated April 16, 1987 and recorded in Book 1606, page 1601, in the Office of the Register of Deeds of Forsyth County, North Carolina, as amended by Amendment to Sewer Line Easement dated September 2, 1987, recorded in Book 1624, page 0823, aforesaid records, (ii) Easement for Sewer Line by and between U.N.P. & Associates, a North Carolina general partnership and Lewisville Crossing, a North Carolina general partnership, dated May 13, 1987, and recorded in Book 1609, page 0317, in the Office of the Register of Deeds of Forsyth County, North Carolina, and (iii) Right of Way Encroachment Agreement between Department of Transportation and Lewisville Crossing, dated January 12, 1987, and Right of Way Encroachment Agreement between Department of Transportation and U.N.P. & Associates, dated April 11, 1986, as assigned to Lewisville Crossing by instrument dated May 13, 1987.

EXCEPTING FROM THIS RESERVATION, HOWEVER, for the benefit of Tract Four as shown on the Survey, (i) a non-exclusive, perpetual easement for vehicular and pedestrian ingress and egress on, over and across any and all driveways, sidewalks and parking areas now or hereafter existing on Tract One as shown on the Survey, and (ii) a non-exclusive, perpetual easement for the installation, use and maintenance of sanitary and storm sewer lines, storm drainage lines, and all other utility facilities, including, but not limited to, gas, water, telephone, cable and electricity, now or hereafter existing on Tract One, as shown on the Survey.

ALSO LESS, EXCEPT AND RESERVING FROM THE LEASED PROPERTY THE FOLLOWING:

Tract Two:

ALL THAT TRACT OR PARCEL OF LAND lying and being in Lewisville Township, County of Forsyth, State of North Carolina (referenced as Tax Map 4431, Parcel 31-33), and being more particularly described as follows:

TO FIND THE POINT OF BEGINNING, commence at the iron found at the intersection of the northeast line of the right-of-way of U.S. 421 (a variable width right-of-way) and the southeast line of the right-of-way of Styers Ferry Road (a variable width right-of-way) and run thence northeasterly along the arc of a curve of the southeast line of the right-of-way of Styers Ferry Road, which arc has a chord as measured north 33 degrees 04 minutes 54 seconds east of 127.83 feet, a distance of 127.89 feet to a new iron pipe; run thence northeasterly along the arc of a curve of the southeast line of the right-of-way of Styers Ferry Road, which arc has a chord as measured north 37 degrees 40 minutes 34 seconds east of 67.22 feet, a distance of 67.23 feet to a new iron pipe and the point of beginning; from the point of beginning as thus established running thence northeasterly along the arc of a curve of the southeast line of the right-of-way of Styers Ferry Road, which arc has a chord as measured north 39 degrees 40 minutes 50 seconds east of 15.45 feet, a distance of 15.45 feet to an iron; running thence north 39 degrees 59 minutes 22 seconds east along the southeast line of the right-of-way of Styers Ferry Road a distance of 138.46 feet to a new iron pipe; running thence south 64 degrees 08 minutes 41 seconds east a distance of 58.61 feet to a point; running thence south 66 degrees 07 minutes 59 seconds east a distance of 51.89 feet to a point; running thence southeasterly and southerly along the arc of curve, which arc has a chord as measured south 20 degrees 58 minutes 00 seconds east of 41.13 feet, a distance of 45.72 feet to a point; running thence south 24 degrees 12 minutes 00 seconds west a distance of 32.81 feet to a point; running thence southerly and southeasterly along the arc of a curve, which arc has a chord as measured south 13 degrees 29 minutes 14 seconds west of 29.74 feet, a distance of 29.91 feet to a point; running thence south 02 degrees 46 minutes 29 seconds west a distance of 28.09 feet to a point; running thence south 15 degrees 53 minutes 18 seconds west a distance of 9.63 feet to a point; running thence north 68 degrees 01 minutes 45 seconds west a distance of 18.71 feet to a point; running thence south 20 degrees 25 minutes 10 seconds west a distance of 33.70 feet to a point; running thence south 68 degrees 05 minutes 59 seconds east a distance of 24.90 feet to a point; running thence south 21 degrees 54 minutes 01 second west a distance of 5.18 feet to

a point; running thence north 83 degrees 02 minutes 28 seconds west a distance of 7.70 feet to a point; running thence north 67 degrees 43 minutes 41 seconds west a distance of 140.62 feet to a point; running thence westerly and northwesterly along the arc of a curve, which arc has a chord as measured north 45 degrees 24 minutes 17 seconds west of 56.60 feet, a distance of 58.05 feet to a point; running thence north 23 degrees 05 minutes 14 seconds west a distance of 8.55 feet to the point of beginning; being a tract of land containing 0.643 of an acre and designated as "Parcel #2" on the Survey.

TOGETHER WITH a non-exclusive, perpetual easement for vehicular and pedestrian ingress and egress on, over and across any and all driveways, sidewalks and parking areas now or hereafter existing on Tracts One, Three and Four.

TOGETHER WITH a non-exclusive, perpetual easement for the installation, use and maintenance of sanitary and storm sewer lines, storm drainage lines and all other utility facilities, including, but not limited to, gas, water, telephone, cable and electricity, now or hereafter existing on Tracts One, Three and Four.

TOGETHER WITH a non-exclusive, perpetual easement for use of sewer lines located within (i) Sewer Line Easement by and between Sides Properties, a North Carolina general partnership and Lewisville Crossing, a North Carolina general partnership, dated April 16, 1987 and recorded in Book 1606, page 1601, in the Office of the Register of Deeds of Forsyth County, North Carolina, as amended by Amendment to Sewer Line Easement dated September 2, 1987, recorded in Book 1624, page 0823, aforesaid records, (ii) Easement for Sewer Line by and between U.N.P. & Associates, a North Carolina general partnership and Lewisville Crossing, a North Carolina general partnership, dated May 13, 1987, and recorded in Book 1609, page 0317, in the Office of the Register of Deeds of Forsyth County, North Carolina, and (iii) Right of Way Encroachment Agreement between Department of Transportation and Lewisville Crossing, dated January 12, 1987, and Right of Way Encroachment Agreement between Department of Transportation and U.N.P. & Associates, dated April 11, 1986, as assigned to Lewisville Crossing by instrument dated May 13, 1987.

EXCEPTING FROM THIS RESERVATION, HOWEVER, for the benefit of Tract Four as shown on the Survey, (i) a non-exclusive, perpetual easement for vehicular and pedestrian ingress and egress on, over and across any and all driveways, sidewalks and parking areas now or hereafter existing on Tract Two as shown on the Survey, and (ii) a non-exclusive, perpetual easement for the installation, use and maintenance of sanitary and storm sewer lines, storm drainage lines, and all other utility facilities, including, but

not limited to, gas, water, telephone, cable and electricity, now or hereafter existing on Tract Two as shown on the Survey.

ALSO LESS, EXCEPT AND RESERVING FROM THE LEASED PROPERTY THE FOLLOWING:

Tract Three:

ALL THAT TRACT OR PARCEL OF LAND lying and being in Lewisville Township, County of Forsyth, State of North Carolina (referenced as Tax Map 4431, Parcel 31-33), and being more particularly described as follows:

TO FIND THE POINT OF BEGINNING, commence at an iron at the intersection of the northeast line of the right-of-way of U.S. 421 (a variable width right-of-way) and the southeast line of the right-of-way of Styers Ferry Road (a variable width right-of-way) and run thence northeasterly along the arc of a curve of the southeast line of the right-of-way of Styers Ferry Road, which arc has a chord as measured north 33 degrees 04 minutes 54 seconds east of 127.83 feet, a distance of 127.89 feet to a new iron pin; run thence northeasterly along the arc of a curve of the southeast line of the right-of-way of Styers Ferry Road, which arc has a chord as measured north 37 degrees 40 minutes 34 seconds east of 67.22 feet, a distance of 67.23 feet to a point; run thence northeasterly along the arc of a curve of the southeast line of the right-of-way of Styers Ferry Road, which arc has a chord as measured north 39 degrees 40 minutes 50 seconds east of 15.45 feet, a distance of 15.45 feet to an iron; run thence north 39 degrees 59 minutes 22 seconds east along the southeast line of the right-of-way of Styers Ferry Road a distance of 138.46 feet to a new iron pipe; run thence north 39 degrees 59 minutes 22 seconds east along the southeast line of the right-of-way of Styers Ferry Road a distance of 54.53 feet to an iron; run thence south 69 degrees 59 minutes 23 seconds east a distance of 751.33 feet to an existing iron pipe; run thence north 82 degrees 56 minutes 27 seconds west a distance of 213.43 feet to the point of beginning; from the point of beginning as thus established, running thence south 05 degrees 22 minutes 15 seconds west a distance of 64.92 feet to a point; running thence north 84 degrees 41 minutes 24 seconds west a distance of 129.96 feet to a point; running thence north 05 degrees 22 minutes 15 seconds east a distance of 64.92 feet to a point; running thence south 84 degrees 41 minutes 24 seconds east a distance of 129.96 feet to the point of beginning; being a tract of land containing 0.193 of an acre and designated as "Parcel #3" on the Survey.

TOGETHER WITH a non-exclusive perpetual easement for vehicular and pedestrian ingress and egress on, over and

across any and all driveways, sidewalks and parking areas now or hereafter existing on Tracts One, Two and Four.

TOGETHER WITH a non-exclusive, perpetual easement for the installation, use and maintenance of sanitary and storm sewer lines, storm drainage lines and all other utility facilities, including, but not limited to, gas, water, telephone, cable and electricity, now or hereafter existing on Tracts One, Two and Four.

TOGETHER WITH a non-exclusive, perpetual easement for use of sewer lines located within (i) Sewer Line Easement by and between Sides Properties, a North Carolina general partnership and Lewisville Crossing, a North Carolina general partnership, dated April 16, 1987 and recorded in Book 1606, page 1601, in the Office of the Register of Deeds of Forsyth County, North Carolina, as amended by Amendment to Sewer Line Easement dated September 2, 1987, recorded in Book 1624, page 0823, aforesaid records, (ii) Easement for Sewer Line by and between U.N.P. & Associates, a North Carolina general partnership and Lewisville Crossing, a North Carolina general partnership, dated May 13, 1987, and recorded in Book 1609, page 0317, in the Office of the Register of Deeds of Forsyth County, North Carolina, and (iii) Right of Way Encroachment Agreement between Department of Transportation and Lewisville Crossing, dated January 12, 1987, and Right of Way Encroachment Agreement between Department of Transportation and U.N.P. & Associates, dated April 11, 1986, as assigned to Lewisville Crossing by instrument dated May 13, 1987.

TOGETHER WITH a perpetual, non-exclusive easement for support in and to that certain party wall located on Tract Four, contiguous to Tract Three, as shown on the Survey, subject to restrictions applicable thereto contained in that certain Declaration of Covenants and Restrictions executed by Lewisville Crossing, a North Carolina general partnership, recorded on or about the date hereof in the aforesaid records.

EXCEPTING FROM THIS RESERVATION, HOWEVER, for the benefit of Tract Four as shown on the Survey, (i) a non-exclusive perpetual easement for vehicular and pedestrian ingress and egress on, over and across any and all driveways, sidewalks and parking areas now or hereafter existing on Tract Three as shown on the Survey, and (ii) a non-exclusive, perpetual easement for the installation, use and maintenance of sanitary and storm sewer lines, storm drainage lines, and all other utility facilities, including, but not limited to, gas, water, telephone, cable and electricity, now or hereafter existing on Tract Three as shown on the Survey.

THE EASEMENTS GRANTED AND RESERVED HEREIN are subject to that certain Declaration of Covenants and Restrictions made by

Lewisville Crossing, a North Carolina general partnership, and recorded in the aforesaid records on or about the date hereof, which Declaration is incorporated herein by this reference.

ALSO, SUBJECT to (i) Deed of Easement for a water line as recorded in Book 1650, Page 666, Forsyth County Registry, (ii) Grant of Easement in favor of the City of Winston-Salem recorded in Book 1652, Page 2927, Forsyth County Registry, (iii) Deed of Release for a water line and sewer line recorded in Book 1709, Page 184, Forsyth County Registry, and (iv) and together with the Contract of Conveyance and Final Settlement for water and sanitary sewer system improvements between Lewisville Crossing and the City of Winston-Salem recorded in Book 1711, Page 436, Forsyth County Registry.

ALSO, SUBJECT to (i) Right of Way Easement in favor of Southern Bell Telephone and Telegraph Company recorded in Book 1653, at Page 2180, Forsyth County Registry, and (ii) Deed of Easement for a sewer line in favor of Child's World Partners recorded in Book 1712, Page 2976, Forsyth County Registry.

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EXHIBIT C

To the Memorandum of Lease and Easement Agreement
dated September 8, 1996
between SESSIONS SPECIALTY CO., 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

BK2056PG1542

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

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

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