DELAWARE COUNTY IOWA
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BOOK 2002 PAGE 123
RECORDER'S NOTATION
DELAWARE COUNTY IOWA
21.00

PREPARER
INFORMATION Michele Hall (x) FedEx TeleCorp/Whalen 4401 Westown Pkwy, #321 West Des Moines, IA 50266 (515-273-1200)
Individuals Company Street Address City, State, Zip Area Code-Phone

(Space above this line for Recorder)

# MEMORANDUM OF LEASE

Premises I.D.: CDR 214 C
Premises Location: N of 2267 167th Avenue, Manchester, IA 52027

This Memorandum of Lease is entered into effective as of July 20, 2001 by and between AMERICAN TOWERS, INC. (the "Lessor"), with a mailing address of 1101 Perimeter Drive, Suite 225, Schaumburg, IL 60173 and TELECORP REALTY, L.L.C., a Delaware limited liability company ("Lessee") with a mailing address of 1010 North Glebe Road, Suite 800, Arlington, Virginia 22201. Lessor and Lessee hereby acknowledge and confirm that they have entered into a certain Site Lease Agreement dated July 20, 2001 ("Lease") affecting certain real estate and improvements thereon, if any, located at the above-described location and legally described on Exhibit A attached hereto and incorporated herein by this reference and certain access and utility easements appurtenant thereto ("Premises"). Some of the terms of the Lease are as follows:

1. The initial term of the Lease is for a period of five (5) years commencing on August 1, 2001, or upon the start of construction which ever occurs first. The Term of the Lease shall automatically renew for three (3) additional successive and consecutive periods of five (5) years each ("Renewal Terms"), subject to termination by Lessee in accordance with the terms of the Lease.

2. The Lease contains various provisions for the benefit of Lessee relating to interference with the operation of its equipment and restrictions on use of the real estate and improvements thereon, if any, for other communications devices.

3. Although this Memorandum of Lease does not include all of the terms and provisions of the Lease, constructive knowledge of all such terms and provisions is provided hereby and any person or entity interested in the real estate and improvements, if any, shall be deemed to have actual knowledge thereof and the duty to inquire regarding the specific terms and provisions of the Lease. Nothing contained herein shall be deemed to amend or modify the Lease in any way

whatsoever and, in the event of any inconsistency between the terms of the Lease and this Memorandum of Lease, the terms and provisions of the Lease shall supersede and control.

4. This Memorandum of Lease may be executed by the parties hereto on any number of separate counterparts, and all such counterparts so executed constitute one agreement binding on all the parties hereto notwithstanding that all the parties hereto are not signatories to the same counterpart.

IN WITNESS WHEREOF, Lessor and Lessee have executed this Memorandum of Lease effective as of the date first above written.

LESSEE:

TELECORP REALTY, L.L.C.
By: TeleCorp Communications, Inc.
Its: Managing Member

By: _____

Print Name: Gerald T. Vento

Title: CEO

LESSOR:

AMERICAN TOWERS, INC.

By: _____

Print Name: John J Peterman

Title Vice President Midwest Region

STATE OF ILLINOIS )
) ss.
COUNTY OF Cook )

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that John J Peterman, personally known to me to be the Vice President of American Towers, Inc, a Delaware corporation, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such John J Peterman (s)he signed and delivered said instrument as Vice President of said corporation, pursuant to authority given by the Board of Directors of said corporation as his/her free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

Given under my hand and official seal, this 20 day of July, 2001.

Theresa M Legler
Notary Public

My commission is permanent/expires: 4/22/04

"OFFICIAL SEAL"
THERESA M. LEGLER
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 4/22/2004

COMMONWEALTH OF VIRGINIA )
) ss.
COUNTY OF Arlington )

On this 28 day of June, 2001, before me appeared Gerald T. Verto, to me personally known, who, being by me duly sworn, did say that he is the CEO of TeleCorp Realty, L.L.C., a Delaware limited liability company, and that said instrument was signed in behalf of said limited liability company, and said Gerald T. Verto acknowledged said instrument to be the free act and deed of said limited liability company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Amy R. Murray
Notary Public

My term is permanent/expires: 6-30-2002

This document was drafted by:

**EXHIBIT A**

Legal Description

Part of the NE ¼ of said Section 6, Township 88 North, Range 5 West of the 5th P.M. Delaware County, Iowa, excepting therefrom all of that part thereof North of the North line of Highway No. 520, and excepting the portion thereof deeded to the State of Iowa, as recorded in Book 89, L.D., page 5, office of the County Recorder, Delaware County, Iowa.

(Exhibit "A" shall be superseded by survey's legal description)