

**MEMORANDUM
OF
WATER TOWER LEASE AGREEMENT**

This Memorandum of Water Tower Lease is entered into on this ____ day of _____, 2005_, by and between City of Taylor, a municipal corporation, having a mailing address of 400 Porter Street, Taylor, Texas 76574 (hereinafter referred to as "**Landlord**") and Houston Cellular Telephone Company, L.P. by its general partner, New Cingular Wireless PCS, LLC, having a mailing address of 6100 Atlantic Boulevard, Norcross, GA 30071 (hereinafter referred to as "**Tenant**").

1. Landlord and Tenant entered into a certain Water Tower Lease Agreement ("**Agreement**") on the ____ day of _____, 2005, for the purpose of installing, operating and maintaining a communications facility and other improvements. All of the foregoing are set forth in the Agreement.
2. The initial lease term will be five (5) years ("**Initial Term**") commencing on the Effective Date of the Agreement, with two (2) successive five (5) year options to renew.
3. The portion of the land being leased to Tenant (the "**Premises**") is described in **Exhibit 1** annexed hereto.
4. This Memorandum of Lease is not intended to amend or modify, and shall not be deemed or construed as amending or modifying, any of the terms, conditions or provisions of the Agreement, all of which are hereby ratified and affirmed. In the event of a conflict between the provisions of this Memorandum of Lease and the provisions of the Agreement, the provisions of the Agreement shall control. The Agreement shall be binding upon and inure to the benefit of the parties and their respective heirs, successors, and assigns, subject to the provisions of the Agreement.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first above written.

WITNESSES:

"LANDLORD"

Print Name: _____

City of Taylor

Print Name: _____

By: _____

Print Name: _____

Its: _____

Date: _____

"TENANT"

Print Name: _____

Houston Cellular Telephone Company

Print Name: _____

By: Allen Males

Print Name: ALLEN MALES

Its: REAL ESTATE / CONSTRUCTION MANAGER

Date: 8/18/05

[ACKNOWLEDGMENTS APPEAR ON THE NEXT PAGE]

TENANT ACKNOWLEDGMENT

STATE OF TEXAS)

) ss:

COUNTY OF BEXAR)

On the 18 day of Aug., 2005, before me personally appeared Allen Males, and acknowledged under oath that he is the Real Estate and Construction Manager of Houston Cellular Telephone Company, Greater Texas Region and as such was authorized to execute this instrument on behalf of the Houston Cellular Telephone Company.

Charmain Sanchez

Notary Public: _____
My Commission Expires: _____



LANDLORD ACKNOWLEDGMENT

STATE OF TEXAS)

) ss:

COUNTY OF WILLIAMSON)

BE IT REMEMBERED, that on this _____ day of _____, 2005 before me, the subscriber, a person authorized to take oaths in the State of Texas, personally appeared _____ who is the _____ of the City of Taylor, a municipal corporation located in Williamson County, Texas personally known to me (or proved to me on a basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledge to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the entity upon behalf of which the person acted, executed the instrument.

Notary Public: _____
My Commission Expires: _____

