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By

RICHARD N TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

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~~PREPARED BY AND RETURN TO:
AT&T WIRELESS SERVICES, INC.
2729 Prospect Park Drive, Suite 200
Rancho Cordova, California 95670
Attn: Lease Administration Department~~

Misc 6/1
FEE 280 FB 01.60000
BKP 1.14.10 C/O COMP
DEL SCAN dc FV

CELL SITE: OMH-43-01 (Gretna1)
STATE: NEBRASKA
COUNTY: Douglas

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE ("Memorandum") is entered into by and between AMERICAN TOWER, L.P., a Delaware limited partnership ("Landlord") and AT&T WIRELESS PCS, LLC, A DELAWARE LIMITED LIABILITY COMPANY, DBA AT&T WIRELESS SERVICES, BY AT&T WIRELESS SERVICES, INC., A DELAWARE CORPORATION, IT'S MANAGER ("Tenant").

A. Landlord and Tenant have entered into a certain Lease Agreement ("Lease") pursuant to which Landlord leased to Tenant certain real property ("Premises") located in the County of Douglas, State of Nebraska, which is more particularly described in Exhibit "1" attached hereto and incorporated herein by this reference; and

B. The parties desire to enter into this Memorandum of Lease for the purpose of setting forth certain terms and conditions of the Lease; and

C. Tenant and Landlord now desire to execute this Memorandum to provide constructive knowledge of Tenant's lease of the Premises.

NOW, THEREFORE, in consideration of the foregoing, the parties hereby agree as follows.

1. **Lease of Premises.** Landlord leases to Tenant, and Tenant leases from Landlord, the Premises for a term of five (5) years, commencing on July 1, 2000 and terminating on 30th of June 2005, upon the terms and conditions set forth in the Lease. Tenant shall have the right to renew this Lease for four (4) additional 5-year terms.

2. **Provisions Binding on Landlord.** The Lease 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 Lease.

3. **Governing Law.** This Memorandum and Lease are governed by the laws of the state of Nebraska.

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Lease on this 28th day of June, 2000.

LANDLORD:

AMERICAN TOWER., L.P.,
a Delaware limited partnership, by ATC GP Inc.,
its sole general partner

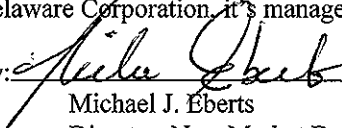
By: [Signature]
Name: Murphy K. Jimmerson
Its: VP/Res mgr
Address: 116 Huntington Avenue, Boston, MA 02116

COO-1242
35

TENANT:

AT&T Wireless PCS, LLC,
a Delaware Limited Liability Company,
d/b/a AT&T Wireless Services

By: AT&T Wireless Services, Inc., a
Delaware Corporation, its manager

By:  6/21/00

Michael J. Eberts

Its: Director, New Market Development

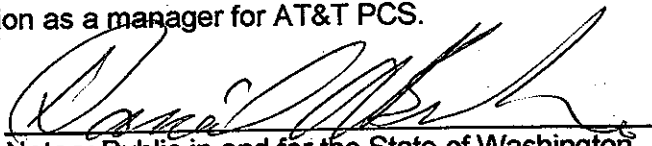
Address: 7277 164th Ave. NE, Redmond, WA 98052

CORPORATE ACKNOWLEDGMENT

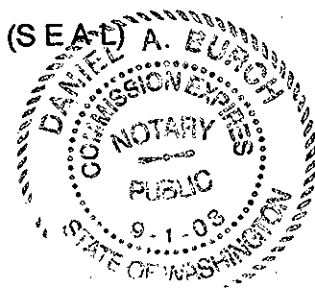
STATE OF Washington §

COUNTY OF King §

On the 21st day of June, 2000, before me personally appeared Michael Eberts, and acknowledged under oath that he is the Director, New Market Development of AT&T Wireless Services, INC., the Delaware corporation that executed the within and foregoing instrument and acknowledged the said instrument to be the free and voluntary act and deed of the corporation as manager for AT&T Wireless Services PCS, LLC, a Delaware limited liability company (AT&T PCS), for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute said instrument on behalf of the corporation as a manager for AT&T PCS.



Notary Public in and for the State of Washington
My Commission Expires: September 1, 2003



NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

ACKNOWLEDGEMENTS

STATE OF Texas)
COUNTY OF Harris) ss

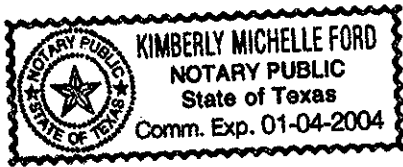
I CERTIFY that on June 28, 2000, Marty L. Jimmerson personally came before me and this/these person(s) acknowledged under oath to my satisfaction, that:

(a) this/these person(s) signed, sealed and delivered the attached document as VP/Res Mgr [title] of American Tower LP [name of corporation] a corporation of the State of Delaware, which is a general partner of the partnership named in this document;

(b) the proper corporate seal of said corporate general partner was affixed; and

(c) this document was signed and delivered by the corporation as its voluntary act and deed as general partner on behalf of said partnership.

Kimberly Michelle Ford
Notary Public
My Commission Expires 01/04/04



CORPORATE ACKNOWLEDGMENT

STATE OF _____)
COUNTY OF _____) SS

On the _____ day of _____, 2000, before me personally appeared Michael J. Eberts, and acknowledged under oath that he is the Director, New Market Development of AT&T WIRELESS SERVICES, INC., the Delaware corporation that executed the within and foregoing instrument and acknowledged the said instrument to be the free and voluntary act and deed of the corporation as manager for AT&T WIRELESS PCS, LLC, a Delaware limited liability company (AT&T PCS), for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute said instrument on behalf of the corporation as a manager for AT&T PCS.

Notary Public in and for the
State of _____
My Commission Expires: _____

(SEAL)

EXHIBIT 1
Description of the Property and the Premises
and location of the Communication Facility

The Parent Parcel is described as:

The East $\frac{1}{2}$ of the Northeast Quarter of the Northwest $\frac{1}{4}$ of Section 1, Township 14 North, Range 10 East of the 6th P.M.; and the East $\frac{1}{2}$ of the West $\frac{1}{2}$ of the Northeast Quarter of the Northwest $\frac{1}{4}$ of Section 1, Township 14 North, Range 10 East of the 6th P.M., all in Douglas County, Nebraska.

The Premises is a portion of the above described property, and is further shown and depicted on the attached site plan.

Note: Tenant may, at it's cost have the lease area and easements surveyed, at which time the survey description will supplement Exhibit 1 and become part of the Agreement without the need for further action by Landlord.

