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By

RICHARD N. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

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RECEIVED

RECORDING REQUESTED BY
AND WHEN RECORDED RETURN TO:

American Towers, Inc.
116 Huntington Avenue, 11th Floor
Boston, MA. 02116

Attn: Site Designation Supplement Coordinator

ORIGINAL

2571

FEE 55 FB _____

BKP _____ C/O _____ COMP _____

DEL _____ SCAN 2 FV _____

(Space above this line for Recorder's use)

MEMORANDUM OF SUBLEASE

This MEMORANDUM OF SUBLEASE, made and entered into as of this 31st day of Jan., 2000 by and between OMAHA CELLULAR TELEPHONE COMPANY ("Sublessor") and American Tower Delaware Corporation, a Delaware corporation ("Sublessee"). *

1. Pursuant to Site Designation Supplement number PV 716, effective January 31, 2000, which is governed by the terms and conditions of that certain Sublease entered into between Sublessor, Sublessee and other parties identified therein on Jan 31, 2000, which is incorporated herein by this reference, Sublessor subleased to Sublessee, and Sublessee subleased from Sublessor, the Subleased Property (defined below).

The Commencement Date for the Site Designation Supplement is Jan 31, 2000.

2. Notices with respect to the Site Designation Supplement shall be, in addition to the notice address in the Sublease, directed to:

AirTouch Cellular, Inc.
3401 Wazata Blvd., Suite 110
St. Louis Park, MN 55426
Attn: Manager, Site Development

3. The Subleased Property subleased to Sublessee under the Site Designation Supplement is a portion of the real property commonly known as OMANAPOLEAN - 716 and more specifically described in Schedule 1 attached hereto.

4. In the event of any conflict between this Memorandum of Sublease and the Sublease (and Site Designation Supplement), the terms of the Sublease (and Site Designation Supplement) shall control.

* MAILING ADDRESS:
C/O AMERICAN TOWERS, INC.
116 HUNTINGTON AVENUE, 11TH FLOOR
BOSTON, MA 02116

Project Vertical Number - 716

IN WITNESS WHEREOF, Sublessor and Sublessee have duly executed this Memorandum of Sublease as of the day and year above written.

SUBLESSOR:

OMAHA CELLULAR TELEPHONE COMPANY
By: AirTouch Communications, Inc.
Its: General Partner

SUBLESSEE:

American Tower Delaware
Corporation, a Delaware corporation

By: Bob Swaine
Name: Bob Swaine
Title: Vice President, Network Ops/Eng

By: JR Black
Name: JONATHAN R. BLACK
Title: VICE PRESIDENT

Date: 12/01/09 Date: 1/20/10

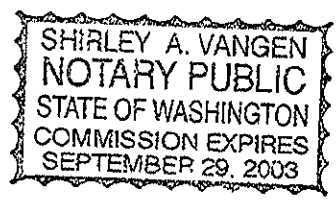
Tax ID#: 47-0697818

Tax ID#: 04-3481371

STATE OF WASHINGTON)
) SS.
COUNTY OF KING)

On this 10th day of December, 1999, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Robert Swaine to me known to be the Vice-President of Operations-Engineering of AirTouch Communications, Inc. the general partner of OMAHA CELLULAR TELEPHONE COMPANY, the partnership that executed the foregoing instrument and acknowledged the said instrument to be free and voluntary act and deed of said partnership, for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute the said instrument.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal the day and year first above written.



Shirley A. Vangen

Print or Type Name: Shirley A. Vangen

Notary Public in and form the State of WA.

residing at: Bellevue, WA

My appointment expires: 9/29/03

Schedule 1

Page 1 of 4

LEGAL DESCRIPTION OF SUBLESSOR'S PROPERTY

Street address: NW OF INTERSECTION OF DODGE AND 228TH STREETS

City: WATERLOO

State: Nebraska

Zip:

All that real property located in the State of Nebraska, County of DOUGLAS, described as follows:

The Sublessor's property of which the Subleased Property is a part is legally described as follows:

ON THE FOLLOWING PAGE:

SITE ID: See Section 3 of Memorandum of Sublease

GROUND LESSOR'S PROPERTY: See "Property Legal Description"

DESCRIPTION OF SUBLESSOR'S PROPERTY: See "Premises Description" if available

Project Vertical Number: 716

SCHEDULE 1
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OMANAPOLEON

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EXHIBIT A

Property Legal Description:

A tract of land in the Southwest Quarter of the Southeast Quarter of Section 10, Township 15 North, Range 10 East of the 6th P.M., Douglas County, Nebraska, more particularly described as follows: commencing at the Southwest corner said Section 10; thence North 0 degrees 37 minutes 50 seconds East (assumed bearing) along the West line said Southwest Quarter Southeast Quarter 680.93 feet to the place of beginning; thence continuing on said West line 429.04 feet to a point 211.46 feet South of the Northwest corner said Southwest Quarter Southeast Quarter; thence South 89 degrees 54 minutes 24 seconds East 528.67 feet; thence North 0 degrees 05 minutes 36 seconds East 211.46 feet to the North line said Southwest Quarter Southeast Quarter; thence South 89 degrees 54 minutes 24 seconds East along said North line 122.10 feet to the West line County Road No. 109-B right of way; thence along said right of way line South 59 degrees 17 minutes 07 seconds East 10.04 feet; thence on a 224.17 feet radius curve to the right, an arc distance of 211.73 feet, the chord which bears South 32 degrees 13 minutes 42 seconds East; thence South 05 degrees 10 minutes 16 seconds East 472.66 feet; thence North 89 degrees 22 minutes 10 seconds West 815.87 feet to the place of beginning, except the South 210 feet of the above described tract of land.

PV# 716

SCHEDULE 1
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OMANAPOLEON

Page 2 of 3

EXHIBIT A

Premises Description:

LEGAL DESCRIPTION
LEASED AREA

A TRACT OF LAND LOCATED IN THE SW 1/4 OF THE SE 1/4 OF SECTION 10, TOWNSHIP 15 NORTH, RANGE 10 EAST OF THE 6TH P.M., DOUGLAS COUNTY, NEBRASKA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:
COMMENCING AT THE SOUTH 1/4 CORNER OF SAID SECTION 10; THENCE N00°37'50"E (ASSUMED BEARING) ALONG THE WEST LINE OF SAID SW 1/4 OF THE SE 1/4 OF SECTION 10, A DISTANCE OF 1157.78 FEET; THENCE S84°22'10"E A DISTANCE OF 548.24 FEET TO THE POINT OF BEGINNING; THENCE N00°05'33"E, A DISTANCE OF 50.00 FEET; THENCE S 84°54'25"E, A DISTANCE OF 30.00 FEET; THENCE S00°05'33"E, A DISTANCE OF 50.00 FEET; THENCE N04°34'23"N, A DISTANCE OF 50.00 FEET TO THE POINT OF BEGINNING.
SAID TRACT OF LAND CONTAINS AN AREA OF 1500 SQUARE FEET OR 0.034 ACRES, MORE OR LESS.

POOR COPY

LEGAL DESCRIPTION
LEASED AREA
INGRESS AND EGRESS EASEMENT

A TRACT OF LAND LOCATED IN THE SW 1/4 OF SECTION 10, TOWNSHIP 15 NORTH, RANGE 10 EAST OF THE 6TH P.M., DOUGLAS COUNTY, NEBRASKA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:
COMMENCING AT THE SOUTH 1/4 CORNER OF SAID SECTION 10; THENCE N00°37'50"E (ASSUMED BEARING) ALONG THE WEST LINE OF SAID SW 1/4 OF THE SE 1/4 OF SECTION 10, A DISTANCE OF 1157.78 FEET; THENCE S84°22'10"E, A DISTANCE OF 578.24 FEET TO THE POINT OF BEGINNING; THENCE N00°05'33"E, A DISTANCE OF 20.00 FEET; THENCE S84°54'25"E, A DISTANCE OF 51.83 FEET; THENCE S71°33'29"E, A DISTANCE OF 64.40 FEET; THENCE SOUTHEASTERLY ON A CURVE TO THE LEFT WITH A RADIUS OF 87.44 FEET, A DISTANCE OF 38.56 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS S84°24'10"E, A DISTANCE OF 55.25 FEET; THENCE N82°57'07"E, A DISTANCE OF 32.57 FEET TO A POINT ON THE WEST RIGHT-OF-WAY LINE OF COUNTY ROAD NO. 104-B; THENCE SOUTHEASTERLY ALONG SAID WEST RIGHT-OF-WAY LINE OF COUNTY ROAD NO. 104-B ON A CURVE TO THE RIGHT WITH A RADIUS OF 234.7 FEET, A DISTANCE OF 431 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS S06°20'05"E, A DISTANCE OF 430 FEET; THENCE S05°10'15"E ALONG SAID WEST RIGHT-OF-WAY LINE OF COUNTY ROAD NO. 104-B, A DISTANCE OF 10.40 FEET; THENCE S82°57'07"N, A DISTANCE OF 31.80 FEET; THENCE NORTHEASTERLY ON A CURVE TO THE RIGHT WITH A RADIUS OF 107.94 FEET, A DISTANCE OF 47.33 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS N84°24'10"E, A DISTANCE OF 46.45 FEET; THENCE N71°33'29"E, A DISTANCE OF 61.73 FEET; THENCE N04°34'23"N, A DISTANCE OF 48.67 FEET TO THE POINT OF BEGINNING.
SAID TRACT OF LAND CONTAINS AN AREA OF 3874 SQUARE FEET OR 0.089 ACRES, MORE OR LESS.

PV# 716

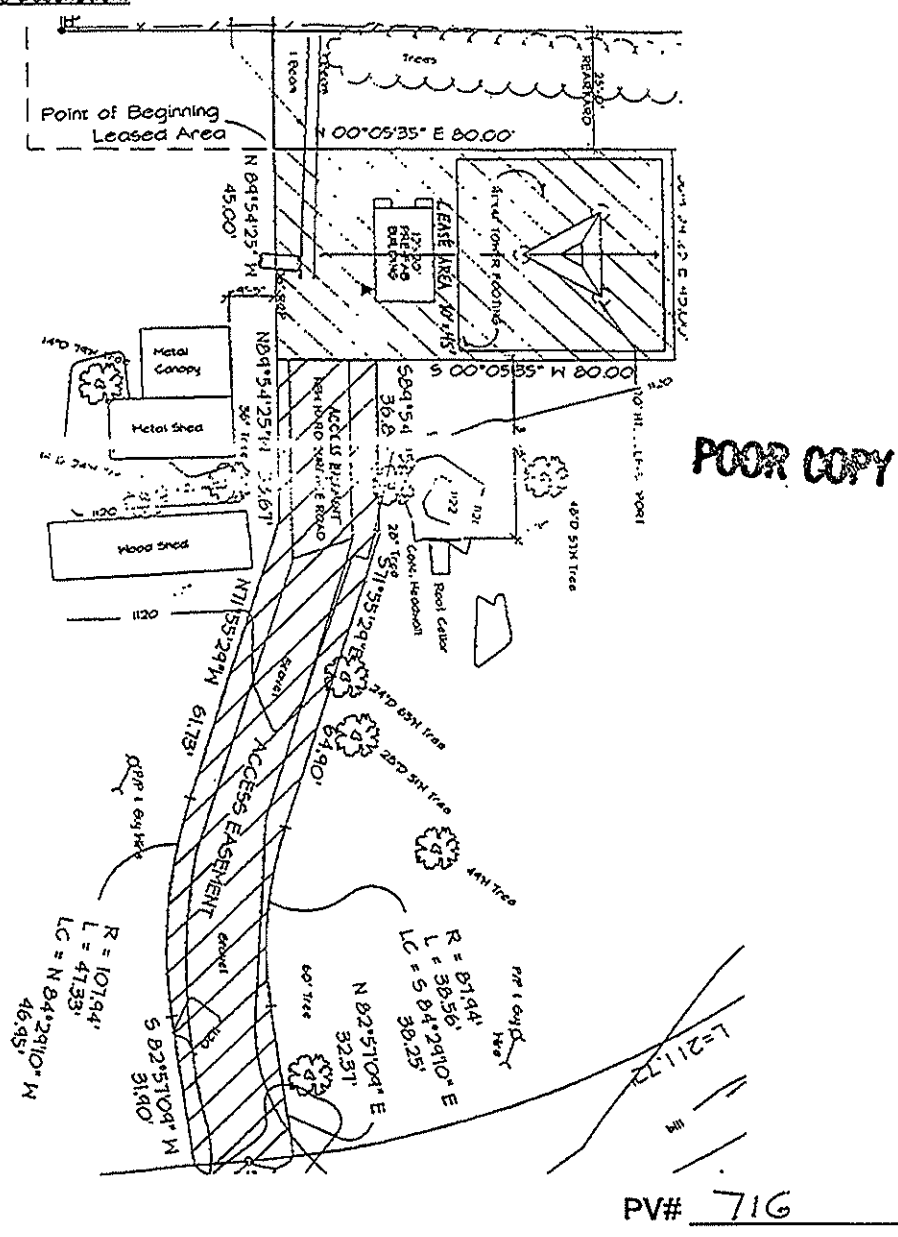
SCHEDULE 1
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OMANAPOLEON

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EXHIBIT A

Premises Description:



Schedule 2

DESCRIPTION OF SUBLEASED PROPERTY

The location of the Subleased Property within the Sublessor's property together with access, ingress, egress, easements and utilities are more particularly described or depicted as follows:

- A. Sublessor's Property described or depicted in Schedule 1
- B. A 170 foot PIROD SSUP Tower and ground ring (if separate)
- C. All other physical improvements,

less and except in each instance

- (1) the Reserved Space thereof described in Schedule 3;
- (2) any Sublessor's Improvements and Communications Equipment on such Site, and
- (3) Improvements of Existing Space Subtenants described as follows:

No Collocator At This Site

Project Vertical Number: 716

Schedule 3

RESERVED SPACE SUPPLEMENT

[This is a replacement page; the actual Schedule 3 is on file with American Tower Delaware Corporation.]



This instrument was prepared by:

Gregory Caligari, Esquire
Senior Counsel
AirTouch Communications
One California Street, 21st Floor
San Francisco, California 94111

Tel. 415-658-2075

WHEN RECORDED RETURN THIS INSTRUMENT TO:

American Towers, Inc.
116 Huntington Avenue, 11th Floor
Boston, Massachusetts 02116
Attn: Site Designation Supplement
Coordinator

Tel. 617-375-7554