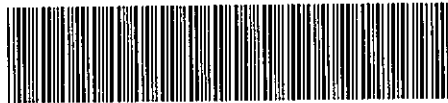




1328 072 MISC



02569 00 072-081

Nebr Doc Stamp Tax
Date
\$
By

RICHARD N. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

00 FEB 22 AM 8:29

RECEIVED

RECORDING REQUESTED BY
AND WHEN RECORDED RETURN TO:
American Towers, Inc.
116 Huntington Avenue, 11th Floor
Boston, MA. 02116
(617) 375-7554
Attn: Site Designation Supplement Coordinator

ORIGINAL

2569

FEE 5.00 FB _____
BKP _____ C/O _____ COMP _____
DEL _____ SCAN 2/2 FV _____

(Space above this line for Recorder's use)

MEMORANDUM OF SUBLEASE

This MEMORANDUM OF SUBLEASE, made and entered into as of this 19TH day of JANUARY, 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 PV702, effective JANUARY 19, 2000, which is governed by the terms and conditions of that certain Sublease entered into between Sublessor, Sublessee and other parties identified therein on JANUARY 19, 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 JANUARY 19 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.
8401 Wayzata 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 OMACONSUMER - 702 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 - 702

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: [Signature]

Name: JONATHAN R. BLACK

Title: VICE PRESIDENT

Date: 12/10/99

Tax ID#: 47-0697818

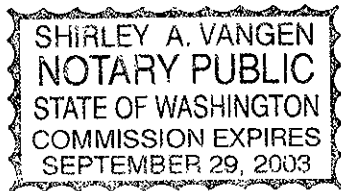
Date: 1/27/00

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/she 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

SITE DESIGNATION SUPPLEMENT NUMBER PV 702

This Site Designation Supplement is governed by the terms and conditions of that certain Sublease entered into between AirTouch Communications, Inc., American Tower Delaware Corporation and the other parties named therein, on JANUARY 19, 2000, which is incorporated herein by this reference.

The Commencement Date for this Site Designation Supplement is JANUARY 19, 2000

This Site Designation Supplement relates to "Project Vertical Site Number" PV 702

Schedule 1 ("Legal Description of Sublessor's Property"), Schedule 2 ("Description of Subleased Property") and Schedule 3 ("Reserved Space Supplement") attached hereto are hereby incorporated into this Site Designation Supplement by this reference.

Concurrent herewith, a "Memorandum of Sublease" is being prepared and executed by "Sublessor" and "Sublessee" (each as defined in the Memorandum of Sublease), which Memorandum of Sublease corresponds with this Site Designation Supplement. This Site Designation Supplement shall be deemed to be duly executed and approved by Sublessor and Sublessee upon execution by such parties of the corresponding Memorandum of Sublease.

Schedule 1

Page 1 of 2

LEGAL DESCRIPTION OF SUBLESSOR'S PROPERTY

Street address: **401 SOUTH 114TH ST**

City: **OMAH A**

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

Premises Description
(Sublessor's Property)

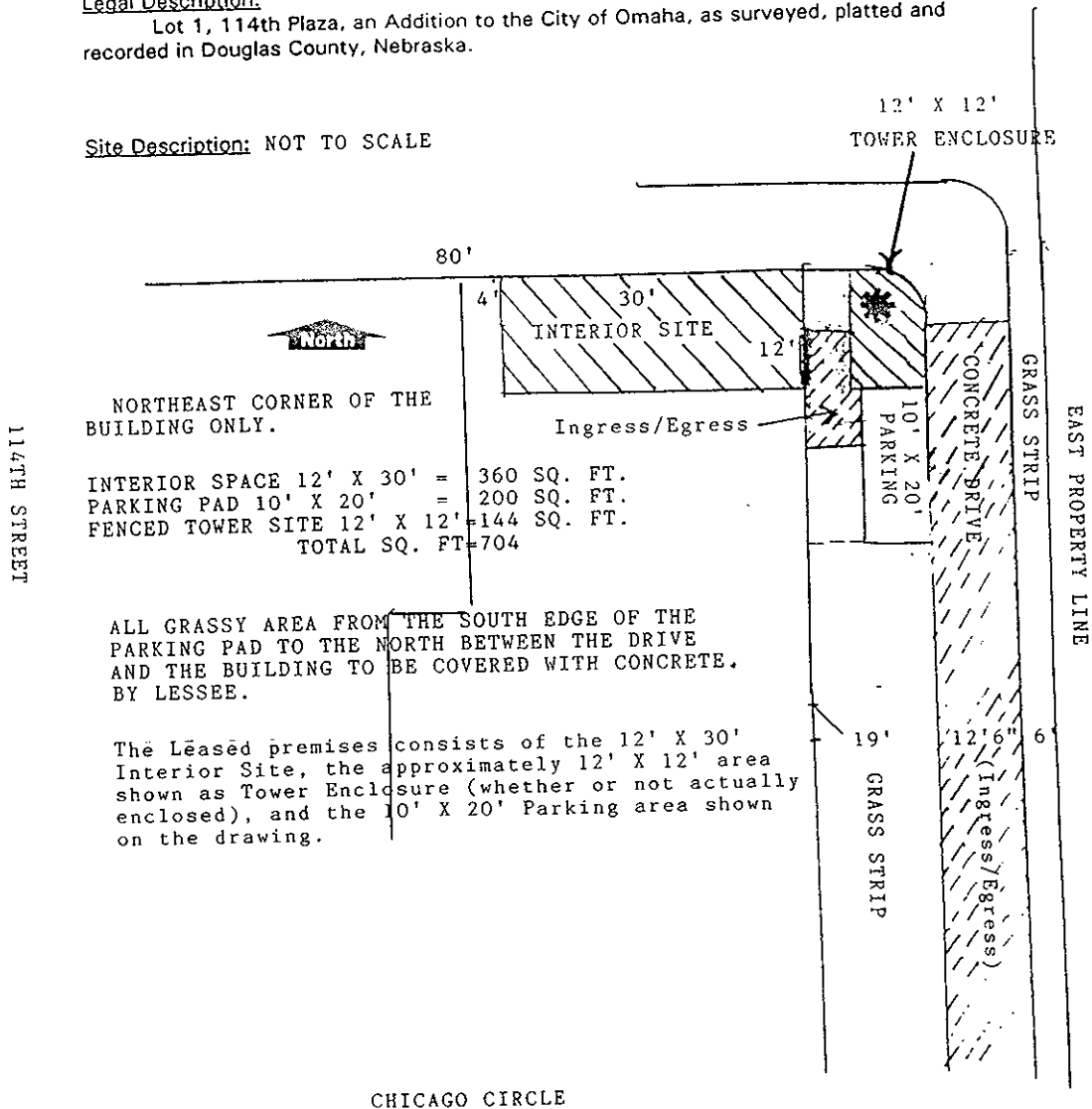
OMACONSUMER

EXHIBIT A

Legal Description:

Lot 1, 114th Plaza, an Addition to the City of Omaha, as surveyed, platted and recorded in Douglas County, Nebraska.

Site Description: NOT TO SCALE



NORTHEAST CORNER OF THE BUILDING ONLY.

INTERIOR SPACE 12' X 30' = 360 SQ. FT.
PARKING PAD 10' X 20' = 200 SQ. FT.
FENCED TOWER SITE 12' X 12' = 144 SQ. FT.
TOTAL SQ. FT. 704

ALL GRASSY AREA FROM THE SOUTH EDGE OF THE PARKING PAD TO THE NORTH BETWEEN THE DRIVE AND THE BUILDING TO BE COVERED WITH CONCRETE. BY LESSEE.

The Leased premises consists of the 12' X 30' Interior Site, the approximately 12' X 12' area shown as Tower Enclosure (whether or not actually enclosed), and the 10' X 20' Parking area shown on the drawing.

CHICAGO CIRCLE

PV# 702

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 50 foot ROHN MONO 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

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