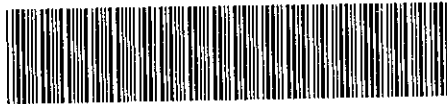




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RICHARD N. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

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AND WHEN RECORDED RETURN TO:

SULLIVAN & WORCESTER LLP
One Post Office Square
Boston, MA 02109

617-338-2924
Attn: Rosemary M. Cronin, Paralegal

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MEMORANDUM OF SUBLEASE

This MEMORANDUM OF SUBLEASE, made and entered into as of this 10th day of May, 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 699, effective May 10, 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 May 10, 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 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 OMABOB - 699 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.

*Address of Sublessor:
c/o AirTouch Communications, Inc.
One California Street, 21st Floor
San Francisco, CA 94111

**Address of Sublessee:
c/o American Towers, Inc.
116 Huntington Ave., 11th Floor
Boston, MA 02116

Project Vertical Number - 699
Douglas County, NE

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

SUBLESSOR:

SUBLESSEE:

American Tower Delaware
Corporation, a Delaware corporation

By: _____

By:  _____

Jonathan R. Black
Vice President

Date: _____

Date: 5/3/00 _____

Tax ID No. _____

Tax ID # 04-3481371

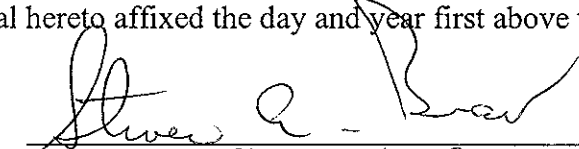
Project Vertical No. 699

CORPORATE ACKNOWLEDGEMENT

COMMONWEALTH OF MASSACHUSETTS)
) SS
COUNTY OF SUFFOLK)

On this 3rd day of May, 2000, before me, the undersigned, a Notary Public in and for the Commonwealth of Massachusetts, duly commissioned and sworn, personally appeared Jonathan R. Black, to me known to be the Vice President of American Tower Delaware Corporation, a Delaware corporation, the corporation that executed the foregoing instrument and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute the said instrument.

WITNESS my hand and official seal hereto affixed the day and year first above written.


Print Name: Steven A. Brav
Notary Public in and for the Commonwealth of
Massachusetts
My commission expires: 2-18-2005

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

SITE DESIGNATION SUPPLEMENT NUMBER 699

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 May 10, 2000

This Site Designation Supplement relates to "Project Vertical Site Number" 699

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.

PV 699

Schedule 1

Page 1 of 4

LEGAL DESCRIPTION OF SUBLESSOR'S PROPERTY

Street address: **15909 PACIFIC ST., UNIT #833 & 834**

City: **OMAHA**

State: **Nebraska**

Zip: **68118**

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: 699

SCHEDULE 1

Page 9 of 4.

OMA BOB-1

EXHIBIT A

Property Description:

Lot 1, Block 28, Pacific Heights, an addition to the City of Omaha, as surveyed, platted and recorded in Douglas County, Nebraska, Except that part deeded to the County of Douglas, Nebraska, described as follows: Referring to the Northeast corner of said Lot; thence South 02°55'25" East (assumed bearing) along the East line of said Lot 1, a distance of 69.01 feet; thence South 87°46'40" West a distance of 31.31 feet; thence South 42°16'16" West, a distance of 39.24 feet; thence North 81°17'33" West, a distance of 73.84 feet; thence South 87°46'40" West, a distance of 50.0 feet; thence South 72°08'08" West a distance of 51.92 feet; thence South 78°41'15" West, a distance of 101.27 feet; thence South 83°46'40" West, a distance of 200.49 feet; thence South 87°46'40", a distance of 100.0 feet; thence South 83°12'14" West, a distance of 68.05 feet to a point on the West line of said Lot 1; thence North 32°40'20" West along said West lot line, a distance of 153.61 feet to a point on the South right of way line of Pacific Street; thence North 87°46'40" East along said South right of way line, a distance of 776.15 feet to the point of beginning.

PV# 699

SCHEDULE 1

Page 3 of 4.

OMA BOB-1

EXHIBIT B

Premises Description:

LEGAL DESCRIPTION
LEASE AREA

Part of Lot 1, Block 28, Pacific Heights, a subdivision located in the NE ¼ of Section 27, Township 15 North, Range 11 East of the 6th P.M., Douglas County, Nebraska, more particularly described as follows:

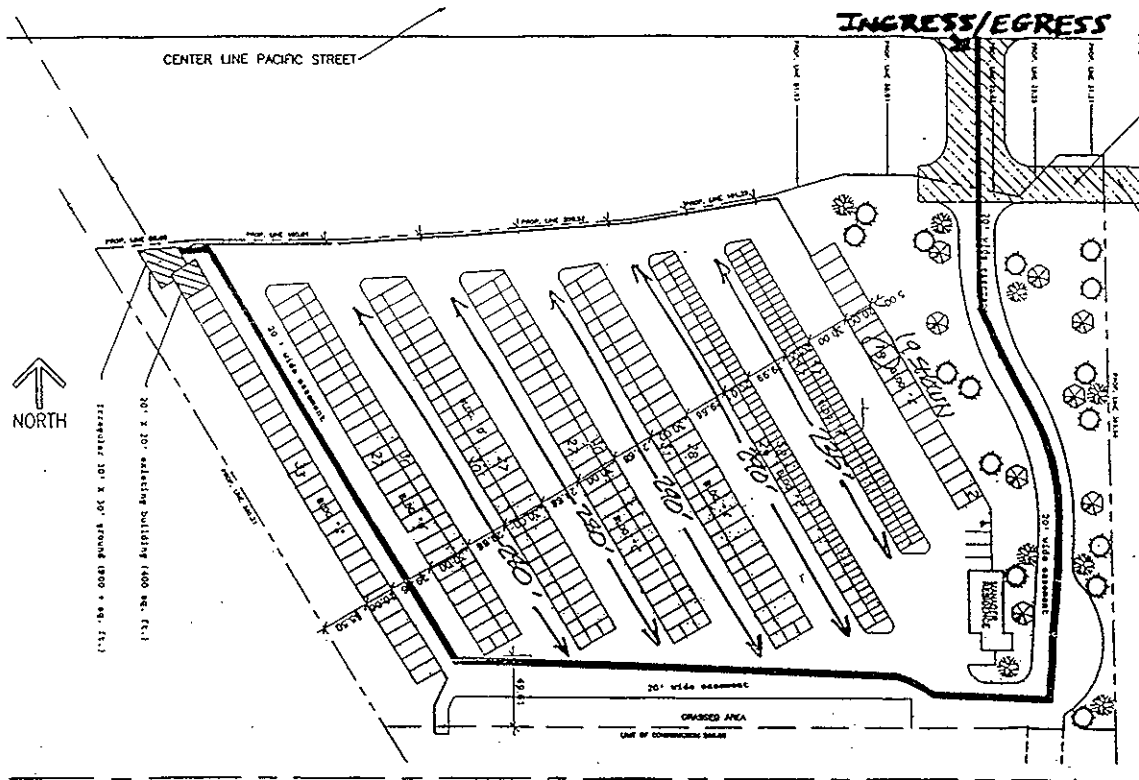
Commencing at the Northwest corner of said Lot 1, Block 28, Pacific Heights; thence S32°40'00"E (assumed bearing) along the West line of said Lot 1, Block 28, Pacific Heights, said line also being the East right-of-way line of the Union Pacific Railroad, a distance of 153.61 feet to the point of intersection on the South right-of-way line of Pacific Street and said East right-of-way line of the Union Pacific Railroad; thence N83°11'19"E along said South right-of-way line of Pacific Street, a distance of 18.66 feet to the point of beginning; thence continuing N83°11'19"E along said South right-of-way line of Pacific Street, a distance of 33.34 feet; thence S32°40'00"E, a distance of 18.93 feet; thence N57°36'21"E, a distance of 9.88 feet; thence S32°34'23"E, a distance of 20.00 feet; thence S57°36'20"W, a distance of 19.79 feet; thence N32°29'51"W, a distance of 10.35 feet; thence S57°20'00"W, a distance of 20.09 feet; thence N32°40'00"W, a distance of 43.07 feet to the point of beginning.

PV# 699

OMA BOB-1

EXHIBIT B

Premises Description:



PV# 699

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 100 foot PIROD 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

EXHIBIT B

Premises Description:

LEGAL DESCRIPTION
EGRESS & INGRESS EASEMENT

An Ingress and Egress Easement located in part of Lot 1, Block 28, Pacific Heights, a subdivision located in the NE ¼ of Section 27, Township 15 North, Range 11 East of the 6th P.M., Douglas County, Nebraska, more particularly described as follows:

Commencing at the Northeast corner of said Lot 1, Block 28, Pacific Heights; thence S87°45'59"W (assumed bearing) along the North line of said Lot 1, Block 28, Pacific Heights, a distance of 78.37 feet; thence S02°14'01"E, a distance of 93.06 feet to a point on the South right-of-way line of Pacific Street, said point also being the point of beginning; thence Southeasterly on a curve to the left with a radius of 2633.64 feet, a distance of 23.57 feet, said curve having a long chord which bears S08°12'56"E, a distance of 23.57 feet; thence S03°35'25"E, a distance of 23.86 feet; thence Southeasterly on a curve to the left with a radius of 187.27 feet, a distance of 113.57 feet; said curve having a long chord which bears S15°09'35"E, a distance of 111.84 feet; thence Southeasterly on a curve to the right with a radius of 187.70 feet, a distance of 97.95 feet, said curve having a long chord which bears S15°51'44"E, a distance of 96.84 feet; thence Southwesterly on a curve to the right with a radius of 121.97 feet a distance of 95.98 feet, said curve having a long chord which bears S04°27'32"W, a distance of 93.52 feet; thence Southwesterly on a curve to the right with a radius of 59.67 feet, a distance of 54.03 feet, said curve having a long chord which bears S75°01'21"W, a distance of 52.20 feet; thence N79°36'38"W, a distance of 44.70 feet; thence S87°49'33"W, a distance of 315.66 feet; thence N32°35'06"W, a distance of 333.52 feet; thence S57°25'37"W, a distance of 4.56 feet; thence N32°34'23"W, a distance of 14.63 feet; thence S57°36'21"W, a distance of 9.88 feet; thence N32°40'00"W, a distance of 18.93 feet to a point on said South right-of-way line of Pacific Street; thence N83°11'19"E along said South right-of-way line of Pacific Street, a distance of 16.06 feet; thence N87°45'54"E along said South right-of-way line of Pacific Street, a distance of 23.18 feet; thence S32°35'06"E, a distance of 336.97 feet; thence N87°49'33"E, a distance of 304.20 feet; thence S80°09'27"E, a distance of 50.01 feet; thence Northeasterly on a curve to the left with a radius of 39.67 feet, a distance of 31.45 feet, said curve having a long chord which bears N77°09'07"E, a distance of 30.64 feet; thence Northeasterly on a curve to the left with a radius of 101.97 feet, a distance of 79.06 feet, said curve having a long chord which bears N02°27'20"E, a distance of 77.09 feet; thence Northwesterly on a curve to the left with a radius of 167.70 feet, a distance of 90.30 feet, said curve having a long chord which bears N15°17'18"W, a distance of 89.22 feet; thence Northwesterly on a curve to the right with a radius of 207.27 feet, a distance of 124.35 feet, said curve having a long chord which bears N15°15'35"W, a distance of 122.49 feet; thence N03°35'25"W, a distance of 22.02 feet; thence Northwesterly on a curve to the right with a radius of 2653.64 feet, a distance of 28.87 feet; said curve having a long chord which bears N08°08'31"W, a distance of 28.87 feet to a point on said South right-of-way line of Pacific Street; thence S81°18'25"E, along said South right-of-way line of Pacific Street, a distance of 20.87 feet to the point of beginning.

PV 699

Schedule 3

RESERVED SPACE SUPPLEMENT

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

PV699