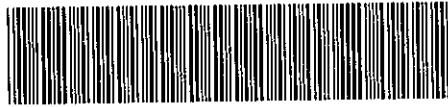




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Date

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By

RICHARD N. TAKECHI  
REGISTER OF DEEDS  
DOUGLAS COUNTY, NE

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RE:

AND WHEN RECORDED RETURN TO:

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

Attn: Rosemary M. Cronin, Paralegal

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BKP 10-16-11 C/O \_\_\_\_\_ COMP \_\_\_\_\_  
DEL \_\_\_\_\_ SCAN AK FV \_\_\_\_\_

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**MEMORANDUM OF SUBLEASE**

This MEMORANDUM OF SUBLEASE, made and entered into as of this 29<sup>th</sup> day of February, 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 730, effective February 29, 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 February 29, 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 OMAWARM - 730 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.

\*

c/o AMERICAN TOWERS, INC.  
116 HUNTINGTON AVENUE, 11<sup>TH</sup> FLOOR  
BOSTON, MA 02116

Project Vertical Number - 730

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: 12-9-99 10/10/99 Date: 2/22/00

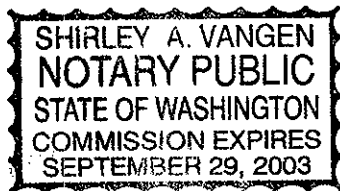
Tax ID#: 47-0697818

Tax ID#: 04-3481371

STATE OF WASHINGTON )  
 ) SS.  
COUNTY OF KING )

On this 9th 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 730

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 February 29, 2000

This Site Designation Supplement relates to "Project Vertical Site Number" PV 730

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 730

Schedule 1

Page 1 of 2

**LEGAL DESCRIPTION OF SUBLESSOR'S PROPERTY**

Street address: **NW CORNER OF 156TH & HWY 36**

City: **BENNINGTON**

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: 730

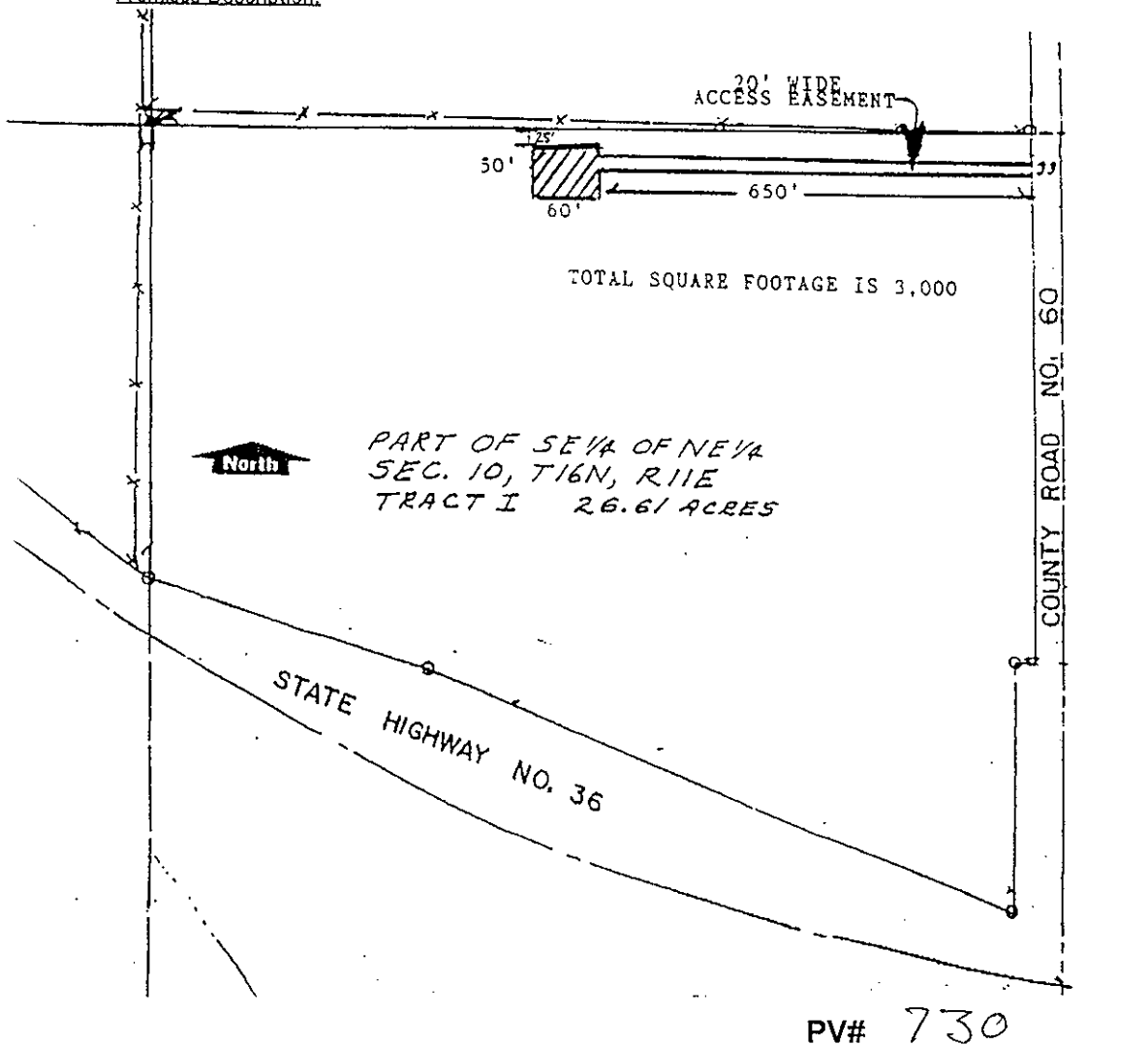
OMAWARM-1

EXHIBIT A

Property Description:

The Southeast Quarter of the Northeast Quarter of Section 10, Township 16 North, Range 11 East of the 6th P.M., Douglas County, Nebraska, except that part taken in Condemnation described in Miscellaneous Book 449 at Page 283.

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 148 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:

<u>Name of Tenant</u>	<u>Ant Ctr Line (ft)</u>	<u>Svc Provided</u>	<u>Ant Type</u>	<u>No Ant</u>	<u>Land Area</u>	<u>Reserved Space</u>
DOUGLAS COUNTY FIRE DE	157'	EMERG.	Whip	1		



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, 21<sup>st</sup> Floor  
San Francisco, California 94111

Tel. 415-658-2075

*PV 730*