

7661712

This instrument was prepared by:
Gregory Caligari
c/o AirTouch Communications, Inc.
1 California Street
San Francisco, CA

RECORDING REQUESTED BY

AND WHEN RECORDED RETURN TO:

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

Attn: Rosemary M. Cronin, Paralegal

7661712
06/16/2000 11:11 AM 29.00
Book - 8369 Pg - 72-81
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
SULLIVAN & WORCESTER LLP
ONE POST OFFICE SQUARE
BOSTON MA 02109
BY: RDJ, DEPUTY - MA 10 P.

ORIGINAL

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MEMORANDUM OF SUBLEASE

This MEMORANDUM OF SUBLEASE, made and entered into as of this 19 day of January, 2000 by and between AIRTOUCH COMMUNICATIONS, INC. ("Sublessor") and American Tower Delaware Corporation, a Delaware corporation ("Sublessee").

1. Pursuant to Site Designation Supplement number PV957, 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.
141 E. 200 South
Salt Lake City, UT 84111
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 SALSANDYCTY - 957 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.

Project Vertical Number - 957

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

SUBLESSOR:

AirTouch Communications, Inc.

SUBLESSEE:

American Tower Delaware Corporation, a Delaware corporation

By: [Signature]
Name: BOB SWAINE
Title: Vice President, Network Ops/Eng

By: [Signature]
Name: JONATHAN R. BLACK
Title: VICE PRESIDENT

Date: <u>10-13-99</u>	Date: <u>1/19/00</u>
Tax ID#: <u>94-3213132</u>	Tax ID#: <u>04-3481371</u>

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

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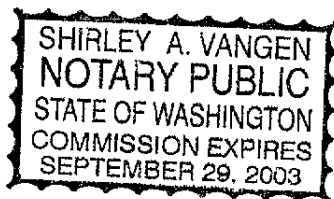
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CORPORATE ACKNOWLEDGMENT

STATE OF WASHINGTON)
)
COUNTY OF KING) SS.

On this 13th 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 Network Operations and Engineering of AirTouch Communications, Inc., d/b/a AirTouch Cellular, 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.



Shirley A. Vangen
Print Name: Shirley A. Vangen
Notary Public in and for the State of WA
residing at Bellevue, WA
My appointment expires: 09/29/2003

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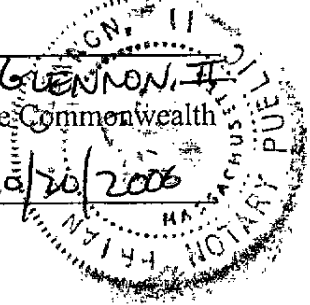
CORPORATE ACKNOWLEDGEMENT

COMMONWEALTH OF MASSACHUSETTS)
) SS
COUNTY OF SUFFOLK)

On this 19 day of JANUARY, 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 to 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: Brian E. Guennon, II
Notary Public in and for the Commonwealth of Massachusetts
My commission expires: 10/20/2006



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SITE DESIGNATION SUPPLEMENT NUMBER PV 957

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 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 957

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.

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PV 957

LEGAL DESCRIPTION OF SUBLESSOR'S PROPERTY

Street address: **1750 E. 8600 SOUTH**
City: **SANDY**
State: **Utah**
Zip: **84121**

All that real property located in the State of Utah, County of SALT LAKE, 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: 957

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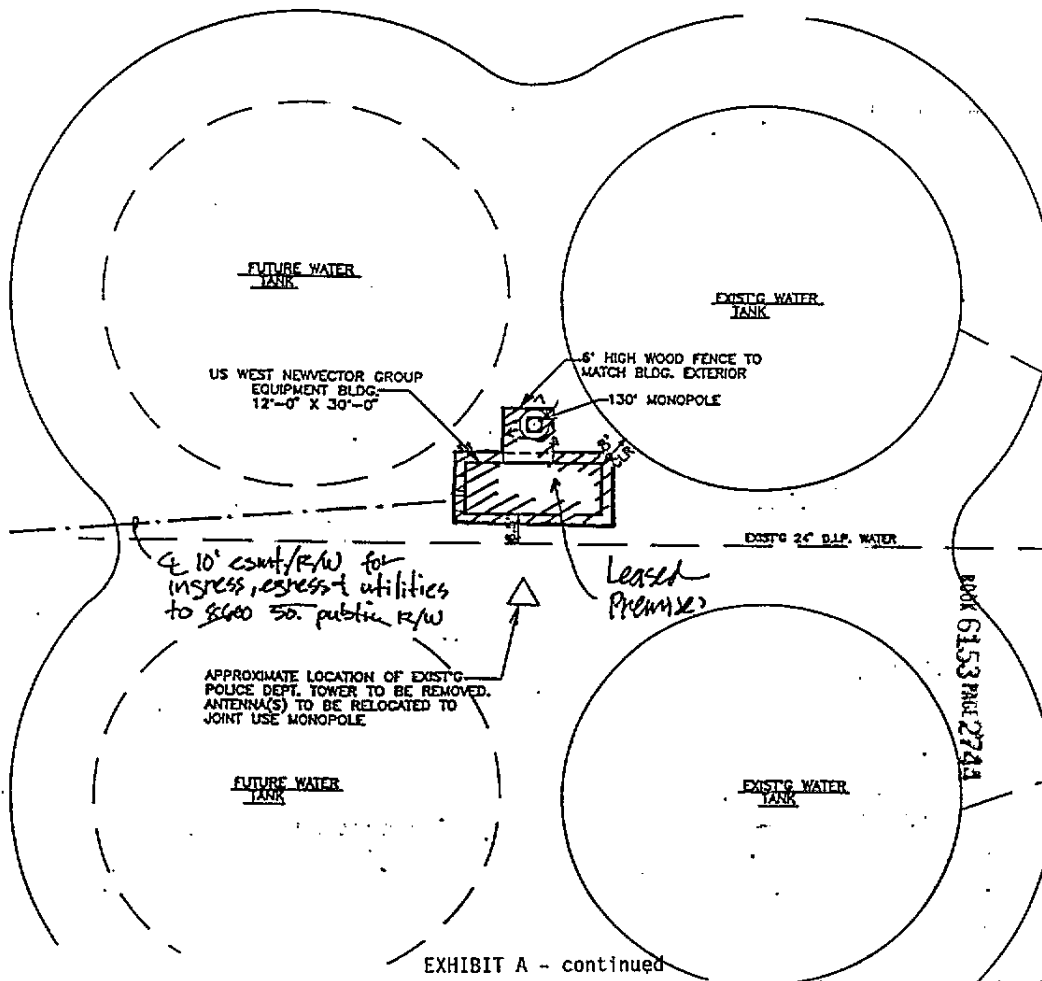
SAL F,M

EXHIBIT A

A portion of the SE 1/4 of the S 1/2 of Section 33,
Township 2 South, Range 1 East, Salt Lake County, Utah
(Site Address 1765 E. 8600 South).

North →

Scale 1" = 50'



PV# 957

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SCHEDULE 1
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EXHIBIT A .. continued

LEGAL DESCRIPTION

BEGINNING at a point which is East 842.67 feet and North 696.40 feet from the South Quarter Corner of Section 33, Township 2 South, Range 1 East, Salt Lake Base and Meridian; and running thence North 41° 49' 00" West 25.50 feet; thence North 12.00 feet; thence North 48° 34' 35" East 22.67 feet; thence East 28.00 feet; thence South 46.00 feet; thence West 28.00 feet to the Point of BEGINNING.

TOGETHER WITH a right of Way described as follows:

35NK

BEGINNING at a point which is East 848.67 feet and North 563.40 feet from the South Quarter Corner of Section 33, Township 2 South, Range 1 East, Salt Lake Base and Meridian; and running thence North 138.00 feet; thence East 22.00 feet; thence South 30° 57' 50" West 11.66 feet; thence South 133.95 feet to a Public Parking Lot; thence North 69° 36' 00" West along the North side of said parking lot 17.07 feet to the point of BEGINNING.

* * *

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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 130 foot ITT MEYER/EEI 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:

<u>Name of Tenant</u>	<u>Line (ft)</u>	<u>Svc Provided</u>	<u>Ant Type</u>	<u>No Ant</u>	<u>Land Are</u>	<u>Reserved Space</u>
Sheriff Department	140		WHIP	4		
Sheriff Department	60		DISH	2		

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Schedule 3

RESERVED SPACE SUPPLEMENT

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

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