

RECORDING REQUESTED BY
AND WHEN RECORDED RETURN TO:

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BRADLEY A SNOW
CHIEF DEPUTY RECORDER, SL CO, UT
SULLIVAN & WORCESTER LLP
ONE POST OFFICE SQUARE
BOSTON MA 02109
BY: ARG, DEPUTY - NA 9 P.

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

Attn: Rosemary M. Cronin, Paralegal

7798049

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MEMORANDUM OF SUBLEASE

This MEMORANDUM OF SUBLEASE, made and entered into as of this 19 day of July, 2000 by and between VERIZON WIRELESS (VAW) LLC, a Delaware limited liability company ("Sublessor") and American Tower Delaware Corporation, a Delaware corporation ("Sublessee"). **

1. Pursuant to Site Designation Supplement number 942, effective July 19 2000, which is governed by the terms and conditions of that certain Sublease entered into between Sublessor, Sublessee and the 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 July 19 2000.

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

Site Development Department
Verizon Wireless
141 E. 200 South
Salt Lake City, UT 84111
Attn: Site Development Manager

3. The Subleased Property subleased to Sublessee under the Site Designation Supplement is a portion of the real property commonly known as Kennecott, VT 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 # 942

3K8415PG2009

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

SUBLESSOR:
VERIZON WIRELESS
(VAW) LLC, a Delaware
limited liability company

SUBLESSEE:
American Tower Delaware Corporation
a Delaware corporation

By: CELLCO PARTNERSHIP,
its sole member

By: [Signature]
Name: JONATHAN R. BLACK

By: [Signature]

Title: VICE PRESIDENT

Name: Gregory Caligari

Date: 7/19/00

Title: Attorney-In-Fact

Tax ID#: 04-3481371

Date: 7/17/00

Tax ID#: 94-3336704

STATE OF CALIFORNIA)
) SS.
COUNTY OF SAN FRANCISCO)

On July 17, 2000, before me, Ruth Biggs, Notary Public, personally appeared Gregory Caligari, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]
Print Name: RUTH BIGGS
Notary Public



Project Vertical # 942

3K84 | SP62010

SITE DESIGNATION SUPPLEMENT NUMBER 942

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 July 19, 2000

This Site Designation Supplement relates to "Project Vertical Site Number" 942

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 No. 942

3K8415PG2012

LEGAL DESCRIPTION OF SUBLESSOR'S PROPERTY

Street address: **1200 SOUTH 12600 WEST**
City: **MAGNA**
State: **Utah**
Zip: **84044**

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

SCHEDULE 1
Page 2 of 3

Exhibit "A-1"
Page 2 of 2

LEGAL DESCRIPTION

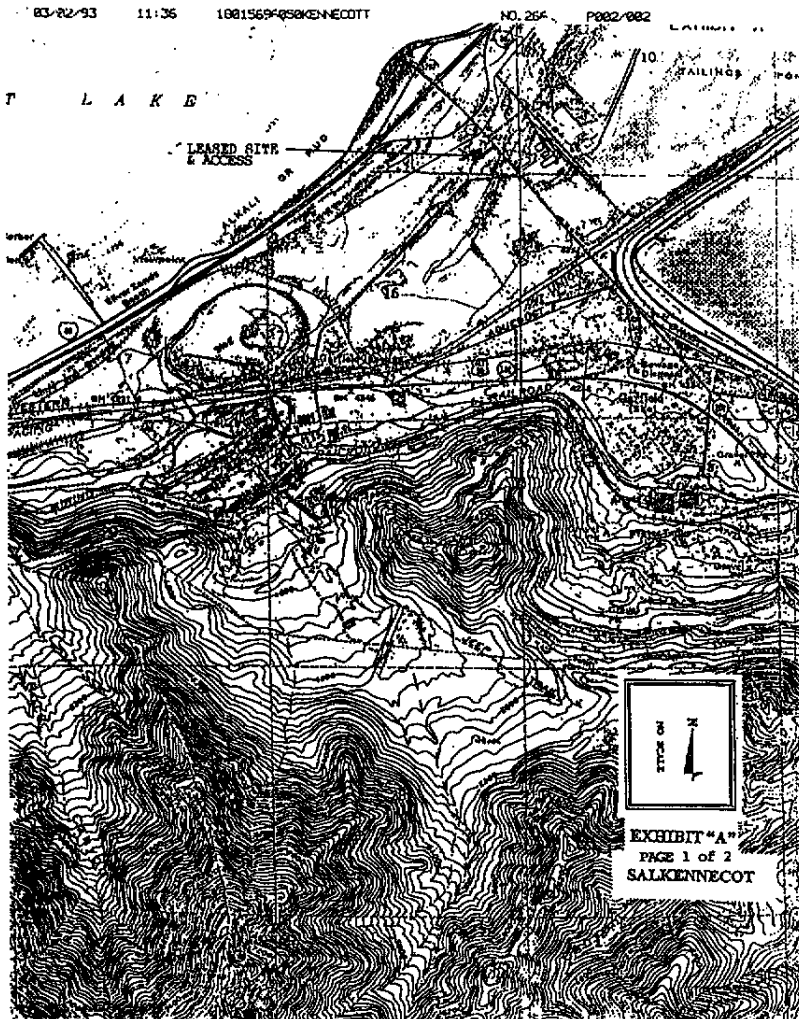
THAT PART OF THE SOUTH ONE-HALF OF SECTION 9, TOWNSHIP 1 SOUTH, RANGE 3 WEST, SALT LAKE BASE MERIDIAN; LYING WEST OF THE COUNTY ROAD RIGHT-OF-WAY KNOWN AS THE GARFIELD CUT-OFF AND EAST OF THE INTERSTATE HIGHWAY NO. 80. BEING A PORTION OF GOVERNMENT LOT 2

Tax Assessor's Parcel No. 13-09-400-01

PV# 942

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SCHEDULE 1
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PV# 942

NOT LEGIBLE FOR MICROFILM
CO. RECORDER

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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 100 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

Schedule 3

RESERVED SPACE SUPPLEMENT

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

PV 945

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