



200304300027

Skagit County Auditor

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Return To Address: Sullivan & Worcester LLP
One Post Office Square
Boston, Massachusetts 02109
Attn: ~~Rosemary M. Cosman~~, Paralegal
Dianne M. Cosman

Prepared By: Gregory Caligari, Esquire
c/o AirTouch Communications, Inc.
One California Street, 21st Floor
San Francisco, California 94111

Memorandum of Sublease

Sublessor: Seattle SMSA Limited Partnership
c/o AirTouch Communications, Inc.
One California Street, 21st Fl.
San Francisco, CA 94111

Sublessee: American Tower Delaware Corporation
c/o American Tower Corporation
116 Huntington Avenue
Boston, Massachusetts 02116

Legal Description: A portion of the SW ¼ of Section 5, Township 35 North, Range 2
East, W.M., Skagit County, Washington
Assessor Parcel No. 35020500024009 P32828

PV #.523

300
Skagit

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RECORDING REQUESTED BY
AND WHEN RECORDED RETURN TO:

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

ORIGINAL

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 SEATTLE SMSA LIMITED PARTNERSHIP ("Sublessor") and American Tower Delaware Corporation, a Delaware corporation ("Sublessee").**

1. Pursuant to Site Designation Supplement number PV 523, 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.
3350 161st Avenue SE, M/S 231
Bellevue, WA 98008
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 WA1GUEMESIS - 523 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



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

SUBLESSOR:
SEATTLE SMSA LIMITED
PARTNERSHIP, a Delaware
limited partnership

SUBLESSEE:
American Tower Delaware Corporation
a Delaware corporation

By: VODAFONE AIRTOUCH
LICENSES, LLC, a general
partner

By: _____

By: CELLCO PARTNERSHIP,
its sole member

Name: Jonathan R. Black

Title: Vice President

By: Gregory Caligari

Date: _____

Name: Gregory Caligari

Tax ID#: 04-3481371

Title: Attorney-In-Fact

Date: 5/3/00

Tax ID#: 91-1237252

SKAGIT COUNTY WASHINGTON
REAL ESTATE EXCISE TAX

APR 30 2003

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

Amount Paid \$ _____
Skagit Co. Treasurer
By [Signature] Deputy

On May 3, 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.

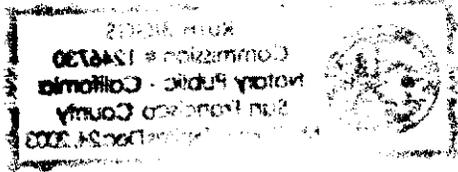
WITNESS my hand and official seal.

Ruth Biggs
Ruth Biggs
Notary Public



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UNOFFICIAL DOCUMENT



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



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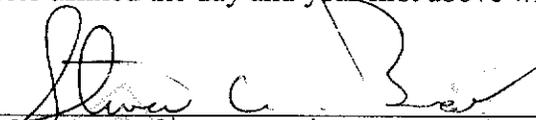
Project Vertical No. 523

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



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SITE DESIGNATION SUPPLEMENT NUMBER 523

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" 523

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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Schedule 1

Page 1 of 3

LEGAL DESCRIPTION OF SUBLESSOR'S PROPERTY

Street address: **ALPINE MEADOWS SHORT PLAT SW 1/4 SEC 5, T35N, R2E WM**
City:
State: **Washington**
Zip:

All that real property located in the State of Washington, County of SKAGIT, 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



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Project Vertical Number: 523

SCHEDULE 1

Exhibit A / Page 2 of 2

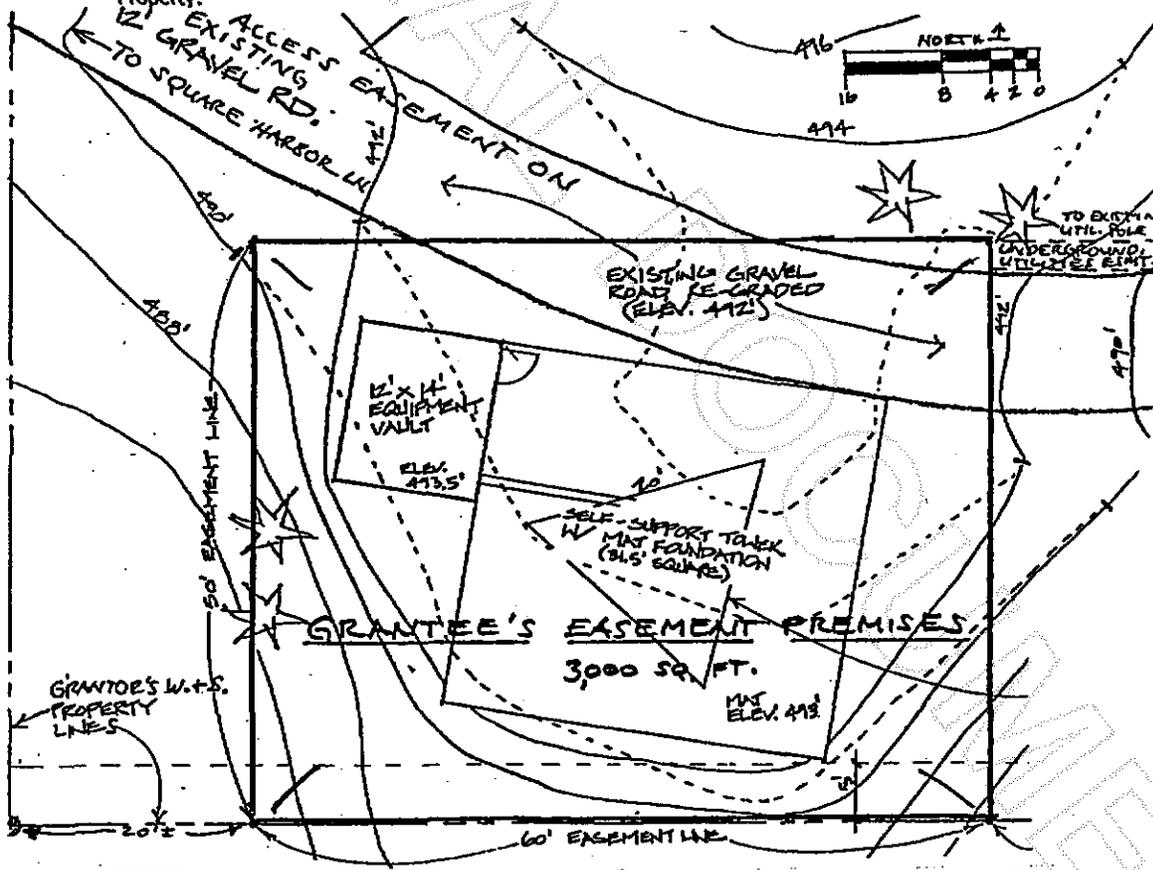
Grantee's Easement Premises
Sketch and Legal Description

The East 60.00 feet of the West 90.00 feet of the South 50.00 feet of Tract 3-A, Revised Skagit County Short Plat No. 71-76, (the original short plat being entitled "Alpine Meadows"), approved March 25, 1981 and recorded May 21, 1981 in Book 5 of Short Plat, Page 73, under Auditor's File No. 8105210Q31, located in the Southwest 1/4 of Section 5, Township 35 North, Range 2 East, W.M.;

EXCEPT THAT the existing access road, crossing the northerly portion of said Premises shall not be obstructed and shall be used non-exclusively;

TOGETHER WITH the non-exclusive use of the existing access road crossing said Premises, and extending westerly to the westerly edge of Grantor's Property, to Square Harbor Lane, and together with rights of ingress and egress and utilities on Square Harbor Lane, as shown in descriptions and survey recorded under Skagit County Auditor's File Numbers 836154, 836155 and 824056;

AND TOGETHER WITH a non-exclusive easement at least 10 feet wide for installation and maintenance of telephone and/or electric power lines, extending easterly from the Premises, along the existing access road, to the existing power pole and transformer on the Property.



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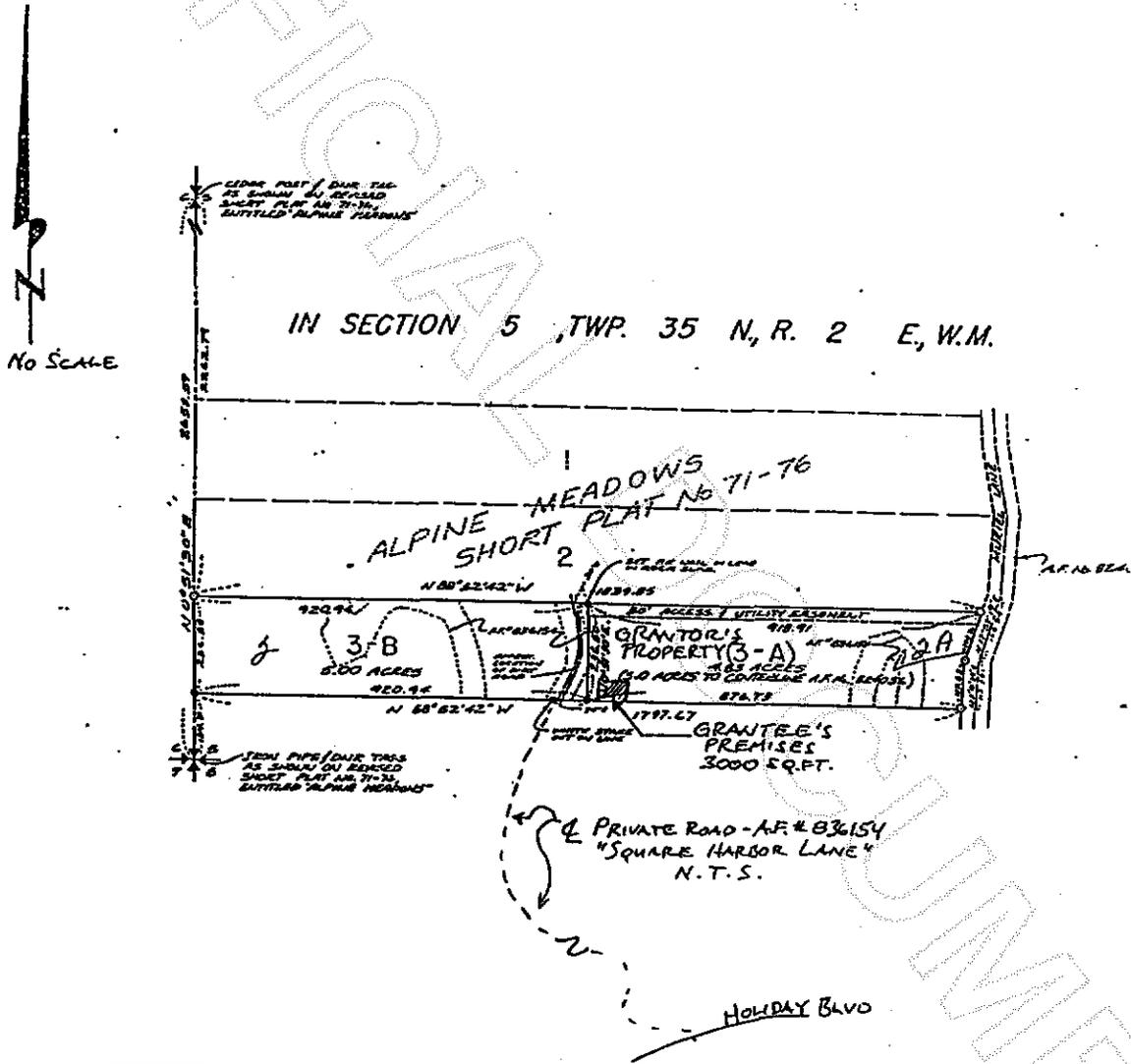
SCHEDULE 1

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Exhibit A / Page 1 of 2

Legal Description of Grantor's Property
Sketch and Legal Description

Tract 3-A, Revised Skagit County Short Plat No. 71-76, (the original short plat being entitled "Alpine Meadows"), approved March 25, 1981 and recorded May 21, 1981 in Book 5 of Short Plats, Page 73, under Auditor's File No. 8105210031, located in the Southwest 1/4 of Section 5, Township 35 North, Range 2 East, W.M.



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8/1/95

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BK 1552 PG 0353

PV# 523



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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 180 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>
GTE WIRELESS	168	PCS	PANEL	6		



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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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