

Prepared by and Return to:
American Tower, L.P.
501 Canal Boulevard
Suite E
Point Richmond, CA 94804
Attn: Property Management
(510) 236-3700

STATE OF: OREGON

Site Name: **Rattlesnake Point**

COUNTY OF: Klamath

Site Number: **43269**

MEMORANDUM OF AGREEMENT

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE ("Memorandum") is executed this 24th day of February, 2000, by and between **Emma C. Achleithner, an estate in fee simple**, ("Landlord"), whose mailing address is 12909 Algoma Road, Klamath Falls, Oregon 97601, and **American Tower, L.P., a Delaware limited partnership** ("Tenant"), whose mailing address is 501 Canal Boulevard, Suite E, Point Richmond, California 94804.

WHEREAS, Landlord and Tenant executed and entered into a Lease Agreement (the "Lease") dated February 7, 2000, for the purpose of installing, operating, sublicensing and maintaining a communications facility and other improvements on the Property (as hereinafter defined).

WHEREAS, the parties wish to provide a memorandum of the lease, to supplement the description of the Property (as hereinafter defined) and to provide for a commencement date under the Lease.

NOW, THEREFORE, in consideration of the Lease and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Landlord and Tenant hereby agree as follows:

1. Lease Term. The terms of the Lease shall be five (5) years commencing on not later than the first day of June 2001, or the start of construction, whichever first occurs (the "Commencement Date"), and terminating at midnight on the fifth anniversary of the Commencement Date (the "Initial Term"). Tenant has the option under the terms of the Lease to extend the Lease for five (5) additional five (5) year terms (the "Renewal Terms").

2. Property. Subject to the terms of the Lease, as may be amended from time to time, Landlord has leased to Tenant the real property described on Exhibit "A" attached hereto (the "Property") and Landlord has granted unto Tenant, for the Initial Term and any Renewal Term, easements for ingress, egress and utilities over that real property also described in Exhibit "B" attached hereto (collectively the "Easements").

3. Notices. All notices, requests, demands, and other communications to Landlord or Tenant shall be made at the addresses for each as set forth above, unless otherwise notified in writing.

IN WITNESS WHEREOF, the parties hereto have set their hands and affixed their respective seals.

LANDLORD:
Emma C. Achleithner

An estate in fee simple

By: Emma C. Achleithner

Print Name: Emma C. Achleithner

Title: Owner

Tax I.D.#: 076-50-4807

TENANT:
AMERICAN TOWER, L.P.

By: ATC GP, Inc., its sole General Partner

By: [Signature] (SEAL)

Print Name: William H. Nenth

Print Title: Assistant Secretary

STATE OF OREGON

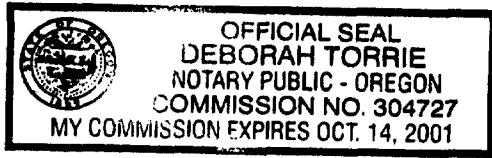
COUNTY OF Klamath

On this day personally appeared before me Emma C. Achleithner, to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that he/she signed the same as his/her free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 19 day of JANUARY, 2000.

Deborah Torrie
 NOTARY PUBLIC in and for the State of
 Oregon, residing at Klamath Falls, OR
 My Commission Expires: Oct. 14, 2001

[Notary Seal]



STATE OF _____

COUNTY OF _____

On this _____ day of _____, before me, _____ (notary), personally appeared _____, personally known to me to be the person and officer whose name is subscribed to the foregoing document, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

WITNESS my hand and official seal.

[Notary Seal]

 NOTARY PUBLIC

This Notary is attached to that certain Site Ground Lease Agreement dated _____

CORPORATE ACKNOWLEDGEMENT

State of California

County of Contra Costa

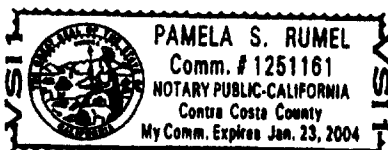
} SS.

On this the 9th day of February, 2000 before me,

PAMELA S. RUMEL, the undersigned Notary Public, personally appeared

William H. Nevin, Jr.

known to me to be the person and officer whose name is subscribed to the foregoing document, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.



WITNESS my hand and official seal.

[Signature]
NOTARY PUBLIC

My Commission Expires: January 23, 2004

EXHIBIT A**DESCRIPTION OF PROPERTY**

to the Agreement dated February 7, 2000, by and between Emma C. Achleithner, as Landlord, and American Tower L.P., a Delaware limited partnership, as Tenant.

Assessors Parcel Number: R-3708-02400-00200-000

The Property is described and/or depicted as follows (metes and bounds description):

A parcel of land 100' x 100' to be used for the placement of tower and associated equipment, located on the following described property:

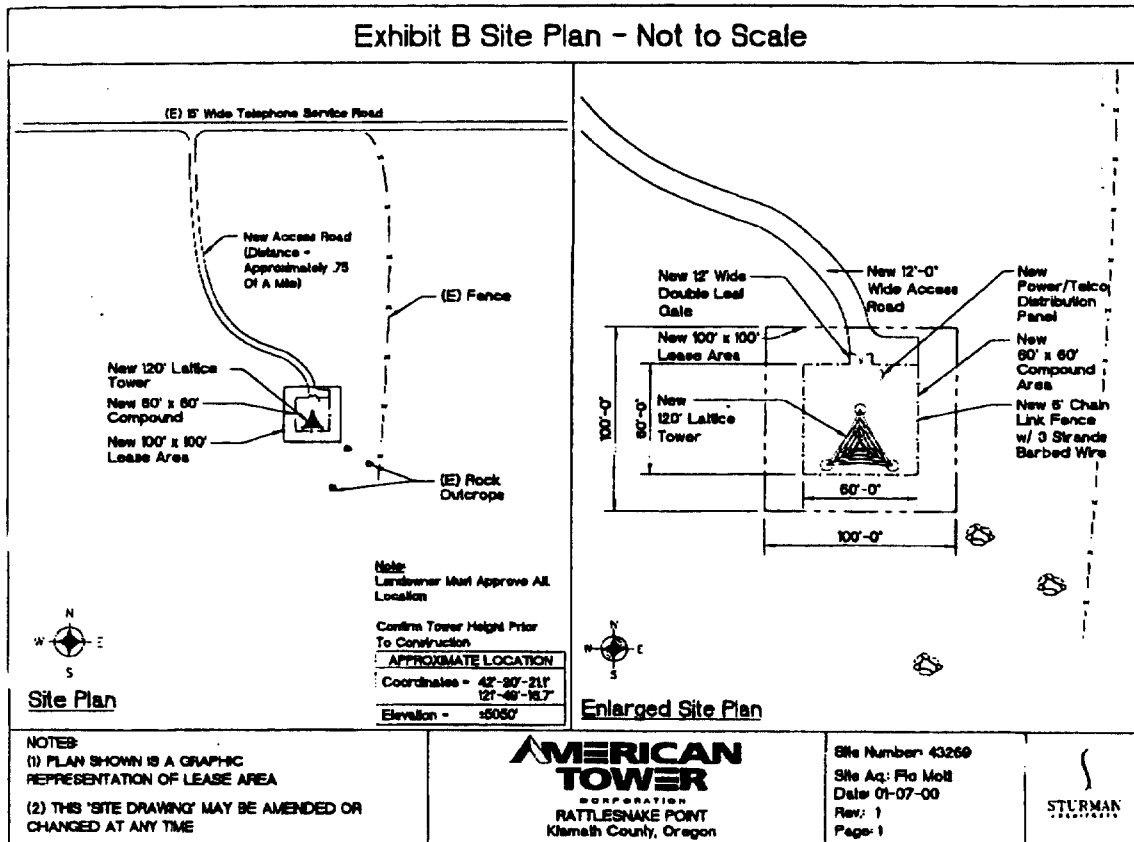
Lots 2, 3, 4 and 7 of Section 24, Township 37 South, Range 8 East of the Willamette Meridian, Klamath County, Oregon, SAVING AND EXCEPTING therefrom any portion lying within the right of way for highways or the right of way for railroads.

EXHIBIT B

DESCRIPTION OF PREMISES

to the Agreement dated February 7, 2000, by and between Emma C. Achleithner, as Landlord, and American Tower L.P., a Delaware limited partnership, as Tenant.

The Premises are described and/or depicted as follows:



Notes:

1. Setback of the Premises from the Land's boundaries shall be the distance required by the applicable governmental authorities.
2. Width of access road shall be the width required by the applicable governmental authorities, including police and fire departments.
3. Upon completion of a land survey, Tenant may replace this Exhibit B at any time.

MEMORANDUM OF LEASE

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THIS PAGE IS FOR RECORDING ONLY

State of Oregon, County of Klamath
Recorded 06/06/00, at 10:01 a.m.
In Vol. M00 Page 20304
Linda Smith,
County Clerk Fee \$ 51⁰⁰