

ALLTEL Communications, Inc.
Attn: Property Management Department
One Allied Drive - B4SF5C
Little Rock, AR 72202
P.O. Box 2177, 72203-2177



EXHIBIT "A"

January 24, 2001

VIA U.S. CERTIFIED MAIL
Z 855 653 091

The City of Lincoln, Nebraska
Director of Parks & Recreation
555 South 10th Street
Lincoln,, NE 68508

Re: Lease Agreement (the "Lease Agreement"), dated as of 11/24/1992, between The City of Lincoln, Nebraska ("Lessor") and The Lincoln Telephone and Telegraph Company d/b/a Lincoln Telephone Cellular ("ALLTEL") for property described therein (the "Leased Premises")

Site Name: ANTELOPE PARK

Market: Nebraska

Site Address: 2955 A Street, Lincoln, NE

Dear Sir or Madam,

ALLTEL and certain of its affiliates entered into an Agreement to Sublease ("Agreement to Sublease"), dated as of December 19, 2000, with American Tower Corporation and certain of its affiliates, pursuant to which ALLTEL will sublease, and may later assign, all or a portion of the Leased Premises to American Tower Corporation or a wholly-owned subsidiary thereof ("American Tower").

American Tower is a leading independent owner, operator and developer of broadcast and wireless communications sites in North America. Giving effect to pending transactions, American Tower operates approximately 13,000 sites in the United States, Mexico and Canada. Based in Boston, American Tower has regional hub offices in Boston, Atlanta, Chicago, Houston, San Francisco and Mexico City. American Tower maintains an informative web site at www.americantower.com.

In connection with the potential transactions contemplated by the Agreement to Sublease, to the extent necessary or applicable under the terms and conditions under the Lease Agreement and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Lessor and ALLTEL hereto agree as follows:

- a) Lessor consents to the sublease of all or a portion of the Leased Premises to American Tower and the further sublease or license of all or a portion of the Leased Premises by American Tower to its customers;



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- b) Lessor consents to the assignment of the Lease Agreement to an affiliate of ALLTEL;
- c) Lessor consents to the assignment of the Lease Agreement to American Tower in the event American Tower exercises its option to purchase ALLTEL's tower related assets in accordance with the terms and conditions of the Agreement to Sublease (the option is not exercisable until the year 2016); and
- d) Lessor consents and authorizes American Tower and its customers to use any or all of the Leased Premises that are subleased or assigned to American Tower in accordance herewith for the installation, construction, modification, maintenance, replacement and operation of multi-user communication facilities that are permitted by law for the operation of wireless communication facilities, including the location, height and number of all towers, equipment shelters, cabinets, structures, antennas, equipment cable and utility connections incidental thereto.

Please have a duly authorized individual sign below and return to the undersigned in the self-addressed, postage prepaid envelope as soon as possible. We thank you in advance for your prompt attention to this matter. If you have any questions or concerns, please give us a call at (800) 637-1133.

Sincerely,

Howard J. Richard, II

cc:

Accepted and agreed to this
 ___ day of _____, 2001:

By: _____

Name: _____

Title: _____