

PACIFIC BELL WIRELESS

Suite 180
6170 Cornerstone Court
San Diego, CA 92121

February 13, 2001

The City of San Diego
Real Estate Assets Department
Mail Station 51-A, Civic Center Plaza
1200 Third Avenue, Suite 1700
San Diego, CA 92101-4199
Attention: James P. Anthony, Property Agent

Re: Lease between The City of San Diego, as landlord, and Pacific Bell Wireless, LLC, as tenant, for land (the "Site") located in San Diego, CA, as amended (the "Lease") (our File/Annex No. 2330; Site No. SD-140-11)

Dear Mr. Anthony:

I am writing to you on behalf of Pacific Bell Wireless, LLC (the "Tenant") to describe some changes in the operation and management of the wireless communications tower located on the Site. These changes include the following:

1. Pacific Bell Wireless, LLC has assigned or will assign its interest in the Lease to SBC Tower Holdings LLC or an affiliate that has been or is being formed for the purpose of owning certain wireless towers now owned by the Tenant and its affiliates ("SBC TowerCo")
2. SBC TowerCo will sublease the Site and the wireless tower to Southern Towers, Inc. ("Southern Towers"). Southern Towers and its parent company, SpectraSite Holdings, Inc., have extensive experience in the operation and management of wireless towers and, together with their affiliates, currently lease or manage over 5000 towers across the United States. Although Southern Towers has agreed with SBC TowerCo to take over day-to-day management of the Site and to pay directly to you all monetary rental amounts due under the Lease, Pacific Bell Wireless, LLC and SBC TowerCo will continue to be obligated to you for Tenant's obligations under the Lease.
3. Southern Towers will sublease back to SBC TowerCo the portions of the Site and the wireless tower currently used by Pacific Bell Wireless, LLC. SBC TowerCo will, in turn, sub-sublease those locations to Pacific Bell Wireless, LLC, which will continue operating its communications equipment there. In addition, Southern Towers intends to sub-sublease additional space on the Site and wireless tower to other companies for use in providing radio transmission and/or other wireless communications services.

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Please note that, as stated above, under this arrangement Pacific Bell Wireless, LLC and SBC TowerCo will continue to be obligated to you for all of Tenant's rental obligations and its other responsibilities under the Lease and Pacific Bell Wireless, LLC intends to continue its operation at the Site. In addition, please note that, except as stated above, all terms and conditions of the Lease will remain unchanged and in full force and effect.

We would appreciate your consent to the actions and arrangements described in paragraphs 1, 2 and 3 above. Please signify your consent by having all lessors under the Lease sign below and return to me in the envelope provided or by fax to (858)642-9466.

If you have any questions, please feel free to contact me at (858)642-9403.

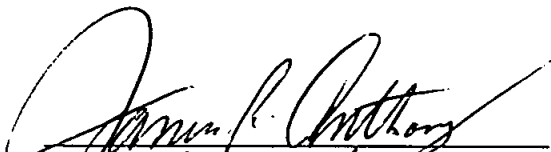
Thank you in advance for your assistance.

Very truly yours,



Susan Malubay
Property Manager

Acknowledged and agreed to this 9th
day of MARCH, 2001


Title: PROPERTY AGENT
The City of San Diego