DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-4561

April 5, 2011

Edmund DiSanto
Executive Vice President,
Chief Administrative Officer,
General Counsel and Secretary
American Tower Corporation
116 Huntington Avenue
Boston, MA 02116

Re: American Tower Corporation
Incoming letter dated February 22, 2011

Dear Mr. DiSanto:

This is in response to your letter dated February 22, 2011 concerning the shareholder proposal submitted to American Tower by John Chevedden. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Gregory S. Belliston
Special Counsel

Enclosures

cc: John Chevedden

FISMA & OMB Memorandum M-07-16

April 5, 2011

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: American Tower Corporation
Incoming letter dated February 22, 2011

The proposal requests that the board take the steps necessary so that each shareholder voting requirement impacting the company that calls for a greater than simple majority vote be changed to a majority of the votes cast for and against the proposal in compliance with applicable laws.

There appears to be some basis for your view that American Tower may exclude the proposal under rule 14a-8(i)(10). In this regard, we note your representation that American Tower will provide shareholders at American Tower's 2011 annual meeting with an opportunity to approve an amendment to American Tower's certificate of incorporation. Accordingly, we will not recommend enforcement action to the Commission if American Tower omits the proposal from its proxy materials in reliance on rule 14a-8(i)(10). In reaching this position, we have not found it necessary to address the alternative basis for omission upon which American Tower relies.

We note that American Tower did not file its statement of objections to including the proposal in its proxy materials at least 80 calendar days before the date on which it will file definitive proxy materials as required by rule 14a-8(j)(1). Noting the circumstances of the delay, we do not waive the 80-day requirement.

Sincerely,

Matt S. McNair
Attorney-Adviser

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.

February 22, 2011

Via Overnight Delivery
Via Email to shareholderproposals@sec.gov

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, DC 20549

Re: Securities Exchange Act of 1934 (the "***Exchange Act***") -
Omission of Stockholder Proposal Submitted by Mr. John Chevedden

Ladies and Gentlemen:

American Tower Corporation ("***American Tower***" or the "***Company***") has received the stockholder proposal attached hereto as Exhibit A (the "***Stockholder Proposal***") from Mr. John Chevedden (the "***Proponent***") for inclusion in the Company's proxy statement and form of proxy (the "***2011 Proxy Materials***") for its 2011 Annual Meeting of Stockholders (the "***2011 Annual Meeting***"). American Tower intends to omit the Stockholder Proposal from its 2011 Proxy Materials pursuant to Rule 14a-8(i)(9) and/or (10) of the Exchange Act. We respectfully request the concurrence of the staff of the Division of Corporation Finance (the "***Staff***") that no enforcement action will be recommended if the Company omits the Stockholder Proposal from its 2011 Proxy Materials.

In accordance with Rule 14a-8(j) of the Exchange Act, the Company has:

- enclosed herewith six copies of this letter and its attachments;
- concurrently sent copies of this correspondence to the Proponent.

By copy of this letter, American Tower notifies the Proponent of its intention to omit the Stockholder Proposal from its 2011 Proxy Materials. American Tower agrees to promptly forward to the Proponent any Staff response to American Tower's no-action request that the Staff transmits to American Tower by facsimile.

This letter is being submitted electronically pursuant to Question C of Staff Legal Bulletin No. 14D (Nov. 7, 2009). We are e-mailing this letter, including the Stockholder Proposal attached as Exhibit A, the Board Authorization (defined below) attached as Exhibit B and examples of recent communications with the Proponent attached as Exhibit C, to the Staff at shareholderproposals@sec.gov.

THE PROPOSAL

A copy of the Stockholder Proposal and related correspondence is attached to this letter as Exhibit A. For the convenience of the Staff, the text of the resolution contained in the Stockholder Proposal is set forth below:

> "RESOLVED, Shareholders request that our board take the steps necessary so that each shareholder voting requirement impacting our company, that calls for a greater than simple majority vote, be changed to a majority of the votes cast for and against the proposal in compliance with applicable laws."

BASIS FOR EXCLUSION

The Company believes that the Stockholder Proposal may properly be excluded from the 2011 Proxy Materials pursuant to Rule 14a-8(i)(10) because the Company has already substantially implemented the Stockholder Proposal. The Company also believes that Rule 14a-8(i)(9) provides an alternative basis for exclusion because the Stockholder Proposal would directly conflict with a proposal to be submitted by the Company at its 2011 Annual Meeting.

BACKGROUND

The Stockholder Proposal requests that the Company's Board of Directors (the "***Board***") take the steps necessary so that each stockholder voting requirement impacting the Company that calls for a greater than simple majority vote be changed to a majority of the votes cast for and against the proposal in compliance with applicable laws to the fullest extent possible. The Stockholder Proposal implicates one requirement of the Company's Amended and Restated Certificate of Incorporation (the "***Charter***").

The requirement implicated by the Stockholder Proposal is contained in Article EIGHTH of the Charter, which provides that the Company's Amended and Restated By-Laws (the "***By-Laws***") may be amended, altered, changed or repealed, and a provision or provisions inconsistent with the provisions of the By-Laws as they exist from time to time may be adopted, only by the majority of the entire Board of Directors or with the approval or consent of the holders of not less than sixty-six and two thirds percent (66-2/3%) of the total number of the then outstanding shares of stock of the Company entitled to vote generally in the election of directors.

The Board, by unanimous written consent dated February 15, 2011 and based on the recommendations of the Nominating and Corporate Governance Committee, determined to present to the Company's stockholders for approval, an amendment to Article EIGHTH of the Charter, which is the provision of the Charter implicated by the Stockholder Proposal (the "***Board Authorization***"). More specifically, the Board intends to submit a proposal (the "***Company Proposal***") at the 2011 Annual Meeting asking the Company's stockholders to approve an amendment to the Charter to reduce the stockholder vote required to amend, alter, change or repeal the By-Laws, or to adopt a provision or provisions inconsistent with the provisions of the By-Laws as they exist from time to time, from sixty-six and two thirds percent (66-2/3%) to a majority of the then outstanding shares of stock of the Company entitled to vote generally in the election of directors (the "***Charter Amendment***"), in substantially the form presented in the Board Authorization attached hereto as Exhibit B.

ANALYSIS

The Stockholder Proposal May Be Excluded under Rule 14a-8(i)(10) Because It has Been Substantially Implemented.

Pursuant to Rule 14a-8(i)(10), a company may properly exclude a proposal from its proxy materials "if the company has already substantially implemented the proposal," thereby rendering it moot. The Commission has stated that Rule 14a-8(i)(10) was "designed to avoid the possibility of shareholders having to consider matters which have already been favorably acted upon by the management." *SEC Release No. 34-12598* (July 7, 1976). It is not necessary for the proposal to be implemented in full or exactly as presented by the proponent. *Commission Release No. 34-40018, at n.*30 (May 21, 1998). Rather, "a determination that the [c]ompany has substantially implemented the proposal depends upon whether [the company's] particular policies, practices and procedures compare favorably with the guidelines of the proposal." *Texaco, Inc.* (March 28, 1991). Substantial implementation under Rule 14a-8(i)(10) requires that a company's actions address the proposal's underlying concerns and its "essential objective" satisfactorily. *See, e.g., Symantec Corporation* (June 3, 2010); *Bank of America Corp.* (Dec. 15, 2010); *Anheuser-Busch Cos.; Inc.* (Jan. 17, 2007); *ConAgra Foods, Inc.* (July 3, 2006).

The Company believes that it has substantially implemented the Stockholder Proposal, as the Board has taken all the necessary steps within its authority to amend the sole voting requirement impacting the Company that calls for greater than a majority vote: it has approved the Charter Amendment for presentation to stockholders for approval at the 2011 Annual Meeting and intends to recommend that the Company's stockholders vote in favor thereof.

The Board has therefore addressed the underlying concerns and the "essential objective" of the Stockholder Proposal.

The Staff has previously permitted exclusion of a stockholder proposal under circumstances substantially similar to the Company's. *See, e.g., Applied Materials, Inc.* (Dec. 19, 2008); *Sun Microsystems, Inc.* (Aug. 28, 2008); *Time Warner, Inc.* (Feb. 29, 2008). *Applied Materials*, *Sun Microsystems* and *Time Warner* involved substantially the same proposal as that presented by the Proponent here. As in the case here, each of the board of directors of those companies approved the necessary amendments to their respective charters and by-laws to eliminate the supermajority provisions contained in those charters and by-laws and recommended that the stockholders approve such amendments at the company's next annual meeting.

The slight difference in wording between the "majority of votes cast" standard in the Stockholder Proposal and the "majority of shares outstanding" standard in the Company Proposal should not change the determination that the Company has substantially implemented the Stockholder Proposal. The Company Proposal, in proposing to amend the sole supermajority voting provision, addresses the essential objective of the Stockholder Proposal to amend any voting requirement that calls for greater than a majority vote. *See, e.g., Johnson & Johnson* (Feb. 19, 2008) (allowing exclusion under Rule 14a-8(i)(10) of a stockholder proposal requesting that the company's board of directors amend its by-laws to permit a "reasonably percentage" of stockholders to call a special meeting where the proposal stated that it "favors 10%" and the company planned to propose a by-law amendment requiring at least 25% of stockholders to call a special meeting); *Honeywell International Inc.* (Jan. 13, 2007) (allowing exclusion under Rule 14a-8(i)(10) of a stockholder proposal requesting that any future poison pill be put to a stockholder vote "as soon as possible" or "within 4-months" where the company had a poison pill policy in place that required a shareholder vote on any future poison pill within one year). The Company believes that the wording in the Company Proposal is more consistent with the other stockholder voting provisions of the Charter that require a simple majority vote and is less confusing to implement as it takes into account abstentions, which the Stockholder Proposal does not.

Therefore, because the Company has substantially implemented the Stockholder Proposal, the Stockholder Proposal is properly excludable under Rule 14a-8(i)(10).

The Stockholder Proposal May Be Excluded under Rule 14a-8(i)(9) Because It Directly Conflicts with a Proposal to Be Submitted by the Company at its 2011 Annual Meeting.

Pursuant to Rule 14a-8(i)(9), a company may properly exclude a proposal from its proxy materials "[i]f the proposal directly conflicts with one of the company's own proposals to be submitted to stockholders at the same meeting." The Commission has stated that, in order for this exclusion to be available, the proposals need not be "identical in scope or focus." *Commission Release No. 34-40018, at n.* 27 (May 21, 1998). The Staff has stated consistently that where a stockholder proposal and a company proposal present alternative and conflicting decisions for stockholders, the stockholder proposal may be excluded under Rule 14a-8(i)(9). *See, e.g., Medco Health Solutions, Inc.* (Jan. 18, 2011); *Del Monte Foods Company* (June 3, 2010); *Dominion Resources Services, Inc.* (Jan. 19, 2010, *reconsideration denied,* Mar. 29, 2010); *Allergan Inc.* (Feb. 22, 2010); *The Walt Disney Company (Nov.* 16, 2009, *reconsideration denied,* Dec. 17, 2009); *Best Buy Co., Inc.* (Apr. 17, 2009).

The Staff has previously permitted exclusion of a stockholder proposal under circumstances nearly identical to the Company's. *Del Monte, Allergan, Walt Disney* and *Dominion Resources* involved substantively the same proposal as that presented by the Proponent here. As is the case here, each of those companies were including in their proxy materials proposals to amend each of the supermajority provisions of their respective charters and by-laws to a "majority of shares outstanding" threshold. In those cases, as in ours, the "majority of shares outstanding" threshold included in the company proposal was inconsistent with the "majority of votes cast" standard called for in the stockholder proposal. The Staff noted in its response to each company's request to exclude the proposal under Rule 14a-8(i)(9) that the proposals presented "alternative and conflicting decisions for shareholders and that submitting both proposals to a vote could provide inconsistent and ambiguous results."

If the Stockholder Proposal is included in the Company's 2011 Proxy Materials, an affirmative vote on both the Stockholder Proposal and the Company's Proposal would lead to an inconsistent and ambiguous mandate from

the Company's stockholders, and the Company would be unable to determine the voting standard that its stockholders intended to support.

Therefore, because the Stockholder Proposal directly conflicts with the Company Proposal, the Stockholder Proposal is properly excludable under Rule 14a-8(i)(9).

Waiver of the 80-Day Submission Requirement for Showing of Good Cause

We further request that the Staff waive the 80-day filing requirement as set forth in Rule 14a-8(j) for good cause. Rule 14a-8(j)(1) requires that, if a company "intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission." However, Rule 14a-8(j)(1) allows the Staff to waive the deadline if a company can show "good cause." Although American Tower intends to file its 2011 Proxy Materials on or about April 7, 2011, which is less than 80 days from the date of this letter, American Tower believes that good cause for a waiver exists.

The Board is firmly committed to ensuring effective corporate governance and upon receipt of the Stockholder Proposal, both the Nominating and Corporate Governance Committee and the Board carefully considered the advantages and disadvantages of maintaining a supermajority voting provision in the Charter with respect to amendments to the By-laws. After careful deliberation and review of the Company's corporate governance provisions, the Nominating and Corporate Governance Committee and the Board determined that it was in the Company's best interests to approve the Charter Amendment to eliminate the supermajority voting provision in Article EIGHTH of the Charter and in effect, substantially implement the essential objective of the Stockholder Proposal. Therefore, we believe that the Proponent, as well as the Company's other stockholders, will not be prejudiced or harmed by the waiver because the Stockholder Proposal has already been substantially implemented.

In addition, through several written and oral communications with the Proponent, certain of which we have attached hereto as Exhibit C, we have proactively attempted to reach a mutually agreeable resolution such that the Proponent would formally withdraw the Stockholder Proposal, obviating any need for the formal exclusion process under Rule 14a-8 that is the subject of this letter. As you will note in Exhibit C, we have reason to believe that the Proponent may have been reviewing an older, inactive Company charter that contained several supermajority provisions that are no longer in effect, and this may have been the impetus for his submission of the Stockholder Proposal. As a result of our multiple attempts to reach a mutually agreeable resolution with the Proponent, noting our substantial implementation of the Stockholder Proposal and that the current Charter contains only one supermajority provision as it relates to our By-Laws, and our belief that a withdrawal would be forthcoming, our request to the Staff has been subsequently delayed.

Accordingly, we believe that the Company has "good cause" for its inability to meet the 80-day requirement, and we respectfully request that the Staff waive the 80-day requirement with respect to this letter.

CONCLUSION

Based upon the foregoing analysis, the Company respectfully requests that the Staff concur that it will take no action if the Company excludes the Stockholder Proposal from its 2011 Proxy Materials in reliance on Rule 14a-8(i)(9) and/or (10).

If the Staff has any questions with respect to the foregoing, please don't hesitate to contact me at (617) 585-7738 or by facsimile at (617) 375-7575.

Very truly yours,

Edmund DiSanto
Executive Vice President, Chief Administrative Officer, General Counsel and Secretary

Cc: Mr. John Chevedden

Exhibit A

Stockholder Proposal

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

Mr. James D. Taiclet
Chairman of the Board
American Tower Corporation (AMT)
116 Huntington Ave 11th Fl
Boston MA 02116

RECEIVED
DEC - 2 2010

Dear Mr. Taiclet,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company. This proposal is submitted for the next annual shareholder meeting. Rule 14a-8 requirements are intended to be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

In the interest of company cost savings and improving the efficiency of the rule 14a-8 process please communicate via email to *** FISMA & OMB Memorandum M-07-16 ***

Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal promptly by email to *** FISMA & OMB Memorandum M-07-16 ***

Sincerely,

John Chevedden — November 22, 2010
Date

cc: Edmund DiSanto <edmund.disanto@americantower.com>
Corporate Secretary
Phone: 617 375-7500
Fax: 617 375-7575
Leah C. Stearns <ir@americantower.com>
Director, Investor Relations

[AMT: Rule 14a-8 Proposal, November 22, 2010]

3* – Adopt Simple Majority Vote

RESOLVED, Shareholders request that our board take the steps necessary so that each shareholder voting requirement impacting our company, that calls for a greater than simple majority vote, be changed to a majority of the votes cast for and against the proposal in compliance with applicable laws.

Corporate governance procedures and practices, and the level of accountability they impose, are closely related to financial performance. Shareowners are willing to pay a premium for shares of corporations that have excellent corporate governance. Supermajority voting requirements have been found to be one of six entrenching mechanisms that are negatively related with company performance. See "What Matters in Corporate Governance?" Lucien Bebchuk, Alma Cohen & Allen Ferrell, Harvard Law School, Discussion Paper No. 491 (09/2004, revised 03/2005).

This proposal topic won from 74% to 88% support at the following companies: Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy's. The proponents of these proposals included William Steiner, James McRitchie and Ray T. Chevedden.

If our Company were to remove required supermajority, it would be a strong statement that our Company is committed to good corporate governance and its long-term financial performance.

The merit of this Simple Majority Vote proposal should also be considered in the context of the need for additional improvement in our company's 2010 reported corporate governance status:

The Corporate Library www.thecorporatelibrary.com, an independent investment research firm rated our company "High Concern" in Executive Pay.

The Corporate Library said total pay for our company's executives continues to be targeted at the 75th percentile of its peer group, annual performance bonuses can be increased at the discretion of the Executive Pay Committee, and there continued to be no long-term incentives based on actual long-term performance.

Indeed, our company even admitted that it shifted its focus towards time-restricted RSUs with less of a reliance on time-vesting stock options: "as RSUs mitigate the effect of stock market volatility, given that they are not totally dependent on a future increase in stock price to deliver value." Such an attitude would suggest a policy that is not aligned with shareholders' interests.

We did not have an independent Board Chairman. James Taiclet, our Chairman, attracted our highest negative votes. We had no proxy access, no cumulative voting, no shareholder right for 10% of shareholders to call a special shareholder meeting and no shareholder right to decide certain issues by a majority vote.

Our board was the only significant directorship for 3 of our 10 outside directors. This could indicate a significant lack of current transferable director experience.

Please encourage our board to respond positively to this proposal in order to initiate improved governance and financial performance: **Adopt Simple Majority Vote – Yes on 3. ***

Notes:
John Chevedden, *** FISMA & OMB Memorandum M-07-16 *** sponsored this proposal.

Please note that the title of the proposal is part of the proposal.

* Number to be assigned by the company

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

> Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:
>
> - the company objects to factual assertions because they are not supported;
> - the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
> - the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
> - the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.
>
> ***We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.***

See also: Sun Microsystems, Inc. (July 21, 2005).
Stock will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email *** FISMA & OMB Memorandum M-07-16 ***

Exhibit B

Board Authorization dated February 15, 2011

I. Resolution to Amend Charter to Implement a Majority Voting Standard

RESOLVED: That, based upon the recommendation of the Nominating and Corporate Governance Committee, the Board deems it advisable and in the best interests of the Corporation and its stockholders that Article EIGHTH of the Amended and Restated Certificate of Incorporation of the Corporation be amended to reduce the stockholder vote required to amend, alter, change or repeal the Amended and Restated By-Laws of the Corporation, or to adopt a provision or provisions inconsistent with the provisions of such By-Laws as they exist from time to time, from (a) sixty-six and two thirds percent ($66\ ^{2}/_{3}\%$) of the then outstanding shares of stock of the Corporation to (b) a majority of the then outstanding shares of stock of the Corporation;

FURTHER RESOLVED: That, upon approval and adoption thereof by the holders of a majority of the then outstanding shares of the stock of the Corporation, Article EIGHTH of the Amended and Restated Certificate of Incorporation shall be amended by deleting in entirety the ultimate sentence of such Article and replacing it with the following:

> *The By-Laws of the Corporation may be amended, altered, changed or repealed, and a provision or provisions inconsistent with the provisions of the By-Laws as they exist from time to time may be adopted, only by the majority of the entire Board of Directors or with the approval or consent of the holders of not less than a majority of the total number of the then outstanding shares of stock of the Corporation entitled to vote generally in the election of directors.*

FURTHER RESOLVED: That, upon obtaining the approval of the stockholders of the Corporation, the Authorized Officers (as defined below) be, and they hereby are and each of them singly hereby is, authorized to execute a Certificate of Amendment to the Amended and Restated Certificate of Incorporation in accordance with the DGCL to reflect the foregoing amendment and to file such Certificate of Amendment with the Delaware Secretary of State.

II. Authorization

RESOLVED: That the President and Chief Executive Officer, the Chief Financial Officer, the Treasurer, any Executive Vice President, any Senior Vice President, the Secretary and any Assistant Secretary of the Corporation (each, as to this action, an "***Authorized Officer***") be, and they hereby are and each of them singly hereby is, authorized, empowered and directed in the name and on behalf of the Corporation and its subsidiaries, to execute, file and deliver such documents, certificates, and other instruments as may be deemed necessary, appropriate or advisable and approved by any such Authorized Officer in order to implement the foregoing resolutions, such execution, filing and delivery to conclusively evidence and establish such authorization, approval and ratification;

FURTHER RESOLVED: That any or all actions hereto taken by any Authorized Officer of the Corporation with respect to any matter referred to, or contemplated by, any of the foregoing

resolutions be, and hereby are, ratified and confirmed and approved in all respects as of the date set forth above; and

FURTHER RESOLVED: That this unanimous written consent may be executed in counterparts and all counterparts so executed shall constitute one consent, notwithstanding that all members of the Board are not signatories to the original of the same counterpart.

Meaghan Sanders

Subject: FW: Follow Up News - Sharholder Proposal

From: Mneesha Nahata
Sent: Wednesday, February 16, 2011 5:59 PM
To: Meaghan Sanders
Subject: FW: Follow Up News - Sharholder Proposal

From: Ed DiSanto
Sent: Wednesday, February 16, 2011 4:52 PM
To: Mneesha Nahata
Subject: FW: Follow Up News - Sharholder Proposal

Fyi

From: Ed DiSanto
Sent: Wednesday, February 16, 2011 4:52 PM
To: *** FISMA & OMB Memorandum M-07-16 ***
Subject: Follow Up News - Sharholder Proposal

Dear Mr. Chevedden:

I am sorry to have missed you by telephone yesterday but did leave you a voicemail message that I hope you received. I wanted to share with you what I believe will be very good news from your perspective regarding your objective of having all corporate matters for public corporations be subject to a majority voting standard. After our last discussion on this, we went to our Board of Directors with the question of putting in our proxy statement a proposal to change the only remaining supermajority voting provision in our charter, which as we discussed was amending our bylaws, from a 66 2/3rds vote to a majority vote. With the impetus for our directors reviewing this matter being the main thrust of your proposal, our Board authorized by resolution the inclusion of a company sponsored proposal to implement a majority vote standard in our upcoming proxy statement for this year's annual meeting. With the directors committed and with their express support, and given that this change addresses the essence of your proposal, we are assuming you will have no issues with the inclusion of our proposal in lieu of yours and agreeing to a waiver. Please do not hesitate to let me know if you want to discuss further.

Best Regards,

Ed DiSanto

Meaghan Sanders

Subject: FW: Rule 14a-8 Proposal (AMT)
Attachments: Charter_8.8.05.pdf

From: Mneesha Nahata
Sent: Monday, February 21, 2011 4:56 PM
To: Meaghan Sanders
Subject: FW: Rule 14a-8 Proposal (AMT)

From: Ed DiSanto
Sent: Thursday, February 17, 2011 5:51 PM
To: Mneesha Nahata
Subject: Fw: Rule 14a-8 Proposal (AMT)

Fyi

From: Ed DiSanto
Sent: Thursday, February 17, 2011 05:49 PM
To: *** FISMA & OMB Memorandum M-07-16 ***
Subject: Fw: Rule 14a-8 Proposal (AMT)

Dear Mr. Chevedden:

In response to your last e-mail I am forwarding the current charter and an explanation from our Senior Counsel as to the differences. I think you will see that there remained only one area that has supermajority voting currently. The director approved proposal will address that. With this and it being substantial progress I take it that you would not have trouble agreeing to withdraw yours and have the Board's go forward to shareholders alone for adoption. I'd appreciate it if you would confirm that willingness by return e-mail to preclude the need for us from the need to request the SEC on the grounds of essentially reasonableness not to take any enforcement action against us for the substitution we intend to make. Actually, given the direction of the change achieved here with the impetus of your communication, it would seem your so agreeing to this reasonable request would be regarded by various interested parties as a positive to your overall governance objectives. Please advise us would on this matter as soon as possible. Thank you.

Best Regards,
Ed DiSanto

From: Mneesha Nahata
Sent: Thursday, February 17, 2011 03:06 PM
To: Ed DiSanto
Subject: RE: Rule 14a-8 Proposal (AMT)

Ed,

In our old charter (pre-merger with SpectraSite), not currently in effect, we had supermajority (66 2/3%) voting with respect to Articles Fourth, Fifth, Sixth, Seventh, Eighth and Tenth (as Mr. Chevedden referenced below). However, in our charter which is currently in effect and attached hereto, the ONLY provision of our charter that has a supermajority (66 2/3%) voting requirement is Article Eighth, which pertains to amending our bylaws.

Mneesha Ohri Nahata
Senior Counsel
American Tower Corporation
116 Huntington Avenue
Boston, MA 02116
617-375-7586 office
617-375-7575 fax
mneesha.nahata@americantower.com

From: Ed DiSanto
Sent: Thursday, February 17, 2011 2:16 PM
To: Mneesha Nahata
Subject: Fw: Rule 14a-8 Proposal (AMT)

Need a draft response.

From: *** FISMA & OMB Memorandum M-07-16 ***
Sent: Thursday, February 17, 2011 02:11 PM
To: Ed DiSanto
Subject: Rule 14a-8 Proposal (AMT)

Mr. DiSanto, Thank you for advising of the positive step.

Is this currently correct:
Approval of 67% of shares required to amend Article FOURTH (Capital Stock); FIFTH (Directors); SIXTH (Liability); SEVENTH (Indemnification); EIGHTH (Bylaw Amendment); and TENTH (Charter Amendment) of the charter.
Sincerely,
John Chevedden

Meaghan Sanders

Subject: FW: Rule 14a-8 Proposal (AMT)

From: Mneesha Nahata
Sent: Monday, February 21, 2011 4:53 PM
To: Meaghan Sanders
Subject: FW: Rule 14a-8 Proposal (AMT)

From: Ed DiSanto
Sent: Friday, February 18, 2011 4:21 AM
To: Mneesha Nahata
Subject: Fw: Rule 14a-8 Proposal (AMT)

Fyi

From: Ed DiSanto
Sent: Friday, February 18, 2011 04:20 AM
To: *** FISMA & OMB Memorandum M-07-16 ***
Subject: Re: Rule 14a-8 Proposal (AMT)

Dear Mr. Chevedden:

See Annex E to Registration Statement on Form S-4 (File No. 333-125328) filed on May 27, 2005. If he looks to our latest Form 10-K index of exhibits, the reference to our amended and restated charter is incorporated by reference therein.

Would appreciate your advice as to your intentions as to agreeing to a formal waiver,

Ed DiSanto

From: *** FISMA & OMB Memorandum M-07-16 ***
Sent: Thursday, February 17, 2011 10:19 PM
To: Ed DiSanto
Subject: Rule 14a-8 Proposal (AMT)

Mr. DiSanto, For clarification can you advise the date under which the charter can be found on EDGAR. There is a mismatch with information that I accessed.
John Chevedden