

Subj: RE: Sale of Site in Paxton MA  
Date: Monday, October 31, 2005 9:45:02 AM  
From: amhurley@websterfirst.com  
To: Steve.Brav@AmericanTower.com

I will look for the extension agreement. Anne Marie

-----Original Message-----

From: Steve Brav [mailto:Steve.Brav@AmericanTower.com]  
Sent: Monday, October 31, 2005 9:35 AM  
To: Anne M. Hurley  
Cc: Ross Elder  
Subject: RE: Sale of Site in Paxton MA  
Importance: High

Anne, please do not plan to close today. We would like to see the signed consent or waiver of consent from Industrial and have some opportunity to review internally (as you likely know, Joe Ryan's last day at American Tower was last Friday) and with you the settlement statement and the final form of the various closing documents identified in the Agreement as well as to prepare, understand, and review with you the several documents you are most recently advising us are required by the Land Court before proceeding to close.

I will send you a form of first amendment to the purchase and sale agreement later this morning by email that will change the Termination Date (Section 2.5) from October 31, 2005 to November 30, 2005. We would expect to close by exchange of documents via overnight service before November 30th.

Steven Brav  
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-----Original Message-----

From: Anne M. Hurley [mailto:amhurley@websterfirst.com]  
Sent: Monday, October 31, 2005 8:13 AM  
To: Steve Brav

**First Amendment to Purchase and Sale Agreement**

THIS FIRST AMENDMENT ("Amendment") is made this 31<sup>st</sup> day of October, 2005 ("Effective Date") by and between The Community of Teresian Carmelites (Tax I.D. No. 04-2720156) ("Buyer") and American Towers, Inc., a Delaware corporation, on behalf of itself and its affiliates (collectively, "Seller").

WITNESSETH:

WHEREAS, Buyer and Seller are parties to that certain Purchase and Sale Agreement ("P&S Agreement") dated April 30, 2005 pursuant to which Buyer has agreed to purchase and Seller has agreed to sell the Sites; and

WHEREAS, Buyer and Seller mutually wish to, and hereby do, amend the terms of the P&S Agreement;

NOW, THEREFORE, the parties, each in consideration of the agreement of the other, agree as follows:

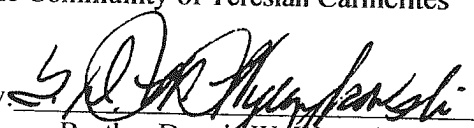
1. Section 2.5 of the P&S Agreement is amended by replacing the date "August 31, 2005" with the date "November 30, 2005" in the first sentence of that section.
2. The provisions of Section 2.5 of the P& S Agreement notwithstanding, Buyer shall have no further right to extend the Closing Date without the prior written consent of Seller.
3. All terms used with initial capitalization in the Amendment and without further definition shall take the meaning given to them in the P&S Agreement unless the plain meaning of the term as used in context otherwise requires.
4. Except as expressly modified by the terms of the Amendment, the P&S Agreement shall remain in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, the parties have caused the Amendment to be executed by their duly authorized representatives as of the Effective Date; *provided, however*, that this Amendment shall not become effective as to either party until executed on behalf of both parties.

The Community of Teresian Carmelites

American Towers, Inc.

By: \_\_\_\_\_

  
Brother Dennis W. Wyrzykowski  
Prior and President

By: \_\_\_\_\_

Ross W. Elder  
Senior Vice President