Rule 424(b)(3) of the Securities Act of 1933
Registration Statement 333-50111

PROSPECTUS SUPPLEMENT NO. 11
(TO PROSPECTUS DATED JUNE 4, 1998)

AMERICAN TOWER CORPORATION

This Prospectus Supplement No. 11 supplements the Prospectus dated June 4, 1998 of American Tower Corporation, formerly American Tower Systems Corporation ("ATC" or the "Company"), with respect to the filing on August 16, 1999, of its Form 10-Q for the fiscal quarter ended June 30, 1999, which is attached hereto.

Any statement contained in the Prospectus as heretofore supplemented shall be deemed to be modified or superseded to the extent that a statement contained in the Form 10-Q modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of the Prospectus.

Prospectus Supplement No. 11, dated August 16, 1999

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One):
[X]Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. For the quarterly period ended June 30, 1999.

[_]Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Commission File Number: 001-14195

AMERICAN TOWER CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	65-0723837
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

116 Huntington Avenue
Boston, Massachusetts 02116
(Address of principal executive offices)

Telephone Number (617) 375-7500
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes X No

Class of Common Stock	Outstanding at August 10, 1999
Class A Common Stock	144,358,299 shares
Class B Common Stock	8,841,088 shares
Class C Common Stock	2,422,804 shares
Total	155,622,191 shares

AMERICAN TOWER CORPORATION

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PART I. FINANCIAL INFORMATION

ITEM 1. UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS--UNAUDITED
(In thousands, except share data)

	June 30, 1999	December 31, 1998
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 353,221	$ 186,175
Accounts receivable, net of allowance for doubtful accounts of $1,702 and $1,230, respectively	38,454	15,506
Prepaid and other current assets	8,573	4,065
Inventories	3,634	
Cost in excess of billings on uncompleted contracts	9,140	1,344
Deferred income taxes	495	495
Due from CBS Corporation	3,659	
Total current assets	417,176	207,585
PROPERTY AND EQUIPMENT, net	725,846	449,476
GOODWILL AND OTHER INTANGIBLE ASSETS, net	1,213,374	718,575
NOTES RECEIVABLE	13,624	7,585
DEPOSITS AND OTHER LONG-TERM ASSETS	17,526	9,406
INVESTMENTS	14,951	298
DEFERRED INCOME TAXES	116,079	109,418
TOTAL	$2,518,576	$1,502,343
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current portion of long-term debt	$ 2,316	$ 1,652
Accounts payable	8,075	6,696
Accrued expenses	19,200	11,347
Accrued tower construction costs	23,107	16,099
Accrued interest	1,209	1,132
Billings in excess of costs on uncompleted contracts	8,943	6,610
Accrued separation expenses		5,058
Due to CBS Corporation		45,127
Accrued acquisition purchase price	3,794	21,914
Total current liabilities	66,644	115,635
LONG-TERM DEBT	281,805	279,477
OTHER LONG-TERM LIABILITIES	2,545	1,429
Total liabilities	350,994	396,541
MINORITY INTEREST IN SUBSIDIARIES	5,649	4,116
COMMITMENTS AND CONTINGENCIES		
REDEEMABLE CLASS A COMMON STOCK:		
$.01 par value, -0- and 336,250 shares issued and outstanding; at estimated redemption values of -0- and $29.56 per share, respectively		9,940
STOCKHOLDERS' EQUITY:		
Preferred Stock; $0.01 par value; 20,000,000 shares authorized; no shares issued or outstanding		
Class A Common Stock; $.01 par value; 500,000,000 shares authorized; 144,398,415 and 96,291,111 shares issued and outstanding, respectively	1,444	963
Class B Common Stock; $.01 par value; 50,000,000 shares authorized; 8,878,573 and 9,001,060 shares issued and outstanding, respectively	89	90
Class C Common Stock; $.01 par value; 10,000,000 shares authorized; 2,422,804 and 3,002,008 shares issued and outstanding, respectively	24	30

Additional paid-in capital	2,230,989	1,140,365
Accumulated deficit	(69,085)	(49,702)
Total	2,163,461	1,091,746
Less: Treasury stock (76,403 shares at cost)	(1,528)	
Total stockholders' equity	2,161,933	1,091,746
TOTAL	$2,518,576	$1,502,343

See notes to condensed consolidated financial statements

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS--UNAUDITED
(In thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	1999	1998	1999	1998
REVENUES:				
Rental and management	$31,356	$ 12,078	$ 56,872	$ 21,587
Services	21,412	7,000	32,238	12,275
Video, voice, data and Internet transmission	6,385	4,004	12,451	7,146
Total revenues	59,153	23,082	101,561	41,008
OPERATING EXPENSES:				
Operating expenses excluding depreciation and amortization, tower separation and corporate general and administrative expenses:				
Rental and management	13,899	5,430	25,571	10,330
Services	15,432	6,191	24,685	10,734
Video, voice, data and Internet transmission	4,519	2,717	8,764	4,769
Depreciation and amortization	33,139	9,953	57,808	15,755
Tower separation expense		12,457		12,457
Corporate general and administrative expense	2,300	1,084	4,140	1,626
Total operating expenses	69,289	37,832	120,968	55,671
LOSS FROM OPERATIONS	(10,136)	(14,750)	(19,407)	(14,663)
OTHER INCOME (EXPENSE):				
Interest expense	(5,538)	(7,472)	(11,539)	(9,902)
Interest income and other, net	5,788	966	10,737	1,831
Minority interest in net (earnings) losses of subsidiaries	82	(110)	79	(189)
TOTAL OTHER INCOME (EXPENSE)	332	(6,616)	(723)	(8,260)
LOSS BEFORE INCOME TAXES AND EXTRAORDINARY LOSS	(9,804)	(21,366)	(20,130)	(22,923)
INCOME TAX (EXPENSE) BENEFIT	(79)	2,949	747	2,979
LOSS BEFORE EXTRAORDINARY LOSS	(9,883)	(18,417)	(19,383)	(19,944)
EXTRAORDINARY LOSS ON EXTINGUISHMENT OF DEBT, NET OF INCOME TAX BENEFIT OF $921		(1,382)		(1,382)
NET LOSS	$(9,883)	$(19,799)	$(19,383)	$(21,326)
BASIC AND DILUTED NET LOSS PER COMMON SHARE AMOUNTS--				
Loss Before Extraordinary Loss	$ (.06)	$ (.33)	$ (.14)	$ (.39)
Extraordinary Loss		(.02)		(.03)
NET LOSS	$ (.06)	$ (.35)	$ (.14)	$ (.42)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING	155,604	56,034	143,503	51,409

See notes to condensed consolidated financial statements.

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS--UNAUDITED
(In thousands)

	Six Months Ended June 30, 1999	Six Months Ended June 30, 1998
CASH FLOWS PROVIDED BY (USED FOR) OPERATING ACTIVITIES	$ 25,844	$ (8,734)
CASH FLOWS USED FOR INVESTING ACTIVITIES:		
Payments for purchase of property and equipment and construction in progress	(111,943)	(34,910)
Payments for acquisitions, net of cash acquired	(162,151)	(121,627)
Advances of notes receivable	(5,421)	(9,100)
Proceeds from notes receivable	24	2,000
Deposits, investments and other long-term assets	(21,296)	(897)
Cash used for investing activities	(300,787)	(164,534)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings under credit facilities		205,500
Repayment of notes payable and credit facilities	(142,185)	(117,924)
Net proceeds from equity offerings and stock options	634,336	380,340
Cash transfers to CBS Corporation	(50,000)	(221,665)
Contributions from ARS		56,954
Cash transfers to ARS		(51,856)
Distributions to minority interest	(162)	(210)
Deferred financing costs		(18,751)
Cash provided by financing activities	441,989	232,388
NET INCREASE IN CASH AND CASH EQUIVALENTS	167,046	59,120
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	186,175	4,596
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 353,221	$ 63,716
CASH PAID FOR INCOME TAXES	$ 574	$ 119
CASH PAID FOR INTEREST	$ 12,493	$ 10,448
NON-CASH TRANSACTIONS:		
Contribution of property and equipment and other assets from ARS		$ 6,488
Issuance of common stock and assumption of options for acquisitions	$ 448,037	$ 363,100
Increase in deferred tax assets from corporate restructuring		$ 135,000
Increase in due to CBS Corporation from estimated remaining tax liabilities	$ 1,121	$ 54,700
Escrow return -- treasury stock	$ 1,528	
Adjustment to equity for CBS tax liability		$ 76,960

See notes to condensed consolidated financial statements.

1. Basis of Presentation and Accounting Policies

The accompanying condensed consolidated financial statements have been prepared by American Tower Corporation (the Company or American Tower) (formerly American Tower Systems Corporation), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). The financial information included herein is unaudited; however, the Company believes such information and the disclosures are adequate to make the information presented not misleading. In addition, the Company believes such information reflects all adjustments (consisting of normal recurring adjustments) that are necessary for a fair presentation of financial position and results of operations for such periods. Results of interim periods may not be indicative of results for the full year. These condensed consolidated financial statements and related notes should be read in conjunction with the Company's 1998 Annual Report on Form 10-K and interim report on Form 10Q for the three month period ended March 31, 1999 filed with the SEC on March 19, 1999 and on May 17, 1999, respectively.

Use of Estimates--The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Actual results may differ from those estimates, and such differences could be material to the accompanying condensed consolidated financial statements.

Loss Per Common Share--Basic and diluted income or loss per common share have been determined in accordance with Statement of Financial Accounting Standards (FAS) No. 128, "Earnings Per Share," whereby basic income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding during the period. Diluted per share amounts are computed by adjusting the weighted average number of common shares for dilutive potential common shares outstanding during the period, if any. In computing diluted per share amounts, the Company uses the treasury stock method, whereby unexercised options are assumed to be exercised at the beginning of the period or at issuance, if later. The assumed proceeds are then used to purchase common shares at the average market price during the period. Shares outstanding upon the consummation of the ATC Separation (as defined below) are assumed to be outstanding for all periods prior to June 4, 1998. Shares issuable upon exercise of options have been excluded from the computation of diluted income or loss per common share as the effect is anti-dilutive. Had options been included in the computation, shares for the diluted computation would have increased by approximately 5.4 and 5.2 million and 4.3 and 4.4 million for the three and six month periods ended June 30, 1999 and 1998, respectively.

Investments--Investments in entities which the Company owns less than 20% are accounted for using the cost method. Investments in entities which the Company owns 20% but less than 50% are accounted for using the equity method. Under the equity method the investment is stated at cost plus the Company's equity in undistributed net income of the entity since acquisition. The change in the equity in net income of these entities is recorded in "interest income and other, net" in the accompanying condensed consolidated statements of operations.

Tower Separation Expense--Tower separation expense consists of costs incurred in connection with the separation of the Company from its former parent and includes legal, accounting, financial advisory and consent solicitation fees. See note 2 of the condensed consolidated financial statements.

Recent Accounting Pronouncement--In June 1998, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (FAS) No. 133, Accounting for Derivative Instruments and Hedging Activities. This Statement establishes accounting and reporting standards for derivative instruments. It requires that an entity recognize all derivatives as either assets or liabilities in the statement of financial position, and measure those instruments at fair value. The accounting for changes in the fair value of a derivative (that is, gains and losses) will depend on the entity's intended use of the derivative and its resulting designation (as defined in the Statement). FAS No. 133 is effective for all fiscal quarters of all fiscal years beginning after June 15, 2000. The Company is currently in the process of evaluating the impact FAS No. 133 will have on the Company and its consolidated financial statements.

Reclassifications--Certain reclassifications have been made to the 1998 condensed consolidated financial statements to conform to the 1999 presentation.

2. ATC Separation

As disclosed in the Company's 1998 Annual Report on Form 10-K, the Company was formerly a wholly-owned subsidiary of American Radio Systems Corporation (ARS) until its spin-off from ARS on June 4, 1998 (the ATC Separation). As part of the ATC Separation, the Company is required to reimburse CBS Corporation (CBS) for certain tax liabilities incurred by ARS related to the transaction. As of December 31, 1998 the Company had paid approximately $212.0 million to CBS. The Company is required to make additional payments to CBS upon the conversion of ARS 7% Convertible Debentures (the ARS Convertible Debentures) by the holders thereof. The Company estimates that its remaining reimbursement obligation to CBS with respect to taxes on known conversions is approximately $6.1 million as of June 30, 1999. The Company estimates that its reimbursement obligation to CBS with respect to taxes on remaining conversions at June 30, 1999 would be approximately $14.0 million. Such estimate is based on an estimated fair market value of the Class A common stock, on July 15, 1999, of $25.00 per share. The Company's obligation for such conversions would change by approximately $1.0 million for each $1.00 change in such fair market value. The Company has provided CBS with security of $9.8 million in cash (which may be replaced at the Company's option with a letter of credit) to offset against future tax reimbursement. Such deposit, along with the estimated liability on known ARS Convertible Debenture conversions, is recorded as "Due from CBS" in the accompanying June 30, 1999 condensed consolidated balance sheet.

The ATC Separation also provided for closing balance sheet adjustments based on the working capital, as defined, and debt levels of ARS as of June 4, 1998. The Company's preliminary estimate was that such adjustments would not exceed $50.0 million. In February 1999, the Company paid $50.0 million to CBS in settlement of all amounts due with respect to such adjustments, including interest. As part of such settlement, the Company also agreed to indemnify CBS and ARS with respect to certain tax matters affecting ARS prior to the ATC Separation. See the Company's 1998 Annual Report on Form 10-K for more detailed discussion related to the ATC Separation.

3. Significant Customers

For the three and six month periods ended June 30, 1999, one customer accounted for approximately 18% and 16%, respectively, of the Company's consolidated revenues.

4. Income Taxes

The Company provides for income taxes at the end of each interim period based on the estimated effective tax rate for the full fiscal year. Cumulative adjustments to the Company's estimate are recorded in the interim period in which a change in the estimated annual effective rate is determined.

5. Stockholders' Equity

Redeemable Common Stock: In June 1998, the Company merged with a company owning a broadcasting tower in the Boston, Massachusetts area and issued 720,000 shares of Class A common stock valued at approximately $18.0 million. In addition, under a put agreement that was consummated in connection with the merger, the sellers had the right to require the Company to purchase, at any time prior to June 5, 1999, any or all shares of Class A common stock received pursuant to consummation of the merger for a purchase price equal to the then current market price. On June 5, 1999, the sellers right to require the Company to purchase shares of

Class A common stock issued in connection with the merger expired. Accordingly all unsold shares as of that date (383,750) were reclassified from Redeemable Class A common stock to common stock and additional paid in capital.

Secondary Public Offering: In February 1999, the Company completed a secondary public offering of 25,700,000 shares of Class A common stock, $.01 par value per share (including 1,700,000 shares sold by the Company pursuant to the exercise in full of the underwriters' over-allotment option) at $25.00 per share. Certain selling stockholders sold an additional 1,300,000 shares in the offering. The Company's net proceeds of the offering (after deduction of the underwriting discount and offering expenses) was approximately $618.0 million. The Company invested the proceeds in short-term investment grade securities. The Company has and will use such proceeds, together with borrowings under its existing credit facilities, to fund future acquisitions and construction activities.

Private Placement: In February 1999, the Company consummated the sale of 500,000 shares of Class A common stock to Credit Suisse First Boston Corporation at $26.31 per share. In connection with such sale, Credit Suisse First Boston Corporation was granted certain registration rights. The Company invested the proceeds of approximately $13.1 million in short-term investment grade securities. The Company has and will use such proceeds, together with borrowings under its exisiting credit facilities, to fund future acquisitions and construction activities.

Other Changes to Stockholders' Equity: See note 6 of the condensed consolidated financial statements for issuances of common stock in connection with the Company's acquisitions consummated during the six month period ended June 30, 1999.

6. Acquisitions

General--The acquisitions consummated during the six month period ended June 30, 1999 have been accounted for using the purchase method of accounting. The purchase prices related to these acquisitions have been allocated to the net assets acquired based on their estimated fair value at the date of acquisition. The excess of purchase price over the estimated fair value of the net assets acquired has been recorded as goodwill and other intangible assets. For certain acquisitions, the condensed consolidated financial statements reflect the preliminary allocation of purchase prices as the appraisals related to the net assets acquired have not been finalized. The Company does not expect any changes in depreciation and amortization, as a result of such appraisals, to be material to the consolidated results of operations.

Consummated Transactions

The following provides a general description of the significant transactions consummated during the six-month period ended June 30, 1999:

Omni Merger--In February 1999, the Company consummated the Agreement and Plan of Merger, dated as of November 16, 1998 (the Omni Merger) with OmniAmerica, Inc. (Omni). Omni owned, managed and constructed multi-use telecommunications sites for radio and television broadcasting, paging, cellular, PCS and other wireless technologies and offered nationwide, turn-key tower construction and installation services. Pursuant to the Omni Merger agreement, Omni stockholders received 1.1 shares of the Company's Class A common stock for each share of Omni common stock. In the aggregate, the Company exchanged approximately 16.8 million shares of Class A common stock for approximately 15.2 million shares of Omni common stock. In addition, the Company assumed $96.6 million of debt, of which $94.3 million (inclusive of interest and fees) was paid at closing. The Company also assumed certain Omni employee stock options which were converted into options to purchase approximately 1.0 million shares of the Company's Class A common stock. Total merger consideration was approximately $365.4 million.

TeleCom Merger--In February 1999, the Company consummated the Agreement and Plan of Merger, dated as of November 16, 1998 (the TeleCom Merger) with TeleCom Towers, L.L.C. (TeleCom). Total merger consideration of approximately $146.2 million included the issuance of 3.9 million shares of Class A common stock and $63.1 million of cash, which included a $5.2 million working capital adjustment, $3.0 million of which was paid in June of 1999. As part of the TeleCom Merger, the Company also assumed approximately $48.4 million of debt, of which $44.2 million (inclusive of interest) was paid at closing and $3.9 million was paid in April 1999.

Comm Site Merger--In June of 1999, the Company consummated the Agreement and Plan of Merger, dated as of May 13, 1999 (the Comm Site Merger) with Comm Site International, Inc. (Comm Site). The merger with Comm Site, a company which specialized in antenna site development and site management, is expected to expand the Company's presence in the Midwest and Southeast regions of the United States. Total cash consideration paid by the Company in connection with the Comm Site Merger was approximately $25.5 million, subject to a closing balance sheet working capital adjustment which is expected to occur in the third quarter of 1999.

In addition to the above, the Company also consummated a number of other tower related asset purchases during the six month period ended June 30, 1999. Total consideration paid in connection with these transactions was approximately $71.4 million.

The following unaudited pro forma summary for the six months ended June 30, 1999 and 1998 presents the condensed consolidated results of operations as if the 1999 acquisitions discussed above had occurred as of January 1, 1998 after giving effect to certain adjustments, including depreciation and amortization of assets and interest expense on any debt incurred to fund the acquisitions. These unaudited pro forma results have been prepared for comparative purposes only and do not purport to be indicative of what would have occurred had the acquisitions been made as of January 1, 1998 or of results which may occur in the future.

In thousands, except per share data:

	Six Months Ended June 30, 1999	Six Months Ended June 30, 1998
Revenues.......................................	$120,029	$ 84,282
Loss before extraordinary item.................	$(23,998)	$(32,087)
Net loss.......................................	$(23,998)	$(33,469)
Basic and diluted net loss per common share.....	$ (0.16)	$ (0.47)

Since July 1, 1999, the Company has acquired and made investments in several communication sites and businesses for an aggregate preliminary purchase price of approximately $104.3 million.

Pending Transactions

The following provides a general description of significant transactions that are expected to be consummated in the fourth quarter of 1999 and into the year 2000.

AirTouch Communications Inc.--In August of 1999, the Company signed a definitive agreement with AirTouch Communications, Inc. (AirTouch), a unit of Vodafone AirTouch PLC, to acquire the rights to approximately 2,100 communications towers through a master sublease agreement. In addition, the Company will enter into an exclusive three-year Build-to-Suit agreement that is expected to produce approximately 400- 500 new communications towers. Total consideration to be paid by the Company in connection with this transaction includes approximately $800.0 million in cash, plus a five year warrant to purchase 3 million shares of the Company's Class A common stock at $22 per share. The cash portion of the consideration to be paid in connection with this transaction is expected to come from a combination of current available funds, additional borrowings under its credit facilities or proceeds from the sale of the Company's securities. The transaction is expected to close incrementally, beginning in the first quarter of 2000, subject to certain conditions.

ICG Satellite Services Merger--In August of 1999, the Company entered into a Stock Purchase Agreement with ICG Satellite Services, Inc. (ICGSS) to acquire a teleport facility and global maritime telecommunications network. Presently, ICGSS services voice, data Internet and compressed video via satellite to major cruise lines, the U.S. Military, internet-related companies, and international telecommunication customers. Total cash consideration to be paid by the Company in connection with this merger is approximately $100.0 million. The transaction is expected to close in the fourth quarter of 1999.

UniSite Merger--In June of 1999, the Company entered into an Agreement and Plan of Merger (the UniSite Merger) with UniSite, Inc. (UniSite). UniSite, whose primary focus has been tower site management, has recently expanded its scope of services to include site ownership and development. Presently, UniSite owns approximately 400 towers and has an exclusive Build-to-Suit agreement with a major wireless communications carrier. Pursuant to the UniSite Merger agreement, UniSite preferred and common stockholders will receive an aggregate of approximately $165.0 million in cash, subject to working capital and completed tower closing adjustments. In addition, the Company will also assume approximately $40.0 million in debt. Consummation of the merger is expected to occur on the earlier of (a) January 31, 2000, or (b) UniSite owning and operating 600 wireless communication towers, subject to certain conditions including, the expiration or early termination of the waiting period under the Hart-Scot-Rodino Antitrust Improvement Act of 1976, as amended.

In addition to AirTouch, ICGSS and UniSite, the Company is party to various agreements relating to the acquisition of assets from third parties for an estimated aggregate cost of approximately $213.0 million. Such transactions are subject to the satisfaction of customary closing conditions, which are expected to be met in the last two quarters of 1999 or the first quarter of 2000.

7. Business Segments

The Company operates in three business segments; rental and management (RM), services (Services), and video, voice, data and Internet transmission (VVDI). The RM segment primarily provides for leasing and subleasing of antennae sites on multi-tenant towers for a diverse range of wireless communication industries, including personal communication services, paging, cellular, enhanced specialized mobile radio, specialized mobile radio and fixed microwave, as well as radio and television broadcasters. The Services segment offers a broad range of network development services, including network design, site acquisition and construction, zoning and other regulatory approvals, component part sales, tower construction and antennae installation. The VVDI segment offers transmission services in the New York City to Washington, D.C. corridor and in Texas.

The accounting policies applied in compiling segment information below are similar to those described in the Company's 1998 Annual Report filed on Form 10-K and interim report for the three months ended March 31, 1999 filed on Form 10-Q. In evaluating financial performance, management focuses on Operating Profit (Loss), which excludes depreciation and amortization, tower separation and corporate general and administrative expenses. This measure of Operating Profit (Loss) is also before interest income and other, net, interest expense, minority interest in net (earnings) losses of subsidiaries and income taxes.

The Company's reportable segments are strategic business units that offer different services. They are managed separately because each segment requires different resources, skill sets and marketing strategies. All segments operate exclusively in the United States. In addition, all reported segment revenues are generated from external customers, as intersegment revenues are insignificant.

Summarized financial information concerning the Company's reportable segments as of and for the three and six months ended June 30, 1999 and 1998, are shown in the following table. The "Other" column below represents amounts excluded from specific segments such as extraordinary losses, income taxes, corporate general and administrative expense, tower separation expense, depreciation and amortization and interest. In addition, "Other" also includes corporate assets such as cash and cash equivalents, tangible and intangible assets, and income tax accounts which have not been allocated to specific segments (in thousands).

Three Months Ended June 30,	RM	Services	VVDI	Other	Total
1999					
Revenues	$ 31,356	$ 21,412	$ 6,385	$	$ 59,153
Operating Profit (Loss)	$ 17,457	$ 5,980	$ 1,866	$(35,186)	$ (9,883)
Assets	$1,383,770	$497,429	$77,733	$559,644	$2,518,576
1998					
Revenues	$ 12,078	$ 7,000	$ 4,004	$	$ 23,082
Operating Profit (Loss)	$ 6,648	$ 809	$ 1,287	$(28,543)	$ (19,799)
Assets	$ 754,649	$104,833	$46,025	$232,194	$1,137,701

Six Months Ended June 30,	RM	Services	VVDI	Other	Total
1999					
Revenues	$ 56,872	$ 32,238	$12,451	$	$ 101,561
Operating Profit (Loss)	$ 31,301	$ 7,553	$ 3,687	$(61,924)	$ (19,383)
Assets	$1,383,770	$497,429	$77,733	$559,644	$2,518,576
1998					
Revenues	$ 21,587	$ 12,275	$ 7,146	$	$ 41,008
Operating Profit (Loss)	$ 11,257	$ 1,541	$ 2,377	$(36,501)	$ (21,326)
Assets	$ 754,649	$104,833	$46,025	$232,194	$1,137,701

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

General

This discussion contains forward-looking statements, including statements concerning projections, plans, objectives, future events or performance and underlying assumptions and other statements which are other than statements of historical fact. Various factors affect the Company's results and could cause the Company's actual results to differ materially from those expressed in any forward-looking statement. Such factors include:

- the outcome of our growth strategy,
- future results of operations,
- liquidity and capital expenditures,
- construction and acquisition activities,
- debt levels and the ability to obtain financing and service debt,
- competitive conditions and regulatory developments in the communications site and wireless carrier industries,
- projected growth of the wireless communications and wireless carrier industries, and
- general economic conditions.

As the Company was a wholly-owned subsidiary of ARS through June 4, 1998, the condensed consolidated financial statements for the three and six months ended June 30, 1998 may not reflect the results of operations or financial position of the Company had it been an independent public company during such periods. Because of the Company's relatively brief operating history and the large number of recent acquisitions, the following discussion will not necessarily reveal all significant developing or continuing trends.

The Company is a leading independent owner, operator and developer of wireless communications towers in the United States. From January 1, 1999 through June 30, 1999, the Company acquired various communications sites and businesses for an aggregate estimated purchase price of approximately $608.5 million, including the issuance of approximately 20.7 million shares of Class A common stock. Management expects that acquisitions consummated to date will have a material impact on future revenues, expenses and results from operations.

Results of Operations

As of June 30, 1999, the Company owned and/or operated approximately 3,600 communications sites, as compared to approximately 1,800 communications sites as of June 30, 1998. The acquisitions consummated in 1999 and 1998 have significantly affected operations for the three and six months ended June 30, 1999, as compared to the three and six months ended June 30, 1998. See the notes to the condensed consolidated financial statements for a description of the acquisitions consummated in 1999 and the Company's Annual Report on Form 10-K for acquisitions consummated in 1998 and prior.

Three months ended June 30, 1999 and 1998 (Dollars in thousands)--Unaudited

	Three Months Ended June 30, 1999	Three Months Ended June 30, 1998	Amount of Increase (Decrease)	Percentage Increase (Decrease)
Revenues:				
Rental and management	$ 31,356	$ 12,078	$19,278	160 %
Services	21,412	7,000	14,412	206 %
Video, voice, data and Internet transmission	6,385	4,004	2,381	59 %
Total revenues	59,153	23,082	36,071	156 %
Operating Expenses:				
Rental and management	13,899	5,430	8,469	156 %
Services	15,432	6,191	9,241	149 %
Video, voice, data and Internet transmission	4,519	2,717	1,802	66 %
Total operating expenses excluding depreciation and amortization, tower separation, and corporate general and administrative expenses	33,850	14,338	19,512	136 %
Depreciation and amortization	33,139	9,953	23,186	233 %
Tower separation expense		12,457	(12,457)	(100)%
Corporate general and administrative expense	2,300	1,084	1,216	112 %
Interest expense	(5,538)	(7,472)	(1,934)	(26)%
Interest income and other, net	5,788	966	4,822	499 %
Minority interest in net losses (earnings) of subsidiaries	82	(110)	(192)	(175)%
Income tax (expense) benefit	(79)	2,949	(3,028)	(103)%
Extraordinary loss on extinguishment of debt		(1,382)	(1,382)	(100)%
Net loss	$ (9,883)	$ (19,799)	$(9,916)	(50)%

Rental and Management Revenue

Rental and management revenue for the three months ended June 30, 1999, was $31.4 million, an increase of $19.3 million from the three months ended June 30, 1998. The majority of the increase, $15.0 million, is attributable to revenue generated from acquisitions consummated and/or towers constructed subsequent to June 30, 1998. The remaining factor contributing to the additional revenue is an increase in comparable tower revenue of $4.3 million in the second quarter of 1999 for towers that existed in the second quarter of 1998.

Services Revenue

Services revenue for the three months ended June 30, 1999, was $21.4 million, an increase of $14.4 million from revenues for the three months ended June 30, 1998. The primary reason for the increase is due to the $16.6 million of revenue earned in the second quarter of 1999 as a result of the Omni Merger. The increase from the Omni Merger is offset by a decrease in revenues generated from the Company's existing services business of approximately $2.2 million. This decrease is a direct result of the Company's shift in focus on site acquisition, development and construction of towers for its own use ("Build-to-Suit") from its previous focus on development and construction of towers for sale to third parties. The Company expects to continue its focus on Build-to-Suit activity in the foreseeable future, thus resulting in a continuing decline in revenues applicable to this portion of the Services business.

Video, Voice, Data and Internet Transmission Revenue

Video, voice, data and Internet transmission (VVDI) revenue for the three months ended June 30, 1999, was $6.4 million, an increase of $2.4 million from revenues for the three months ended June 30, 1998. The primary reason for the increase is attributed to approximately $1.8 million of revenues earned during the current period as a result of the acquisition of Washington International Teleport which closed in the second quarter of 1998. The remaining component of the increase, $0.6 million, is due to growth in the overall VVDI business which existed at June 30, 1998.

Rental and Management, Services and VVDI Expenses

Rental and management, Services and VVDI expenses for the three months ended June 30, 1999, were $13.9 million, $15.4 million and $4.5 million, respectively, an increase of $8.5 million, $9.2 million and $1.8 million, respectively, from the three months ended June 30, 1998. The primary reasons for the increase in these expenses are essentially the same as those discussed above under each respective revenue segment.

Depreciation and Amortization

Depreciation and amortization for the three months ended June 30, 1999, was $33.1 million, an increase of $23.2 million from the three months ended June 30, 1998. A component of the increase is attributable to an increase in depreciation expense of $8.5 million. This is a direct result of the Company's purchase, construction and/or acquisition of approximately $416.2 million of property and equipment from July 1, 1998 to June 30, 1999. The remaining component of the increase is attributable to an increase in amortization of $14.7 million, resulting from the Company's recording and amortizing of approximately $601.5 million of goodwill and other intangible assets related to acquisitions consummated from July 1, 1998 to June 30, 1999.

Tower Separation Expense

The Company completed its separation from ARS in the second quarter of 1998, and no additional expenditures related to the separation were incurred in the three month period ended June 30, 1999. See note 1 of the condensed consolidated financial statements for a description of tower separation expense.

Corporate General and Administrative Expense

Corporate general and administrative expense for the three months ended June 30, 1999, was $2.3 million, an increase of $1.2 million from the three months ended June 30, 1998. The majority of the increase is a result of higher personnel and marketing costs associated with supporting the Company's expanding revenue base and growth strategy. Other factors contributing to the increase include higher costs associated with enhancing the Company's information technology infrastructure and overall increases in other administrative expenses.

Interest Expense

Interest expense for the three months ended June 30, 1999, was $5.5 million, a decrease of $1.9 million from the three months ended June 30, 1998. The net decrease is attributable to approximately $3.1 million of interest incurred in 1998 on outstanding redeemable preferred stock which was redeemed prior to 1999, offset by an increase in the amount of interest incurred on the Company's outstanding debt obligations of approximately $1.2 million.

Interest Income and Other, Net

Interest income and other, net for the three months ended June 30, 1999, was $5.8 million, an increase of $4.8 million from the three months ended June 30, 1998. The increase is primarily related to interest earned on invested cash proceeds received from the issuance of the Company's common stock.

Income Tax (Expense) Benefit

The income tax expense for the three months ended June 30, 1999 was $0.08 million, a decrease of $3.0 million from the income tax benefit recorded for the three months ended June 30, 1998. The decrease in the tax benefit is due to an increase in nondeductible permanent items (principally goodwill amortization). The increase in nondeductible permanent items has occurred as a result of the consummation of several mergers and acquisitions in 1999 and the latter part of 1998.

Extraordinary Loss on Extinguishment of Debt

The Company incurred an extraordinary loss in 1998 due to the write-off of deferred financing costs in connection with the refinancing of its previous credit facility. There have been no transactions which qualify for treatment as extraordinary items during the three month period ended June 30, 1999.

Six months ended June 30, 1999 and 1998 (Dollars in thousands)--Unaudited

	Six Months Ended June 30, 1999	Six Months Ended June 30, 1998	Amount of Increase (Decrease)	Percentage Increase (Decrease)
Revenues:				
Rental and management...........	$ 56,872	$ 21,587	$35,285	163 %
Services.......................	32,238	12,275	19,963	163 %
Video, voice, data and Internet transmission..................	12,451	7,146	5,305	74 %
Total revenues...................	101,561	41,008	60,553	148 %
Operating Expenses:				
Rental and management...........	25,571	10,330	15,241	148 %
Services.......................	24,685	10,734	13,951	130 %
Video, voice, data and Internet transmission..................	8,764	4,769	3,995	84 %
Total operating expenses excluding depreciation and amortization, tower separation, and corporate general and administrative expenses......................	59,020	25,833	33,187	128 %
Depreciation and amortization...	57,808	15,755	42,053	267 %
Tower separation expense........		12,457	(12,457)	(100)%
Corporate general and administrative expense................	4,140	1,626	2,514	155 %
Interest expense.................	(11,539)	(9,902)	1,637	17 %
Interest income and other, net....	10,737	1,831	8,906	486 %
Minority interest in net losses (earnings) of subsidiaries.......	79	(189)	(268)	(142)%
Income tax benefit................	747	2,979	(2,232)	(75)%
Extraordinary loss on extinguishment of debt...........		(1,382)	(1,382)	(100)%
Net loss.........................	$(19,383)	$(21,326)	$(1,943)	(9) %

Rental and Management Revenue

Rental and management revenue for the six months ended June 30, 1999, was $56.9 million, an increase of $35.3 million from the six months ended June 30, 1998. The majority of the increase, $24.7 million, is attributable to revenue generated from acquisitions consummated and/or towers constructed subsequent to June 30, 1998. The remaining factor contributing to the additional revenue is an increase in comparable tower revenue of $10.6 million in the six month period ended June 30, 1999 for towers that existed in the six month period ended June 30, 1998.

Services Revenue

Services revenue for the six months ended June 30, 1999, was $32.2 million, an increase of $19.9 million from revenues for the six months ended June 30, 1998. The primary reason for the increase is due to the $23.1 million of revenue earned in 1999 as a result of the Omni Merger. The increase from the Omni Merger is offset by a decrease in revenues generated from the Company's existing services business of approximately $3.2 million. This decrease is a direct result of the Company's shift in focus on Build-to-Suit activities from its previous focus on development and construction of towers for sale to outside customers. The Company expects to continue its focus on Build-to-Suit activity in the foreseeable future, thus resulting in a continuing decline in revenues applicable to this portion of the Services business.

Video, Voice, Data and Internet Transmission Revenue

VVDI revenue for the six months ended June 30, 1999, was $12.5 million, an increase of $5.3 million from revenues for the six months ended June 30, 1998. The primary reason for the increase is attributed to approximately $4.2 million of revenues earned during the six month period June 30, 1999 as a result of the acquisition of Washington International Teleport which closed in the second quarter of 1998. The remaining component of the increase, $1.1 million, is due to growth in the overall VVDI business existing at June 30, 1998.

Rental and Management, Services and VVDI Expenses

Rental and management, Services and VVDI expenses for the six months ended June 30, 1999, were $25.6 million, $24.7 million and $8.8 million, respectively, an increase of $15.2 million, $14.0 million and $4.0 million, respectively, from the six months ended June 30, 1998. The primary reasons for the increase in these expenses are essentially the same as those discussed above under each respective revenue segment.

Depreciation and Amortization

Depreciation and amortization for the six months ended June 30, 1999, was $57.8 million, an increase of $42.1 million from the six months ended June 30, 1998. A component of the increase is attributable to an increase in depreciation expense of $14.7 million. This is a direct result of the Company's purchase, construction and/or acquisition of approximately $416.2 million of property and equipment from July 1, 1998 to June 30, 1999. The remaining component of the increase is attributable to an increase in amortization of $27.4 million, resulting from the Company's recording and amortizing of approximately $601.5 millon of goodwill and other intangible assets related to acquisitions consummated from July 1, 1998 to June 30, 1999.

Tower Separation Expense

The Company completed its separation from ARS in the second quarter of 1998, and no additional expenditures related to the separation were incurred in the six month period ended June 30, 1999. See note 1 of the condensed consolidated financial statements for a description of tower separation expense.

Corporate General and Administrative Expense

Corporate general and administrative expense for the six months ended June 30, 1999, was $4.1 million, an increase of $2.5 million from the six months ended June 30, 1998. The majority of the increase is a result of higher personnel and marketing costs associated with supporting the Company's expanding revenue base and growth strategy. Other factors contributing to the increase include higher costs associated with enhancing the Company's information technology infrastructure and overall increases in other administrative expenses.

Interest Expense

Interest expense for the six months ended June 30, 1999, was $11.5 million, an increase of $1.6 million from the six months ended June 30, 1998. The net increase is attributable to an increase in the amount of interest incurred on the Company's outstanding debt obligations of approximately $4.7 million offset by a decrease of approximately $3.1 million related to interest incurred in 1998 on outstanding redeemable preferred stock which was redeemed prior to 1999.

Interest Income and Other, Net

Interest income and other, net for the six months ended June 30, 1999, was $10.7 million, an increase of $8.9 million from the six months ended June 30, 1998. The increase is primarily related to interest earned on invested cash proceeds received from the issuance of the Company's common stock.

Income Tax (Expense) Benefit

The income tax benefit for the six months ended June 30, 1999 was $0.7 million, a decrease of $2.2 million from the six months ended June 30, 1998. The decrease in the tax benefit is due to an increase in nondeductible permanent items (principally goodwill amortization). The increase in nondeductible permanent items has arisen as a result of the consummation of several mergers and acquisitions in 1999 and the latter part of 1998.

Extraordinary Loss on Extinguishment of Debt

The Company incurred an extraordinary loss in 1998 due to the write-off of deferred financing costs in connection with the refinancing of its previous credit facility. There have been no transactions which qualify for treatment as extraordinary items during the six month period ended June 30, 1999.

Liquidity and Capital Resources

The Company's liquidity needs arise from its acquisition-related activities, debt service, working capital and capital expenditures associated principally with its construction program. As of June 30, 1999, the Company maintained approximately $353.2 million in cash and cash equivalents, working capital of approximately $350.5 million, and had approximately $500.0 million available under its credit facilities. Historically, the Company has met its operational liquidity needs with internally generated funds and has financed the acquisition of tower related properties and its construction program with a combination of capital funds from sales of its equity securities and bank borrowings.

For the six months ended June 30, 1999, cash flows provided by operating activities were $25.8 million, as compared to cash flows used for operating activities of $8.7 million for the six months ended June 30, 1998. The change is primarily attributable to the favorable cash flow generated from consummated acquisitions in 1999 and the latter part of 1998.

For the six months ended June 30, 1999, cash flows used for investing activities were $300.8 million as compared to $164.5 million for the six months ended June 30, 1998. The increase in 1999 is primarily due to an increase in property and equipment expenditures of approximately $77.0 million coupled with the increase in cash expended for mergers and acquisitions (which includes escrow deposits and equity investments) of approximately $59.0 million.

For the six months ended June 30, 1999, cash flows provided by financing activities were $442.0 million as compared to $232.4 million for the six months ended June 30, 1998. The net increase in 1999 is due principally to cash flow provided from the sale of the Company's common stock in 1999, offset by decreases in borrowings under the Company's credit facilities. In addition, during the six month period ended June 30, 1999 the Company decreased the amounts transferred to ARS and CBS by approximately $224.0 million.

For the six months ended June 30, 1999, the Company had capital expenditures, exclusive of fixed assets acquired through acquisitions, of approximately $112.0 million primarily related to construction activities, including the completion of approximately 445 towers. The Company's 1999 business plan calls for construction of between 1,000 and 1,200 towers at a cost of between $180.0 million and $228.0 million (exclusive of broadcast towers). Assuming the increase of its credit facilities as described below, management believes that the Company will have sufficient funds available to finance current construction plans, pending acquisitions and several additional major acquisitions and/or construction projects. However, in the event that the Company were to negotiate any additional major transactions, it might require additional financing either through incurring additional debt or the sale of equity securities. Such financing or sale of securities may not be available on favorable terms.

Management expects that the consummated acquisitions and current and future construction activities will have a material impact on liquidity. Management believes that the acquisition activities, once integrated, will have a favorable impact on liquidity and will offset the initial effects of the funding requirements. Management also believes that the construction activities may initially have an adverse effect on the future liquidity of the Company as newly constructed towers will initially decrease overall liquidity. But, as such sites become fully operational and achieve higher utilization, they should generate positive cash flow, and, in the long-term, increase liquidity.

Credit Facilities: As of June 30, 1999, the Company had approximately $284.1 million of long-term debt, of which $275.0 million was outstanding in the form of term loans and revolving credit facilities. Debt service requires a substantial portion of the Company's cash flow from operations. Accordingly, the Company's leverage could make it vulnerable to a downturn in the operating performance of its tower properties or in economic conditions. The Company believes that its cash flows from operations will be sufficient to meet its debt service requirements for interest and scheduled payments of principal under its existing credit facilities. If such cash flow were not sufficient to meet such debt service requirements, the Company might sell equity securities, refinance its obligations or dispose of one or more of its properties in order to make such scheduled payments. The Company may not be able to effect any of such transactions on favorable terms. The Company believes that is has sufficient financial resources available to it, including borrowings under its credit facilities, to finance operations for the foreseeable future. The Company is in the process of negotiating an increase in the aggregate maximum borrowings under its credit facility from $925 million to $1.5 billion, subject, in either case, to compliance with certain financial ratios. While the Company believes such negotiations will be successful, the Company does not know what, if any, changes (including without limitations interest rate increases or other adverse provisions) the lenders may require in connection with such borrowing limit increase.

Secondary Public Offering: In February 1999, the Company completed a secondary public offering of 25,700,000 shares of Class A common stock, $.01 par value per share (including 1,700,000 shares sold by the Company pursuant to the exercise in full of the underwriters over-allotment option) at $25.00 per share. Certain selling stockholders sold an additional 1,300,000 shares in the offering. The Company's net proceeds of the offering (after deduction of the underwriting discount and estimated offering expenses) were approximately $618.0 million. The Company invested the proceeds in short-term investment grade securities. The Company has and will use such investments together with borrowings under its credit facilities to fund future acquisitions and construction activities.

Private Placement: In February 1999, the Company consummated the sale of 500,000 shares of Class A common stock to Credit Suisse First Boston Corporation at $26.31 per share. In connection with such sale, Credit Suisse First Boston Corporation was granted certain registration rights. The Company invested the proceeds of approximately $13.1 million in short-term investment grade securities. The Company has and will use such investments, together with borrowings under its credit facilities, to fund future acquisitions and construction activities.

ATC Separation: As of June 30, 1999, the Company is still obligated under the ATC Separation agreement for certain tax liabilities to CBS Corporation. See note 2 of the condensed consolidated financial statements.

Year 2000

The Company is aware of the issues associated with the year 2000 as it relates to information systems and is currently working to resolve the potential impact to the Company's operations. The year 2000 issue results from the fact that many computer programs use only two digits to identify a year in the date field. These programs were designed and developed without consideration of the impact of the upcoming change in century.

In December 1998, the Company engaged outside consultants to help it conduct an extensive review and implement a comprehensive plan to reduce the probability of operational difficulties due to year 2000 issues. The comprehensive plan consists of the following phases: (1) awareness phase--identification of the problem and designing a structure to support the year 2000 efforts; (2) definition of critical processes and systems--a process to identify those activities critical to the Company and focus the efforts of year 2000 activities; (3) assessment phase--inventory the Company's systems, software and equipment, assessing whether they are year 2000 compliant, prioritizing those systems, software and equipment not compliant and developing action plans for remediation and or replacement of non-complaint systems, software and equipment; (4) renovation phase--converting, replacing or retiring non-compliant systems, software and equipment; (5) validation phase--testing converted or replaced systems; (6) implementation phase--place converted or replaced systems into operations; and (7) contingency planning phase--building a backup plan to be used in the event that the renovation plan cannot be accomplished. This phase will also include business continuity and disaster recovery planning for possible year 2000 induced failures on core business processes. The Company's plan considers both its primary information systems (financial systems software, network software and equipment, personal computers, etc.) and other technology and software dependent upon embedded systems (tower equipment, telephone systems, security systems, etc.).

The Company has completed phases 1, 2 and 3 and is in the process of completing the remaining four phases for both its primary information systems and its other systems and equipment with embedded software. These phases are expected to be completed in the fourth quarter of 1999.

Through June 30, 1999, the Company has not incurred significant costs related to developing and implementing its year 2000 comprehensive plan. The remaining costs necessary to complete full implementation of the plan is estimated to be between $0.3 million and $1.3 million.

Although there can be no assurance that the Company will successfully complete implementation of its year 2000 comprehensive plan, the project is currently progressing in accordance with timetables established by the Company. Although failure to complete implementation on a timely basis may have material adverse financial and operational impacts on the Company, the Company believes such failure is not reasonably likely. The possible effects of unsuccessful implementation of the comprehensive plan include the following: (i) a temporary inability to process transactions, (ii) a temporary inability to order supplies or materials, (iii) a temporary inability to timely process orders and billings, and (iv) a temporary inability to deliver quality products and services to customers.

The Company's business is dependent upon the systems of various third parties. With regard to these vendors, the Company is in the process of assessing their year 2000 readiness based upon communications with each such vendor. The assessment is expected to be ongoing throughout the third and fourth quarters of 1999. The Company believes that a material financial or business risk could occur if the financial institutions serving the Company or the Company's utility providers have year 2000 induced failures. The Company understands that these institutions and providers are cognizant of the year 2000 issues and are actively working to solve any problems that may arise.

The Company believes that its most reasonably likely worst case result relating to year 2000 would be the failure of certain of its systems with embedded software, or failure of third party systems on which the Company's systems rely. Failure of systems or equipment with embedded software within the Company's VVDI segment could result in temporary disruption to that aspect of the Company's operations. Although there can be no assurance that these failures would not have an adverse effect on the Company's business, the Company believes the effect of such failure would not be material to its business. If the VVDI operations were inoperable for a one week period due to year 2000 failures, the estimated lost revenue would be approximately $0.5 million.

Within its rental and management business segment, computer-controlled devices, such as those found in automatic monitoring and control systems used for antenna structure lighting, are vulnerable to year 2000 related malfunctions and may fail, which would create a hazard to air navigation. Tower owners, such as the Company, are responsible for tower lighting in compliance with Federal Communications Commission and the Federal Aviation Administration requirements and the Company intends to take the necessary steps to address the year 2000 issues; however, the Company may not be entirely successful.

Currently there are no contingency plans for the potential problems noted above with the third party vendors, embedded software and lighting systems; however, the Company has implemented a contingency planning phase for those or other matters as part of its year 2000 plan. The contingency planning phase is estimated to be completed in the fourth quarter of 1999.

Recent Accounting Pronouncement

In June 1998, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (FAS) No. 133, Accounting for Derivative Instruments and Hedging Activities. This Statement establishes accounting and reporting standards for derivative instruments. It requires that an entity recognize all derivatives as either assets or liabilities in the statement of financial position, and measure those instruments at fair value. The accounting for changes in the fair value of a derivative (that is, gains and losses) will depend on the entity's intended use of the derivative and its resulting designation (as defined in the Statement). FAS No. 133 is effective for all fiscal quarters of all fiscal years beginning after June 15, 2000. The Company is currently in the process of evaluating the impact FAS No. 133 will have on the Company and its consolidated financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company maintains a portion of its cash and cash equivalents in short-term financial instruments which are subject to interest rate risks. Due to the relatively short duration of such instruments, fluctuations in interest rates should not materially affect the Company's financial condition or results of operations.

The Company is exposed to market risk from changes in interest rates on long-term debt obligations that impact the fair value of these obligations. The Company attempts to reduce these risks by utilizing derivative financial instruments, namely interest rate caps and swaps, pursuant to Company policies. All derivative financial instruments are for purposes other than trading.

During June of 1999, the Company sold two interest rate swaps with aggregate notional amounts of $24.9 million (expiring in January 2001 and June 2003) and received total proceeds of $0.3 million which included a net gain of approximately $0.2 million. Such gain will be recognized as income on a straight line basis over the remaining life of each respective instrument.

The Company's potential loss in future earnings over the next twelve months as a result of a 10% increase in interest rates related to its long term debt obligations (using a weighted average interest rate of 8% at June 30, 1999) would be approximately $2.2 million.

Except as discussed above, for the six months ended June 30, 1999, the Company has not incurred any material changes with respect to the interest rates, long-term debt and interest rate caps and swaps disclosed under this section in its Annual Report on Form 10-K. Accordingly, refer to Item 7A in the Company's Annual Report on Form 10-K for a more detailed discussion.

PART II. OTHER INFORMATION

Item 1.--Legal Proceedings.

The Company periodically becomes involved in various claims and lawsuits that are incidental to its business. In the opinion of management, after consultation with counsel, there are no matters currently pending which would, in the event of adverse outcome, have a material impact on the Company's consolidated financial position, the results of its operations or liquidity.

Item 2.--Changes in Securities and Use of Proceeds.

Changes in Securities--The Board of Directors and the stockholders of the Company approved an amendment (the "Second Charter Amendment") to the Restated Certificate of Incorporation (the "Restated Certificate") to amend the provision of the Restated Certificate that requires an automatic conversion of the Class B common stock to Class A common stock at such time as the aggregate voting power of Mr. Dodge and his Controlled Entities (as defined in the Restated Certificate) falls below either (a) 50% of their initial aggregate voting power on June 8, 1998, which was approximately 42.6%, or (b) 20% of the aggregate voting power of all shares of common stock at the time outstanding. As a consequence of the Second Charter Amendment, the automatic conversion will occur only if the aggregate voting power of Mr. Dodge and his Controlled Entities and Mr. Thomas Stoner and his Controlled Entities falls below the applicable threshold. The amended provision was added to the Restated Certificate in connection with the merger of the Company with Old ATC in June 1998 (the "Old ATC Merger"). At the time of approval of the Second Charter Amendment, Mr. Dodge and his Controlled Entities owned "beneficially" within the meaning of the Restated Certificate approximately 28.5% (34.7% with Mr. Stoner and his Controlled Entities) of the aggregate voting power of all shares of common stock outstanding. Substantially all of the decline in Mr. Dodge's voting percentage was due to issuances of additional shares of Class A common stock by the Company and not sales by Mr. Dodge. Since the adoption of the original provision, the Company has issued more than 78.1 million shares of Class A common stock. During that period, Mr. Dodge did not sell any shares, although he did make certain charitable gifts of Class B common stock.

Recent Sales of Unregistered Securities--Pursuant to the Stock Purchase Agreement, dated as of February 4, 1999, by and between the Company and Credit Suisse First Boston Corporation (CSFB), the Company consummated an equity financing involving the issuance of 500,000 shares of Class A common stock, at $26.31 per share, the closing price of the Class A common stock on the New York Stock Exchange on February 4, 1999.

Such shares referred to in the foregoing paragraph were issued by the Company in reliance on the exemption from registration provided by Section 4(2) of the Securities Act. CSFB represented that it was acquiring the shares for investment purposes and not with a view to distribution within the meaning of the Securities Act. The stock certificate issued to CSFB bore a restrictive legend. No underwriting discounts or commissions were paid by the Company in connection with the foregoing transaction.

Item 4.--Submission of Matters to a Vote of Security Holders.

The 1999 Annual Meeting of Stockholders was held on Wednesday, May 26, 1999, to consider and act upon the following matters. The results of the stockholder voting were as follows:

1. To elect ten Directors, including two independent directors to be elected by the holders of Class A common stock, voting separately as a class, for the ensuing year or until their successors are elected and qualified;

	Votes Cast For	Votes Withheld
Steven B. Dodge	215,642,325	121,925
Alan L. Box	215,589,434	174,816
Arnold L. Chavkin	215,643,875	120,375
Dean H. Eisner	215,641,519	122,731
Jack D. Furst	215,721,275	42,975
J. Michael Gearon, Jr.	215,644,075	120,175
Fred R. Lummis*	131,838,145	120,175
Randall Mays	215,644,075	120,175
Thomas H. Stoner	215,643,075	121,175
Maggie Wilderotter*	131,899,568	58,752

*In accordance with the Company's Restated Certificate of Incorporation, the holders of Class A common stock, exclusive of all other stockholders, are entitled to elect two of the Company's independent directors. Mr. Lummus and Ms. Wilderotter were nominated as the independent directors and elected by the holders of the Class A common stock.

2. To approve the Company's 1997 Stock Option Plan, as amended, pursuant to which options to purchase Class A common stock of the Company may be granted up to an aggregate of 15,000,000 shares;

Votes For	Votes Against	Votes Withheld
198,025,794	16,739,179	999,277

3. To approve and adopt an amendment to the Company's Restated Certificate of Incorporation, that increased the authorized number of shares of common stock, par value $.01 per share;

Votes For	Votes Against	Votes Withheld
205,991,346	9,587,078	185,826

4. To approve and adopt an amendment to the Company's Restated Certificate of Incorporation, that amended the provision that requires an automatic conversion of the Class B common stock to Class A common stock if the aggregate voting power of Mr. Dodge and his Controlled Entities (as defined in the Restated Certificate) falls below a certain percentage;

	Votes For	Votes Against	Votes Withheld	Broker Non-Votes
Class A	72,135,082	45,428,864	816,597	13,577,777
Class B	83,805,930			

5. To ratify the selection by the Board of Directors of the Company's independent auditors for 1999;

Votes For	Votes Against	Votes Withheld
215,712,498	22,169	29,583

Item 6.--Exhibits and Reports on Form 8-K.

(a) Exhibits.

Listed below are the exhibits that are filed as part of this Form 10-Q (according to the number assigned to them in Item 601 of Regulation S-K).

Exhibit No.	Description of Document	Exhibit File No.
2.1	Agreement and Plan of Merger, dated as of June 28, 1999, by and among American Tower Corporation, ATI Merger Corporation, and UniSite, Inc., a Delaware corporation..	Incorporated by reference to Exhibit 2.1 to from ATC's Current Report on Form 8-K July 16, 1999
3(i)	Restated Certificate of Incorporation, as amended, as filed with the Secretary of State of the State of Delaware on June 4, 1999........................	Filed herewith as Exhibit 3(i)
10.1	Agreement to Sublease, dated as of August 6, 1999, by and between AirTouch Communications, Inc., the other parties named therein as Sublessors, American Tower Corporation and American Tower, L.P..........	Filed herewith as Exhibit 10.1
10.2	Stock Purchase Agreement between ATC Teleports, Inc. and ICG Holdings, Inc. and ICG Satellite Services, Inc., dated as of August 11, 1999..................	Filed herewith as Exhibit 10.2
27	Financial Data Schedule............................	Filed herewith as Exhibit 27
99.1	Press Release dated as of August 8, 1999............	Filed herewith as Exhibit 99.1

(b) Reports on Form 8-K.

None.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

American Tower Corporation

Date: August 16, 1999

By: /s/ Joseph L. Winn

Joseph L. Winn
Treasurer & Chief Financial Officer
(Duly Authorized Officer)

Date: August 16, 1999

By: /s/ Justin D. Benincasa

Justin D. Benincasa
Vice President & Corporate Controller
(Duly Authorized Officer)