

STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF
A CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(B)(2) X

UNITED STATES TRUST COMPANY OF NEW YORK
(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-3818954
(I.R.S. employer
identification No.)

114 West 47th Street
New York, NY
(Address of principal
executive offices)

10036-1532
(Zip Code)

American Tower Corporation

(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

65-0723837
(I.R.S. employer
identification No.)

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

02116
(Zip Code)

Debt Securities
(Title of the indenture securities)

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GENERAL

1. General Information

Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Federal Reserve Bank of New York (2nd District), New York, New York
(Board of Governors of the Federal Reserve System)
Federal Deposit Insurance Corporation, Washington, D.C.
New York State Banking Department, Albany, New York

(b) Whether it is authorized to exercise corporate trust powers.

The trustee is authorized to exercise corporate trust powers.

2. Affiliations with the Obligor

If the obligor is an affiliate of the trustee, describe each such affiliation.

None

3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14 and 15:

American Tower Corporation currently is not in default under any of its outstanding securities for which United States Trust Company of New York is Trustee. Accordingly, responses to Items 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14 and 15 of Form T-1 are not required under General Instruction B.

16. List of Exhibits

- T-1.1 -- Organization Certificate, as amended, issued by the State of New York Banking Department to transact business as a Trust Company, is incorporated by reference to Exhibit T-1.1 to Form T-1 filed on September 15, 1995 with the Commission pursuant to the Trust Indenture Act of 1939, as amended by the Trust Indenture Reform Act of 1990 (Registration No. 33-97056).

- T-1.2 -- Included in Exhibit T-1.1.

- T-1.3 -- Included in Exhibit T-1.1.

16. List of Exhibits
(cont'd)

- T-1.4 -- The By-Laws of United States Trust Company of New York, as amended, is incorporated by reference to Exhibit T-1.4 to Form T-1 filed on September 15, 1995 with the Commission pursuant to the Trust Indenture Act of 1939, as amended by the Trust Indenture Reform Act of 1990 (Registration No. 33-97056).
- T-1.6 -- The consent of the trustee required by Section 321(b) of the Trust Indenture Act of 1939, as amended by the Trust Indenture Reform Act of 1990.
- T-1.7 -- A copy of the latest report of condition of the trustee pursuant to law or the requirements of its supervising or examining authority.

NOTE

As of July 20, 2000, the trustee had 2,999,020 shares of Common Stock outstanding, all of which are owned by its parent company, U.S. Trust Corporation. The term "trustee" in Item 2, refers to each of United States Trust Company of New York and its parent company, U. S. Trust Corporation.

In answering Item 2 in this statement of eligibility as to matters peculiarly within the knowledge of the obligor or its directors, the trustee has relied upon information furnished to it by the obligor and will rely on information to be furnished by the obligor and the trustee disclaims responsibility for the accuracy or completeness of such information.

Pursuant to the requirements of the Trust Indenture Act of 1939, the trustee, United States Trust Company of New York, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of New York, and State of New York, on the 20th day of July, 2000.

UNITED STATES TRUST COMPANY
OF NEW YORK, Trustee

By: /s/ Margaret Ciesmelewski
 Margaret Ciesmelewski
 Assistant Vice President

Exhibit T-1.6

The consent of the trustee required by Section 321(b) of the Act.

United States Trust Company of New York
114 West 47th Street
New York, NY 10036

July 20, 2000

Securities and Exchange Commission 450 5th Street, N.W.
Washington, DC 20549

Gentlemen:

Pursuant to the provisions of Section 321(b) of the Trust Indenture Act of 1939, as amended by the Trust Indenture Reform Act of 1990, and subject to the limitations set forth therein, United States Trust Company of New York ("U.S. Trust") hereby consents that reports of examinations of U.S. Trust by Federal, State, Territorial or District authorities may be furnished by such authorities to the Securities and Exchange Commission upon request therefor.

Very truly yours,

UNITED STATES TRUST COMPANY
OF NEW YORK

By: /s/Gerard F. Ganey
Gerard F. Ganey
Senior Vice President

UNITED STATES TRUST COMPANY OF NEW YORK
 CONSOLIDATED STATEMENT OF CONDITION
 MARCH 31, 2000
 (\$ IN THOUSANDS)

ASSETS	
Cash and Due from Banks	\$ 341,320
Short-Term Investments	63,345
Securities, Available for Sale	541,852
Loans	2,569,198
Less: Allowance for Credit Losses	17,809

Net Loans	2,551,388
Premises and Equipment	58,788
Other Assets	200,645

Total Assets	\$ 3,757,339
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LIABILITIES	
Deposits:	
Non-Interest Bearing	\$ 890,544
Interest Bearing	2,158,793

Total Deposits	3,049,337
Short-Term Credit Facilities	296,646
Accounts Payable and Accrued Liabilities	196,619

Total Liabilities	\$ 3,542,602
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STOCKHOLDER'S EQUITY	
Common Stock	14,995
Capital Surplus	53,041
Retained Earnings	151,504
Unrealized Loss on Securities	
Available for Sale (Net of Taxes)	(4,804)

Total Stockholder's Equity	214,736

Total Liabilities and Stockholder's Equity	\$ 3,757,339
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I, Richard E. Brinkmann, Managing Director & Comptroller of the named bank do hereby declare that this Statement of Condition has been prepared in conformance with the instructions issued by the appropriate regulatory authority and is true to the best of my knowledge and belief.

Richard E. Brinkmann, Managing Director & Controller

May 16, 2000