

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
(As Amended and Revised, November 10, 2009)**

The Board of Directors (“Board”) of American Tower Corporation (“Company”) has established a Compensation Committee (“Committee”) as a permanent standing committee with the authority, responsibility and specific duties described below. This Charter (“Charter”) and the composition of the Committee are intended to comply with applicable state and federal law, including the securities laws, the rules and regulations of the Securities and Exchange Commission (“SEC”) and the New York Stock Exchange (“NYSE”), and the Company’s Bylaws. This document replaces and supersedes in its entirety previous charters of the Committee.

I. Purpose and Scope

The purpose of the Committee is to assist the Board in fulfilling its responsibilities relating to compensation of the Company’s Directors and executive officers. The Committee’s duties and responsibilities include, without limitation: (i) establishing compensation policies for Directors and executive officers of the Company; (ii) approval of any employment agreements or arrangements with executive officers of the Company; (iii) administration of the Company’s equity incentive plans and approval of grants under the plans; (iv) making recommendations regarding any other incentive compensation or equity-based plans; (v) reviewing and discussing with management the Compensation Discussion & Analysis (“CD&A”) and making a recommendation to the Board for inclusion in the appropriate regulatory filing; and (vi) preparing a Compensation Committee Report for inclusion in the Company’s annual proxy statement.

II. Committee Charter, Membership and Organization

A. Charter. This Charter shall be reviewed and reassessed by the Committee at least annually. Any proposed changes shall be submitted to the Board for its approval.

B. Members. The Committee shall consist of no fewer than two (2) members of the Board based on the recommendation of the Nominating and Corporate Governance Committee. The Committee shall be comprised of Directors who meet the independence requirements of the SEC, the NYSE and other applicable law. The Nominating and Corporate Governance Committee will assess and determine the qualifications of the Committee members.

C. Term of Members and Selection of Chair. The members of the Committee shall be appointed annually by the Board and the Board shall select the Chair of the Committee. Committee members may be replaced by the Board.

D. Meetings. In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be held as required or appropriate, but the Committee must meet not less frequently than quarterly. Such meetings may be held in person or telephonically and may be held at such times and places as the Committee determines. The Committee may form and delegate authority to subcommittees when appropriate.

E. Quorum. A quorum at any meeting of the Committee shall consist of a majority of the members. All determinations of the Committee shall be by a majority of the disinterested members present at a meeting duly called or held, except as may be otherwise specifically provided for in this Charter. A Committee member that recommends or approves compensation determinations for service on the Board and its committees shall be considered disinterested for purposes of this section, even if such action affects the compensation for such Committee member, provided that such action does not affect such member's compensation disproportionately to that of the Directors. In the event that there are only two (2) members present, and such presence constitutes a quorum, all determinations of the Committee shall be unanimous. Any decision or determination of the Committee reduced to writing and consented to (including, but not limited to, by means of electronic transmission) by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

F. Agenda, Minutes and Reports. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record and shall be approved at a subsequent meeting of the Committee. In addition, the Committee shall make regular reports to the Board and such other periodic reports to the Board as it deems useful from time to time, or as may be required of it by the Board.

G. Performance and Evaluation. The Committee shall evaluate its performance on an annual basis based on criteria established by the Nominating and Corporate Governance Committee.

H. Finances. The Committee has the authority to determine the appropriate funding (which shall be supplied by the Company at the request of the Committee) for the payment of compensation to any consultants or advisers engaged by the Committee and for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

III. Committee Compensation

The compensation of the Committee members shall be as approved by the Board. Fees may be paid in cash, stock, options or other equity-based compensation, or other forms ordinarily available to members of the Board. Committee members may also receive all

regular benefits accorded to members of the Board generally. Members of the Committee may receive no other compensation from the Company other than such Director's fees and benefits.

IV. Committee Authority and Responsibilities

A. Specific Duties and Responsibilities. The Committee shall have the following specific duties and responsibilities:

- Review and approve the Company's compensation practices and policies for Directors and executive officers of the Company
- Review and approve corporate goals and objectives relative to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, advise the Board in advance with respect to compensation for the CEO based on the Committee's evaluation it will be considering for approval and, following receipt of advice and comment from the Board, establish the CEO's compensation level
- Receive recommendations from the CEO with respect to compensation for executive officers other than the CEO, advise the Board in advance with respect to compensation for the executive officers other than the CEO that it will be considering for approval, and, following receipt of advice and comment from the Board, establish the compensation levels of the executive officers other than the CEO
- Review and approve any employment agreements or arrangements with executive officers of the Company
- Review perquisites and other personal benefits to the Company's executive officers and Directors and recommend any changes to the Board
- Evaluate the Company's succession plans for senior executive officers
- Administer the Company's equity incentive plans and approval of grants under the plans
- Make recommendations to the Board regarding the establishment and terms or any other incentive compensation or equity-based plans and monitoring their administration
- Make recommendations to the Board regarding compensation for Directors
- Review and discuss with management the disclosures under CD&A and make recommendations to the Board as to whether such disclosures should be included in the Company's annual report, proxy statement or information statement, as applicable
- Prepare the Compensation Committee Report for inclusion in the Company's annual proxy statement

B. Access to Records, Consultants and Others. The Committee shall have the authority and responsibility to employ consultants to assist it in performing its duties, to approve the terms of any such engagement, and to set the fees paid to such consultant. The Committee shall have full access to any relevant records of the Company and may

request that any officer or other employee of the Company or the Company's outside counsel meet with any members of, or consultants to, the Committee.

V. Other Delegated Responsibilities

The Committee shall also carry out such other duties as may be delegated to it by the Board from time to time.

VI. Limitation of the Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to hire Directors or senior executives for the Company or to manage the performance of those Directors or senior executives on a day-to-day basis. These are the responsibilities of the Company's management and/or the Board itself. Nor is the duty of the Committee to conduct investigations or to assure compliance with applicable laws and regulations.