

Exhibit B

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

IN RE AMERICAN TOWER CORPORATION
SECURITIES LITIGATION

No. 06-CV-10933 (MLW)

**DECLARATION OF DAVID J. GOLDSMITH OF LABATON SUCHAROW
LLP SUBMITTED IN SUPPORT OF LEAD COUNSEL'S PETITION FOR
AN AWARD OF ATTORNEY'S FEES AND REIMBURSEMENT OF EXPENSES**

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss.:

DAVID J. GOLDSMITH declares as follows pursuant to 28 U.S.C. § 1746:

1. I am a Counsel with the law firm of Labaton Sucharow LLP, Court-appointed Lead Counsel for Lead Plaintiff Steamship Trade Association-International Longshoremen's Association Pension Fund ("STA-ILA") and the Class in the above-titled action. I am admitted to practice before this Court *pro hac vice*.

2. I respectfully submit this declaration in support of my firm's petition for an award of attorneys' fees in connection with services rendered in this action, as well as the reimbursement of expenses reasonably incurred by my firm in connection with this litigation. I have personal knowledge of the matters referred to herein.

3. As Lead Counsel, attorneys, paralegals, and other professionals and para-professionals of my firm were directly involved in all aspects of the prosecution of this action from inception. Services rendered and work performed by my Firm in this action to date include the following: (a) pre-filing research and investigation of the applicable facts and law underlying Plaintiffs' claims, including analysis of public information and interviews of dozens of former employees of American Tower Corporation ("AMT" or the "Company") on a confidential basis; (b) drafting of the 109-page Consolidated Amended

Complaint for Violations of the Federal Securities Laws (the “Complaint”), including in-depth analyses of AMT’s stock option grants before and during the Class Period, and drafting of the 156-page proposed Second Amended Complaint based principally on new facts set forth in the publicly filed version of the report of AMT’s Special Litigation Committee (the “SLC Report”); (c) research and drafting of numerous memoranda of law and other submissions in support of or in opposition to motions filed with the Court, including STA-ILA’s motion for lead plaintiff and lead counsel appointment; submissions in opposition to Defendants’ motion to dismiss the Complaint; various notices of supplemental authority and responses to notices of supplemental authority filed by Defendants; Plaintiffs’ request for judicial notice of the SLC Report; Plaintiffs’ motion to amend the Complaint and reply memorandum in further support; and Plaintiffs’ motion for preliminary approval of the Settlement and class certification; (d) preparation for and appearances at this Court’s February 7, 2007 status conference and February 19, 2008 hearing to consider preliminary approval of the Settlement; (e) discussions and other communications with consulting experts concerning loss causation and damages issues, including consultation relating to Plaintiffs’ mediation statement, damages report for purposes of mediation, and Plan of Allocation; (f) discussions and other communications with co-counsel concerning litigation status and strategy; (g) negotiation with Defendants concerning a mutually acceptable private mediator and protocols for mediation; (h) research and drafting of Plaintiffs’ mediation statement and review and analysis of mediation statements and damage reports submitted by Defendants as well as all parties in shareholder derivative litigations concerning AMT; (i) preparation for and participation in mediation in San Francisco before former Judge Eugene F. Lynch, including analysis of the merits and value of the claims and those asserted in the shareholder derivative actions, and further discussions with Judge Lynch following the mediation concerning settlement; (j) focused discovery in the interest of confirming the fairness, reasonableness and adequacy of the Settlement, including interviews of outside counsel for the Special Committee and the SLC and review and analysis of

approximately 5,000 pages of “core” documents relied upon by the SLC and the Special Committee in conducting their investigations of AMT’s historical stock option practices and rendering their findings; (k) negotiation of the terms of a Letter of Understanding and formal Stipulation of Settlement and related ancillary documents; and (l) attention to various matters relating to notice to the class and settlement administration, including consultations with the claims administrator.

4. The schedule attached hereto as Exhibit 1 is a detailed summary indicating the amount of time spent by each attorney, paralegal, and other professional and para-professional of the firm who performed work in this litigation. The lodestar calculation is based on the firm’s current billing rates. For attorneys and employees no longer employed by the firm, the lodestar calculation is based upon the billing rate during his or her last year of employment with the firm. This schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by the firm. These records are available for review at the request of the Court. Time spent in preparing Lead Counsel’s petition for attorney’s fees and reimbursement of expenses, and this declaration, is not included in the schedule.

5. As reflected in Exhibit 1, the total number of hours expended on this litigation by my firm in connection with the prosecution of this litigation is 2,700.6 hours. The total lodestar for my firm is \$1,199,588.50, consisting of \$881,317.50 for attorney time and \$318,271.00 for non-attorney time.

6. The hourly rates for the attorneys, paralegals, and other professionals and para-professionals at the firm listed in Exhibit 1 are the same as the regular current rates charged for their services in non-contingent fee matters and/or which have been accepted and approved in other securities or shareholder litigations.

7. The firm’s lodestar figures are based upon the firm’s billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in the firm’s billing rates.

8. Attached hereto as Exhibit 2 is a detailed schedule of the unreimbursed expenses incurred by my firm in connection with the prosecution and settlement of this case, totaling \$321,298.78, including the fees charged and expenses incurred to date by the retained claims and settlement administrator.

9. The expenses incurred in this action are reflected on the books and records of the firm. These books and records are prepared from expense vouchers, check records and other source materials and are an accurate record of the expenses incurred. These records are available for review at the request of the Court.

/s/ David J. Goldsmith
DAVID J. GOLDSMITH

Exhibit 1

**IN RE AMERICAN TOWER CORP. SECURITIES LITIGATION
LODESTAR REPORT**

FIRM: LABATON SUCHAROW LLP

REPORTING PERIOD: INCEPTION THROUGH MARCH 31, 2008

| PROFESSIONAL | STATUS | HOURLY RATE | TOTAL HOURS TO DATE | TOTAL LODESTAR TO DATE |
|---------------------|---------------|--------------------|----------------------------|-------------------------------|
| Bernstein, J. | P | \$800.00 | 132.5 | \$106,000.00 |
| Labaton, E. | P | \$800.00 | 6.0 | \$4,800.00 |
| Schochet, I. | P | \$725.00 | 47.9 | \$34,727.50 |
| Keller, C. | P | \$700.00 | 39.7 | \$27,790.00 |
| Belfi, E. | P | \$650.00 | 10.4 | \$6,760.00 |
| Grant, L. | P | \$625.00 | 83.8 | \$52,375.00 |
| Goldsmith, D. | OC | \$550.00 | 629.1 | \$346,005.00 |
| Wohl, E. | A | \$500.00 | 2.5 | \$1,250.00 |
| Rado, A. | A | \$500.00 | 2.4 | \$1,200.00 |
| Tountas, S. | A | \$450.00 | 441.2 | \$198,540.00 |
| Richardson, S. | A | \$450.00 | 69.2 | \$31,140.00 |
| Ellman, A. | A | \$425.00 | 23.1 | \$9,817.50 |
| Hoffman, B. | A | \$375.00 | 156.8 | \$58,800.00 |
| Marks, M. | A | \$325.00 | 4.5 | \$1,462.50 |
| Weissman, M. | A | \$250.00 | 2.6 | \$650.00 |
| Szydlowski, A. | RA | \$395.00 | 6.3 | \$2,488.50 |
| Ching, N. | RA | \$370.00 | 5.8 | \$2,146.00 |
| Gumeny, A. | I | \$400.00 | 80.0 | \$32,000.00 |
| Greenbaum, A. | I | \$350.00 | 86.5 | \$30,275.00 |
| Karasiewicz, K. | I | \$300.00 | 353.3 | \$105,990.00 |
| Molina, H. | I | \$275.00 | 228.5 | \$62,837.50 |
| Malonzo, F. | PL | \$290.00 | 260.6 | \$75,574.00 |
| Goldberg, H. | PL | \$290.00 | 4.7 | \$1,363.00 |
| Cordoba-Riera, D. | PL | \$250.00 | 2.9 | \$725.00 |
| Weisman, R. | PL | \$240.00 | 15.5 | \$3,720.00 |
| Chan, C. | PL | \$240.00 | 4.8 | \$1,152.00 |
| | | | | |
| TOTAL | | | 2,700.6 | \$1,199,588.50 |

Partner (P)

Of Counsel (OC)

Associate (A)

Research Analyst (RA)

Investigator (I)

Paralegal (PL)

Exhibit 2

**IN RE AMERICAN TOWER CORP. SECURITIES LITIGATION
DISBURSEMENT REPORT**

FIRM: LABATON SUCHAROW LLP

REPORTING PERIOD: INCEPTION THROUGH MARCH 31, 2008

| DISBURSEMENT | TOTAL AMOUNT TO DATE |
|--|---------------------------------|
| Strategic Claims Services, LLC (claims administrator)* | \$215,578.36 |
| Forensic Economics, Inc. (consulting expert) | 41,855.73 |
| Mulholland & Co., LLC (consulting expert) | 32,097.50 |
| Transportation/Meals/Lodging | 11,598.10 |
| Duplicating | 6,150.20 |
| Westlaw | 3,404.09 |
| Center for Financial Research & Analysis | 2,779.00 |
| JAMS, Inc. (mediation fees) | 2,160.57 |
| Investext | 1,347.74 |
| Thomson Financial | 1,319.62 |
| Pacer | 672.19 |
| Press Release (regarding settlement) | 625.00 |
| Docutrieval (retrieving court filings) | 596.06 |
| Telephone/Fax | 515.83 |
| Federal Express | 399.89 |
| Filing Fees (pro hac vice applications) | 150.00 |
| Choicepoint | 48.90 |
| | |
| TOTAL | \$321,298.78 |

*Reporting for this line-item is through April 25, 2008.