



APPLICATION ACCEPTED: April 29, 2009  
PLANNING COMMISSION: September 10, 2009  
BOARD OF SUPERVISORS: To be determined

# County of Fairfax, Virginia

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August 26, 2009

**STAFF REPORT**  
**APPLICATION SEA 91-D-025-03**

**DRANESVILLE DISTRICT**

**APPLICANT:** Cricket Communications, Inc.

**ZONING:** R-1

**PARCEL(S):** 12-1 ((1)) 36 pt.

**ACREAGE:** 37,800 sq. ft.

**FAR:** 0.002

**OPEN SPACE:** 88%

**PLAN MAP:** Public Facilities

**SE CATEGORY:** Category 1: Use 8: Mobile and Land Based Telecommunication facilities

**PROPOSAL:** Special Exception Amendment (SEA) to amend SEA 91-D-025-02 previously approved for a telecommunications facility to permit additional antennas and site modifications.

**STAFF RECOMMENDATIONS:**

Staff recommends approval of SEA 91-D-025-03 subject to the proposed development conditions in Appendix 1.

It should be noted that it is not the intent of staff to recommend that the Board, in adopting any conditions, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards.

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Christopher DeManche

It should be further noted that the content of this report reflects the analysis and recommendation of staff; it does not reflect the position of the Board of Supervisors.

The approval of this special exception amendment does not interfere with, abrogate or annul any easement, covenants, or other agreements between parties, as they may apply to the property subject to this application.

For information, contact the Zoning Evaluation Division, Department of Planning and Zoning, 12055 Government Center Parkway, Suite 801, Fairfax, Virginia 22035-5505, (703) 324-1290.

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Americans with Disabilities Act (ADA): Reasonable accommodation is available upon 7 days advance notice. For additional information on ADA call (703) 324-1334 or TTY 711 (Virginia Relay Center).

# Special Exception Amendment

SEA 91-D-025-03

Applicant:

CRICKET COMMUNICATIONS, INC.

Accepted:

04/29/2009

Proposed:

AMEND SE 91-D-025 PREVIOUSLY APPROVED FOR TELECOMMUNICATIONS FACILITY TO PERMIT SITE MODIFICATIONS



Area:

37,800 SF OF LAND; DISTRICT - DRANESVILLE

Zoning Dist Sect: 03-0104

Art 9 Group and Use: 1-08

Located:

11000 LEESBURG PIKE

Zoning:

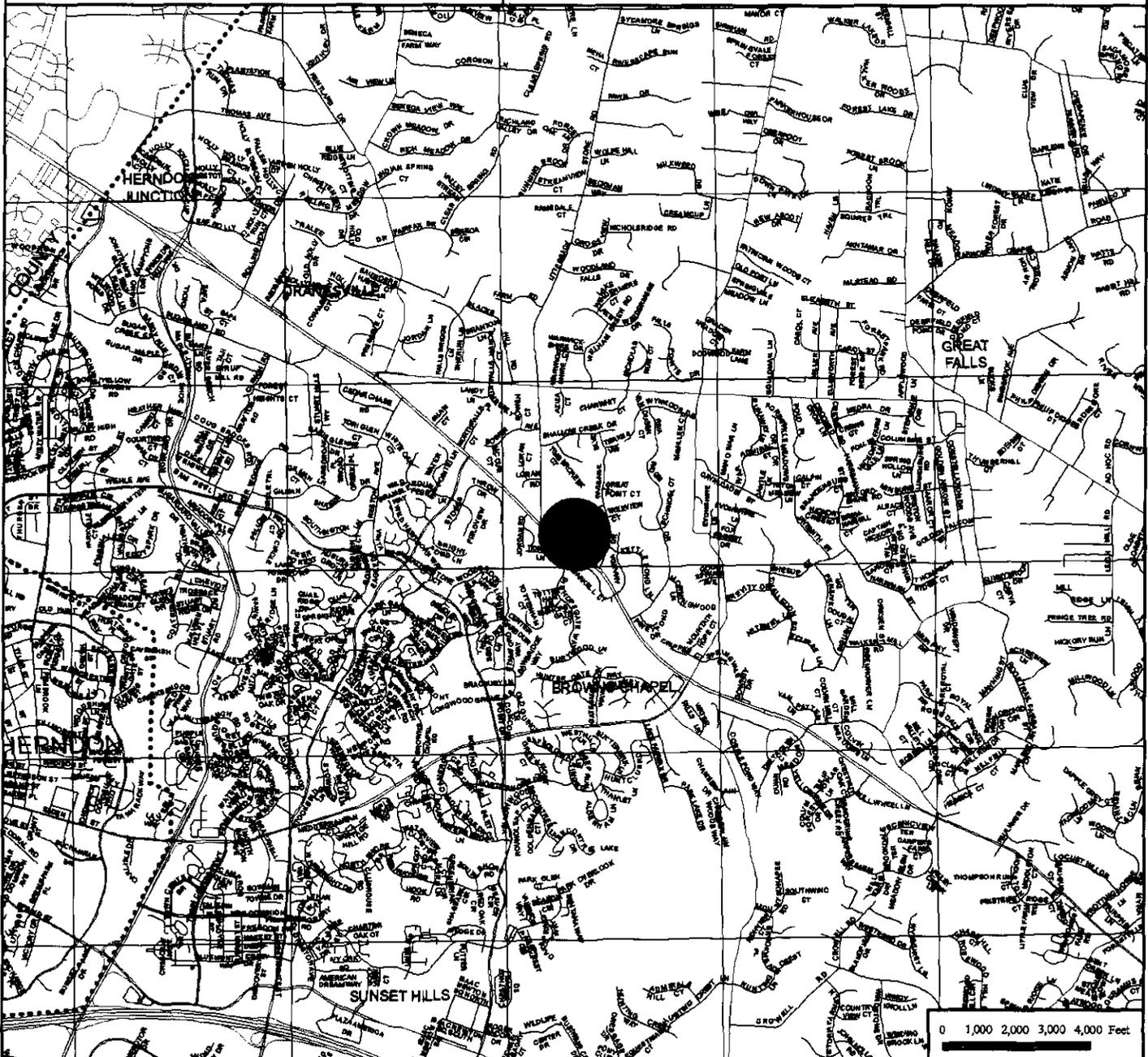
R-1

Plan Area:

3,

Overlay Dist:

Map Ref Num: 012-1- /01/ /0036 pt.



# Special Exception Amendment

SEA 91-D-025-03



Applicant:  
Accepted:  
Proposed:

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04/29/2009  
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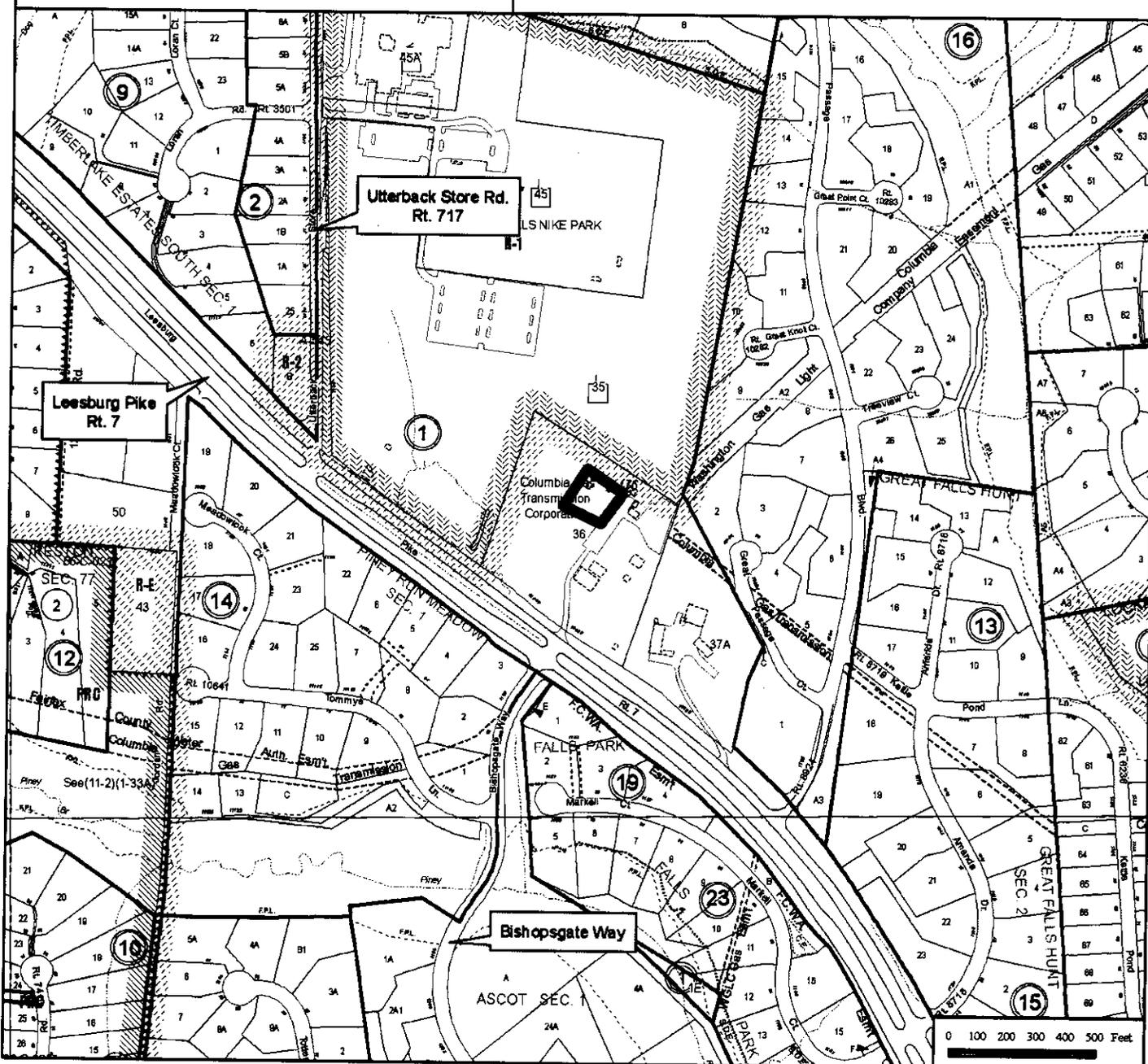
Plan Area:

3,

Overlay Dist:

Map Ref Num:

012-1- /01/ /0036 pt.



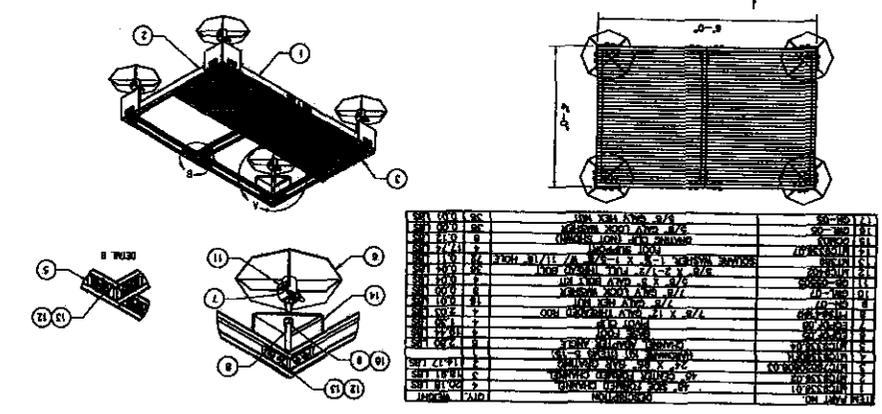






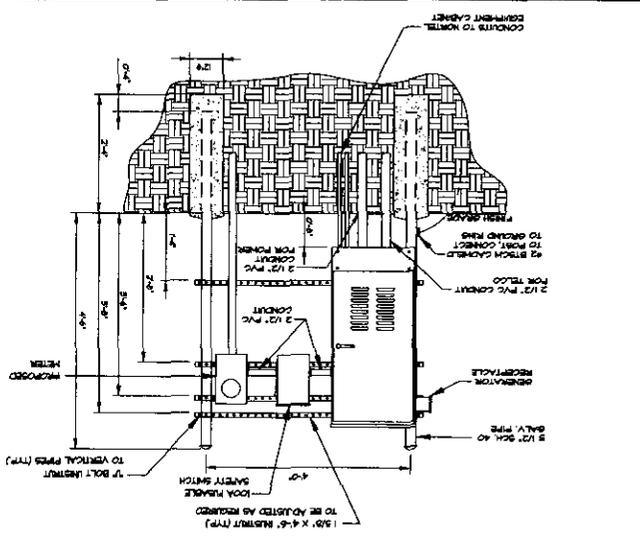
PLATFORM DETAIL (MODEL NO. TCEP4X401) & APPROVED EQUAL

- NOTES
1. PLATFORM MANUFACTURER APPROVED PART PART NO. REV. A BUILT -
  2. FINISH ONLY PER PART 132
  3. FINISH ONLY PER PART 132
  4. ASSEMBLED WEIGHTS SHOWN FOR CLARITY
  5. ONLY PARTIAL WEIGHTS SHOWN FOR CLARITY
  6. MATERIAL ASTM A36

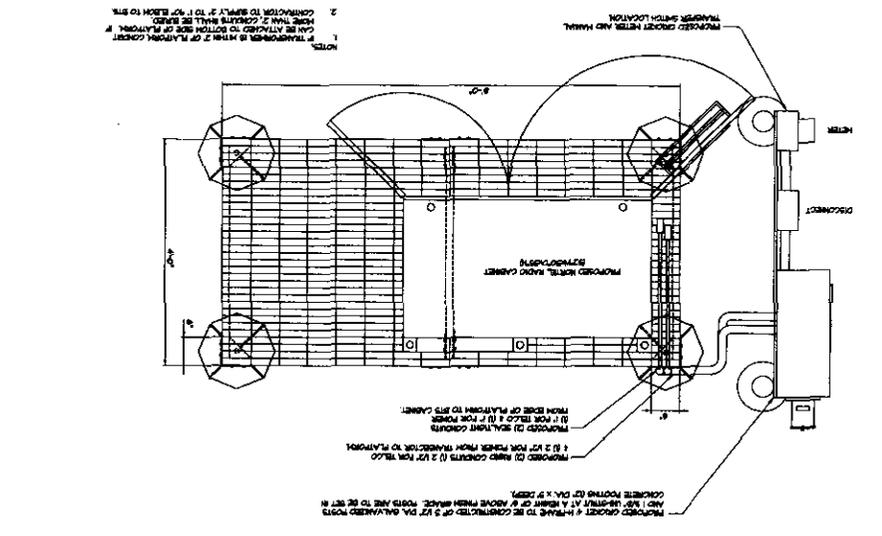


ITEM NO.	DESCRIPTION	QTY.	WEIGHT
1	PLATFORM MANUFACTURER APPROVED PART PART NO. REV. A BUILT -	1	11.0
2	FINISH ONLY PER PART 132	1	1.0
3	FINISH ONLY PER PART 132	1	1.0
4	ASSEMBLED WEIGHTS SHOWN FOR CLARITY	4	0.5
5	ONLY PARTIAL WEIGHTS SHOWN FOR CLARITY	2	0.5
6	MATERIAL ASTM A36	1	1.0
7	1/2" X 1/2" X 1/8" STEEL W/ 1/8" RADIUS	4	0.1
8	1/2" X 1/2" X 1/8" STEEL W/ 1/8" RADIUS	4	0.1
9	1/2" X 1/2" X 1/8" STEEL W/ 1/8" RADIUS	4	0.1
10	1/2" X 1/2" X 1/8" STEEL W/ 1/8" RADIUS	4	0.1
11	1/2" X 1/2" X 1/8" STEEL W/ 1/8" RADIUS	4	0.1
12	1/2" X 1/2" X 1/8" STEEL W/ 1/8" RADIUS	4	0.1
13	1/2" X 1/2" X 1/8" STEEL W/ 1/8" RADIUS	4	0.1

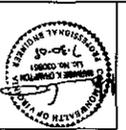
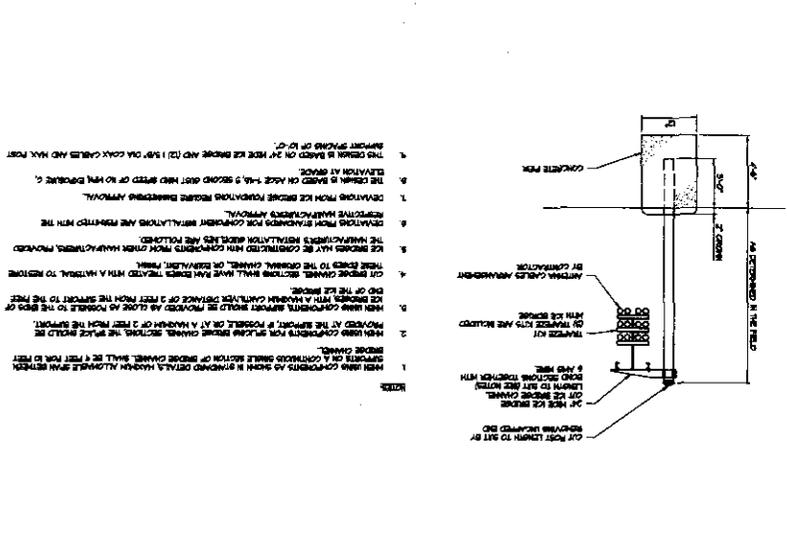
BACKWARD DETAIL



TYPICAL PLATFORM LAYOUT



ICE BRIDGE (ANDREW PART NO. WB-K110-B) & APPROVED EQUAL



**cricket** COMMUNICATIONS, INC.

1000 LANSING AVE  
ANN ARBOR, MI 48106

481-763-1100

www.cricket.com

COMMUNICATIONS, INC.

1000 LANSING AVE  
ANN ARBOR, MI 48106

481-763-1100

www.cricket.com

DETAILS & NOTES

NO.	DESCRIPTION	DATE
1	ISSUED FOR PERMIT	10/20/07
2	ISSUED FOR PERMIT	10/20/07
3	ISSUED FOR PERMIT	10/20/07
4	ISSUED FOR PERMIT	10/20/07
5	ISSUED FOR PERMIT	10/20/07
6	ISSUED FOR PERMIT	10/20/07
7	ISSUED FOR PERMIT	10/20/07
8	ISSUED FOR PERMIT	10/20/07
9	ISSUED FOR PERMIT	10/20/07
10	ISSUED FOR PERMIT	10/20/07
11	ISSUED FOR PERMIT	10/20/07
12	ISSUED FOR PERMIT	10/20/07
13	ISSUED FOR PERMIT	10/20/07
14	ISSUED FOR PERMIT	10/20/07
15	ISSUED FOR PERMIT	10/20/07
16	ISSUED FOR PERMIT	10/20/07
17	ISSUED FOR PERMIT	10/20/07
18	ISSUED FOR PERMIT	10/20/07
19	ISSUED FOR PERMIT	10/20/07
20	ISSUED FOR PERMIT	10/20/07





**A GLOSSARY OF TERMS FREQUENTLY  
USED IN STAFF REPORTS WILL BE  
FOUND AT THE BACK OF THIS REPORT**

**DESCRIPTION OF THE APPLICATION**

The applicant, Cricket Communications, Inc., seeks to amend SEA 91-D-025-02, previously approved to permit additional antennas on an existing 190 foot tall tower, in order to permit additional antennas and site modifications. Specifically, the applicant proposes to install six panel antennas at a height of 175 feet above grade, and a new 4' x 2'6" x 4'7" equipment cabinet on a concrete pad at the base of the tower in an existing enclosed equipment area.

**LOCATION AND CHARACTER**

**Site Description:**

The subject property is located at Tax Map 12-1 ((1)) 36pt., on the north side of Leesburg Pike (Route 7). The application area totals 37,800 square feet and is located at the northern boundary of an 8.35 acre parcel which is owned by the Columbia Gas Company and used as a natural gas regulation station. The application area is improved with a 190 foot tower and ground equipment located in an enclosed equipment compound.

<b>SURROUNDING AREA DESCRIPTION</b>			
<b>Direction</b>	<b>Use</b>	<b>Zoning</b>	<b>Plan</b>
<b>North/West</b>	Great Falls Nike Park	R-1	Public Park
<b>South/East</b>	Single Family Detached Dwellings	R-1	Residential; 5-1 du/ac

**BACKGROUND**

**Site History:**

<b>Application</b>	<b>Date</b>	<b>Use</b>	<b>Action</b>
<b>S-318-60</b>	10/25/60	Office Building	BZA approved
<b>S-475-66</b>	11/30/66	190 foot tower	BZA approved
<b>SE 91-D-025</b>	1/27/92	Replace existing tower	BOS approved
<b>SEA 91-D-025</b>	8/4/97	Additional telecommunication equipment	BOS approved
<b>SEA 91-D-025-2</b>	4/27/98	Additional telecommunication equipment	BOS approved
<b>SE 2005-DR-014</b>	8/24/05	Natural gas regulation station	Withdrawn

**COMPREHENSIVE PLAN PROVISIONS (Appendix 5)**

**Plan Area:** Area III  
**Planning Sector:** Hickory Community Planning Sector (UP3)  
**Planning District:** Upper Potomac  
**Plan Map:** Public Facilities  
**Plan Text:** There is no site specific Plan text for this site; relevant excerpts from the Plan may be found in Appendix 5.

**ANALYSIS****Special Exception Plat (Copy at front of staff report)**

**Title of SE Plat:** CNS Microwave  
**Prepared By:** KCI Technologies  
**Original Date:** July 30, 2009

The Special Exception Plat consists of six (6) sheets showing the following information:

<b>SEA Plat: CNS Microwave</b>		
<b>Sheet #</b>	<b>Title</b>	<b>Description of Sheet</b>
<b>T1</b>	Title Sheet	Title sheet providing plan sheet index, project summary and vicinity map.
<b>SE1</b>	Special Exception Plan	Site details of telecommunication facility and Columbia Gas regulation station facilities shown.
<b>SE2</b>	Compound Plan & Elevation	Details of tower and equipment compound shown.
<b>SE3</b>	Details & Notes	Details of equipment cabinet (ice bridge, platform) shown.
<b>SE4</b>	Details & Notes	Details of antenna mounts, cabinets and specifications shown.
<b>SE5</b>	Comprehensive Plan Maps	Details of comprehensive plan maps shown.

**Land Use/Environmental Analysis (Department of Planning and Zoning)**  
**Transportation Analysis (Fairfax County Department of Transportation)**

The proposed telecommunications equipment would be installed on an existing communications tower. No additional height is proposed and no physical changes are proposed for the facilities located in the application area. (Staff also reviewed the subject application as a Feature Shown, FS-D09-37, due to be acted on before November 7, 2009)

No transportation or environmental issues are associated with this application.

**ZONING ORDINANCE PROVISIONS (Appendix 6)***General Special Exception Standards (Sect. 9-006)*

General Standard #1 requires that the proposed use be in harmony with the adopted Comprehensive Plan. The Comprehensive Plan map shows the site planned for Public Facilities. This application is in harmony with the Comprehensive Plan because the request is for a light public utility use and is in conformance with Plan policies for co-location of such facilities; therefore, this standard has been met.

General Standard #2 requires the proposed use to be in harmony with the general purpose and intent of the applicable zoning district regulations. Section 3-101 of the Zoning Ordinance states that the purpose of the R-1 Zoning District is "to allow other selected uses which are compatible with the low density residential character of the district." The proposal includes the installation of additional antennas on the existing tower, and the addition of an equipment cabinet at the base of the telecommunications facility. Staff believes this standard has been satisfied.

General Standard #3 is used to evaluate special exception applications addressing the need to avoid adversely impacting the use or development of neighboring properties. An existing transitional screening yard totaling twenty-five feet in width is provided along the northern boundary, adjacent to Great Falls Nike Park. The remainder of the application area is bounded by property owned by the Columbia Gas Company. Staff believes this standard has been satisfied.

General Standard #4 requires that pedestrian and vehicular traffic associated with the site be neither hazardous nor conflict with existing or anticipated traffic in the neighborhood. The site is to remain unstaffed and will generate minimal traffic, involving one or two trips per month by each carrier for routine maintenance. The applicant would continue to use the entrance from Leesburg Pike and the Columbia Gas Company parking area located east of the telecommunications facility when routine maintenance is necessary. Therefore, this standard is met.

General Standard #5 requires compliance with Article 13 which contains the screening and barrier provisions of the Zoning Ordinance. An existing transitional screening yard totaling twenty-five feet in width and planted with evergreen trees is located along the northern boundary of the site, adjacent to the Great Falls Nike Park. The telecommunications facility is enclosed by an existing eight foot high chain link fence. Staff believes this standard has been satisfied.

General Standard #7 requires that adequate parking, loading and other facilities be provided in accordance with Article 11 of the Zoning Ordinance. This standard is not applicable. There are no parking requirements for telecommunication facilities and no parking spaces have been provided specifically in the application area; however, a total of thirty-two parking spaces are located east of the telecommunications facility. General Standard #8 notes that signs are regulated by Article 12 of the Zoning Ordinance. No signage has been proposed with this application.

### *Standards for all Category 1 Uses (Sect. 9-104)*

This application is not subject to the bulk requirements of the R-1 Zoning District. However, this application satisfies the Standards for all Category 1 Uses as set forth in Section 9-104 of the Zoning Ordinance. This section requires that there be no other alternative site available within a commercial or industrial zoning district within 500 feet of the proposed location. A telecommunications facility at this site has previously been determined to be in conformance with the feature shown guidelines of the Comprehensive Plan and to satisfy the provisions of the Zoning Ordinance. Staff believes this standard has been satisfied.

### **Summary of Zoning Ordinance Provisions**

All applicable standards have been satisfied with the proposed development conditions.

## **CONCLUSIONS AND RECOMMENDATIONS**

### **Staff Conclusions**

Based upon the above analysis and with the adoption of the proposed development conditions, the special exception amendment is in harmony with the Comprehensive Plan and in conformance with all applicable Zoning Ordinance provisions.

### **Staff Recommendation**

Staff recommends approval of SEA 91-D-025-03, subject to the proposed development conditions contained in Appendix 1.

It should be noted that it is not the intent of staff to recommend that the Board, in adopting any conditions, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards.

The approval of this special exception amendment does not interfere with, abrogate or annul any easement, covenants, or other agreements between parties, as they may apply to the property subject to this application.

It should be further noted that the content of this report reflects the analysis and recommendations of staff; it does not reflect the position of the Board of Supervisors.

## **APPENDICES**

1. Proposed Development Conditions
2. Affidavit
3. Statement of Justification
4. Approved Conditions & Plat (SEA 91-D-025-02)
5. Plan Citations
6. Applicable Zoning Ordinance Provisions
7. Glossary

**PROPOSED DEVELOPMENT CONDITIONS****SEA 91-D-025-03****August 26, 2009**

If it is the intent of the Board of Supervisors to approve SEA 91-D-025-03 located at 12-1 ((1)) 36pt, previously approved for a telecommunications facility, to permit site modifications pursuant to Sect. 3-104 of the Fairfax County Zoning Ordinance, the staff recommends that the Board condition the approval by requiring conformance with the following development conditions. These conditions supersede those approved with SEA 91-D-025-02, and all previous cases pertinent to this site; conditions carried over from previous approvals are marked with an asterix (\*).

- \*1. This Special Exception Amendment is granted for and runs with the land indicated in this application and is not transferable to other land.
- \*2. This Special Exception Amendment is granted only for the purpose(s), structure(s) and/or use(s) indicated on the special exception plat approved with the application, as qualified by these development conditions.
- \*3. This Special Exception Amendment is subject to the provisions of Article 17, Site Plans, as may be determined by the Director, Department of Public Works and Environmental Services (DPWES). Any plan submitted pursuant to this special exception shall be in substantial conformance with the approved Special Exception Amendment (SEA) Plat entitled "CNS Microwave", prepared by KCI Technologies and dated July 30, 2009, and these conditions. Minor modifications to the approved Special Exception Amendment may be permitted pursuant to Par. 4 of Sect. 9-004 of the Zoning Ordinance.
4. The tower structure shall be limited to a maximum height of 190 feet, as shown on Sheet SE2 of the SEA Plat.
5. There shall be no outdoor storage of materials, equipment, or vehicles within the equipment compound for the telecommunications facility.
6. The equipment compound at the base of the tower shall be completely enclosed by an eight foot high, chain link fence.
7. Equipment cabinets shall be permitted within the enclosed equipment compound shown on the SEA Plat. No shelters or other structures, located outside of the equipment compound are permitted in conjunction with the telecommunications facility. Equipment shelters/cabinets located in the enclosed compound shall have a maximum height of fourteen feet one inches (14'1").
8. The transitional screening yard located along the northern boundary is to be maintained in good condition and replaced as necessary to maintain screening consistent with Transitional Screening 1, as determined by Urban Forestry Management (UFM).
9. The telecommunications facility shall be operated as an unstaffed facility, 24 hours a day with the exception of periodic monthly maintenance inspections by each of the companies

with installations on the tower. Access to telecommunications facility shall be restricted to routine maintenance visits and emergency visits.

10. No signals or lights or illumination shall be permitted on the tower unless required by the Federal Communications Commission (FCC), the Federal Aviation Administration (FAA), or Fairfax County.
11. No signs shall be permitted on the subject property for the advertisement of the users of the telecommunications facility. No commercial advertising or signs shall be allowed on antennas, antenna support structures or related equipment cabinets or structures.
12. Any component(s) of the telecommunication facility shall be removed within one hundred and twenty (120) days after such component(s) are no longer in use.

The above proposed conditions are staff recommendations and do not reflect the position of the Board of Supervisors unless and until adopted by that Board.

This approval, contingent on the above noted conditions, shall not relieve the applicant from compliance with the provisions of any applicable ordinances, regulations, or adopted standards. The applicant shall be himself responsible for obtaining the required Non-Residential Use Permit through established procedures, and this Special Exception Amendment shall not be valid until this has been accomplished.

Pursuant to Section 9-015 of the Zoning Ordinance, this Special Exception Amendment shall automatically expire, without notice, thirty (30) months after the date of approval unless the use has been established or construction has commenced and been diligently prosecuted. The Board of Supervisors may grant additional time to establish the use or to commence construction if a written request for additional time is filed with the Zoning Administrator prior to the date of expiration of the special exception. The request must specify the amount of additional time requested, the basis for the amount of time requested and an explanation of why additional time is required.

**SPECIAL EXCEPTION AFFIDAVIT**

DATE: July 30, 2009  
 (enter date affidavit is notarized)

I, Edward L. Donohue, do hereby state that I am an  
 (enter name of applicant or authorized agent)

(check one)             applicant  
                               applicant's authorized agent listed in Par. 1(a) below            104542e

in Application No.(s): SEA 91-D-025-3  
 (enter County-assigned application number(s), e.g. SE 88-V-001)

and that, to the best of my knowledge and belief, the following information is true:

1(a). The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS**, and **LESSEES** of the land described in the application,\* and, if any of the foregoing is a **TRUSTEE,\*\*** each **BENEFICIARY** of such trust, and all **ATTORNEYS** and **REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application:

**(NOTE:** All relationships to the application listed above in **BOLD** print are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.)

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in <b>BOLD</b> above)
Cricket Communications, Inc.	10307 Pacific Center Court San Diego, CA 92121	Applicant/Lessee
Washington D.C. SMSA Limited Partnership d/b/a Verizon Wireless	180 Washington Valley Drive Bedminster, NJ 07921	Lessee of CNS Microwave, Inc.
Washington Gas Light Company	101 Constitution Avenue NW Washington, DC 20080	Owner/Lessor
Donohue & Blue, PLC Edward L. Donohue M. Colleen Canovas Marjorie K. Conner	801 North Fairfax Street Suite 209 Alexandria, VA 22314	Attorney/Agent Attorney/Agent Attorney/Agent Former Attorney/Agent
CNS Microwave, Inc.	P.O. Box 1273 Charleston, WV	Ground Lessee/Owner of Communications Tower/Sublessor

(check if applicable)             There are more relationships to be listed and Par. 1(a) is continued on a "Special Exception Attachment to Par. 1(a)" form.

\* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

\*\* List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

Special Exception Attachment to Par. 1(a)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**(NOTE:** All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel (s) for each owner(s) in the Relationship column.)

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in <b>BOLD</b> above)
APC Realty and Equipment Company LLC d/b/a Sprint Spectrum LP	7750 Samuel Morse Drive Columbia, MD 21046	Lessee
New Cingular Wireless PCS, LLC d/b/a AT&T Mobility	7150 Standard Dr. Hanover, MD 21076	Lessee
T-Mobile Northeast LLC	12050 Baltimore Avenue Beltsville, MD 20705	Lessee
FiberTower Corporation	185 Berry Street Suite 4800 San Francisco, CA 94107	Lessee
Skytel Spectrum, LLC	710 Route 46 East Suite 205 Fairfield, NJ 07004	Lessee
Clear Wireless LLC	4400 Carillon Point Kirkland, WA 98115	Lessee

(check if applicable)  There are more relationships to be listed and Par. 1(a) is continued further on a "Special Exception Attachment to Par. 1(a)" form.

SPECIAL EXCEPTION AFFIDAVIT

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number(s))

1(b). The following constitutes a listing\*\*\* of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders:

**(NOTE:** Include **SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS** herein.)

CORPORATION INFORMATION

**NAME & ADDRESS OF CORPORATION:** (enter complete name and number, street, city, state, and zip code) Cricket Communications, Inc.  
10307 Pacific Center Court  
San Diego, CA 92121

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF SHAREHOLDERS:** (enter first name, middle initial and last name)  
Leap Wireless International, Inc.

(check if applicable)  There is more corporation information and Par. 1(b) is continued on a "Special Exception Affidavit Attachment 1(b)" form.

\*\*\* All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. *In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed.* Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Leap Wireless International, Inc.  
10307 Pacific Center Court  
San Diego, CA 92121

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

MHR Fund Management, LLC  
Harbinger Capital Partners Master Fund I,  
Ltd.  
T. Rowe Price & Associates, Inc.

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

MHR Fund Management, LLC  
40 West 57 Street, 24th Floor  
New York, NY 10019

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Dr. Mark H. Rachesky

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Harbinger Capital Partners Master Fund I, Ltd.  
555 Madison Avenue  
16th Floor  
New York, NY 10022

✓

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Harbinger Capital Partners Offshore Fund I,  
Ltd.

✓

Harbinger Capital Partners Fund I, L.P.

✓

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Harbinger Capital Partners Offshore Fund I, Ltd.  
c/o Harbinger Capital Partners Master Fund I, Ltd.  
555 Madison Avenue  
16th Floor  
New York, NY 10022

✓

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Harbinger Capital Partners GP, LLC  
c/o Harbinger Capital Partners Master Fund I, Ltd.  
555 Madison Avenue  
16th Floor  
New York, NY 10022

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
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- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

T. Rowe Price & Associates, Inc.  
100 East Pratt Street  
Baltimore, MD 21202

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
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104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

NYNEX PCS, Inc.  
1095 Avenue of the Americas  
New York, NY 10036

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
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**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

GTE Wireless Incorporated  
1095 Avenue of the Americas  
New York, NY10036

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

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for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

GTE Wireless of Ohio Incorporated  
1095 Avenue of the Americas  
New York, NY 10036

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

GTE Consumer Services Incorporated  
1095 Avenue of the Americas  
New York, NY 10036

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
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for Application No. (s): SEA 91-D-025-3  
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**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

JV Partnerco, LLC  
2999 Oak Road  
MS - 1025  
Walnut Creek, CA 95496

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Vodafone Americas, Inc.

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Vodafone Americas, Inc.  
2999 Oak Road  
MS - 1025  
Walnut Creek, CA 95496

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
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for Application No. (s): SEA 91-D-025-3  
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**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Bell Atlantic Mobile Systems of Northern New Jersey, Inc.  
1095 Avenue of the Americas  
New York, NY 10036

**DESCRIPTION OF CORPORATION:** (check one statement)  
 There are 10 or less shareholders, and all of the shareholders are listed below.  
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Bell Atlantic Personal Communications, Inc.  
1095 Avenue of the Americas  
New York, NY 10036

**DESCRIPTION OF CORPORATION:** (check one statement)  
 There are 10 or less shareholders, and all of the shareholders are listed below.  
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

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for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Bell Atlantic Mobile Systems, Inc.  
1095 Avenue of the Americas  
New York, NY 10036

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
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**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Metro Mobile CTS of Charlotte, Inc.  
1095 Avenue of the Americas  
New York, NY 10036

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
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for Application No. (s): SEA 91-D-025-3  
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**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

APC Realty and Equipment Company, LLC  
d/b/a Sprint Spectrum, LP  
6200 Sprint Parkway  
Overland Park, KS 66251

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

American PCS Communications, LLC  
American Personal Communications  
Holdings, Inc.

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

American PCS Communications, LLC  
6200 Sprint Parkway  
Overland Park, KS 66251

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
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- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

American PCS, L.P.  
American Personal Communications  
Holdings, Inc.

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for Application No. (s): SEA 91-D-025-3  
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**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

American Personal Communications Holdings, Inc.  
6200 Sprint Parkway  
Overland Park, KS 66251

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

American PCS, L.P.

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

SWV One, Inc.  
6200 Sprint Parkway  
Overland Park, KS 66251

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
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Sprint Nextel Corporation

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for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

SWV Two, Inc.  
6200 Sprint Parkway  
Overland Park, KS 66251

↓

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
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**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Sprint Nextel Corporation

↓

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

SWV Three, Inc.  
6200 Sprint Parkway  
Overland Park, KS 66251

**DESCRIPTION OF CORPORATION:** (check one statement)

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Sprint Nextel Corporation

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**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

SWV Four, Inc.  
6200 Sprint Parkway  
Overland Park, KS 66251

**DESCRIPTION OF CORPORATION:** (check one statement)

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**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Sprint Nextel Corporation

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

SWV Six, Inc.  
6200 Sprint Parkway  
Overland Park, KS 66251

**DESCRIPTION OF CORPORATION:** (check one statement)

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Sprint Nextel Corporation

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**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Sprint Nextel Corporation  
6200 Sprint Parkway  
Overland Park, KS 66251

**DESCRIPTION OF CORPORATION:** (check one statement)

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**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

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**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Air Touch PCS Holdings, Inc.  
2999 Oak Road  
MS - 1025  
Walnut Creek, CA 95496

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
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**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

AT Delaware II, LLC  
180 Washington Valley Road  
Bedminster, NJ 07921

**DESCRIPTION OF CORPORATION:** (check one statement)

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for Application No. (s): SEA 91-D-025-3  
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**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Washington Gas Light Company  
101 Constitution Avenue, NW  
Washington, DC 20080

**DESCRIPTION OF CORPORATION:** (check one statement)  
 There are 10 or less shareholders, and all of the shareholders are listed below.  
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)  
WGL Holdings, Inc.

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
WGL Holdings, Inc.  
101 Constitution Avenue, NW  
Washington, DC 20080

**DESCRIPTION OF CORPORATION:** (check one statement)  
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for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Donohue & Blue, PLC  
801 North Fairfax Street  
Suite 209  
Alexandria, VA 22314

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Edward L. Donohue, Esq.

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

**DESCRIPTION OF CORPORATION:** (check one statement)

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**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

CNS Microwave, Inc.  
P.O. Box 1273  
Charleston, WV 25325

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

NiSource, Inc.

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

NiSource, Inc.  
801 East 86th Avenue  
Merillville, Indiana 46410

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
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for Application No. (s): SEA 91-D-025-3  
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**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

UCOM, Inc.  
6200 Sprint Parkway  
Overland Park, KS 66251

✓

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
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**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Sprint Nextel Corporation

✓

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

US Telecom, Inc.  
6200 Sprint Parkway  
Overland Park, KS 66251

✓

**DESCRIPTION OF CORPORATION:** (check one statement)

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Sprint Nextel Corporation

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(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

New Cingular Wireless PCS, LLC, d/b/a AT&T Mobility  
7150 Standard Dr.  
Hanover, MD 21076

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Cingular Wireless II, LLC

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Cingular Wireless II, LLC  
5565 Glenridge Connector  
Atlanta, GA 30342

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

New Cingular Wireless Services, Inc.  
Cingular Wireless, LLC

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

New Cingular Wireless Services, Inc.  
5565 Glenridge Connector  
Atlanta, GA 30342

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Cingular Wireless, LLC

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Cingular Wireless, LLC  
5565 Glenridge Connector  
Atlanta, GA 30342

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

SBC Long Distance, Inc.	↓	BLS Cingular Holdings, LLC	↓
SBC Alloy Holdings, Inc.	↓	Bell South Mobile Data, Inc.	↓
Cingular Wireless Corp.	↓		

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

SBC Long Distance, Inc.  
175 East Houston St.  
San Antonio, TX 78205

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

SBC Telecom, Inc.

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

SBC Telecom, Inc.  
175 East Houston St.  
San Antonio, TX 78205

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

SBC Teleholdings, Inc.

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
SBC Teleholdings, Inc.  
175 East Houston St.  
San Antonio, TX 78205

**DESCRIPTION OF CORPORATION:** (check one statement)  
 There are 10 or less shareholders, and all of the shareholders are listed below.  
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)  
SBC Communications, Inc.

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
SBC Communications, Inc.  
175 East Houston St.  
San Antonio, TX 78205

**DESCRIPTION OF CORPORATION:** (check one statement)  
 There are 10 or less shareholders, and all of the shareholders are listed below.  
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

SBC Alloy Holdings, Inc.  
175 East Houston St.  
San Antonio, TX 78205

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

SBC Teleholdings, Inc.	Southern New England	Pacific Telesis Group
New Southwestern Bell Mobile Systems, Inc.	Telecommunications Corp	SBC Services, Inc.
AWACS, Inc.	New SBC Wireless, Inc.	SBC Management Services, LP

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

New Southwestern Bell Mobile Systems, Inc.  
175 East Houston St.  
San Antonio, TX 78205

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

SBC Communications, Inc.

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

AWACS, Inc.  
175 East Houston St.  
San Antonio, TX 78205

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

SBC Communications, Inc.

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Southern New England Telecommunications Corporation  
175 East Houston St.  
San Antonio, TX 78205

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

SBC Communications, Inc.

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

New SBC Wireless, Inc.  
175 East Houston St.  
San Antonio, TX 78205

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

SBC Communications, Inc.

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Pacific Telesis Group  
175 East Houston St.  
San Antonio, TX 78205

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

SBC Communications, Inc.

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

SBC Services, Inc.  
175 East Houston St.  
San Antonio, TX 78205

✓

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

SBC Communications, Inc.

✓

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Cingular Wireless Corp.  
5565 Glenridge Connector  
Atlanta, GA 30342

✓

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

SBC Communications, Inc.  
Bell South Corporation

✓

✓

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Bell South Corporation  
1155 Peachtree St., NE  
Atlanta, GA 30309

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

BLS Cingular Holdings, LLC  
5565 Glenridge Connector  
Atlanta, GA 30342

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

AB Cellular Holding, LLC  
Wireless Telecommunications Investment  
Company, LLC

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

AB Cellular Holding, LLC  
5565 Glenridge Connector  
Atlanta, GA 30342

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Bell South Mobile Data, Inc.  
RAM Broadcasting Corporation

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Wireless Telecommunications Investment Company, LLC  
1155 Peachtree St.  
Atlanta, GA 30309

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Bell South Mobile Data, Inc.

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Bell South Mobile Data, Inc.  
1155 Peachtree St.  
Atlanta, GA 30309

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Bell South Mobile Systems, Inc.

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Bell South Mobile Systems, Inc.  
1155 Peachtree St.  
Atlanta, GA 30309

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Bell South Corporation

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

RAM Broadcasting Corporation  
1155 Peachtree St.  
Atlanta, GA 30309

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Bell South Mobile Data, Inc.

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

SBC-MSI, LLC  
175 East Houston St.  
San Antonio, TX 78205

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Southwestern Bell Texas Holdings, Inc.

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Southwestern Bell Texas Holdings, Inc. ✓  
175 East Houston St.  
San Antonio, TX 78205

**DESCRIPTION OF CORPORATION:** (check one statement)  
 There are 10 or less shareholders, and all of the shareholders are listed below.  
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)  
SBC Communications, Inc.

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

**DESCRIPTION OF CORPORATION:** (check one statement)  
 There are 10 or less shareholders, and all of the shareholders are listed below.  
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

102542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

T-Mobile Northeast LLC  
12050 Baltimore Avenue  
Beltsville, MD 20705

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

T-Mobile USA, Inc.

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

T-Mobile USA, Inc.  
12920 S.E. 38th St.  
Bellevue, WA 98006

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

T-Mobile Global Holding GmbH

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

T-Mobile Global Holding GmbH  
Kennedyallee 1-5  
53175 Bonn, Germany

✓

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

T-Mobile International AG

✓

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

T-Mobile International AG  
Kennedyallee 1-5  
53175 Bonn, Germany

✓

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Deutsche Telekom AG

✓

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Deutsche Telekom AG  
Friedrich-Ebert-Allee 140  
D-53111 Bonn, Germany

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Federal Republic of Germany (a national governmental entity)  
Kreditanstalt fuer Wiederaufbau (a bank owned by the German government)

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Kreditanstalt fuer Wiederaufbau  
Palmengartenstrasse 5-9  
60325 Frankfurt am Main, Germany

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

The Federal Republic of Germany

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Federal Republic of Germany (FRG)  
Federal Ministry of Finance  
Wilhelmstr. 97  
10117 Berlin  
PA.: PO Box 272  
10117 Berlin

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

FiberTower Corporation  
185 Berry St.  
Suite 4800  
San Francisco, CA 94107

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Crown Castle Investment Corp.

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Crown Castle Investment Corp.  
1220 Augusta Dr., Suite 500  
Houston, TX 77057

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Crown Castle International Corp.

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Crown Castle International Corp.  
2000 Corporate Dr.  
Canonsburg, PA 15317

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
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**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

**Special Exception Attachment to Par. 1(b)**

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Skytel Spectrum, LLC  
710 Route 46 East  
Suite 205  
Fairfield, NJ 07004

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Velocita Wireless, LLC

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Velocita Wireless, LLC  
710 Route 46 East  
Suite 205  
Fairfield, NJ 07004

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

United Wireless Holdings, Inc.

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

United Wireless Holdings, Inc.  
710 Route 46 East  
Suite 205  
Fairfield, NJ 07004

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Andrew Fitton

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Clear Wireless LLC  
4400 Carillon Point  
Kirkland, WA 98115

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Clearwire Communications LLC

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Clearwire Communications LLC  
4400 Carillon Point  
Kirkland, WA 98115

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Sprint HoldCo, LLC

Clearwire Corporation

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
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for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Clearwire Corporation  
4400 Carillon Point  
Kirkland, WA 98115

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Sprint HoldCo, LLC  
  
Intel Corporation

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Sprint HoldCo, LLC  
6200 Sprint Parkway  
Overland Park, KS 66251

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

SN UHC 4, Inc.  
  
SN UHC 2, Inc.  
  
SN UHC 5, Inc.

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
SN UHC 2, Inc.  
6200 Sprint Parkway  
Overland Park, KS 66251

**DESCRIPTION OF CORPORATION:** (check one statement)  
 There are 10 or less shareholders, and all of the shareholders are listed below.  
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)  
Sprint WBC of New York, Inc.  
Via/Net Companies

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Sprint WBC of New York, Inc.  
6200 Sprint Parkway  
Overland Park, KS 66251

**DESCRIPTION OF CORPORATION:** (check one statement)  
 There are 10 or less shareholders, and all of the shareholders are listed below.  
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)  
Sprint Nextel Corporation

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
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for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Via/Net Companies  
6200 Sprint Parkway  
Overland Park, KS 66251

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Sprint Nextel Corporation

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

**DESCRIPTION OF CORPORATION:** (check one statement)

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- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

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Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
SN UHC 4, Inc.  
6200 Sprint Parkway  
Overland Park, KS 66251

**DESCRIPTION OF CORPORATION:** (check one statement)  
 There are 10 or less shareholders, and all of the shareholders are listed below.  
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)  
TDI Acquisition Corporation

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
TDI Acquisition Corporation  
6200 Sprint Parkway  
Overland Park, KS 66251

**DESCRIPTION OF CORPORATION:** (check one statement)  
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**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)  
Sprint Nextel Corporation

(check if applicable)  There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 30, 2009  
(enter date affidavit is notarized)

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for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

SN UHC 5, Inc.  
6200 Sprint Parkway  
Overland Park, KS 66251

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

US Telecom, Inc.

UCOM, Inc.

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Intel Corporation  
2200 Mission College Blvd.  
Santa Clara, CA 95054-1549

**DESCRIPTION OF CORPORATION:** (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
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SPECIAL EXCEPTION AFFIDAVIT

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number(s))

1(c). The following constitutes a listing\*\*\* of all of the PARTNERS, both GENERAL and LIMITED, in any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

**PARTNERSHIP NAME & ADDRESS:** (enter complete name, and number, street, city, state, and zip code)

Harbinger Capital Partners Fund I, L.P.  
555 Madison Avenue  
16th Floor  
New York, NY 10022

(check if applicable)  The above-listed partnership has no limited partners.

**NAMES AND TITLE OF THE PARTNERS** (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

Harbinger Capital Partners GP, LLC  
c/o Harbinger Capital Partners Master Fund I, Ltd.  
555 Madison Avenue  
16th Floor  
New York, NY 10022

(check if applicable)  There is more partnership information and Par. 1(c) is continued on a "Special Exception Affidavit Attachment to Par. 1(c)" form.

\*\*\* All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. *In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed.* Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

**Special Exception Attachment to Par. 1(c)**

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

Washington, D.C. SMSA Limited Partnership d/b/a Verizon Wireless ✓  
180 Washington Valley Rd.  
Bedminster, NJ 07921

(check if applicable) [ ] The above-listed partnership has no limited partners:

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g., **General Partner, Limited Partner, or General and Limited Partner**)

Cellco Partnership (General Partner) ↓

AT Delaware II, LLC (Limited Partner) ↓  
(owns 1% of Washington, D.C. SMSA  
Limited Partnership d/b/a Verizon  
Wireless)

(check if applicable) [✓] There is more partnership information and Par. 1(c) is continued further on a "Special Exception Attachment to Par. 1(c)" form.

**Special Exception Attachment to Par. 1(c)**

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

Cellco Partnership  
180 Washington Valley Rd.  
Bedminster, NJ 07921

(check if applicable)  The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g., **General Partner, Limited Partner, or General and Limited Partner**)

NYNEX PCS, Inc.  
(General Partner)

Bell Atlantic Cellular Holdings, L.P.  
(General Partner)

PCSCO Partnership  
(General Partner)

GTE Wireless Incorporated  
(General Partner)

GTE Wireless of Ohio Incorporated  
(General Partner)

GTE Consumer Services Incorporated  
(General Partner)

PCS Nucleus, L.P.  
(General Partner)

JV Partnerco, LLC  
(General Partner)

(check if applicable)  There is more partnership information and Par. 1(c) is continued further on a "Special Exception Attachment to Par. 1(c)" form.

**Special Exception Attachment to Par. 1(c)**

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(enter date affidavit is notarized)

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for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

Bell Atlantic Cellular Holdings, L.P.  
1095 Avenue of the Americas  
New York, NY 10036

↓

(check if applicable)  The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g., **General Partner, Limited Partner, or General and Limited Partner**)

Bell Atlantic Mobile Systems of Northern  
New Jersey, Inc.  
(General Partner)

↓

Bell Atlantic Personal Communications,  
Inc.  
(Limited Partner)

↓

Bell Atlantic Mobile Systems, Inc.  
(Limited Partner)

↓

(check if applicable)  There is more partnership information and Par. 1(c) is continued further on a "Special Exception Attachment to Par. 1(c)" form.

**Special Exception Attachment to Par. 1(c)**

DATE: July 30, 2009  
(enter date affidavit is notarized)

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for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

PCSCO Partnership  
1095 Avenue of the Americas  
New York, NY 10036

✓

(check if applicable)  The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,  
**General Partner, Limited Partner, or General and Limited Partner)**

Bell Atlantic Cellular Holdings, L.P.  
(General Partner)

✓

NYNEX PCS, Inc.  
(General Partner)

✓

Metro Mobile CTS of Charlotte, Inc.  
(General Partner)

✓

Bell Atlantic Personal Communications,  
Inc.  
(General Partner)

✓

(check if applicable)  There is more partnership information and Par. 1(c) is continued further on a  
"Special Exception Attachment to Par. 1(c)" form.

**Special Exception Attachment to Par. 1(c)**

DATE: July 30, 2009  
(entered date affidavit is notarized)

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for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

PCS Nucleus, L.P.  
2999 Oak Rd.  
MS - 1025  
Walnut Creek, CA 94596

(check if applicable)  The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,  
**General Partner, Limited Partner, or General and Limited Partner**)

Air Touch PCS Holdings, Inc. ✓  
(General Partner)

Vodafone Americas, Inc. ✓  
(General Partner)

(check if applicable)  There is more partnership information and Par. 1(c) is continued further on a  
"Special Exception Attachment to Par. 1(c)" form.

**Special Exception Attachment to Par. 1(c)**

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

American PCS, L.P.  
6200 Sprint Parkway  
Overland Park, KS 66251

(check if applicable) [ ] The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

Sprint Spectrum Holding Company, L.P.  
General Partner

MinorCo, L.P.  
Limited Partner

(check if applicable) [✓] There is more partnership information and Par. 1(c) is continued further on a "Special Exception Attachment to Par. 1(c)" form.

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for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

Sprint Spectrum Holding Company, L.P.  
6200 Sprint Parkway  
Overland Park, KS 66251

(check if applicable) [ ] The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

SWV One Telephony Partners  
General Partner

↓

Sprint Enterprises, L.P.  
General Partner

↓

SWV Six, Inc.  
General Partner

↓

SWV Four, Inc.  
General Partner

↓

(check if applicable) [✓] There is more partnership information and Par. 1(c) is continued further on a "Special Exception Attachment to Par. 1(c)" form.

**Special Exception Attachment to Par. 1(c)**

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for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

SWV One Telephony Partners  
6200 Sprint Parkway  
Overland Park, KS 66251

↓

(check if applicable) [ ] The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,  
**General Partner, Limited Partner, or General and Limited Partner**)

SWV One, Inc.  
General Partner

↓

SWV Two, Inc.  
General Partner

↓

(check if applicable) [✓] There is more partnership information and Par. 1(c) is continued further on a  
“Special Exception Attachment to Par. 1(c)” form.

**Special Exception Attachment to Par. 1(c)**

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

Sprint Enterprises, L.P.  
6200 Sprint Parkway  
Overland Park, KS 66251

(check if applicable) [ ] The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

UCOM, Inc.  
General Partner

US Telecom, Inc.  
General Partner

(check if applicable) [✓] There is more partnership information and Par. 1(c) is continued further on a "Special Exception Attachment to Par. 1(c)" form.

**Special Exception Attachment to Par. 1(c)**

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

MinorCo, L.P. ✓  
6200 Sprint Parkway  
Overland Park, KS 66251

(check if applicable) [ ] The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g., **General Partner, Limited Partner, or General and Limited Partner**)

Sprint Enterprises, L.P. ✓  
General Partner

SWV One, Inc. ✓  
General Partner

SWV Six, Inc. ✓  
General Partner

SWV Two Telephony Partnership ✓  
General Partner

(check if applicable) [✓] There is more partnership information and Par. 1(c) is continued further on a "Special Exception Attachment to Par. 1(c)" form.

**Special Exception Attachment to Par. 1(c)**

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

SWV Two Telephony Partnership  
6200 Sprint Parkway  
Overland Park, KS 66251

✓

(check if applicable) [ ] The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

SWV Three, Inc.  
General Partner

✓

SWV Four, Inc.  
General Partner

✓

(check if applicable) [✓] There is more partnership information and Par. 1(c) is continued further on a "Special Exception Attachment to Par. 1(c)" form.

Special Exception Attachment to Par. 1(c)

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

SBC Management Services, L.P.  
175 Houston Street  
San Antonio, TX 78205

✓

(check if applicable)  The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,  
**General Partner, Limited Partner, or General and Limited Partner)**

SBC-MSI, LLC, General Partner

✓

Southwestern Bell Texas Holdings, Inc.  
Limited Partner

✓

(check if applicable)  There is more partnership information and Par. 1(c) is continued further on a  
"Special Exception Attachment to Par. 1(c)" form.

SPECIAL EXCEPTION AFFIDAVIT

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

for Application No. (s): SEA 91-D-025-3  
(enter County-assigned application number(s))

1(d). One of the following boxes **must** be checked:

In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\*** of the land:

Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\*** of the land.

2. That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

**EXCEPT AS FOLLOWS:** (NOTE: If answer is none, enter "NONE" on the line below.)

None

(check if applicable)  There are more interests to be listed and Par. 2 is continued on a "Special Exception Attachment to Par. 2" form.

Application No.(s): SEA 91-D-025-3  
(county-assigned application number(s), to be entered by County Staff)

Page Five

**SPECIAL EXCEPTION AFFIDAVIT**

DATE: July 30, 2009  
(enter date affidavit is notarized)

104542e

3. That within the twelve-month period prior to the public hearing of this application, no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household, either directly or by way of partnership in which any of them is a partner, employee, agent, or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent, or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has, or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of more than \$100, singularly or in the aggregate, with any of those listed in Par. 1 above.

**EXCEPT AS FOLLOWS:** (NOTE: If answer is none, enter "NONE" on line below.)

None

**NOTE:** Business or financial relationships of the type described in this paragraph that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings. See Par. 4 below.)

(check if applicable) [ ] There are more disclosures to be listed and Par. 3 is continued on a "Special Exception Attachment to Par. 3" form.

4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Paragraph 3 above, that arise on or after the date of this application.

WITNESS the following signature:

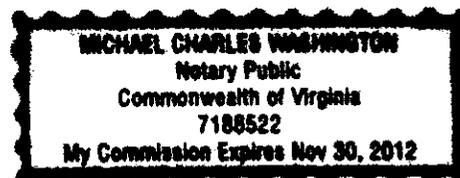
(check one) [ ] Applicant [x] Applicant's Authorized Agent  
Edward L. Donohue

Edward L. Donohue  
(type or print first name, middle initial, last name, and & title of signee)

Subscribed and sworn to before me this 30 day of July, 2009 in the State/Comm. of Virginia, County/City of Alexandria.

Michael Charles Washington  
Notary Public

My commission expires: Nov 30, 2012



Statement of Justification in Support of Application  
for Special Exception Amendment for  
Cricket Communications, Inc.  
Antenna Collocation at 11000 Leesburg Pike, Herndon, Virginia

RECEIVED  
Department of Planning & Zoning  
FEB 04 2009  
Zoning Evaluation Division

1. Description of Proposed Use:

(a) The Property:

The subject property ("Property") is Tax Map 12-1 ((1)) Pt. 36, located at 11000 Leesburg Pike, Herndon, Virginia 20170.

(b) Type of Operation:

Cricket Communications, Inc. ("Cricket") wishes to add its antennas to an existing telecommunications facility and place its equipment in the adjacent equipment compound.

(c) Hours of Operation:

The ground equipment will be unmanned and will operate 24 hours a day, 7 days a week, 365 days each year. Routine maintenance will occur once or twice per month, performed by a service technician driving a standard sized vehicle.

(d) Estimated Number of Patrons and Clients:

There will be no patrons or clients, only periodic maintenance as stated above.

(e) Proposed Number of Employees:

There are no proposed employees, other than maintenance as stated above.

(f) Description of Architecture of Proposed Installation:

As stated above and as show on the plans, the applicant proposes to install antennas on the existing telecommunications facility. Cricket plans to add six (6) panel antennas, each measuring 72 inches high, at the 170 foot rad center of the existing tower. The maximum height of the structure itself is 190 feet. A gray equipment cabinet, measuring 64 inches high by 30 inches wide by 12 inches deep, will be located in the adjacent equipment compound and screened by a fence.

2. Requirements for Proposed Use.

Cricket is a new entrant in the Baltimore/Washington/Northern Virginia area wireless telecommunications market, and, as such, is just beginning to build out its network here. The proposed facility is a vital component of Cricket's area-wide wireless network. Because wireless communications facilities operate at low power levels, wireless service providers such as Cricket must locate antenna sites according to a network design based on interconnecting cells (coverage areas) so that a wireless

call can be seamlessly handed off from one wireless communications facility to the next as a user travels throughout the area. Without a sufficient number of wireless communications facilities, calls will drop and disconnect as the user approaches the outer limits of a cell. In order to achieve maximum efficiency from each wireless communications facility in the network, the carrier attempts to locate wireless communications facilities at optimum locations within each cell so that it can attain the broadest pattern of signal distribution and the widest possible spacing between its wireless communications facilities. In order to build its network as efficiently and quickly as possible, Cricket is collocating its equipment on existing towers and other suitable support structures in Fairfax County.

Dropped calls are not only an inconvenience and an annoyance for mobile phone users, but a network with significant gaps in coverage also diminishes the important emergency services component of wireless telephone service. Signal quality and network access are what matter most to wireless users. This is particularly important to a new entrant like Cricket who does not have an existing network in Fairfax County at this time.

Cricket has no coverage in the area surrounding the existing wireless communications facility and by collocating on the existing communications facility, Cricket will be able to begin providing coverage to the surrounding area.

(a) Owner's Consent and Authorization:

CNS Microwave, Inc., manager of the site and wholly-owned subsidiary of the title owner of the property, provided its consent. A letter acknowledging that consent is included with this application.

3. Anticipated Impact on Adjoining Properties and On- and Off-Site Environmental Features

(a) Estimated Traffic, Noise, and Light Impact:

The proposed facility will have no material impact on traffic. The only traffic generated by the addition of the proposed equipment to the existing communications facility will be periodic maintenance conducted during normal business hours and any emergency maintenance visits, if they are necessary.

Further, the proposed installation will not emit noise, fumes, or light. It will have no adverse effect on the environment or on the use or development of adjoining properties. Cricket's antennas will operate will below the RF emission guidelines adopted by the Federal Communications Commission and they will cause no interference to radio or television broadcast station reception or to other electronic devices.

(b) Description of Hazardous Substances Impact, if Any:

There are no known hazardous or toxic substances, as set forth in Title 40, Code of Federal Regulations, Parts 116.4, 302.4, and 355; no hazardous wastes, as set forth in Commonwealth of Virginia Department of Waste Management regulations VR 672-10-1 Virginia Hazardous Waste Management Regulations; and/or no petroleum products as defined in Title 40, Code of Federal Regulations Part 280, to be generated, utilized, stored treated, and/or disposed of on site and the size and contents of any existing or proposed storage tanks or containers.

4. Compliance with Comprehensive Plan.

Cricket's proposed use is consistent with and furthers the goals and objectives of the County Comprehensive Land Use Plan ("Plan") and the location, character, and extent of the application are in substantial accord with the Plan.

As to location, the proposed facility will be collocated with an existing facility. Cricket will not have to increase the height of the existing communication facility. The existing support structure is strong enough to support Cricket's antennas.

Cricket's proposed use is also consistent with the objectives found under the policy plan element of the Comprehensive Plan regarding Mobile and Land-Based Telecommunications Services. Under the "General Guidelines" section, the policy plan states:

**Objective 42: In order to provide for the mobile and land based telecommunication network for wireless telecommunications systems licensed by the Federal Communications Commission, and in order to achieve opportunities for the collocation of related facilities and the reduction of their visual impact, locate the network's necessary support facilities which include antennas, monopoles, lattice towers and equipment buildings in accordance with the following policies:**

**Policy a. Avoid the construction of new structures by locating mobile and land-based telecommunications facilities on available existing structures such as building rooftops, telecommunication and broadcast poles and towers, electrical utility poles and towers and water storage facilities when the telecommunications facilities can be placed inconspicuously to blend with such existing structures.**

Cricket proposes to locate its antennas on a currently existing structure already approved for, and improved with, telecommunications facilities. This Application will not increase the height or size of the structure or adjacent equipment compound. Cricket's additional equipment will be screened in the same manner as the existing equipment currently located within the compound.

**Objective 43: Design telecommunications facilities to mitigate their visual presence and prominence, particularly when located in residential areas, by concealing their intended purpose in a way that is consistent with the character of the surrounding areas.**

**Policy c. Use appropriately other new and existing structures and vegetation of comparable form and style to establish a grouping that compliments a camouflaged telecommunication facility and supports its design, location and appearance.**

Cricket is using an existing communication facility to collocate its antennas and equipment. Cricket will place its equipment in the existing compound area, thus screening that additional equipment from view.

For all of the reasons stated above, the Applicant respectfully submits that the proposed facility is consistent with the Comprehensive Plan as to character, location, and extent and requests that the Planning so determine.

5. Alternative Sites Considered for the Proposal.

Cricket is collocating its equipment on an existing facility. This location achieves Cricket's coverage objectives while removing the need to build new communications infrastructure. This will result in improved coverage for area residents, visitors and businesses with negligible impact on the surrounding area. As such, this is the best possible location on which to locate the proposed antennas.

6. Property Identification Map.

Please see attached Fairfax County Tax Map.

7. Proposed Facility Plan.

Please see attached Site Plan/CDs

8. Reduced Copy of Plans.

Please see attached Plans.

9. Other Information.

Please see attached Photo Documentation.



# FAIRFAX COUNTY

Appendix 4

OFFICE OF THE CLERK  
BOARD OF SUPERVISORS  
12000 Government Center Parkway, Suite 533  
Fairfax, Virginia 22035-0072

V I R G I N I A

Telephone: 703-324-3151  
FAX: 703-324-3926  
TDD: 703-324-3903

May 11, 1998

Edward L. Donohue, Esquire  
Margolius, Mallios, Davis, Rider & Tomar, LLP  
1828 L Street, N.W. - Suite 500  
Washington, D.C. 20036

RE: Special Exception Amendment  
Number SEA 91-D-025-2

Dear Mr. Donohue:

At a regular meeting of the Board of Supervisors held on April 27, 1998, the Board approved Special Exception Amendment Number SEA 91-D-025-2 in the name of Wireless PCS, Inc. D/B/A AT&T Wireless Services, located at Tax Map 12-1 ((1)) Pt. 36, for the co-location of telecommunications equipment on an existing tower pursuant to Section 3-104 of the Fairfax County Zoning Ordinance, by requiring conformance with the following development conditions which supersede all previous conditions on the subject property:

1. This Special Exception Amendment is granted for and runs with the land indicated in this application and is not transferable to other land.
2. This Special Exception Amendment is granted only for the purpose(s), structure(s) and/or use(s) indicated on the Special Exception Amendment Plat approved with the application, as qualified by these development conditions.
3. This Special Exception Amendment is subject to the provisions of Article 17, Site Plans, as may be determined by the Department of Environmental Management (DEM). Any plan submitted pursuant to this Special Exception Amendment shall be in conformance with the approved Special Exception Amendment Plat entitled "Special Exception Plat, Site W482.1, Columbia Gas Unmanned Wireless Communication Site" and prepared by KCI Technologies, Inc. which is dated August 22, 1997 as revised through September 26, 1997, and these conditions.

SEA 91-D-025-2

May 11, 1998

2.

4. A maximum of thirty nine (39) panel antennas, three (3) omni-directional whip antennas and two (2) microwave dishes shall be placed on the 190 foot tower. A maximum of seven (7) equipment cabinets shall be located at the base of the tower within the enclosed equipment area.

This approval, contingent on the above noted conditions, shall not relieve the applicant from compliance with the provisions of any applicable ordinances, regulations, or adopted standards. The applicant shall be himself responsible for obtaining the required Non-Residential Use Permit through established procedures, and this Special Exception Amendment shall not be valid until this has been accomplished.

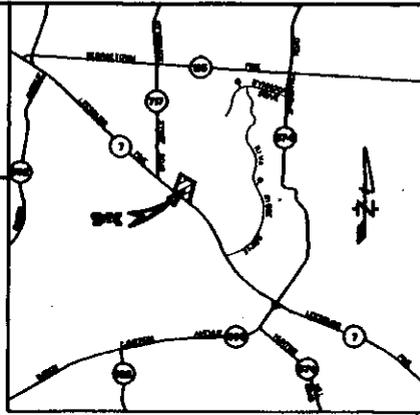
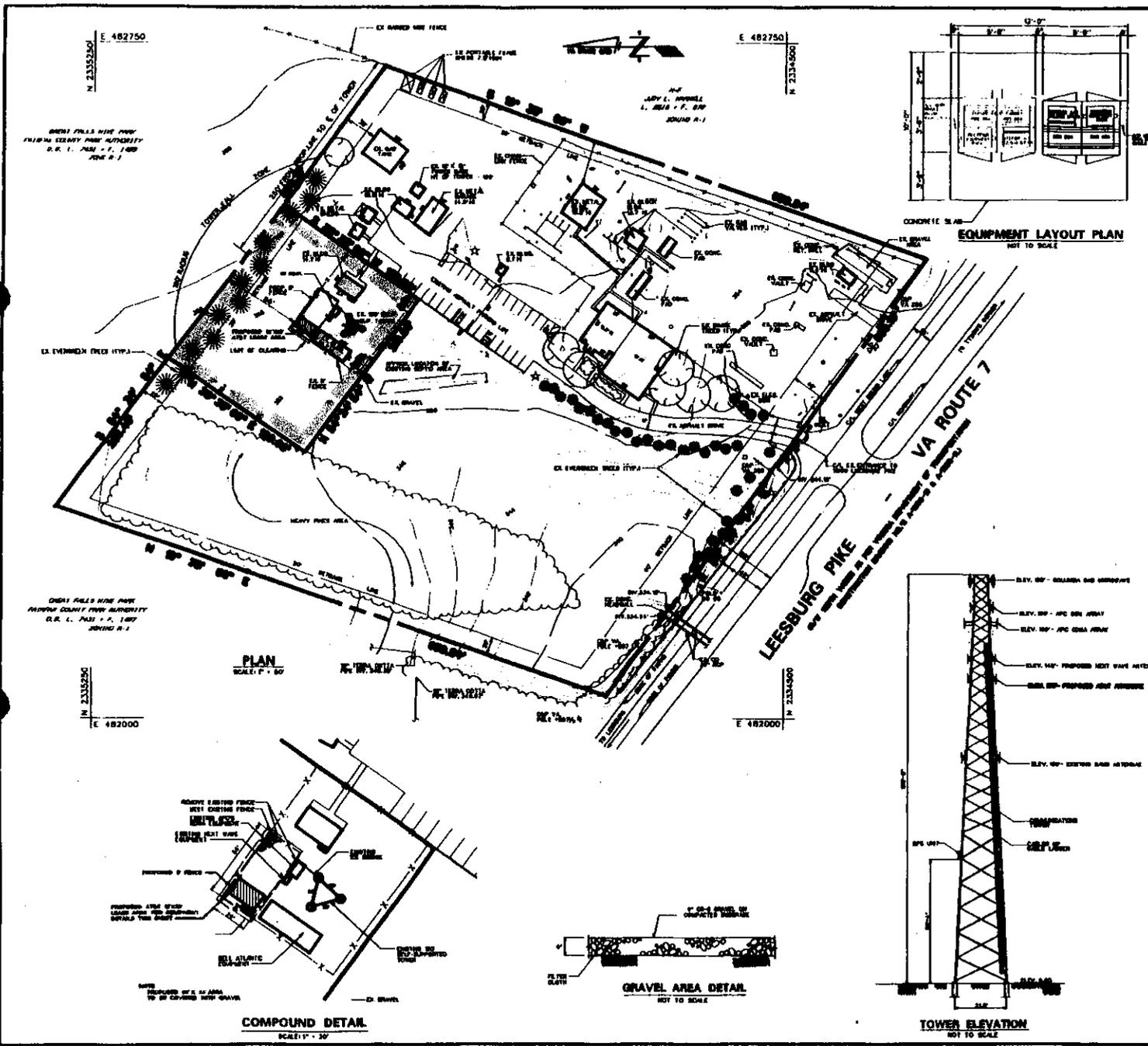
Pursuant to Section 9-015 of the Zoning Ordinance, this Special Exception Amendment shall automatically expire, without notice, thirty (30) months after the date of approval unless the use has been established or construction has commenced and been diligently prosecuted. The Board of Supervisors may grant additional time to establish the use or to commence construction if a written request for additional time is filed with the Zoning Administrator prior to the date of expiration of the Special Exception Amendment. The request must specify the amount of additional time requested, the basis for the amount of time requested and an explanation of why additional time is required.

If you have questions regarding the expiration of this Special Exception Amendment or filing a request for additional time they should be directed to the Zoning Evaluation Division of the Office of Comprehensive Planning at 703-324-1290. The mailing address for the Zoning Evaluation Division is Suite 801, 12055 Government Center Parkway, Fairfax, Virginia 22035.

Sincerely,



Nancy Vehrs  
Clerk to the Board of Supervisors  
NV/ns



**SITE NOTES**

1. Applicant: AT&T Wireless Services, Inc. (AT&T)
2. Property Owner: Atlantic Gas Transmission Corporation
3. Site Data:
  - Site Map: 02-1 Lot 20 Block 1
  - Parcel No: 0417, Zone: R1
  - Total Area: 0.6200 Ac. ± (34,750 sq. ft.)
  - Survey: 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000
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5. The proposed facility consists of AT&T equipment consisting of a 20' x 20' antenna equipment pad and 8 base stations (antenna on or within 50' of antenna pad).
6. The structure shall contain lights or signs when required for overall visibility in other facility locations.
7. No other or auxiliary utilities are required for the operation of this facility.
8. No easements are present as indicated by the Fairfax County Topography maps within 50'.
9. No additional perimeter facilities will be necessary due to the street intersection and to improve safety.
10. Maximum height shall not exceed 40 feet above ground level.
11. The proposed facility shall be constructed in accordance with the following specifications:
 

Item	Quantity	Unit
1. Antenna Equipment Pad	1	Sq. Ft.
2. Base Station (Antenna)	8	Units
3. Tower Structure	1	Structure
4. Foundation	1	Foundation
5. Access Road	1	Linear Foot
6. Fencing	1	Linear Foot
7. Signage	1	Sign
8. Site Preparation	1	Area
9. Grading	1	Area
10. Erosion Control	1	Area
11. Stormwater Management	1	System
12. Security	1	System
13. Lighting	1	System
14. Fire Protection	1	System
15. Other	1	System
12. The site shall be finished to the grade as indicated by the accepted comprehensive plan.
13. There is no grass, object or structure existing in a place of build at this location.
14. Parking Requirements:
 

Category	Spaces Required	Spaces Provided
1. Total Spaces	10	10
2. Handicap	2	2
3. Other	8	8
4. Total	10	10
15. The site shall be finished to the grade as indicated by the accepted comprehensive plan.
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**SPECIAL EXCEPTION PLAN**  
 No. 1  
 1/11/07

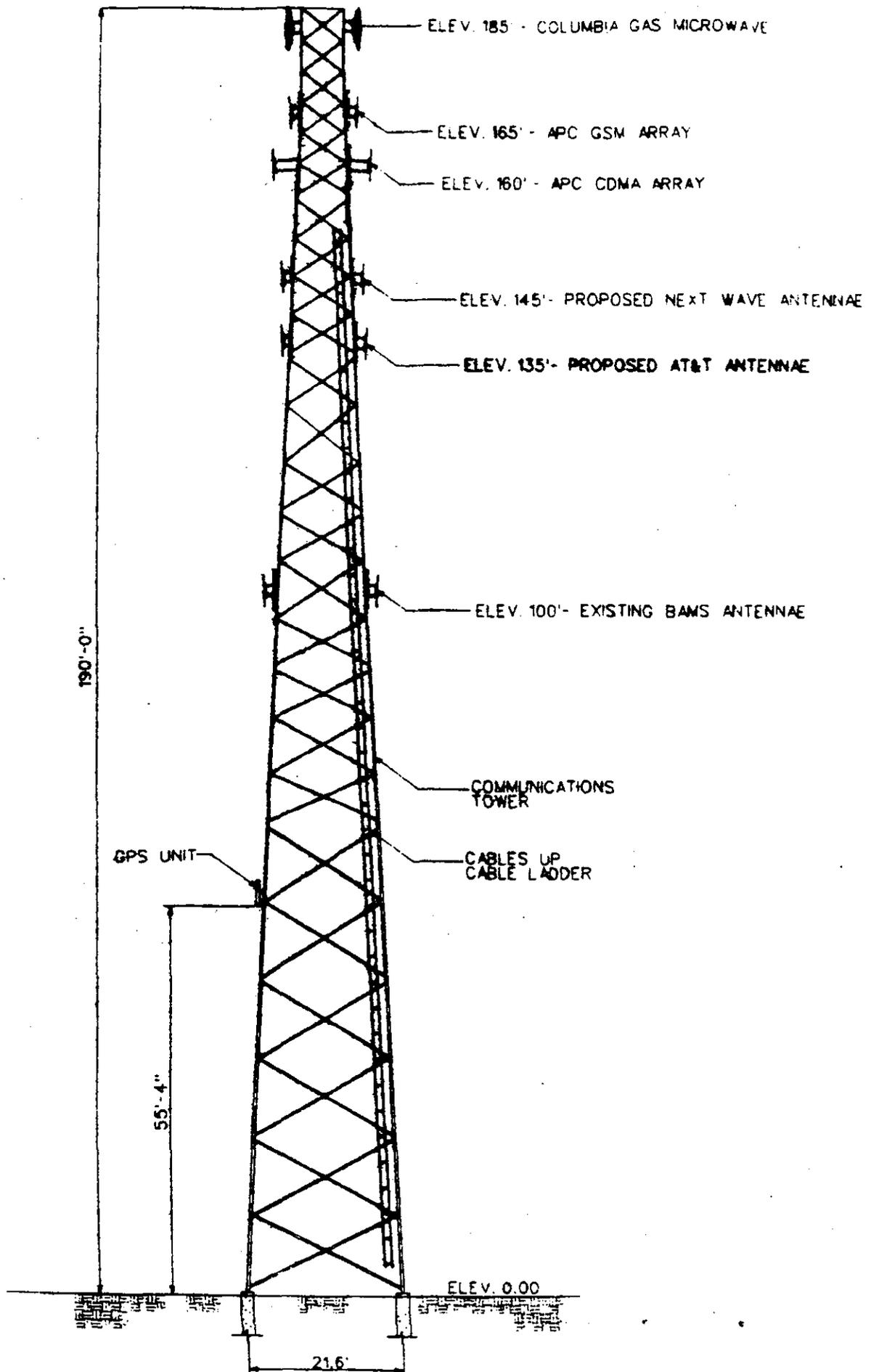
**SITE WARE 1**  
 COLUMBIA GAS  
 LUMBERMAN  
 COMMUNICATIONS  
 INC.

**AT&T**  
 AT&T WIRELESS SERVICES, INC.  
 10000 WOODBRIDGE BLVD  
 FORT WORTH, TX 76155

**KCI Technologies, Inc.**  
 10000 WOODBRIDGE BLVD  
 FORT WORTH, TX 76155

**KCI**  
 10000 WOODBRIDGE BLVD  
 FORT WORTH, TX 76155

Item	Quantity	Unit
1. Antenna Equipment Pad	1	Sq. Ft.
2. Base Station (Antenna)	8	Units
3. Tower Structure	1	Structure
4. Foundation	1	Foundation
5. Access Road	1	Linear Foot
6. Fencing	1	Linear Foot
7. Signage	1	Sign
8. Site Preparation	1	Area
9. Grading	1	Area
10. Erosion Control	1	Area
11. Stormwater Management	1	System
12. Security	1	System
13. Lighting	1	System
14. Fire Protection	1	System
15. Other	1	System



**TOWER ELEVATION**

NOT TO SCALE

**FAIRFAX COUNTY COMPREHENSIVE PLAN, 2007 Edition AREA III Upper Potomac Planning District, as amended through 3-30-2009, page 95, the Plan states:**

Land Use

The Hickory Community Planning Sector is largely developed as stable low density residential neighborhoods. Infill development in these neighborhoods should be of a compatible use, type and intensity in accordance with the guidance provided by the Policy Plan under Land Use Objectives 8 and 14.

**FAIRFAX COUNTY COMPREHENSIVE PLAN, 2007 Edition AREA III Upper Potomac Planning District, as amended through 3-30-2009, page 97, the Plan states:**

2. The area bounded by Leesburg Pike (Route 7), Georgetown Pike, Walker Road and Piney Run is planned for residential use at .5-1 dwelling unit per acre, as shown on the Plan map, to reflect existing and committed development. New development should be generally consistent with existing zoning and should provide for ample landscaping, buffering and substantial building setbacks to ensure that the present relatively low density character of the area will be preserved when viewed from the collector and arterial roadways serving the sector.

**9-006 General Standards**

In addition to the specific standards set forth hereinafter with regard to particular special exception uses, all such uses shall satisfy the following general standards:

1. The proposed use at the specified location shall be in harmony with the adopted comprehensive plan.
2. The proposed use shall be in harmony with the general purpose and intent of the applicable zoning district regulations.
3. The proposed use shall be such that it will be harmonious with and will not adversely affect the use or development of neighboring properties in accordance with the applicable zoning district regulations and the adopted comprehensive plan. The location, size and height of buildings, structures, walls and fences, and the nature and extent of screening, buffering and landscaping shall be such that the use will not hinder or discourage the appropriate development and use of adjacent or nearby land and/or buildings or impair the value thereof.
4. The proposed use shall be such that pedestrian and vehicular traffic associated with such use will not be hazardous or conflict with the existing and anticipated traffic in the neighborhood.
5. In addition to the standards which may be set forth in this Article for a particular category or use, the Board shall require landscaping and screening in accordance with the provisions of Article 13.
6. Open space shall be provided in an amount equivalent to that specified for the zoning district in which the proposed use is located.
7. Adequate utility, drainage, parking, loading and other necessary facilities to serve the proposed use shall be provided. Parking and loading requirements shall be in accordance with the provisions of Article 11.
8. Signs shall be regulated by the provisions of Article 12; however, the Board may impose more strict requirements for a given use than those set forth in this Ordinance.

## **9-104 Standards for all Category 1 Uses**

In addition to the general standards set forth in Sect. 006 above, all Category 1 special exception uses shall satisfy the following standards:

1. Category 1 special exception uses shall not have to comply with the lot size requirements or the bulk regulations set forth for the zoning district in which located.
2. No land or building in any district other than the I-5 and I-6 District shall be used for the storage of materials or equipment, or for the repair or servicing of vehicles or equipment, or for the parking of vehicles except those needed by employees connected with the operation of the immediate facility.
3. If the proposed location of a Category 1 use is in an R district, there shall be a finding that there is no alternative site available for such use in a C or I district within 500 feet of the proposed location; except that in the case of electric transformer stations and telecommunication central offices, there shall be a finding that there is no alternative site available in a C or I district within a distance of one (1) mile, unless there is a substantial showing that it is impossible for satisfactory service to be rendered from an available location in such C or I district.
4. Before establishment, all uses, including modifications or alterations to existing uses, shall be subject to the provisions of Article 17, Site Plans.

**GLOSSARY**

This Glossary is provided to assist the public in understanding the staff evaluation and analysis of development proposals. It should not be construed as representing legal definitions. Refer to the Fairfax County Zoning Ordinance, Comprehensive Plan or Public Facilities Manual for additional information.

**ABANDONMENT:** Refers to road or street abandonment, an action taken by the Board of Supervisors, usually through the public hearing process, to abolish the public's right-of-passage over a road or road right-of-way. Upon abandonment, the right-of-way automatically reverts to the underlying fee owners. If the fee to the owner is unknown, Virginia law presumes that fee to the roadbed rests with the adjacent property owners if there is no evidence to the contrary.

**ACCESSORY DWELLING UNIT (OR APARTMENT):** A secondary dwelling unit established in conjunction with and clearly subordinate to a single family detached dwelling unit. An accessory dwelling unit may be allowed if a special permit is granted by the Board of Zoning Appeals (BZA). Refer to Sect. 8-918 of the Zoning Ordinance.

**AFFORDABLE DWELLING UNIT (ADU) DEVELOPMENT:** Residential development to assist in the provision of affordable housing for persons of low and moderate income in accordance with the affordable dwelling unit program and in accordance with Zoning Ordinance regulations. Residential development which provides affordable dwelling units may result in a density bonus (see below) permitting the construction of additional housing units. See Part 8 of Article 2 of the Zoning Ordinance.

**AGRICULTURAL AND FORESTAL DISTRICTS:** A land use classification created under Chapter 114 or 115 of the Fairfax County Code for the purpose of qualifying landowners who wish to retain their property for agricultural or forestal use for use/value taxation pursuant to Chapter 58 of the Fairfax County Code.

**BARRIER:** A wall, fence, earthen berm, or plant materials which may be used to provide a physical separation between land uses. Refer to Article 13 of the Zoning Ordinance for specific barrier requirements.

**BEST MANAGEMENT PRACTICES (BMPs):** Stormwater management techniques or land use practices that are determined to be the most effective, practicable means of preventing and/or reducing the amount of pollution generated by nonpoint sources in order to improve water quality.

**BUFFER:** Graduated mix of land uses, building heights or intensities designed to mitigate potential conflicts between different types or intensities of land uses; may also provide for a transition between uses. A landscaped buffer may be an area of open, undeveloped land and may include a combination of fences, walls, berms, open space and/or landscape plantings. A buffer is not necessarily coincident with transitional screening.

**CHESAPEAKE BAY PRESERVATION ORDINANCE:** Regulations which the State has mandated must be adopted to protect the Chesapeake Bay and its tributaries. These regulations must be incorporated into the comprehensive plans, zoning ordinances and subdivision ordinances of the affected localities. Refer to Chesapeake Bay Preservation Act, Va. Code Section 10.1-2100 et seq and VR 173-02-01, Chesapeake Bay Preservation Area Designation and Management Regulations.

**CLUSTER DEVELOPMENT:** Residential development in which the lots are clustered on a portion of a site so that significant environmental/historical/cultural resources may be preserved or recreational amenities provided. While smaller lot sizes are permitted in a cluster subdivision to preserve open space, the overall density cannot exceed that permitted by the applicable zoning district. See Sect. 2-421 and Sect. 9-615 of the Zoning Ordinance.

**COUNTY 2232 REVIEW PROCESS:** A public hearing process pursuant to Sect. 15.2-2232 (Formerly Sect. 15.1-456) of the Virginia Code which is used to determine if a proposed public facility not shown on the adopted Comprehensive Plan is in substantial accord with the plan. Specifically, this process is used to determine if the general or approximate location, character and extent of a proposed facility is in substantial accord with the Plan.

**dba:** The momentary magnitude of sound weighted to approximate the sensitivity of the human ear to certain frequencies; the dba value describes a sound at a given instant, a maximum sound level or a steady state value. See also Ldn.

**DENSITY:** Number of dwelling units (du) divided by the gross acreage (ac) of a site being developed in residential use; or, the number of dwelling units per acre (du/ac) except in the PRC District when density refers to the number of persons per acre.

**DENSITY BONUS:** An increase in the density otherwise allowed in a given zoning district which may be granted under specific provisions of the Zoning Ordinance when a developer provides excess open space, recreation facilities, or affordable dwelling units (ADUs), etc.

**DEVELOPMENT CONDITIONS:** Terms or conditions imposed on a development by the Board of Supervisors (BOS) or the Board of Zoning Appeals (BZA) in connection with approval of a special exception, special permit or variance application or rezoning application in a "P" district. Conditions may be imposed to mitigate adverse impacts associated with a development as well as secure compliance with the Zoning Ordinance and/or conformance with the Comprehensive Plan. For example, development conditions may regulate hours of operation, number of employees, height of buildings, and intensity of development.

**DEVELOPMENT PLAN:** A graphic representation which depicts the nature and character of the development proposed for a specific land area: information such as topography, location and size of proposed structures, location of streets trails, utilities, and storm drainage are generally included on a development plan. A development plan is a submission requirement for rezoning to the PRC District. A **GENERALIZED DEVELOPMENT PLAN (GDP)** is a submission requirement for a rezoning application for all conventional zoning districts other than a P District. A development plan submitted in connection with a special exception (SE) or special permit (SP) is generally referred to as an SE or SP plat. A **CONCEPTUAL DEVELOPMENT PLAN (CDP)** is a submission requirement when filing a rezoning application for a P District other than the PRC District; a CDP characterizes in a general way the planned development of the site. A **FINAL DEVELOPMENT PLAN (FDP)** is a submission requirement following the approval of a conceptual development plan and rezoning application for a P District other than the PRC District; an FDP further details the planned development of the site. See Article 16 of the Zoning Ordinance.

**EASEMENT:** A right to or interest in property owned by another for a specific and limited purpose. Examples: access easement, utility easement, construction easement, etc. Easements may be for public or private purposes.

**ENVIRONMENTAL QUALITY CORRIDORS (EQCs):** An open space system designed to link and preserve natural resource areas, provide passive recreation and protect wildlife habitat. The system includes stream valleys, steep slopes and wetlands. For a complete definition of EQCs, refer to the Environmental section of the Policy Plan for Fairfax County contained in Vol. 1 of the Comprehensive Plan.

**ERODIBLE SOILS:** Soils that wash away easily, especially under conditions where stormwater runoff is inadequately controlled. Silt and sediment are washed into nearby streams, thereby degrading water quality.

**FLOODPLAIN:** Those land areas in and adjacent to streams and watercourses subject to periodic flooding; usually associated with environmental quality corridors. The 100 year floodplain drains 70 acres or more of land and has a one percent chance of flood occurrence in any given year.

**FLOOR AREA RATIO (FAR):** An expression of the amount of development intensity (typically, non-residential uses) on a specific parcel of land. FAR is determined by dividing the total square footage of gross floor area of buildings on a site by the total square footage of the site itself.

**FUNCTIONAL CLASSIFICATION:** A system for classifying roads in terms of the character of service that individual facilities are providing or are intended to provide, ranging from travel mobility to land access. Roadway system functional classification elements include Freeways or Expressways which are limited access highways, Other Principal (or Major) Arterials, Minor Arterials, Collector Streets, and Local Streets. Principal arterials are designed to accommodate travel; access to adjacent properties is discouraged. Minor arterials are designed to serve both through traffic and local trips. Collector roads and streets link local streets and properties with the arterial network. Local streets provide access to adjacent properties.

**GEOTECHNICAL REVIEW:** An engineering study of the geology and soils of a site which is submitted to determine the suitability of a site for development and recommends construction techniques designed to overcome development on problem soils, e.g., marine clay soils.

**HYDROCARBON RUNOFF:** Petroleum products, such as motor oil, gasoline or transmission fluid deposited by motor vehicles which are carried into the local storm sewer system with the stormwater runoff, and ultimately, into receiving streams; a major source of non-point source pollution. An oil-grit separator is a common hydrocarbon runoff reduction method.

**IMPERVIOUS SURFACE:** Any land area covered by buildings or paved with a hard surface such that water cannot seep through the surface into the ground.

**INFILL:** Development on vacant or underutilized sites within an area which is already mostly developed in an established development pattern or neighborhood.

**INTENSITY:** The magnitude of development usually measured in such terms as density, floor area ratio, building height, percentage of impervious surface, traffic generation, etc. Intensity is also based on a comparison of the development proposal against environmental constraints or other conditions which determine the carrying capacity of a specific land area to accommodate development without adverse impacts.

**Ldn:** Day night average sound level. It is the twenty-four hour average sound level expressed in A-weighted decibels; the measurement assigns a "penalty" to night time noise to account for night time sensitivity. Ldn represents the total noise environment which varies over time and correlates with the effects of noise on the public health, safety and welfare.

**LEVEL OF SERVICE (LOS):** An estimate of the effectiveness of a roadway to carry traffic, usually under anticipated peak traffic conditions. Level of Service efficiency is generally characterized by the letters A through F, with LOS-A describing free flow traffic conditions and LOS-F describing jammed or grid-lock conditions.

**MARINE CLAY SOILS:** Soils that occur in widespread areas of the County generally east of Interstate 95. Because of the abundance of shrink-swell clays in these soils, they tend to be highly unstable. Many areas of slope failure are evident on natural slopes. Construction on these soils may initiate or accelerate slope movement or slope failure. The shrink-swell soils can cause movement in structures, even in areas of flat topography, from dry to wet seasons resulting in cracked foundations, etc. Also known as slippage soils.

**OPEN SPACE:** That portion of a site which generally is not covered by buildings, streets, or parking areas. Open space is intended to provide light and air; open space may function as a buffer between land uses or for scenic, environmental, or recreational purposes.

**OPEN SPACE EASEMENT:** An easement usually granted to the Board of Supervisors which preserves a tract of land in open space for some public benefit in perpetuity or for a specified period of time. Open space easements may be accepted by the Board of Supervisors, upon request of the land owner, after evaluation under criteria established by the Board. See Open Space Land Act, Code of Virginia, Sections 10.1-1700, et seq.

**P DISTRICT:** A "P" district refers to land that is planned and/or developed as a Planned Development Housing (PDH) District, a Planned Development Commercial (PDC) District or a Planned Residential Community (PRC) District. The PDH, PDC and PRC Zoning Districts are established to encourage innovative and creative design for land development; to provide ample and efficient use of open space; to promote a balance in the mix of land uses, housing types, and intensity of development; and to allow maximum flexibility in order to achieve excellence in physical, social and economic planning and development of a site. Refer to Articles 6 and 16 of the Zoning Ordinance.

**PROFFER:** A written condition, which, when offered voluntarily by a property owner and accepted by the Board of Supervisors in a rezoning action, becomes a legally binding condition which is in addition to the zoning district regulations applicable to a specific property. Proffers are submitted and signed by an owner prior to the Board of Supervisors public hearing on a rezoning application and run with the land. Once accepted by the Board, proffers may be modified only by a proffered condition amendment (PCA) application or other zoning action of the Board and the hearing process required for a rezoning application applies. See Sect. 15.2-2303 (formerly 15.1-491) of the Code of Virginia.

**PUBLIC FACILITIES MANUAL (PFM):** A technical text approved by the Board of Supervisors containing guidelines and standards which govern the design and construction of site improvements incorporating applicable Federal, State and County Codes, specific standards of the Virginia Department of Transportation and the County's Department of Public Works and Environmental Services.

**RESOURCE MANAGEMENT AREA (RMA):** That component of the Chesapeake Bay Preservation Area comprised of lands that, if improperly used or developed, have a potential for causing significant water quality degradation or for diminishing the functional value of the Resource Protection Area. See Fairfax County Code, Ch. 118, Chesapeake Bay Preservation Ordinance.

**RESOURCE PROTECTION AREA (RPA):** That component of the Chesapeake Bay Preservation Area comprised of lands at or near the shoreline or water's edge that have an intrinsic water quality value due to the ecological and biological processes they perform or are sensitive to impacts which may result in significant degradation of the quality of state waters. In their natural condition, these lands provide for the removal, reduction or assimilation of sediments from runoff entering the Bay and its tributaries, and minimize the adverse effects of human activities on state waters and aquatic resources. New development is generally discouraged in an RPA. See Fairfax County Code, Ch. 118, Chesapeake Bay Preservation Ordinance.

**SITE PLAN:** A detailed engineering plan, to scale, depicting the development of a parcel of land and containing all information required by Article 17 of the Zoning Ordinance. Generally, submission of a site plan to DPWES for review and approval is required for all residential, commercial and industrial development except for development of single family detached dwellings. The site plan is required to assure that development complies with the Zoning Ordinance.

**SPECIAL EXCEPTION (SE) / SPECIAL PERMIT (SP):** Uses, which by their nature, can have an undue impact upon or can be incompatible with other land uses and therefore need a site specific review. After review, such uses may be allowed to locate within given designated zoning districts if appropriate and only under special controls, limitations, and regulations. A special exception is subject to public hearings by the Planning Commission and Board of Supervisors with approval by the Board of Supervisors; a special permit requires a public hearing and approval by the Board of Zoning Appeals. Unlike proffers which are voluntary, the Board of Supervisors or BZA may impose reasonable conditions to assure, for example, compatibility and safety. See Article 8, Special Permits and Article 9, Special Exceptions, of the Zoning Ordinance.

**STORMWATER MANAGEMENT:** Engineering practices that are incorporated into the design of a development in order to mitigate or abate adverse water quantity and water quality impacts resulting from development. Stormwater management systems are designed to slow down or retain runoff to re-create, as nearly as possible, the pre-development flow conditions.

**SUBDIVISION PLAT:** The engineering plan for a subdivision of land submitted to DPWES for review and approved pursuant to Chapter 101 of the County Code.

**TRANSPORTATION DEMAND MANAGEMENT (TDM):** Actions taken to reduce single occupant vehicle automobile trips or actions taken to manage or reduce overall transportation demand in a particular area.

**TRANSPORTATION SYSTEM MANAGEMENT (TSM) PROGRAMS:** This term is used to describe a full spectrum of actions that may be applied to improve the overall efficiency of the transportation network. TSM programs usually consist of low-cost alternatives to major capital expenditures, and may include parking management measures, ridesharing programs, flexible or staggered work hours, transit promotion or operational improvements to the existing roadway system. TSM includes Transportation Demand Management (TDM) measures as well as H.O.V. use and other strategies associated with the operation of the street and transit systems.

**URBAN DESIGN:** An aspect of urban or suburban planning that focuses on creating a desirable environment in which to live, work and play. A well-designed urban or suburban environment demonstrates the four generally accepted principles of design: clearly identifiable function for the area; easily understood order; distinctive identity; and visual appeal.

**VACATION:** Refers to vacation of street or road as an action taken by the Board of Supervisors in order to abolish the public's right-of-passage over a road or road right-of-way dedicated by a plat of subdivision. Upon vacation, title to the road right-of-way transfers by operation of law to the owner(s) of the adjacent properties within the subdivision from whence the road/road right-of-way originated.

**VARIANCE:** An application to the Board of Zoning Appeals which seeks relief from a specific zoning regulation such as lot width, building height, or minimum yard requirements, among others. A variance may only be granted by the Board of Zoning Appeals through the public hearing process and upon a finding by the BZA that the variance application meets the required Standards for a Variance set forth in Sect. 18-404 of the Zoning Ordinance.

**WETLANDS:** Land characterized by wetness for a portion of the growing season. Wetlands are generally delineated on the basis of physical characteristics such as soil properties indicative of wetness, the presence of vegetation with an affinity for water, and the presence or evidence of surface wetness or soil saturation. Wetland environments provide water quality improvement benefits and are ecologically valuable. Development activity in wetlands is subject to permitting processes administered by the U.S. Army Corps of Engineers

**TIDAL WETLANDS:** Vegetated and nonvegetated wetlands as defined in Chapter 116 Wetlands Ordinance of the Fairfax County Code: includes tidal shores and tidally influenced embayments, creeks, and tributaries to the Occoquan and Potomac Rivers. Development activity in tidal wetlands may require approval from the Fairfax County Wetlands Board.

#### Abbreviations Commonly Used in Staff Reports

A&F	Agricultural & Forestal District	PDH	Planned Development Housing
ADU	Affordable Dwelling Unit	PFM	Public Facilities Manual
ARB	Architectural Review Board	PRC	Planned Residential Community
BMP	Best Management Practices	RC	Residential-Conservation
BOS	Board of Supervisors	RE	Residential Estate
BZA	Board of Zoning Appeals	RMA	Resource Management Area
COG	Council of Governments	RPA	Resource Protection Area
CBC	Community Business Center	RUP	Residential Use Permit
CDP	Conceptual Development Plan	RZ	Rezoning
CRD	Commercial Revitalization District	SE	Special Exception
DOT	Department of Transportation	SEA	Special Exception Amendment
DP	Development Plan	SP	Special Permit
DPWES	Department of Public Works and Environmental Services	TDM	Transportation Demand Management
DPZ	Department of Planning and Zoning	TMA	Transportation Management Association
DU/AC	Dwelling Units Per Acre	TSA	Transit Station Area
EQC	Environmental Quality Corridor	TSM	Transportation System Management
FAR	Floor Area Ratio	UP & DD	Utilities Planning and Design Division, DPWES
FDP	Final Development Plan	VC	Variance
GDP	Generalized Development Plan	VDOT	Virginia Dept. of Transportation
GFA	Gross Floor Area	VPD	Vehicles Per Day
HC	Highway Corridor Overlay District	VPH	Vehicles per Hour
HCD	Housing and Community Development	WMATA	Washington Metropolitan Area Transit Authority
LOS	Level of Service	WS	Water Supply Protection Overlay District
Non-RUP	Non-Residential Use Permit	ZAD	Zoning Administration Division, DPZ
OSDS	Office of Site Development Services, DPWES	ZED	Zoning Evaluation Division, DPZ
PCA	Proffered Condition Amendment	ZPRB	Zoning Permit Review Branch
PD	Planning Division		
PDC	Planned Development Commercial		