

SPECIAL EXCEPTION AFFIDAVIT

DATE: July 15, 2010
(enter date affidavit is notarized)

I, Frank W. Stearns, Esq., 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 104220c

in Application No.(s): SEA 86-C-116
(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 BOLD above)
Cellco Partnership d/b/a VerizonWireless Brain A. Stover - Agent	9000 Junction Drive Annapolis Junction, MD 20701	Applicant/Lessee for TaxMap No. 027-2((1))0013
Dominion Resources, Inc. f/k/a Virginia Electric and Power Company d/b/a Dominion Virginia Power	120 Tredegar Street Richmond, VA 22314	Owner of Tax Map No. 027-2((1))0013
Donohue & Stearns, PLC Frank W. Stearns Edward L. Donohue M. Colleen Canovas	801 North Fairfax Street Suite 209 Alexandria, VA 22314	Attorneys/Agents Attorney/Agent Attorney/Agent Attorney/Agent

(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 15, 2010
(enter date affidavit is notarized)

104 220 c

for Application No. (s): SEA 86-C-116
(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 BOLD above)
Washington, D. C. SMSA Limited Partnership d/b/a Verizon Wireless	9000 Junction Drive Annapolis Junction, MD 20701	Former Applicant/Lessee for Tax Map No. 027-2((1))0013
Venable LLP David R. Lasso Kwasi X. Bosompem	8010 Towers Crescent Drive Suite 300 Vienna, VA 22182	Former Attorneys/Agents Former Attorney/Agent Former Urban Planner/Agent

(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 15, 2010
(enter date affidavit is notarized)

1042206

for Application No. (s): SEA 86-C-116
(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)

Bell Atlantic Mobile Systems, Inc.
One Verizon Way
Basking Ridge, NJ 07920-1097

DESCRIPTION OF CORPORATION: (check one statement)

- [X] 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)

Bell Atlantic Global Wireless Inc.
NYNEX Corporation

(check if applicable) [X] 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 15, 2010
(enter date affidavit is notarized)

104220c

for Application No. (s): SEA 86-C-116
(enter County-assigned application number (s))

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

Bell Atlantic Global Wireless Inc.
1320 North Court House Rd.
9th Floor
Arlington, VA 22201

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)

Verizon Investments, Inc.

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

NYNEX Corporation
140 West Street
New York, NY 10007

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)

Verizon 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 15, 2010
(enter date affidavit is notarized)

104220C

for Application No. (s): SEA 86-C-116
(enter County-assigned application number (s))

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

Verizon Communications, Inc.
140 West Street
New York, NY 10007

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)

Verizon Investments, Inc.
390 Washington Street
Wilmington, DE 19802

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)

Verizon 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 15, 2010
(enter date affidavit is notarized)

104220c

for Application No. (s): SEA 86-C-116
(enter County-assigned application number (s))

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

GTE Wireless Incorporated
One Verizon Way
Basking Ridge, NJ 07920-1097

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.
GTE Corporation

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

Vodafone Americas, Inc.
Denver Place, South Tower
999 18th Street, Suite 1750
Denver, CO 80202

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 Group, Plc

(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 15, 2010
(enter date affidavit is notarized)

104220c

for Application No. (s): SEA 86-C-116
(enter County-assigned application number (s))

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

GTE Corporation
140 West Street
New York, NY 10007

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)

Verizon Communications, Inc.
NYNEX Corporation
Bell Atlantic Global Wireless, Inc.

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

JV PartnerCo LLC
Denver Place, South Tower
999 18th Street, Suite 1750
Denver, CO 80202

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.

(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 15, 2010
(enter date affidavit is notarized)

1042200

for Application No. (s): SEA 86-C-116
(enter County-assigned application number (s))

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

Vodafone Group, Plc
The Connection, Vodafone House
Newbury, Berkshire
United Kingdom

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)

Vodafone Holdings, LLC
Denver Place, South Tower
999 18th Street, Suite 1750
Denver, CO 80202

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.

(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 15, 2010
(enter date affidavit is notarized)

1042200

for Application No. (s): SEA 86-C-116
(enter County-assigned application number (s))

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

Dominion Resources, Inc. f/k/a Virginia Electric and Power Company, d/b/a Dominion Virginia Power
120 Tredegar Street
Richmond, VA 23219

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)

Donohue & Stearns, PLC
801 North Fairfax Street
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
Frank W. Stearns

(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 15, 2010
(enter date affidavit is notarized)

104220C

for Application No. (s): SEA 86-C-116
(enter County-assigned application number (s))

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

Former Corporation for the Applicant/Lessee
AT Delaware II, LLC
180 Washington Valley Road
Bedminster, NJ 07921

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)
Cellco Partnership (sole member)

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

Former Corporation for the Applicant/Lessee
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)

(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 15, 2010
(enter date affidavit is notarized)

104220c

for Application No. (s): SEA 86-C-116
(enter County-assigned application number (s))

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

Former Corporation for the Applicant/Lessee
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.

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)

Former Corporation of the Applicant/Lessee
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.
- 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 15, 2010
(enter date affidavit is notarized)

104220c

for Application No. (s): SEA 86-C-116
(enter County-assigned application number (s))

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

Former Corporation for the Applicant/Lessee
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.
- 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)

Former Corporation for the Applicant/Lessee
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)

(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 15, 2010
(enter date affidavit is notarized)

104220c

for Application No. (s): SEA 86-C-116
(enter County-assigned application number (s))

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

Former Corporation for the Applicant/Lessee
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.
- 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)

Former Corporation for the Applicant/Lessee
Air Touch PCS Holdings, Inc.
2999 Oak Road, M-S - 1025
Walnut Creek, CA 94596

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 AFFIDAVIT

DATE: July 15, 2010
(enter date affidavit is notarized)

104220c

for Application No. (s): SEA 86-C-116
(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)
Cellco Partnership d/b/a Verizon Wireless
One Verizon Way
Basking Ridge, NJ 07920-1097

(check if applicable) [X] 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)

Bell Atlantic Mobile Systems, Inc. General Partner
GTE Wireless Incorporated General Partner
PCS Nucleus, L.P. General Partner
JV PartnerCo, LLC General Partner

(check if applicable) [X] 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 15, 2010
(enter date affidavit is notarized)

104220c

for Application No. (s): SEA 86-C-116
(enter County-assigned application number (s))

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

PCS Nucleus, L.P.
Denver Place, South Tower
999 18th Street, Suite 1750
Denver, CO 80202

(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**)

Vodafone Holdings, LLC General Partner
Vodafone Americas, Inc. General Partner

Former Partner
Air Touch PCS Holdings, 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 15, 2010
(enter date affidavit is notarized)

104220c

for Application No. (s): SEA 86-C-116
(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)
Former Partnership of Applicant/Lessee
Washington, D.C. SMSA Limited Partnership d/b/a Verizon Wireless
180 Washington Valley Road
Bedminister, 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)

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

Cellco Partnership General Partner

(check if applicable) [X] 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 15, 2010
(enter date affidavit is notarized)

104220c

for Application No. (s): SEA 86-C-116
(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)
Former Partner of Applicant/Lessee Washington D. C. SMSA Limited Partnership d/b/a Verizon Wireless
Cellco Partnership
180 Washington Valley Road
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)

DATE: July 15, 2010
(enter date affidavit is notarized)

1042200

for Application No. (s): SEA 86-C-116
(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)
Former Partnership of the Applicant/Lessee
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) [X] 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 15, 2010

104220c

(enter date affidavit is notarized)

for Application No. (s): SEA 86-C-116

(enter County-assigned application number (s))

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

Venable LLP - Former Attorneys/Agents
 8010 Towers Crescent Drive
 Suite 300
 Vienna, Virginia 22182

(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**)

Adams , David G.	Ciatto , Frank A.	Fales , Lisa Jose
Adducci , Steven A.	Cirulnick , Arthur E.	Faley , Kevin O.
Albrecht , Ralph P.	Cividanes , Emilio W.	Farnum , David
Ames , Robert G.	Civiletti , Benjamin R.	Ferrell , Michael J.
Anderson , Lars E.	Clancy , Patrick L.	Flack , Brian L.
Aragon , Rebecca M.	Cohen , Rory M.	Flyer , Michael R.
Atlas , Harry I.	Colaizzi , Roger A.	Foley , Danielle R.
Auberger , Marcia A.	Constantine , George E.	France , Thomas W.
Ayres , Jeffrey P.	Cook , Bryson L.	Frerichs , Herbert D. Jr.
Baader , Michael J.	Cooke , Lawrence H. II	Gaarder , Christina L.
Babayi , Robert	Cooney , John F.	Gallagher , Stephen K.
Bailey , Claude E.	Coston , William D.	Garfinkel , Michael
Baker , Constance N.	Craig , Ashley	Garinther , Geoffrey R.
Baldrige , J. Douglas	Cross , Gregory A.	Garrote , Nora E.
Barnes , Jeffrey A.	Cumbie , James E.	Gately , Caroline Petro
Baskin , Maurice	Currie , Andrew J.	Geis , Robert H. Jr.
Bayh , Birch E. Jr.	Curtin , Peter J.	Gendron , Andrew
Beaty , John B.	Daley , Henry J.	Gesner , Lawrence H.
Beeman , E. Ray	Davis , Michael C.	Gill , Gregory M.
Bechamps , Anne-Therese	Deal , Jill B.	Glancz , Ronald R.
Blinken , Sally G.	Debolt , Paul A.	Glasgow , Paul T.
Block , Joseph G.	Deeley , C. Carey Jr.	Glynn , Edward F. Jr.
Block , Sondra H.	DeLong , Stephanie L.	Goewey , David W.
Bolger , Robert J.	Devaney , William H.	Gollin , Michael A.
Borkowski , George M.	Dolan , William D. III	Gonya , Jeffrey K.
Boyle , Edward Patrick	Donovan , William J.	Goodman , Leonard S.
Braker , Gregory S.	Dunbar , James A.	Gorry , Timothy J.
Brandenstein , Henry F. Jr.	Dunn , Jeffrey A.	Gottlieb , Robert G.
Bronstein , John D.	Dvorak , James P. Jr.	Gray , James E.
Bruton , Jennifer	Edlavitch , Susan T.	Green , Douglas H.
Bryan , Sally R.	Eichen , Jeffrey L.	Grunberg , Nancy R.
Buckley , Richard D.	Elling , Terry L.	Guben , Jan K.
Burdett , James R.	Emhoff , Douglas C.	Haddaway , Keith G.
Burnley , James H. IV	Esty , JoAnna M.	Hailey , Gary D.
Burton , Robert A.	Evans , Edward S. III	Hamel , W. Warren
Bushnaq , Darek S.	Fales , Lisa Jose	Hanks , James J. Jr.
Callari , Carollynn H.G.	Faley , Kevin O.	Hardway , Kathleen S.
Calvert , Walter R.	Farnum , David	Hardy , John D. Jr.
Capute , Courtney G.	Ferrell , Michael J.	Harrison , Mark B.
Christner , Wallace E.	Flack , Brian L.	Harrison , Todd A.

(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 15, 2010
(enter date affidavit is notarized)

104220c

for Application No. (s): SEA 86-C-116
(enter County-assigned application number (s))

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

Venable LLP - Former Attorneys/Agents
8010 Towers Crescent Drive
Suite 300
Vienna, Virginia 22182

(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**)

- | | | |
|-----------------------|----------------------------|--------------------------|
| Harting, Marta D. | Landry, Brock R. | Parvis, Peter P. |
| Hauptman, Gregory B. | Leber, Michael A. | Pass, Caryn G. |
| Heard, C. Stephen Jr. | Lee, Tony S. | Pate, Christopher |
| Heubeck, David J. | LeMoult, Brendan J. | Pavlick, John J. |
| Heyward, Peter E. | Lencz, Norman | Pearson, Rebecca E. |
| Hill, Jon-Jamison | Levy, David M. | Petrizzelli, Julie A. |
| Hill, M. King III | Lewis-Eng, Claudia A. | Powers, Richard E. Jr. |
| Hobbs, Ann S. | Lingan, Thomas M. | Price, Andrew D. |
| Hoeg, A. Everett III | Lombard, Rebecca Goldsmith | Prisbe, John T. |
| Hoffman, Kenneth R. | Lynyak, Joseph T. III | Quinn, Thomas H. |
| Hoffman, Robert A. | MacWilliams, Michael B. | Racine, Karl A. |
| Hommer, J. Scott III | Madden, Michael K. | Radowich, Jeffrey J. |
| Horn, Todd J. | Madden, Thomas J. | Ramirez, Ted L. |
| Horowitz, Philip M. | Mallon, Colleen M. | Reno, Russell R. Jr. |
| Howard, John B. | Marshall, Stephen E. | Rice, David E. |
| Hughes, Elizabeth R. | McCann, Clifton E. | Richard, Julie |
| Ingis, Stuart P. | McCauley, John | Ritchie, George F. |
| Jackson, Linda M. | McDonald, Douglas B. | Roberts, Theodore F. |
| Jacoby, Aaron | McGowan, Patricia | Robinson, Michael W. |
| Johnson, Thora A. | McLaughlin, Matthew T. | Rodriguez, Maria E. |
| Johnson, Treasure R. | Mellott, Christopher R. | Rose, Jason |
| Johnston, George W. | Meyer, David C. | Rosenthal, Seth A. |
| Jolly, Bruce O. Jr. | Meyer, Lindsay B. | Rothschild, Lowell M. |
| Joyce, Frederick M. | Miles, Ralph | Rudd, Christopher L. |
| Kaminski, Jeffri A. | Milliken, John G. | Sangiomo, Dino S. |
| Kaplun, Paul T. | Mirviss, Mitchell Y. | Sartori, Michael A. |
| Karceski, David | Moore, Jerry A. III | Satterthwaite, Janet F. |
| Katz, Lawrence A. | Morton, Charles J. Jr. | Schatzow, Michael |
| Kaufman, Joshua J. | Moylan, Daniel P. | Schlaff, Barbara E. |
| Kelly, Thomas J. Jr. | Murnane, Matthew T. | Schiffer, Michael D. |
| Kemp, Paul F. | Newlon, Jeanne L. | Schmelter, Joseph C. |
| Kettel, David | Nifosi, Dana C. | Schwab, Brian L. |
| Killefer, Campbell | Nordwind, William R. | Sega, A. Christopher |
| Kinberg, Robert | O'Brien, Andrea I. | Sergent, Randolph S. |
| Kirchanski, Stefan J. | O'Connor, Brian J. | Shea, James L. |
| Knowles, Jeffrey D. | O'Neill, John J. Jr. | Sharpe, Ralph E. |
| Kolkin, Mitchell | Olchyk, Samuel | Shelton, Robert A. |
| Kroupa, Sharon A. | Ossi, Gregory J. | Shepherd, Kevin L. |
| Kurzweil, Jeffrey | O'Toole, Edmund M. | Shepherd, Raymond V. III |
| Lalle, A. Wayne Jr. | Parker, Bruce R. | Sherman, Davis V.R. |

(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 15, 2010
(enter date affidavit is notarized)

1042200

for Application No. (s): SEA 86-C-116
(enter County-assigned application number (s))

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

Venable LLP - Former Attorneys/Agents
8010 Towers Crescent Drive
Suite 300
Vienna, Virginia 22182

(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)

- | | |
|--------------------------|-----------------------|
| Sherman, Michael D. | Wilkins, Robert L. |
| Shull, Joe A. | Williams, Samantha M. |
| Singh, Jagpreet | Wilson, D. Edward Jr. |
| Slaughter, Kenneth S. | Wood, Sheryl Robinson |
| Smith, David S. | Wright, Damon W.D. |
| Smith, Edward A. | Wright, James D. |
| Smith, Herbert G. II | Yurow, M. Jay |
| Smith, Robert G. | Zemil, Brian A. |
| Spira, Samuel R. | Zink, John H. III |
| Starr, Judson W. | Zinkham, W. Robert |
| Stearns, Frank W. | Zottola, A.J. |
| Steinman, Melissa L. | |
| Strachan, Nell B. | |
| Strain, Paul F. | |
| Strand, Margaret | |
| Stierhoff, John R. | |
| Stuart III, Colbern C. | |
| Sweeney, Mary Rosewin | |
| Tancredi, Lisa B. | |
| Tavares, Lisa A. | |
| Taylor, Ronald W. | |
| Tenenbaum, Jeffrey S. | |
| Thompson, Craig A. | |
| Treanor, Gerard | |
| Troup, James U. | |
| Tucker, Stefan F. | |
| Vecchio, Mark S. | |
| Volner, Ian D. | |
| Volpe, Michael J. | |
| Wagner, Martha Jo | |
| Waldman, Robert L. | |
| Walsh, William L. Jr. | |
| Warner, David R. | |
| Washburne, Thomas D. Jr. | |
| Wasserman, Richard L. | |
| Webb, G. Stewart Jr. | |
| Weissman, William R. | |
| Wender, Edward L. | |
| Whitwell, Ben D. | |
| Wilhelm, John A. | |

(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 15, 2010
(enter date affidavit is notarized)

104 220 c

for Application No. (s): SEA 86-C-116
(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:

[X] 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): _____
(county-assigned application number(s), to be entered by County Staff)

SPECIAL EXCEPTION AFFIDAVIT

DATE: July 15, 2010
(enter date affidavit is notarized)

104220c

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.)

During the twelve month period prior to the public hearing before the Board of Supervisors, Frank W. Stearns, Esq. as a former partner in the law firm of Venable LLP, made contributions on behalf of Venable, LLP in excess of \$100 to Supervisors John C. Cook and Pat Herry. Venable LLP is not a party to this application. Frank W. Stearns, currently a partner with Donohue & Stearns, PLC the Attorney/Agent for the Applicant, made a personal contribution in excess of \$100 to Pat Herry.

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

Applicant's Authorized Agent

Frank W. Stearns, Esq. Agent for Applicant
(type or print first name, middle initial, last name, and & title of signee)

Subscribed and sworn to before me this 15th day of July 20 10, in the State/Comm. of Virginia County/City of Loudoun.

My commission expires: 12/31/2014

Kimberly Patterson
Notary Public

