



# County of Fairfax, Virginia

## MEMORANDUM

Office of the County Attorney  
Suite 549, 12000 Government Center Parkway  
Fairfax, Virginia 22035-0064  
Phone: (703) 324-2421; Fax: (703) 324-2665  
www.fairfaxcounty.gov

**DATE:** October 7, 2010

**TO:** Peter Braham for Chris DeManche, Former Staff Coordinator  
Zoning Evaluation Division  
Department of Planning and Zoning

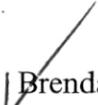
**FROM:** Bette R. Crane, Paralegal   
Office of the County Attorney

**SUBJECT:** Revised Affidavit  
SEA 99-D-043  
Applicant: Cricket Communications, Inc. and Cellco Partnership dba Verizon  
Wireless  
**BOS Hearing Date: 10/19/10**

**REF.:** 107880

Attached is an affidavit which has been approved by the Office of the County Attorney for the above-referenced case. Please include this affidavit dated 10/5/10, which bears my initials and is numbered 107880e, **in the Supplemental Board package.**

Thank you for your cooperation.

Attachment  
cc: (w/attach)  Brenda A. Reagan, Planning Technician  
Zoning Evaluation Division  
Department of Planning and Zoning

**SPECIAL EXCEPTION AFFIDAVIT**

DATE: October 5, 2010  
(enter date affidavit is notarized)

I, M. Colleen Canovas, 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

107880e

in Application No.(s): SEA 99-D-043  
(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.)

<b>NAME</b> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
The Trustees of Dranesville United Methodist Church Carl R. Shaw	858 Seneca Road Great Falls, VA 22066	Title Owner
Jane Elizabeth Conner	1501 King Valley Ct. Herndon, VA 20170	Trustee of Dranesville United Methodist Church
David G. Hitchings	1580 Woodcrest Drive Reston, VA 20194	Trustee of Dranesville United Methodist Church
Lou Ann M. Hylton	11703 Old Bayberry Lane Reston, VA 20194	Trustee of Dranesville United Methodist Church
Daniel Lewis Banks II	705 Crown Meadow Drive Great Falls, VA 22066	Trustee of Dranesville United Methodist Church
Erik E. Vollmecke	12218 Heather Way Herndon, VA 20170	Trustee of Dranesville United Methodist Church
Glenda S. Rogers	926 Rolling Holly Drive Great Falls, VA 22066-1201	Trustee of Dranesville United Methodist Church
William S. Bliven	12208 Sugar Creek Ct. Herndon, VA 22070	Trustee of Dranesville United Methodist Church
	20833 Westmont Terrace Ashburn, VA 20147	Trustee of Dranesville United Methodist Church

(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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(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.)

<b>NAME</b> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
Cricket Communications, Inc	5887 Copley Drive San Diego, CA 92111	Co-Applicant/Lessee
Cellco Partnership d/b/a Verizon Wireless Brian A. Stover - Agent	9000 Junction Drive Annapolis Junction, MD 20701	Co-Applicant/Lessee
APC Realty and Equipment Company LLC	7750 Samuel Morse Drive Columbia, MD 21046	Lessee
T-Mobile Northeast LLC	12050 Baltimore Avenue Beltsville, MD 20705	Lessee
Donohue & Stearns, PLC Edward L. Donohue M. Colleen Canovas Frank W. Stearns	801 North Fairfax Street Suite 209 Alexandria, VA 22314	Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent
Pinnacle Towers Acquisition LLC	c/o Crown Castle International Corporation 2000 Corporate Dr. Canonsburg, PA 25317	Lessee/Manager of Communications Tower
Ambleside School Joanna R. Arpee Michael G. Bruce	1700 Reston Parkway Reston, VA 20194	Lessee Agent Agent
Washington, D.C. SMSA Limited Partnership d/b/a Verizon Wireless	9000 Junction Drive Annapolis Junction, MD 20701	Former Co-Applicant/Lessee
Donohue & Blue PLC Edward L. Donohue M. Colleen Canovas Marjorie K. Conner	801 N. Fairfax Street Alexandria, VA 22314	Former Attorney/Agent Former Attorney/Agent Former Attorney/Agent Former Attorney/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: October 5, 2010  
(enter date affidavit is notarized)

107880 e

for Application No. (s): SEA 99-D-043  
(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.  
5887 Copley Drive  
San Diego, CA 92111

**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: October 5, 2010  
(enter date affidavit is notarized)

107880 e

for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

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

Leap Wireless International, Inc.  
5887 Copley Drive  
San Diego, CA 92111

**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 Institutional Partners IIA, LP  
T. Rowe Price Associates, Inc.

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

MHR Institutional Advisors II, 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: October 5, 2010  
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for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

**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.
- 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 Co-Applicant/Lessee Cricket Communications, Inc.  
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.

(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)

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(enter date affidavit is notarized)

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for Application No. (s): SEA 99-D-043  
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**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Former Corporation for Co-Applicant/Lessee Cricket Communications, Inc.  
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.
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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)

Former Corporation for Co-Applicant/Lessee Cricket Communications, Inc.  
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)

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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: October 5, 2010  
(enter date affidavit is notarized)

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for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

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

Former Corporation for Co-Applicant/Lessee Cricket Communications, Inc.  
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

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

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

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for Application No. (s): SEA 99-D-043  
(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.  
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)

Bell Atlantic Global Wireless Inc.  
NYNEX Corporation

**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.

(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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

**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.

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

DATE: October 5, 2010  
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for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

**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.

**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

(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: October 5, 2010  
(enter date affidavit is notarized)

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for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

**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

**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.

(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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

**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.

**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)

(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.

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for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

**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.

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

Former Corporation for the Co-Applicant/Lessee (Cellco Partnership d/b/a Verizon Wireless)  
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)

(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.

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

Former Corporation for the Co-Applicant/Lessee (Cellco Partnership d/b/a Verizon Wireless)  
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)

Former Corporation for the Co-Applicant/Lessee (Cellco Partnership d/b/a Verizon Wireless)  
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.
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107880e

for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

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

Former Corporation for the Co-Applicant/Lessee (Cellco Partnership d/b/a Verizon Wireless)  
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)

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

Former Corporation for the Co-Applicant/Lessee (Cellco Partnership d/b/a Verizon Wireless)  
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)

(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: October 5, 2010  
(enter date affidavit is notarized)

107880 e

for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

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

Former Corporation for the Co-Applicant/Lessee (Cellco Partnership d/b/a Verizon Wireless)  
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)

Former Corporation for the Co-Applicant/Lessee (Cellco Partnership d/b/a Verizon Wireless)  
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)

(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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

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

Former Corporation for the Co-Applicant/Lessee (Cellco Partnership d/b/a Verizon Wireless)  
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)

**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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- 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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

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

APC Realty and Equipment Company LLC  
7750 Samuel Morse Drive  
Columbia, MD 21046

**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 Personal Communications  
Holdings, Inc.

American PCS Communications, LLC

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

American PCS Communications, LLC  
6200 Sprint Parkway  
Overland, 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.  
American Personal Communications  
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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

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

American Personal Communications Holdings, Inc  
6200 Sprint Parkway  
Overland, 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 Two, Inc.  
6200 Sprint Parkway  
Overland, 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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

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

SWV One, Inc.  
6200 Sprint Parkway  
Overland, 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)

- 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)

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

DATE: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

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

Sprint Nextel Corporation  
6200 Sprint Parkway  
Overland, 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)

**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)

- 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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

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

SWV Four, Inc.  
6200 Sprint Parkway  
Overland, 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)

SWV Six, Inc.  
6200 Sprint Parkway  
Overland, 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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

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

UCOM, Inc.  
6200 Sprint Parkway  
Overland, 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)

US Telecom, Inc.  
6200 Sprint Parkway  
Overland, 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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(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 SE 38th Street  
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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(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  
Kennedyalle 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 Global Zwischenholding GmbH

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

T-Mobile Global Zwischenholding GmbH  
Friedrich-Ebert-Allee 140  
53113 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: October 5, 2010  
(enter date affidavit is notarized)

10780e

for Application No. (s): SEA 99-D-043  
(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.
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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)

Federal Republic of Germany (a national governmental entity)

Kreditanstalt fuer Wiederaufbau (a bank controlled 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)

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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)

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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(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)

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

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

DATE: October 5, 2010  
(enter date affidavit is notarized)

107 880 e

for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

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

Donohue & Stearns, 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.  
Frank W. Stearns, Esq.

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

Pinnacle Towers Acquisition LLC  
c/o Crown Castle International Corporation  
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)

Crown Castle International 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: October 5, 2010  
(enter date affidavit is notarized)

107880 e

for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

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

Crown Castle International Corporation  
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)

Ambleside School  
1700 Reston Parkway  
Reston, VA 20194

**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)

Non-profit organization with no  
shareholders

(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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

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

Former Attorney/Agent for Co-Applicant/Lessee Cricket Communications, Inc  
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)

- 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 AFFIDAVIT

DATE: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(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)  
MHR Institutional Partners IIA, LP  
40 West 57th Street, 24th Floor  
New York, NY 10019

(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**)  
MHR Institutional Advisors II, LLC  
(General Partner)  
Dr. Mark H. Rachesky  
(Limited Partner)

(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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

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

Former Partnership of Co-Applicant/Lessee Cricket Communications  
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 TITLES 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.  
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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

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

Cellco Partnership d/b/a Verizon Wireless  
One Verizon Way  
Basking Ridge, NJ 07920-1097

(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, Inc. (General Partner)  
GTE Wireless 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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

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

Former Partnership of <sup>Former</sup> Applicant/Lessee  
Washington, D.C. SMSA Limited Partnership d/b/a Verizon Wireless  
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**)

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) [✓] 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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(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  
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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(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  
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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

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

Former Partnership of the Applicant/Lessee Washington, D.C. SMSA Limited Partnership d/b/a Verizon Wireless  
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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(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.

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

DATE: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(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 Partnership  
General Partner/Limited Partner

Sprint Enterprises, L.P.  
Managing General Partner/Limited Partner

SWV Six, Inc.  
General Partner/Limited Partner

SWV Two Telephony Partnership  
General Partner/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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(enter County-assigned application number (s))

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

SWV One 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 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: October 5, 2010  
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107880e

for Application No. (s): SEA 99-D-043  
(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.  
Limited 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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(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/Limited Partner

SWV One Telephony Partnership  
General Partner/Limited Partner

SWV Six, Inc.  
General Partner/Limited Partner

SWV Two Telephony Partnership  
General Partner/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: October 5, 2010  
(enter date affidavit is notarized)

107880e

for Application No. (s): SEA 99-D-043  
(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.

**SPECIAL EXCEPTION AFFIDAVIT**

DATE: October 5, 2010  
(enter date affidavit is notarized)

107880e

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, 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 Herrity. Venable LLP is not a representing 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 Herrity. Edward L. Donohue, a partner with Donohue & Stearns, PLC, the Attorney/Agent for the Applicant, made a contribution on behalf of Donohue & Stearns, PLC, of \$250 to Michael Frey.

**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) M. Colleen Canovas  
[ ] Applicant [x] Applicant's Authorized Agent

M. Colleen Canovas  
(type or print first name, middle initial, last name, and & title of signee)

Subscribed and sworn to before me this 5th day of October, 2010, in the State/Comm. of Virginia, County/City of Alexandria

Tracy Lynn Anderson  
Notary Public

My commission expires: 2/28/2013

