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February 11, 2011

Via Email & Overnight Courier

Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

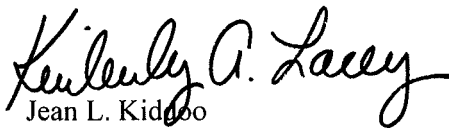
**Re: Docket No. 10-00228: Application of ATC Outdoor DAS, LLC
for a Certificate to Provide Facilities-Based and Resold
Competing Local and Interexchange Telecommunications
Services in Tennessee
Response to Data Request No. 1**

Dear Ms. Dillon:

On behalf of ATC Outdoor DAS, LLC ("Applicant"), enclosed for filing please find an original and four (4) copies of the Applicant's response to Data Request No. 1 in the above-referenced docket.

Please date stamp the extra copy of this filing and return it in the envelope provided. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferencak
Kimberly A. Lacey

cc: Sharla Dillon (Sharla.Dillon@tn.gov)
Lisa Foust (lisa.foust@tn.gov)

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Walnut Creek
Washington

Bingham McCutchen LLP
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20006-1806

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A/73665435.1

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

Application of)	
)	
)	
ATC Outdoor DAS, LLC)	
)	Docket No. 10-00228
For a Certificate of Convenience and Necessity to)	
Provide Facilities-Based and Resold Competing)	
Local Telecommunications Services and)	
Facilities-Based and Resold Interexchange)	
Telecommunications Services in Tennessee)	
)	

RESPONSE TO DATA REQUEST NO. 1

ATC Outdoor DAS, LLC ("ATC-DAS" or "Applicant"), through its undersigned counsel, hereby provide the following responses to the Tennessee Regulatory Authority's ("TRA") Data Request No. 1 in the above-referenced docket:

1. Pursuant to Tenn. Code Ann. § 65-4-125(j), please provide either a \$20,000 surety bond or irrevocable letter of credit to the Tennessee Regulatory Authority.

ANSWER: A \$20,000 surety bond is attached hereto as Exhibit A.

2. The application submission requests a certificate to provide competing local exchange and interexchange telecommunications services in Tennessee and also requests market regulation. These are two separate issues that are dealt with individually. Once the application to provide competing local and interexchange services has been processed, the company can submit a request/notice of market regulation.

ANSWER: ATC-DAS will file its notice of market regulation after the above-referenced application is granted by the TRA.

3. Will Mr. Gamota, who submitted pre-filed testimony in this matter, be involved in the day to day operations of ATC Outdoor DAS, LLC in Tennessee? If so, please submit a resume for Mr. Gamota.

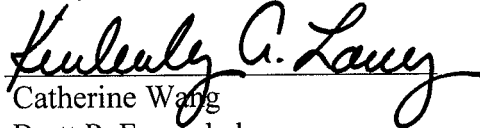
ANSWER: Yes. Mr. Gamota will be involved in day to day operation of ATC Outdoor DAS, LLC in Tennessee. A copy of Mr. Gamota's resume is attached hereto as Exhibit B.

4. Provide a statement from an authorized officer of American Tower Corporation, parent company of ATC Outdoor DAS, LLC, that funding will be provided to ATC Outdoor DAS, LLC for Tennessee operations.

ANSWER: A letter of guarantee from SpectraSite Communications, LLC ("SpectraSite"), a parent company of ATC Outdoor DAS, LLC, is attached hereto as Exhibit C. SpectraSite Communications, LLC is an indirectly held subsidiary of American Tower Corporation ("AMT") and is one of two principal domestic operating subsidiaries. AMT reports its financials on a consolidated basis and does not file separate financials for its subsidiaries.

Respectfully submitted,

By:



Catherine Wang

Brett P. Ferenchak

Kimberly A. Lacey

BINGHAM MCCUTCHEN LLP

2020 K Street, N.W.

Washington, DC 20006

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Email: jean.kiddoo@bingham.com

brett.ferenchak@bingham.com

kimberly.lacey@bingham.com

COUNSEL FOR APPLICANTS

Dated: February 11, 2011

Exhibit A

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: BLN9032785

WHEREAS, ATC Outdoor DAS, LLC

(the "Principal"), has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee; and

WHEREAS, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

WHEREAS, The Hanover Insurance Company

(the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

This bond shall become effective on the 8th day of February, 2011, and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

PRINCIPAL

ATC Outdoor DAS, LLC

Name of Company authorized by the TRA

Company ID # as assigned by TRA

SIGNATURE OF PRINCIPAL

[Signature]
Name: _____
Title: _____

SURETY

The Hanover Insurance Company

Name of Surety

440 Lincoln Street Worcester, MA 01653

Address of Surety

SIGNATURE OF SURETY AGENT

[Signature]
Name: Kristen Baez

Title: AIF

Address of Surety Agent:

440 Lincoln Street

Worcester, MA 01653



THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

ACKNOWLEDGEMENT OF PRINCIPAL

STATE OF TENNESSEE
COUNTY OF _____

Before me, a Notary Public of the State and County aforesaid, personally appeared _____
with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of
_____, and he acknowledged to me that he executed the same.

WITNESS my hand and seal this _____ day of _____, 20_____.

My Commission Expires:

_____, 20_____

Notary Public

ACKNOWLEDGEMENT OF SURETY

STATE OF ~~TENNESSEE~~ Massachusetts
COUNTY OF Suffolk

Before me, a Notary Public of the State and County aforesaid, personally appeared Kristen Beaz with whom
I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of
The Hanover Insurance Co., the within named Surety, a corporation licensed to do business in the State of Tennessee and duly authorized
by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code
Annotated, and that he as such an individual being authorized to do so, executed the foregoing bond, by signing the name of the corporation by
himself and as such individual.

WITNESS my hand and seal this 9th day of February, 2011.

My Commission Expires:

September 1, 2000 2011



Notary Public



EVELYN F. O'CONNOR
Notary Public
Commonwealth of Massachusetts
My Commission Expires September 1, 2011

APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the sureties on the same
are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory Authority. State of Tennessee, this _____
day of _____, 20_____.

Name:

Title:

THE HANOVER INSURANCE COMPANY
 MASSACHUSETTS BAY INSURANCE COMPANY
 CITIZENS INSURANCE COMPANY OF AMERICA

POWERS OF ATTORNEY
 CERTIFIED COPY

KNOW ALL MEN BY THESE PRESENTS: That THE HANOVER INSURANCE COMPANY and MASSACHUSETTS BAY INSURANCE COMPANY, both being corporations organized and existing under the laws of the State of New Hampshire, and CITIZENS INSURANCE COMPANY OF AMERICA, a corporation organized and existing under the laws of the State of Michigan, do hereby constitute and appoint

Kristen Baez

of Boston, MA

and each is a true and lawful Attorney(s)-in-fact to sign, execute, seal, acknowledge and deliver for, and on its behalf, and as its act and deed any place within the United States, or, if the following line be filled in, only within the area therein designated

any and all bonds, recognizances, undertakings, contracts of indemnity or other writings obligatory in the nature thereof, as follows:

Telecommunications Service Provider License Bond

in the amount of \$20,000.00

and said companies hereby ratify and confirm all and whatsoever said Attorney(s)-in-fact may lawfully do in the premises by virtue of these presents.

These appointments are made under and by authority of the following Resolution passed by the Board of Directors of said Companies which resolutions are still in effect:

"RESOLVED, That the President or any Vice President, in conjunction with any Assistant Vice President, be and they are hereby authorized and empowered to appoint Attorneys-in-fact of the Company, in its name and as its acts, to execute and acknowledge for and on its behalf as Surety any and all bonds, recognizances, contracts of indemnity, waivers of citation and all other writings obligatory in the nature thereof, with power to attach thereto the seal of the Company. Any such writings so executed by such Attorneys-in-fact shall be as binding upon the Company as if they had been duly executed and acknowledged by the regularly elected officers of the Company in their own proper persons." (Adopted October 7, 1981 - The Hanover Insurance Company; Adopted April 14, 1982 - Massachusetts Bay Insurance Company; Adopted September 7, 2001 - Citizens Insurance Company of America)



THE HANOVER INSURANCE COMPANY
 MASSACHUSETTS BAY INSURANCE COMPANY
 CITIZENS INSURANCE COMPANY OF AMERICA

Mary Jeanne Anderson

Mary Jeanne Anderson, Vice President

Robert K. Grennan

Robert K. Grennan, Assistant Vice President

IN WITNESS WHEREOF, THE HANOVER INSURANCE COMPANY, MASSACHUSETTS BAY INSURANCE COMPANY and CITIZENS INSURANCE COMPANY OF AMERICA have caused these presents to be sealed with their respective corporate seals, duly attested by a Vice President and an Assistant Vice President, this 8th day of February 2011

THE COMMONWEALTH OF MASSACHUSETTS)
 COUNTY OF WORCESTER) ss.

On this 8th day of February 2011, before me came the above named Vice President and Assistant Vice President of The Hanover Insurance Company, Massachusetts Bay Insurance Company and Citizens Insurance Company of America, to me personally known to be the individuals and officers described herein, and acknowledged that the seals affixed to the preceding instrument are the corporate seals of The Hanover Insurance Company, Massachusetts Bay Insurance Company and Citizens Insurance Company of America, respectively, and that the said corporate seals and their signatures as officers were duly affixed and subscribed to said instrument by the authority and direction of said Corporations.



Barbara A. Garlick
 Notary Public

My commission expires on November 3, 2011

I, the undersigned Assistant Vice President of The Hanover Insurance Company, Massachusetts Bay Insurance Company and Citizens Insurance Company of America, hereby certify that the above and foregoing is a full, true and correct copy of the Original Power of Attorney issued by said Companies, and do hereby further certify that the said Powers of Attorney are still in force and effect.

This Certificate may be signed by facsimile under and by authority of the following resolution of the Board of Directors of The Hanover Insurance Company, Massachusetts Bay Insurance Company and Citizens Insurance Company of America.

"RESOLVED, That any and all Powers of Attorney and Certified Copies of such Powers of Attorney and certification in respect thereto, granted and executed by the President or any Vice President in conjunction with any Assistant Vice President of the Company, shall be binding on the Company to the same extent as if all signatures therein were manually affixed, even though one or more of any such signatures thereon may be facsimile." (Adopted October 7, 1981 - The Hanover Insurance Company; Adopted April 14, 1982 - Massachusetts Bay Insurance Company; Adopted September 7, 2001 - Citizens Insurance Company of America)

GIVEN under my hand and the seals of said Companies, at Worcester, Massachusetts, this 8th day of February 2011

THE HANOVER INSURANCE COMPANY
 MASSACHUSETTS BAY INSURANCE COMPANY
 CITIZENS INSURANCE COMPANY OF AMERICA

Stephen L. Brault
 Stephen L. Brault, Assistant Vice President

Exhibit B

Alexander Peter Gamota
3 Hancock Avenue
Lexington, MA 02420

Tel: +1 (617) 515 - 0721
E-mail: apgamota@alum.mit.edu
Nationality: USA

EXECUTIVE SUMMARY

Business Development and Product Management Professional – Wireless Telecommunications

Twenty years of US and international experience achieving results for technology-driven infrastructure businesses in senior management, consulting, and board roles leading to over \$2.0B+ in bottom-line revenues, savings, and investment opportunities. Developed and launched 5+ wireless infrastructure products in various markets leading to over \$200M in life-time revenue. Broad background in wireless communications, infrastructure financing and deployment, and asset management in regulated environments. Frequent panelist at industry events and contributor to trade regulatory activities. Hold a Masters degree from MIT and a Bachelors degree from the University of Michigan.

PROFESSIONAL EXPERIENCE

American Tower Corporation

March 2008 – Present

US Tower Division

Boston, MA

National Director, DAS Strategic Relations & Network Policy

May 2009 – Present

- Direct report to Senior Vice President, DAS Solutions, P+L responsibility, and a key member of DAS Solutions management team.
- Involved with all major planning and strategic activities associated with this start-up business offering. Focused on profitably providing outdoor distributed antenna systems (DAS), other multi-carrier solution products, and related services to wireless providers (including cellular, PCS, WiMax, and public safety). DAS Solutions lead on related fiber strategy.
- Activities include overall asset rights, Federal, State and Local regulatory and permitting strategies, business and product development, customer, fiber provider, pole and hub site owner, and community relations, vendor management, and operations.
- In first year of sales, helped exceed business plan with 30+ networks in 6 different states in all 5 regions of the US. 100% success rate for network permitting and deployment. Negotiated to date 40+ pole attachment, fiber, hub, and right of way agreements and have obtained DAS related approvals in 25+ jurisdictions.
- Current pipeline in place to become market leader within 5 years.
- Managed departmental growth on a just-in-time basis with multiple outsourced national and regional engineering and legal relationships. Responsible for related CapEx and SGA budgets. Actively maintain resource plan and associated recruitment for rapidly scaling business.
- American Tower (AMT; \$18B; www.americantower.com) is the leading global wireless infrastructure company and 3rd largest telecom company in the US.

Europe, Middle East, and Africa Division

Boston, MA/ London, UK / Ukraine

Ukraine Country Manager (Contractor)

March 2008 – April 2009

- Acted on behalf of American Tower in this emerging market (46M population) to develop and deploy the country launch business strategy. Carried-out the country market assessment, and developed and began deploying in country the developed go-to-market strategy. Business development activities included: business case development; wireless sector competitive analysis; regulatory review; direct sales to executive levels of all the major wireless operators; and 3rd party logistical support, engineering and legal resource management. Developed and submitted business proposals totaling \$2B+ in capital investments.

Lighttower/National Grid Wireless/SST (UK) Ltd

August 2000 – March 2008

- Held officer and senior positions in Lighttower and predecessor associated US and UK wireless infrastructure businesses. Successfully ran operations for their \$100M a year UK wireless infrastructure business through the wireless downturn of a few years ago, board member of two of their UK

businesses, and more recently created and been growing the start-up Shared Wireless Networks business for distributed antenna systems, WiFi, and public safety networks in the US. Lighttower, a wireless infrastructure and services company, was created in 2007 as a result of a management buy-out from National Grid (NGG: \$18B).

Lighttower / National Grid Wireless / Gridcom

Boxborough, MA

General Manager – Shared Wireless Networks

July 2003 – March 2008

- Direct report to the CEO, P&L responsibility, and have led all activities associated with this start-up business division that is now a leader in the industry; focused on profitably providing outdoor and indoor shared distributed antenna systems (DAS), other multi-carrier solution products, and related services to wireless providers (including cellular, PCS, WiMax, and public safety).
- Activities included overall strategy, business and product development, customer and community relations, vendor management, and operations. As part of business offering, we are/are in the process of becoming a CLEC in 13 states.
- Shared outdoor DAS is still a nascent wireless coverage solution; however, was able to achieve \$40M life-time sales within first 5 years of operations. Developed a pipeline worth up to \$80M in additional lifetime DAS.
- Developed, sold, and launched largest multi-carrier outdoor DAS network in the US. To date, have deployed 6 outdoor multi-carrier DAS networks and ~200 node tenancies and have another 12 DAS networks in the pipeline. 100% success rate for network permitting and deployment. Over 99.95% network up-time.
- In 2007, despite a challenging wireless carrier build environment, more than doubled year-on-year revenue and increased tenant lease-up to 3.5 tenants per node.
- Responsible for all associated technology, regulatory, portfolio owner and community relationship management – master agreements, permitting/approvals, billing, exception and financial reporting, and escalation resolution, including competitive bids for neutral host systems.
- Successfully led competitive RFP teams to respond to customer national requirements and state authorities.
- Developed a stand-alone DAS and WiFi Services business model for non-shared solutions – in the process of being launched.
- Frequent panelist at industry events and contributor to trade publications. Leading role in current FCC and state regulatory wireless industry activities.
- Lighttower (www.lighttower.com) is a leading infrastructure solutions company for the communications industry in the US. We are profitable and have annual revenues of over \$100M.

SST UK, Ltd

London, England

Company Director – Operations

August 2000 – June 2003

- Direct report to the CEO, P&L responsibility, led the activities of 100+ people (in-house and 3rd party), and managed a \$20M annual budget.
- Accountable for the strategy, development, budget creation, process development, recruiting, and overall day-to-day management of the Operations Division. Responsible areas include asset integration and information management, property management, site operations, portfolio management, general counsel, IS, procurement, facilities management, health, safety, environment, and quality.
- Increased P&L by 50% to over \$120M in life-time income. Grew the asset base by 300% (700 to 3000 sites). Made marketable over 1500 sites out of Transco's regulated gas business – over 700 generating telecom related revenue.
- Developed and managed new product development effort for two key related product offerings.
- Board Member/Company Officer of several subsidiary companies: AGL Systems International, Ltd., Aerial Sites PLC, Aerial UK, Ltd., and Aerial Group Ltd.
- Executive Account Manager for two platform clients, together representing 30% of site rental revenue.
- Leading role in SST shareholder relations.
- SST (www.sstuk.com) was a leading shared infrastructure solutions company for the wireless communications industry in the UK created through the SpectraSite Transco joint-venture; Transco, is the company that ran the UK's natural gas network. Today, SST is an integral part of National Grid Wireless.

PITTIGLIO, RABIN, TODD & MCGRATH

Manager – Telecommunications Industry Group

Washington, DC

June 1998 – July 2000

- For a communications infrastructure company, led a team of executive and senior management in the business strategy design and implementation of operational processes and supporting enterprise information system (EIS) related to new business ventures totaling over \$170M.
- For a \$500M consumer communications equipment manufacturer being spun-off, facilitated a core team of investment bankers and senior and middle management develop a sales strategy. Analyzed and managed the data requirements surrounding its sale, including performing financial restatement and liquidity analysis. The engagement reduced the Time to Divestiture process, enhanced the client's asset valuation, and enabled the daily business to continue unhindered.
- For a leading switch manufacturer designed and developed an interactive financial tool to demonstrate the business case to wireless service providers for the purchase and deployment of additional wireless features. The tool reduced model development cycle time from 24-30 weeks to 8-12 weeks while significantly improving quality. The manufacturer's global product marketing and management division is currently adopting the strategy tool as a standard business practice.
- Developed a business strategy for a top two automotive company's global telematics venture that involved multiple business partners – i.e., equipment manufacturers, content providers, and wireless operators. The strategy utilized a value chain analysis recommending strategic partnerships to gain first mover advantage.
- Designed and implemented a top 4 wireless provider's network problem resolution processes. The cross-functional effort involved the full life-cycle of the customer's experience – from point of Sales, Customer Support, Billing, and local network management – and company hierarchy – Sales people to Regional President.
- Co-author of "Boosting Sales Effectiveness through Standardized Economic Modeling", PRTM's Insight, 20 August 2000. The article demonstrated the benefits of utilizing structured financial tools and modeling processes as a key part of a high tech manufacturer's product development strategy.
- PRTM (www.prtm.com) is a leading management-consulting firm to high technology companies.

PADCO, INC.

Economist/Project Manager

Washington, DC, Russia and Ukraine

July 1994 – May 1998

- Efforts resulted in over \$500M+ of investment opportunities. Collaborated with federal/republic-level, regional, and city officials, national and expatriate business leaders, engineers, economists, lawyers, and the mass media. Lead author on industry assessments and project proposals. Significant program management experience. Select assignments below.
- *Economist/Deputy Project Manager, World Bank/USAID, Water and Wastewater Project, Russia.* Packaged investment programs. Identified and initiated financial recovery and institutional strengthening programs. Half of the available \$300M allotted; ahead of schedule. (1997)
- *Economist/Team Leader, Utility Pricing Project, USAID/Russia.* Consulted two utilities (power and water) on cost recovery issues related to \$100M+ potential World Bank/EBRD loans. Activities included prescribing reforms associated with utility production costs, revenues, tariff pricing, collection systems, power efficiency analysis, metering, and restructuring strategies. (1996-1997)
- *Regional Project Manager, USAID Enterprise Land Sales Roll-Out Project, USAID/Russia.* Responsible for seven project offices and 30 local staff in six Ural region cities. Surpassed asset based financing by 50%. Created six commercially viable real estate consulting firms. (1995-1996)
- PADCO (www.padcoinc.com) is a leading international consultancy specializing on infrastructure finance, regulatory reform, asset management, account restatement (GAAP) and enterprise restructuring activities in emerging markets.

THE WORLD BANK / HARVARD SCHOOL OF GOVERNMENT

Graduate Student Intern

Washington, DC and Ukraine

June 1993 – August 1993

- Self-created joint internship program: The World Bank and the Project on Economic Reform in Ukraine (Kennedy School). Work led to current (\$100M+) World Bank utility loan program.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Legal Assistant

Boston, MA

October 1990 – May 1992

- The entity overseeing the \$5 billion Boston Harbor cleanup project. Proposed legislation related to ratepayer relief and developed asset management database.

EDUCATION

MASSACHUSETTS INSTITUTE OF TECHNOLOGY

MCP, Regional Economic Development Policy and Planning

Cambridge, MA

1992 – 1994

HARVARD UNIVERSITY

Graduate Student Fellow

Cambridge, MA

1992 – 1994

UNIVERSITY OF MICHIGAN

BS, Economics and BS, Natural Resources (Class Honors)

- Commencement Speaker

Ann Arbor, MI

1985 – 1990

LANGUAGES

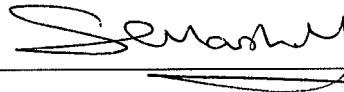
English – native, Ukrainian – proficient, Russian – proficient

Exhibit C

Letter of Guarantee

SpectraSite Communications, LLC ("SpectraSite") is the parent company of ATC Outdoor DAS, LLC ("Applicant") and issues this Letter of Guarantee in support of Applicant's application before the Tennessee Regulatory Authority in Docket No. 10-00228. SpectraSite hereby guarantees the financial obligations for Applicant attendant to Applicant's operations as a telecommunications carrier in the State of Tennessee until the earlier of (a) at least three (3) years from the date the Application in Docket No. 10-0228 is approved or (b) a date when SpectraSite is no longer the direct or indirect majority owner of Applicant.

SpectraSite Communications, LLC

Signed: 

By: Steven C. Marshall

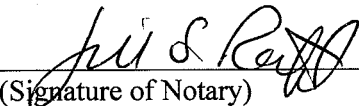
Title: Executive Vice President and
President, U.S. Tower Division

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF ESSEX

ss.

On this 9th day of February, 2011, before me, the undersigned notary public, personally appeared Steven C. Marshall, as Executive Vice President and President, U.S. Tower Division for SpectraSite Communications, LLC, proved to me through satisfactory evidence of identification, which were personally known, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose.


(Signature of Notary)

Jill S. Reiff
Print Name

Notary public in and for the Commonwealth of
Massachusetts

My commission expires 3/31/2017

Approved as to form:
American Tower Legal

