

NEW APPLICATION



0000085221

ORIGINAL

ARIZONA CORPORATION COMMISSION

Application and Petition for Certificate of Convenience and Necessity to Provide Intrastate Telecommunications Services

RECEIVED

2008 MAY 30 P 3:35

Mail original plus 13 copies of completed application to:

For Docket Control Only:

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Docket Control Center
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007-2927

ARIZONA CORPORATION COMMISSION
DOCKET CONTROL

Arizona Corporation Commission
DOCKETED

MAY 30 2008

Please indicate if you have current applications pending in Arizona as an Interexchange reseller, AOS provider, or as the provider of other telecommunication services.

DOCKETED BY *MM*

Type of Service: _____ n/a _____

Docket No.: _____ Date: _____

Date Docketed: _____

Type of Service: _____ n/a _____

Docket No.: _____ Date: _____

T-20595A-08-0278

Date Docketed: _____

A. COMPANY AND TELECOMMUNICATION SERVICE INFORMATION

(A-1) Please indicate the type of telecommunications services that you want to provide in Arizona and mark the appropriate box(s).

- Resold Long Distance Telecommunications Services (Answer Sections A, B).
- Resold Local Exchange Telecommunications Services (Answer Sections A, B, C).
- Facilities-Based Long Distance Telecommunications Services (Answer Sections A, B, D).
- Facilities-Based Local Exchange Telecommunications Services (Answer Sections A, B, C, D, E)
- Alternative Operator Services Telecommunications Services (Answer Sections A, B)
- Other (Please attach complete description): **Applicant seeks authority to provide the services described in Attachment E (hereinafter referred to as "Services") to customers throughout the State of Arizona. Applicant proposes to provide these Services through a combination of its own facilities and facilities to be leased from a variety of telecommunications carriers.**

(A-2) The name, address, telephone number (including area code), facsimile number (including area code), e-mail address, and World Wide Web address (if one is available for consumer access) of the Applicant:

ATC Outdoor DAS, LLC
116 Huntington Avenue
Eleventh Floor
Boston, MA 02116
Tel: (617) 375-7500
Fax: (617) 375-7575
Web : www.americantower.com

(A-3) The d/b/a ("Doing Business As") name if the Applicant is doing business under a name different from that listed in Item (A-2):

N/A

(A-4) The name, address, telephone number (including area code), facsimile number (including area code), and E-mail address of the Applicant's Management Contact:

Gerard Ainsztein
Senior Vice President
400 Regency Forest Drive
Suite 300
Cary, NC 27518
Tel: (919) 466-5563
Fax: (919) 466-5564
Email: GerardAinsztein@americantower.com

(A-5) The name, address, telephone number (including area code), facsimile number (including area code), and E-mail address of the Applicant's Attorney and/or Consultant:

Michael T. Hallam
Lewis & Roca LLP
40 North Central Avenue Suite 1900
Phoenix, AZ 85004
Phone: (602) 262-5340
Fax: (602) 734-3886
Email: MHallam@LRLaw.com

Janae Walker Bronson
Attorney
ATC Outdoor DAS, LLC
10 Presidential Way
Woburn, MA 01801
Phone: (781) 926-4949
Email: Janae.WalkerBronson@americantower.com

(A-6) The name, address, telephone number (including area code), facsimile number (including area code), and E-mail address of the Applicant's Complaint Contact Person:

David Pierce
Vice President
400 Regency Forest Drive
Suite 300
Cary, NC 27518
Phone: (919) 465- 6665
Fax: (919) 466- 5564
Email: David.Pierce@americantower.com

(A-7) What type of legal entity is the Applicant? Mark the appropriate box(s) and category.

- Sole proprietorship
- Partnership: _____ Limited, _____ General, _____ Arizona, _____ Foreign
- Limited Liability Company: _____ Arizona, X Foreign
- Corporation: _____ "S", _____ "C", _____ Non-profit
- Other, specify: _____

(A-8) Please include "Attachment A":

Attachment "A" must include the following information:

1. A copy of the Applicant's Certificate of Good Standing as a domestic or foreign corporation, LLC, or other entity in Arizona.
2. A list of the names of all owners, partners, limited liability company managers (or if a member managed LLC, all members), or corporation officers and directors (specify).
3. Indicate percentages of ownership of each person listed in A-8.2.

(A-9) Include your Tariff as "Attachment B".

Your Tariff must include the following information:

1. Proposed Rates and Charges for each service offered (reference by Tariff page number).
2. Tariff Maximum Rate and Prices to be charged (reference by Tariff page number).
3. Terms and Conditions Applicable to provision of Service (reference by Tariff page number).
4. Deposits, Advances, and/or Prepayments Applicable to provision of Service (reference by Tariff page number).
5. The proposed fee that will be charged for returned checks (reference by Tariff page number).

(A-10) Indicate the geographic market to be served:

- Statewide. (Applicant adopts statewide map of Arizona provided with this application).
- Other. Describe and provide a detailed map depicting the area.

(A-11) Indicate if the Applicant or any of its officers, directors, partners, or managers has been or are currently involved in any formal or informal complaint proceedings pending before any state or federal regulatory commission, administrative agency, or law enforcement agency.

Describe in detail any such involvement. Please make sure you provide the following information:

1. States in which the Applicant has been or is involved in proceedings.
2. Detailed explanations of the Substance of the Complaints.
3. Commission Orders that resolved any and all Complaints.

4. Actions taken by the Applicant to remedy and/or prevent the Complaints from re-occurring.

Applicant is a newly formed entity and has not been subject to any formal or informal complaint proceedings pending before any state or federal regulatory commission, administrative agency, or law enforcement agency.

(A-12) Indicate if the Applicant or any of its officers, directors, partners, or managers has been or are currently involved in any civil or criminal investigation, or had judgments entered in any civil matter, judgments levied by any administrative or regulatory agency, or been convicted of any criminal acts within the last ten (10) years.

Describe in detail any such judgments or convictions. Please make sure you provide the following information:

1. States involved in the judgments and/or convictions.
2. Reasons for the investigation and/or judgment.
3. Copy of the Court order, if applicable.

Applicant's ultimate parent entity, American Tower Corporation ("American Tower"), is a large publicly traded corporation and has on limited occasions been involved in shareholder derivative suits and certain other claims arising in the ordinary course of doing business. These claims are unrelated to the provision of the telecommunications services that its subsidiary, ATC Outdoor DAS, seeks to provide. Specifically, as disclosed in American Tower's publicly available forms 10K, in 2001 American Tower and the District Attorney for the County of Santa Clara, California agreed to a Stipulated Order concerning technical violations for fuel storage and underground tanks. A copy of the decision is attached hereto as Attachment A-12.

With regard to investigations, ATC Outdoor submits the following information concerning its parent entity American Tower:

June 2005 – The Antitrust Division of the Department of Justice issued Civil Investigative Demands concerning American Tower's merger with SpectraSite, Inc. American Tower fully complied with the investigation and it was closed on October 24, 2005.

May - June 2006 – American Tower received a letter of informal inquiry from the SEC Division of Enforcement, a subpoena from the United States Attorney's Office for the Eastern District of New York, and a Document Request from the Internal Revenue Service for information concerning stock option granting practices. American Tower has complied with all requests for information.

August 2007 – American Tower received a request for information from the Department of Labor with respect to the company's retirement plan and stock option grants. American Tower has complied with all requests for information.

(A-13) Indicate if the Applicant's customers will be able to access alternative toll service providers or resellers via 1+101XXXX access.

Yes

No

Not applicable because Applicant's service is not switched access service and does not provide access to toll providers or resellers. Please refer to the service description at Attachment E for a more complete explanation of ATC Outdoor's service.

(A-14) Is Applicant willing to post a Performance Bond? Please check appropriate box(s).

For Long Distance Resellers, a \$10,000 bond will be recommended for those resellers who collect advances, prepayments or deposits.

Yes

No

If "No", continue to question (A-15).

For Local Exchange Resellers, a \$25,000 bond will be recommended.

Yes

No

If "No", continue to question (A-15).

For Facilities-Based Providers of Long Distance, a \$100,000 bond will be recommended.

Yes

No

If "No", continue to question (A-15).

For Facilities-Based Providers of Local Exchange, a \$100,000 bond will be recommended.

Yes

No

If any box in (A-14) is marked "No", continue to question (A-15).

Note: Amounts are cumulative if the Applicant is applying for more than one type of service.

Not applicable because Applicant does not propose to provide long distance or dial tone local exchange services in Arizona. As a result, Applicant does not believe that it is necessary for it to post a performance bond. Applicant is willing to discuss the matter with the Commission, however, should it determine that a bond may be necessary.

(A-15) If any box in (A-14) is marked "No", provide the following information. Clarify and explain the Applicant's deposit policy (reference by tariff page number). Provide a detailed explanation of why the Applicant's superior financial position limits any risk to Arizona consumers.

ATC Outdoor believes that a bond is not necessary due to the fact that it will be providing its service only to other carriers, not to individuals or small businesses. ATC Outdoor's carrier customers are sophisticated businesses with the incentive and adequate contractual and other means to ensure that ATC Outdoor provides its service at a high level of service quality. Moreover, ATC Outdoor's superior financial position further ensures that the lack of a bond poses no risk to Arizona consumers. ATC Outdoor DAS, LLC will rely on the financial resources of its parent company, American Tower Corporation. The ample financial backing of the parent company provides an additional assurance that the applicant need not post a performance bond.

ATC Outdoor's deposit policy, found at Original Sheet 16 of its tariff, provides that "[d]eposits will be returned to a business customer upon cancellation of service or after one year, whichever event occurs first, unless the customer is delinquent in payment, in which case the Company will continue to retain the deposit until the delinquency is satisfied."

(A-16) Submit copies of affidavits of publication that the Applicant has, as required, published legal notice of the Application in all counties where the Applicant is requesting authority to provide service.

Note: For Resellers, the Applicant must complete and submit an Affidavit of Publication Form as Attachment "C" before Staff prepares and issues its report. Refer to the Commission's website for Legal Notice Material (Newspaper Information, Sample Legal Notice and Affidavit of Publication). For Facilities-Based Service Providers, the Hearing Division will advise the Applicant of the date of the hearing and the publication of legal notice. Do not publish legal notice or file affidavits of publication until you are advised to do so by the Hearing

Division.

Applicant will file the Affidavit of Publication after this application has been filed, as advised by Commission staff.

(A-17) Indicate if the Applicant is a switchless reseller of the type of telecommunications services that the Applicant will or intends to resell in Arizona:

Yes

No

If "Yes", provide the name of the company or companies whose telecommunications services the Applicant resells.

(A-18) List the States in which the Applicant has had an application approved or denied to offer telecommunications services similar to those that the Applicant will or intends to offer in Arizona:

Note: If the Applicant is currently approved to provide telecommunications services that the Applicant intends to provide in Arizona in less than six states, excluding Arizona, list the Public Utility Commission ("PUC") of each state that granted the authorization. For each PUC listed provide the name of the contact person, their phone number, mailing address including zip code, and e-mail address.

Applicant has been approved to provide telecommunications services in Florida, Maryland, Massachusetts, Michigan, Texas and Washington, and has applications pending before the public utilities commissions in California, Louisiana, New Jersey and the District of Columbia.

(A-19) List the States in which the Applicant currently offers telecommunications services similar to those that the Applicant will or intends to offer in Arizona.

Note: If the Applicant currently provides telecommunication services that the Applicant intends to provide in Arizona in six or more states, excluding Arizona, list the states. If the Applicant does not currently provide telecommunications services that the Applicant intends to provide in Arizona in five or less states, list the key personnel employed by the Applicant. Indicate each employee's name, title, position, description of their work experience, and years of service in the telecommunications services industry.

Please see Applicant's answer to A-18. Applicant has not yet begun to provide service in these states as it is still in the process of identifying its target customer base. Descriptions of key personnel are included in Attachment F.

(A-20) List the names and addresses of any alternative providers of the service that are also affiliates of the telecommunications company, as defined in R14-2-801.

No affiliates of Applicant provide the service ATC Outdoor proposes to offer in Arizona.

(A-21) Check here if you wish to adopt as your petition a statement that the service has already been classified as competitive by Commission Decision:

- Decision # 64178 Resold Long Distance
- Decision # 64178 Resold LEC
- Decision # 64178 Facilities Based Long Distance
- Decision # 64178 Facilities Based LEC

Applicant hereby petitions the Commission to find that its service is competitive because it is a point-to-point transport and backhaul private line telecommunications service leased on a long-term basis, similar to the private line services offered on a competitive basis by other telecommunications providers in Arizona. See *In Re Application of OnFiber Carrier Services, Inc.*, Opinion and Order, Docket No. T-03874A-03-0766 (Ariz. Corp. Comm'n June 25, 2004). A more detailed description of Applicant's service is provided at Attachment E.

B. FINANCIAL INFORMATION

(B-1) Indicate if the Applicant has financial statements for the two (2) most recent years.

- Yes No

If "No," explain why and give the date on which the Applicant began operations.

Applicant will rely, in large part, upon the financial resources of its parent company, American Tower Corporation, to provide services in Arizona. To demonstrate its financial ability to provide the proposed services, Applicant hereby provides, as Attachment D, the 2006 and 2007 audited 10-K financial statements of American Tower Corporation.

(B-2) Include "Attachment D".

Provide the Applicant's financial information for the two (2) most recent years.

1. A copy of the Applicant's balance sheet.
2. A copy of the Applicant's income statement.
3. A copy of the Applicant's audit report.
4. A copy of the Applicant's retained earnings balance.
5. A copy of all related notes to the financial statements and information.

Note: Make sure "most recent years" includes current calendar year or current year reporting period.

See Attachment D.

(B-3) Indicate if the Applicant will rely on the financial resources of its Parent Company, if applicable.

Please see Applicant's answer to B-1.

(B-4) The Applicant must provide the following information.

1. Provide the projected total revenue expected to be generated by the provision of telecommunications services to Arizona customers for the first twelve months following certification, adjusted to reflect the maximum rates for which the Applicant requested approval. Adjusted revenues may be calculated as the number of units sold times the maximum charge per unit.

****ATC Outdoor DAS does not plan to deploy a system until they have a customer under contract. As such, the following financial numbers may be delayed until ATC Outdoor obtains a customer and deploys a system.****

Estimate: \$1,800,000 revenue.

2. Provide the operating expenses expected to be incurred during the first twelve months of providing telecommunications services to Arizona customers following certification.

Estimate: \$1,080,000 expenses.

3. Provide the net book value (original cost less accumulated depreciation) of all Arizona jurisdictional assets expected to be used in the provision of telecommunications service to Arizona customers at the end of the first twelve months of operation. Assets are not limited to plant and equipment. Items such as office equipment and office supplies should be included in this list.

Estimate: \$22,500,000 net book value.

4. If the projected value of all assets is zero, please specifically state this in your response.

Not applicable.

5. If the projected fair value of the assets is different than the projected net book value, also provide the corresponding projected fair value amounts.

Book value should be approximately equal to net book value.

C. RESOLD AND/OR FACILITIES-BASED LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

(C-1) Indicate if the Applicant has a resale agreement in operation,

Yes

No

If "Yes", please reference the resale agreement by Commission Docket Number or Commission Decision Number.

Not applicable. Applicant will not provide voice services or dial tone local exchange telecommunications services. See service description at Attachment E.

D. FACILITIES-BASED LONG DISTANCE AND/OR FACILITIES BASED LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

(D-1) Indicate if the Applicant is currently selling facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services in Arizona. This item applies to an Applicant requesting a geographic expansion of their CC&N:

Yes

No

If "Yes," provide the following information:

1. The date or approximate date that the Applicant began selling facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services in Arizona.
2. Identify the types of facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services that the Applicant sells in Arizona.

If "No," indicate the date when the Applicant will begin to sell facilities-based long distance telecommunications AND/OR facilities-based local exchange telecommunications services in Arizona.

Applicant is a newly formed entity and currently does not have customers in Arizona. Because Applicant is still in the discussion phase with potential clients, it cannot meaningfully predict the date that it will begin rendering service in Arizona.

E. FACILITIES-BASED LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

(E-1) Indicate whether the Applicant will abide by the quality of service standards that were approved by the Commission in Commission Decision Number 59421:

Yes

No

Not applicable. Applicant will not provide voice services or dial tone local exchange telecommunications services. See service description at Attachment E.

(E-2) Indicate whether the Applicant will provide all customers with 911 and E911 service, where available, and will coordinate with incumbent local exchange carriers ("ILECs") and emergency service providers to provide this service:

Yes

No

Not applicable. Applicant will not provide voice services or dial tone local exchange telecommunications services. See service description at Attachment E.

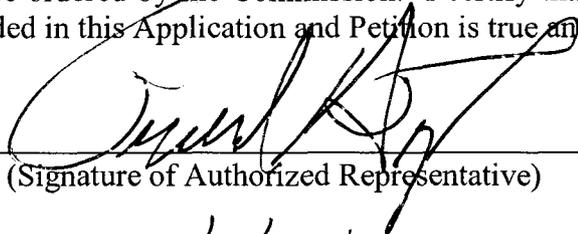
(E-3) Indicate that the Applicant's switch is "fully equal access capable" (i.e., would provide equal access to facilities-based long distance companies) pursuant to A.A.C. R14-2-1111 (A):

Yes

No

Not applicable. Applicant will not provide voice services or dial tone local exchange telecommunications services. See service description at Attachment E.

I certify that if the applicant is an Arizona corporation, a current copy of the Articles of Incorporation is on file with the Arizona Corporation Commission and the applicant holds a Certificate of Good Standing from the Commission. If the company is a foreign corporation or partnership, I certify that the company has authority to transact business in Arizona. I certify that all appropriate city, county, and/or State agency approvals have been obtained. Upon signing of this application, I attest that I have read the Commission's rules and regulations relating to the regulations of telecommunications services (A.A.C. Title 14, Chapter 2, Article 11) and that the company will abide by Arizona state law including the Arizona Corporation Commission Rules. I agree that the Commission's rules apply in the event there is a conflict between those rules and the company's tariff, unless otherwise ordered by the Commission. I certify that to the best of my knowledge the information provided in this Application and Petition is true and correct.



(Signature of Authorized Representative)

5/9/08

(Date)

Gerard Ainsztein

(Print Name of Authorized Representative)

Senior Vice President

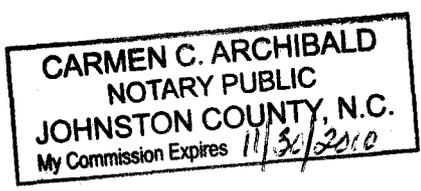
(Title)

SUBSCRIBED AND SWORN to before me this 9th day of May, 2008



NOTARY PUBLIC

My Commission Expires November 30, 2010



**ATC OUTDOOR DAS, LLC APPLICATION AND PETITION FOR CERTIFICATE OF
CONVENIENCE AND NECESSITY TO PROVIDE INTRASTATE
TELECOMMUNICATIONS SERVICES**

ATTACHMENT A-8.1

Please find attached a copy of ATC Outdoor's Certificate of Good Standing as a foreign corporation in the State of Arizona.

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION
CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Director of the Arizona Corporation Commission, do hereby certify that

*****ATC OUTDOOR DAS, LLC*****

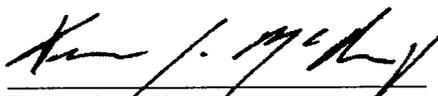
a foreign limited liability company organized under the laws of the jurisdiction of Delaware did obtain a Certificate of Registration in Arizona on the 24th day of January 2008.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said limited liability company has not had its Certificate of Registration revoked for failure to comply with the provisions of A.R.S. section 29-601 et seq., the Arizona Limited Liability Company Act; and that the said limited liability company has not filed a Certificate of Cancellation as of the date of this certificate.

This certificate relates only to the legal authority of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 15th Day of April, 2008, A. D.




Executive Director

Order Number: 226607

ATTACHMENT A-8.2

ATC Outdoor's corporate officers and directors:

Gerard Ainsztein, Senior Vice President *

David Pierce, Vice President *

Daniel Wojciechowski, Vice President *

* = located at: *ATC Outdoor DAS, LLC*
400 Regency Forest Drive
Suite 300
Cary, NC 27518

ATTACHMENT A-8.3

ATC Outdoor DAS, LLC is wholly owned by SpectraSite Communications, LLC. SpectraSite Communications, LLC is wholly owned by SpectraSite, LLC. American Tower Corporation is the sole member and manager of SpectraSite, LLC.

ATTACHMENT A-12

(ENDORSED)
FILED

DEC 5 9 31 AM '01

KIRI TORRE, CTO
SUPERIOR COURT OF CA.
CO. OF SANTA CLARA
BY Maggie Castellon DEPUTY

1 GEORGE W. KENNEDY, DISTRICT ATTORNEY
2 BAR NUMBER 52527
3 BUD PORTER, DEPUTY DISTRICT ATTORNEY
4 BAR NUMBER 197277
5 County Government Center, West Wing
6 70 W. Hedding Street
7 San Jose, California 95110
8 Telephone: (408) 299-7400

Attorneys for Plaintiff

8 SUPERIOR COURT OF CALIFORNIA
9 COUNTY OF SANTA CLARA

10 PEOPLE OF THE STATE OF CALIFORNIA,) No.: CV797506
11)
12 Plaintiff,) STIPULATION FOR ENTRY OF
13) JUDGMENT AND ORDER OF FINAL
14 v.) JUDGMENT
15)
16 AMERICAN TOWER CORPORATION, a)
17 Delaware corporation, formerly known as)
18 AMERICAN TOWER SYSTEMS)
19 CORPORATION, INC.;)
20 and DOES 1 THROUGH 10, inclusive,)
21)
22 Defendants.)

23 Plaintiff, THE PEOPLE OF THE STATE OF CALIFORNIA, appearing through their
24 attorney George W. Kennedy, District Attorney of the County of Santa Clara, by Bud Porter,
25 Deputy District Attorney, and Defendant, AMERICAN TOWER CORPORATION ("Defendant"),
26 appearing through its attorneys Archer Norris, by Peter W. McGaw, Esquire, hereby stipulate and
consent that final judgment be entered in favor of Plaintiff and against Defendant, on request of
any party and without notice to the other parties, as follows:

1. This Court has jurisdiction over the subject matter of the Complaint.

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- a. Defendant shall designate an employee or agent who shall be the contact person for environmental compliance at each of Defendant's sites using or storing hazardous materials in Santa Clara County;
- b. Defendant shall provide the name, address, and phone number of the person designated above to the Santa Clara County Department of Environmental Health within 30 days of signing this Stipulation; and
- c. Defendant shall, within 30 days of any change in the name, address, or phone number of the person designated above, provide notice of the change to the Santa Clara County Department of Environmental Health.
- d. Providing notification of any change of name, address, or phone number pursuant to Health and Safety Code section 25505(b) shall be deemed compliance with subparagraph 6(c), above.

7. Defendant shall pay the sum of ONE HUNDRED FIFTY THOUSAND DOLLARS (\$150,000.00) in satisfaction of all civil penalties alleged owing in the Complaint. Payment shall be made contemporaneously with the execution of this Stipulation, by forwarding the following to the Santa Clara County District Attorney's Office:

- a. Under the First through Twelfth Causes of Action, the sum of FIFTY THOUSAND DOLLARS (\$50,000.00), payable to the Santa Clara County Department of Environmental Health, Hazardous Materials Compliance Division Trust Fund Account, pursuant to the authority of Health and Safety Code section 25299(f);
- b. Under the Thirteenth through Twentieth, and Twenty-Fifth through Twenty-Ninth, Causes of Action, the sum of EIGHTY THOUSAND DOLLARS

1 (\$80,000.00), payable as follows, pursuant to the authority of Health and Safety
2 Code section 25515.2:

- 3 i. The sum of TWO HUNDRED DOLLARS (\$200.00) payable to the
4 Hazardous Materials Enforcement and Training Account;
- 5 ii. The sum of THIRTY-NINE THOUSAND NINE HUNDRED
6 DOLLARS (\$39,900.00) payable to the Santa Clara County District
7 Attorney's Office; and
- 8 iii. The sum of THIRTY-NINE THOUSAND NINE HUNDRED
9 DOLLARS (\$39,900.00) payable to the Santa Clara County
10 Department of Environmental Health, Hazardous Materials
11 Compliance Division Trust Fund Account;

12 c. Under the Thirty-Fourth Cause of Action, the sum of TWENTY
13 THOUSAND DOLLARS (\$20,000.00), payable to the Santa Clara County
14 Treasurer, pursuant to the authority of Business and Professions Code section
15 17206.

16 8. Defendant shall further pay the sum of TWENTY-FIVE THOUSAND NINE
17 HUNDRED SIXTEEN DOLLARS AND TWENTY-FIVE CENTS (\$25,916.25) in satisfaction of
18 all of Plaintiff's costs incurred in this action. Payment shall be made contemporaneously with the
19 execution of this Stipulation, by forwarding the following to the Santa Clara County District
20 Attorney's Office:

- 21 a. The sum of ONE HUNDRED NINETY-SIX DOLLARS (\$196.00)
22 payable to the Clerk of the Superior Court;

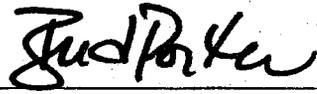
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- b. The sum of FIVE THOUSAND SEVEN HUNDRED TWENTY DOLLARS AND TWENTY-FIVE CENTS (\$5,720.25) payable to the Santa Clara County Department of Environmental Health, Hazardous Materials Compliance Division, for reasonable costs of investigation incurred by the local agency in prosecuting this matter; and
- c. The sum of TWENTY THOUSAND DOLLARS (\$20,000.00) payable to the Santa Clara County District Attorney's Office, for reasonable attorney's fees in prosecuting this matter, pursuant to the authority of Santa Clara County Code section B11-312.02.

9. Jurisdiction is retained for the purpose of enabling any party to this Final Judgment to apply to the Court at any time for such further order and directions as may be necessary and appropriate, based upon a proper showing and good cause, for the construction and carrying out of this Final Judgment, for the modification of any injunctive provisions hereof, for the enforcement of compliance herewith, or for the punishment of violations hereof.

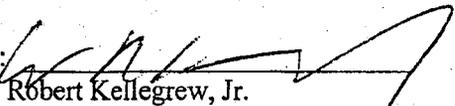
GEORGE W. KENNEDY, DISTRICT ATTORNEY

Dated: 12-5-01

By: 
BUD PORTER
Deputy District Attorney
Attorneys for the Plaintiff

AMERICAN TOWER CORPORATION

Dated: _____

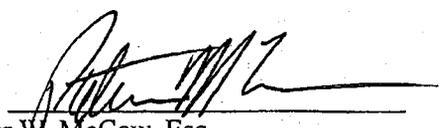
By: 
W. Robert Kellegrew, Jr.
Vice President and General Counsel

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Approved as to Form:

ARCHER NORRIS
Attorneys at Law

Dated: 12/3/01

By: 
Peter W. McGaw, Esq.
Attorneys for the Defendant

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ORDER

Good cause appearing, IT IS HEREBY ORDERED, ADJUDGED AND DECREED that the foregoing Stipulation for Entry of Judgment is adopted and entered as the Order of Final Judgment and shall take effect immediately.

The Clerk is ordered to enter this Judgment forthwith.

CV 797586

Dated: Dec 5, 2011

Conrad L. Rushing

JUDGE OF THE SUPERIOR COURT

**ATC OUTDOOR DAS, LLC APPLICATION AND PETITION FOR CERTIFICATE OF
CONVENIENCE AND NECESSITY TO PROVIDE INTRASTATE
TELECOMMUNICATIONS SERVICES**

ATTACHMENT B

(Proposed tariff of ATC Outdoor DAS, LLC)

ATC Outdoor DAS, LLC
116 Huntington Avenue, 11th
Boston, MA 02116

Arizona Tariff No. 1
Original Title Sheet

Tariff Schedule Applicable to
TELECOMMUNICATIONS SERVICES
of
ATC OUTDOOR DAS, LLC

Date Filed: May 30, 2008

Effective: _____, 2008

Issued By:
Gerard Ainsztein
Senior Vice President, DAS Solutions & Acquisitions
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CHECK SHEET

Sheets of this tariff as listed below are effective as of the date shown at the bottom of the respective sheet(s)

Sheet Number	Revision
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
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EXPLANATION OF SYMBOLS

- (C) Indicates Changed Regulation
- (D) Indicates Discontinued Rate or Regulation
- (I) Indicates Rate Increase
- (M) Indicates Move in Location of Text
- (N) Indicates New Rate or Regulation
- (R) Indicates Rate Reduction
- (T) Indicates Change of Text Only

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SECTION 1 - APPLICATION OF TARIFF

1.0 APPLICATION OF TARIFF

This Tariff sets forth the regulations and rates applicable to services provided by ATC OUTDOOR DAS, LLC as follows:

The furnishing of intrastate communications services by virtue of one-way and/or two-way information transmission between points within the State of Arizona.

1.1 Service Territory

ATC OUTDOOR DAS, LLC will offer the services throughout the State of Arizona.

1.2 Availability

Service is available where facilities permit.

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SECTION 2 – GENERAL RULES AND REGULATIONS

2.0 GENERAL RULES AND REGULATIONS

2.1 Use of Facilities and Service

2.1.1 Obligation of the Company

In furnishing facilities and service, the Company does not undertake to transmit messages, but furnishes the use of its facilities to its customers for communications.

The Company's obligation to furnish facilities and service is dependent upon its ability (a) to secure and retain, without unreasonable expense, suitable facilities and rights for the construction and maintenance of the necessary circuits and equipment; (b) to secure and retain, without unreasonable expense, suitable space for its plant and facilities in the building where service is or will be provided to the customer; or (c) to secure reimbursement of all costs where the owner or operator of a building demands relocation or rearrangement of plant and facilities used in providing service therein.

The Company shall not be required to furnish, or continue to furnish, facilities or service where the circumstances are such that the proposed use of the facilities or service would tend to adversely affect the Company's plant, property or service.

The Company reserves the right to refuse an application for service made by a present or former customer who is indebted to the Company for service previously rendered pursuant to this Tariff until the indebtedness is satisfied.

2.1.2 Limitations on Liability

a. Indemnification by Customer

The customer and any authorized or joint users, jointly and severally shall indemnify, defend and hold the Company harmless against claims,

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

loss, damage, expense (including attorneys' fees and court costs) for libel, slander, or infringement of copyright arising from the material transmitted over its facilities; against claims for infringement of patents arising from combining with, or using in connection with, facilities of the Company, equipment and systems of the customer; and against all other claims arising out of any act or omission of the customer in connection with facilities provided by the Company or the customer.

b. Customer-Provided Equipment

The service and facilities furnished by the Company are subject to the following limitations: the Company shall not be liable for damage arising out of mistakes, omissions, interruptions, delays, errors or defects in transmission or other injury, including but not limited to injuries to persons or property from voltages or currents transmitted over the facilities of the Company caused by customer-provided equipment or premises wire.

c. Use of Facilities of Other Companies

When the facilities of other companies are used in establishing a connection, the Company is not liable for any act, error, omission, or interruption caused by the other company or their agents or employees. This includes the provision of a signaling system database by another company.

2.1.3 Use and Ownership of Equipment

The Company's equipment, apparatus, channels and lines shall be carefully used. Equipment furnished by the Company shall remain its property and shall be returned to the Company whenever requested, within a reasonable period following the request, in good condition, reasonable wear and tear accepted. The customer is required to reimburse the Company for any loss of, or damage to, the facilities or equipment on the customer's premises,

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

including loss or damage caused by agents, employees or independent contractors of the customer through any negligence.

2.2 Payment For Service Rendered

2.2.1 Responsibility for All Charges

Any applicant for facilities or service may be required to sign an application form requesting the Company to furnish the facilities or service in accordance with the rates, charges, rules and regulations from time to time in force and effect.

2.2.2 Deposits

Any applicant or customer whose financial responsibility is not established to the satisfaction of the Company may be required to deposit for service.

The fact that a deposit has been made shall in no way relieve the applicant or customer from complying with the Tariff regulations for the prompt payment of bills on presentation. Each applicant from whom a deposit is collected will be given a certificate of deposit and circular containing the terms and conditions applicable to deposits, in accordance with the Rules and Regulations of the Commission pertaining to customer deposits.

a. Interest on Deposits

Simple interest at the rate specified by the Commission shall be credited or paid to the customer while the Company holds the deposit.

b. Return of Deposit

When a deposit is to be returned, the customer may request that the full amount of the deposit be issued by check. If the customer requests that the full amount be credited to amounts owed the Company, the Company will process the transaction on the billing date and apply the

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

deposit to any amount currently owed to the Company, and return any remaining amount of the deposit to the customer by check.

2.2.3 Payment of Charges

Charges for facilities and service, other than usage charges, are due monthly in advance. All other charges are payable upon request of the Company. Bills are due on the due date shown on the bill and are payable at any business office of the Company, by U.S. Mail, or at any location designated by the Company. If objection is not received by the Company within two months after the bill is rendered, the items and charges appearing thereon shall be determined to be correct and binding upon the customer. A bill will not be deemed correct and binding upon the customer if the Company has records on the basis of which an objection may be considered, or if the customer has in his or her possession such Company records. If objection results in a refund to the customer, such refund will be with interest at the greater of the unadjusted customer deposit rate or the applicable late payment rate, if any, for the service classification under which the customer was billed. Interest will be paid from the date when the customer overpayment was made, adjusted for any changes in the deposit rate or late payment rate, compounded monthly, until the overpayment is refunded. Notwithstanding the foregoing, no interest will be paid by the Company on customer overpayments that are refunded within 30 days after the overpayment is received by the Company.

Where an objection to the bill involves a superseded service order, the items and charges appearing on the bill shall be deemed to be correct and binding upon the customer if objection is not received by the Company within two months after the bill is rendered.

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

2.2.4 Returned Check Charge

When a check which has been presented to the Company by a customer in payment for charges is returned by the bank, the customer shall be responsible for the payment of a Returned Check Charge of \$ 20.00.

2.2.5 Late Payment Charges

- a. Customer bills for telephone service are due on the due date specified on the bill. A customer is in default unless payment is made within 15 days after the due date specified on the bill. If payment is not received by the customer's next billing date, a late payment charge of 1.5% will be applied to all amounts previously billed under this Tariff.
- b. Late payment charges do not apply to those portions (and only those portions) of unpaid balances that are associated with disputed amounts. Undisputed amounts on the same bill are subject to late payment charges if unpaid and carried forward to the next bill.
- c. Late payment charges do not apply to final accounts.
- d. Late payment charges do not apply to government agencies of the State of Arizona. These agencies are required to make payment in accordance with the provisions of Article XI-A of the State Finance Law (Chapter 153 of the Laws of 1984).

2.2.6 Customer Overpayments

The Company will provide interest on customer overpayments that are not refunded within 30 days of the date the Company receives the overpayment. An overpayment is considered to have occurred when payment in excess of the correct charges for service is made because of erroneous Company billing. The customer will be issued reimbursement for the overpayment, plus interest, or, if agreed to by the customer, credit for the amount will be provided on the next regular Company bill. The rate of interest shall be the

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

greater of the customer deposit interest rate or the Company's applicable Late Payment Charge.

Interest shall be paid from the date when overpayment was made, adjusted for any changes in the deposit rate or late payment rate, and compounded monthly, until the date when the overpayment is refunded. The date when overpayment is considered to have been made will be the date on which the customer's overpayment was originally recorded to the customer's account by the Company.

2.3 Access To Customer's Premises

The customer shall be responsible for making arrangements or obtaining permission for safe and reasonable access for Company employees or agents of the Company to enter the premises of the customer or any joint user at any reasonable hour for the purpose of inspecting, repairing, testing or removing any part of the Company's facilities.

2.4 Suspension Or Termination Of Service

2.4.1 Suspension or Termination for Nonpayment

In the event that any bill rendered or any deposit required is not paid within 22 days of the date the bill is rendered, the Company may suspend service or terminate service until the bill or the required deposit has been paid. If service is suspended or terminated for nonpayment, the customer may be billed a connection charge as well as any payment due and any applicable deposits upon reconnection.

- a. Termination shall not be made until at least 20 days after written notification has been mailed to the billing address of the customer.
- b. Suspension will not be made until at least 8 days after written notification has been mailed to the customer and 20 days before the termination notice.

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

Telephone service shall only be suspended between 8:00 AM and 7:30 PM, on Monday through Thursday, and between 8:00 AM and 3:00 PM on Friday. It shall not be suspended or terminated for nonpayment on weekends, public holidays, other federal and state holidays proclaimed by the President or the Governor, or on days when the main business office of the Company is not open for business, or during the periods from December 23rd through December 26th or December 30th through January 1st.

2.4.2 Exceptions to Suspension and Termination

Telephone service shall not be suspended or terminated for:

- a. Nonpayment of bills rendered for charges other than telephone service or deposits requested in connection with telephone service;
- b. Nonpayment for service for which a bill has not been rendered;
- c. Nonpayment for service which has not been rendered;
- d. Nonpayment of any billed charge which is in dispute or for the nonpayment of a deposit which is in dispute during the period before a determination of the dispute is made by the Company in accordance with Company's complaint handling procedures.

Telephone service may be suspended or terminated for nonpayment of the undisputed portion of a disputed bill or deposit if the customer does not pay the undisputed portion after being asked to do so.

- e. Nonpayment of any backbilled amounts.

2.4.3 Verification of Nonpayment

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

Telephone service shall not be suspended or terminated for nonpayment of a bill rendered or a required deposit unless:

- a. The Company has verified, in a manner approved by the Public Service Commission, that payment has not been received at any office of the Company or at any office of an authorized collection agent through the end of the period indicated in the notice, and
- b. The Company has checked the customer's account on the day that suspension or termination is to occur to determine whether payment has been posted to the customer's account as of the opening of business on that day.

2.4.4 Termination For Cause Other Than Nonpayment

a. **General**

The Company, after notice in writing to the customer and after having given the customer an appropriate opportunity to respond to such notice, may terminate service and sever the connection(s) from the customer's premises under the following conditions:

1. in the event of prohibited, unlawful or improper use of the facilities or service, or any other violation by the customer of the rules and regulations governing the facilities and service furnished, or
2. if, in the judgment of the Company, any use of the facilities or service by the customer may adversely affect the Company's personnel, plant, property or service. The Company shall have the right to take immediate action, including termination of the service and severing of the connection, without notice to the customer when injury or damage to telephone personnel, plant, property or service is occurring, or is likely to occur, or

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

3. in the event of unauthorized use, where the customer fails to take reasonable steps to prevent the unauthorized use of the facilities or service received from the Company, or
 4. in the event that service is connected for a customer who is indebted to the Company for service or facilities previously furnished, that service may be terminated by the Company unless the customer satisfies the indebtedness within 20 days after written notification.
- b. Prohibited, Unlawful or Improper Use of the Facilities or Service

Prohibited, unlawful or improper use of the facilities or service includes, but is not limited to:

1. The use of facilities or service of the Company without payment of tariff charges;
 2. Calling or permitting others to call another person or persons so frequently or at such times of the day or in such manner as to harass, frighten, abuse or torment such other person or persons;
 3. The use of profane or obscene language;
 4. The use of the service in such a manner such that it interferes with the service of other customers or prevents them from making or receiving calls;
 5. The use of a mechanical dialing device or recorded announcement equipment to seize a customer's line, thereby interfering with the customer's use of the service;
 6. Permitting fraudulent use.
- c. Abandonment or Unauthorized Use of Facilities

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

1. If it is determined that facilities have been abandoned, or are being used by unauthorized persons, or that the customer has failed to take reasonable steps to prevent unauthorized use, the Company may terminate telephone service.
2. In the event that telephone service is terminated for abandonment of facilities or unauthorized use and service is subsequently restored to the same customer at the same location:
 - a. No charge shall apply for the period during which service had been terminated, and
 - b. Reconnection charges will apply when service is restored. However, no charge shall be made for reconnection if the service was terminated due to an error on the part of the Company.
 - c. Change in the Company's Ability to Secure Access

Any change in the Company's ability (a) to secure and retain suitable facilities and rights for the construction and maintenance of the necessary circuits and equipment or (b) to secure and retain suitable space for its plant and facilities in the building where service is provided to the customer may require termination of a customer's service until such time as new arrangements can be made. No charges will be assessed the customer while service is terminated, and no connection charges will apply when the service is restored.

2.4.5 Emergency Termination of Service

The Company will immediately terminate the service of any customer, on request, when the customer has reasonable belief that the service is being used by an unauthorized person or persons. The Company may require that the request be submitted in writing as a follow-up to a request made by telephone.

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

2.5 Additional Provisions Applicable To Business Customers

2.5.1 Deposits

Deposits will be returned to a business customer upon cancellation of service or after one year, whichever event occurs first, unless the customer is delinquent in payment, in which case the Company will continue to retain the deposit until the delinquency is satisfied. If a service is involuntarily discontinued, the deposit is applied against the final bill, and any balance is returned to the customer.

2.5.2 Dishonored Checks

If a business customer who has received a notice of discontinuance pays the bill with a check that is subsequently dishonored, the account remains unpaid and the Company is not required to issue any additional notice before disconnecting service.

2.6 Allowances For Interruptions In Service

Interruptions in service, which are not due to the negligence of, or non-compliance with the provisions of this Tariff by the Customer, or the operation or malfunction of the facilities, power, or equipment provided by the Customer, will be credited to the Customer as set forth below for the part of the service that the interruption affects. A credit allowance will be made when an interruption occurs because of a failure of any component furnished by the Company under this Tariff.

2.6.1 Credit for Interruptions

- a. An interruption period begins when the Customer reports a service, facility, or circuit to be interrupted and releases it for testing and repair. An interruption period ends when the service, facility, or circuit is operative. If the Customer reports a service, facility, or circuit to be

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

inoperative but declines to release it for testing and repair, it is considered to be impaired, but not interrupted.

- b. For calculating credit allowances, every month is considered to have 30 days. A credit allowance is applied on a pro rata basis against the rates specified hereunder and is dependent upon the length of the interruption. Only those facilities on the interrupted portion of the circuit will receive a credit.

- c. Credit to Customer

Credits attributable to any billing period for interruptions of service shall not exceed the total charges for that period for the service and facilities furnished by the Company rendered useless or substantially impaired.

- d. "Interruption" Defined

For the purpose of applying this provision, the word "interruption" shall mean the inability to complete calls either incoming or outgoing or both due to equipment malfunction or human errors. "Interruption" does not include and no allowance shall be given for service difficulties such as slow dial tone, circuits busy or other network and/or switching capacity shortages. Nor shall the interruption allowance apply where service is interrupted by the negligence or willful act of the subscriber or where the Company, pursuant to the terms of the Tariff, suspends or terminates service because of nonpayment of bills due to the company, unlawful or improper use of the facilities or service, or any other reason covered by the Tariff. No allowance shall be made for interruptions due to electric power failure where, by the provisions of this Tariff, the subscriber is responsible for providing electric power. Allowance for interruptions of message rate service will not affect the subscriber's local call allowance during a given billing period.

2.6.2 Limitations on Credit Allowances

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SECTION 2 – GENERAL RULES AND REGULATIONS (Continued)

No credit allowance will be made for:

- a) interruptions due to the negligence of, or non-compliance with the provisions of this Tariff, by any party other than the Company, including but not limited to the customer, authorized user, or other common carriers connected to, or providing service connected to, the service of the Company or to the Company's facilities;
- b) interruptions due to the failure or malfunction of non-Company equipment, including service connected to customer provided electric power;
- c) interruptions of service during any period in which the Company is not given full and free access to its facilities and equipment for the purpose of investigating and correcting interruptions;
- d) interruptions of service during any period when the customer has released service to the Company for maintenance purposes or for implementation of a customer order for a change in service arrangements;
- e) interruptions of service due to circumstances or causes beyond the control of the Company.

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SECTION 3 – SPECIAL ARRANGEMENTS

3.0 SPECIAL ARRANGEMENTS

3.1 Promotions

Reserved for future use.

3.2 Individual Case Basis (ICB) Arrangements

In lieu of the rates otherwise set forth in this Tariff, rates and charges, including installation, special construction, and recurring charges, may be established at negotiated rates on an Individual Case Basis (ICB), taking into account such factors as the nature of the facilities and services, the costs of construction and operation, and the length of service commitment by the Customer, as long as the rates and charges are not less than Carrier's costs of providing the service. Such arrangements shall be considered Special Pricing Arrangements, the terms of which will be set forth in individual contracts or Customer Term Agreements. Specialized Pricing Arrangement rates or charges will be made available to similarly-situated Customers on comparable terms and conditions. Upon reasonable request, Carrier will make the terms of these contracts available to the Commission and its staff for review on a confidential and proprietary basis.

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SECTION 4 – EXPLANATION OF TERMS

4.0 EXPLANATION OF TERMS

ANALOG

A transmission method employing a continuous (rather than a pulsed or digital) electrical signal that varies in amplitude or frequency in response to changes of sound, light, position, etc., impressed on a transducer in the sending device.

AUTHORIZED USER

A person, corporation or other entity who is authorized by the Company's customer to utilize service provided by the Company to the customer. The customer is responsible for all charges incurred by an Authorized User.

CHANNEL

A point-to-point bi-directional path for digital transmission. A channel may be furnished in such a manner as the Company may elect, whether by wire, fiber optics, radio or a combination thereof and whether or not by means of single physical facility or route. One 1.544 Mbps Service is equivalent to 24 channels.

COMPANY

ATC Outdoor DAS, LLC, unless otherwise clearly indicated from the context.

COMMISSION

The Arizona Corporation Commission.

CUSTOMER

The person, firm, corporation, or other entity which orders service pursuant to this Tariff and utilizes service provided under Tariff by the Company. A customer is responsible for the payment of charges and for compliance with all terms of the Company's Tariff.

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SECTION 4 – EXPLANATION OF TERMS (Continued)

DIGITAL

A method of storing, processing and transmitting information through the use of distinct electronic or optical pulses that represent the binary digits (bits) 0 and 1. Digital transmission/switching technologies employ a sequence of discrete, individually distinct pulses to represent information, as opposed to the continuously variable signal of analog technologies.

EXCHANGE

An area, consisting of one or more central office districts, within which a call between any two points is a local call.

EXCHANGE ACCESS LINE

A central office line furnished for direct or indirect access to the exchange system.

EXCHANGE SERVICE

The provision to the subscriber of access to the exchange system for the purpose of sending and receiving calls. This access is achieved through the provision of a central office line (exchange access line) between the central office and the subscriber's premises.

FINAL ACCOUNT

A customer whose service has been disconnected who has outstanding charges still owed to the Company.

INTERRUPTION

The inability to complete calls, either incoming or outgoing or both, due to Company facilities malfunction or human errors.

JOINT USER

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SECTION 4 – EXPLANATION OF TERMS (Continued)

A person, firm, or corporation which uses the telephone service of a subscriber as provided in Section 1 of the Tariff.

LATA

Local Access and Transport Area. The area within which the Company provides local and long distance ("intraLATA") service. For call to numbers outside this area ("interLATA") service is provided by long distance companies.

LINK

The physical facility from the network interface on an end-user's or carrier's premises to the point of interconnection on the main distribution frame of the Company's central office.

LOCAL CALL

A call which, if placed by a customer over the facilities of the Company, is not rated as a toll call.

LOCAL CALLING AREA

The area, consisting of one or more central office districts, within which a subscriber for exchange service may make telephone calls without a toll charge.

LOCAL SERVICE

Telephone exchange service within a local calling area.

MOVE

The disconnection of existing equipment at one location and reconnection of the same equipment at a new location in the same building or in a different building on the same premises.

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400 Regency Forest Drive, Suite 300
Cary, North Carolina 27518

SECTION 4 – EXPLANATION OF TERMS (Continued)

NODE

The location to which digital channels are routed and where access is provided to such lines and associated equipment for testing.

PREMISES

The space occupied by a customer or authorized user in a building or buildings or contiguous property not separated by a public right of way.

RAN

A radio access node.

RESALE OF SERVICE

The subscription to communications service and facilities by one entity and the reoffering of communications service to others (with or without 'adding value') for profit.

SHARING

An arrangement in which several users collectively use communications service and facilities provided by a carrier, with each user paying a pro-rata share of the communication related costs.

STATION

Each telephone on a line and where no telephone associated with the line is provided on the same premises and in the same building, the first termination in station key equipment or a jack for use with a portable telephone.

SUSPENSION

Suspension of service for nonpayment is interruption of outgoing service only. Suspension of service at the subscriber's request is interruption of both incoming and outgoing service.

Date Filed: May 30, 2008

Effective: _____, 2008

Issued By:
Gerard Ainsztein
Senior Vice President, DAS Solutions & Acquisitions
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Cary, North Carolina 27518

SECTION 4 – EXPLANATION OF TERMS (Continued)

TELEPHONE CALL

A voice connection between two or more telephone stations through the public switched exchange system.

TERMINATION OF SERVICE

Discontinuance of both incoming and outgoing service.

TOLL CALL

Any call extending beyond the local exchange of the originating caller which is rated on a toll schedule by the Company.

TWO WAY

A service attribute that includes DOD for outbound calls and can also be used to carry inbound calls to a central point for processing.

USER

A customer, joint user, or any other person authorized by a customer to use service provided under this Tariff.

Date Filed: May 30, 2008

Effective: _____, 2008

Issued By:
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SECTION 5 – RATES AND CHARGES

5.0 RATES AND CHARGES

1. Application of Rates

Rates for radio frequency (“RF”) Transport Services apply to service furnished to business customers. RF Transport Services are not available to residential customers.

2. RF Transport Services

(A) General service offerings and limitations.

RF Transport Services utilize optical technology, including multi-wavelength optical technology, over dedicated transport facilities to provide Customers with links to emit RF coverage.

RF Transport Services connect Customers to their networks through a combination of distributed antennas and bi-directional RF-to-optical conversion equipment aggregated at a hub facility. The conversion equipment allows the Company to accept RF traffic from the Customer and then send bi-directional traffic transmissions across the Customer’s optical networks. At the remote end, the Customer’s RF is received at Company-provided RF-to-optical conversion equipment that allows bi-directional conversion between optical signals and RF signals. RF signals can be received and transmitted at this RAN. Hence the Company provides optical transit services for Customer RF signals.

The furnishing of RF Transport Services requires certain physical arrangements of equipment and facilities of the Company and other entities and is subject to the availability of such equipment and facilities and the economic feasibility of providing such necessary equipment and facilities and the RF Transport Services.

1. The specific limitations applicable to RF Transport Services are as follows:
 - All optical services are provided on single mode optical fiber.
 - Some optical services may be of a multi-wavelength nature.

Date Filed: May 30, 2008

Effective: _____, 2008

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SECTION 5 - RATES AND CHARGES (Continued)

- The optical loss between a hub site and a RAN must not exceed 10 dB in the event the RF Transport Services carry an analog signal.
- The delay loss between the hub site and the most remote RAN must not exceed 200 milliseconds of loss over a series of Segments not more than 16 km.

(B) Maximum Initial Rates.

Unless otherwise provided in an individual contract pursuant to Section 3.2, the Maximum Initial Rates for RF Transport Services are as follows:

<u>Description</u>	<u>Fee per Segment</u>
Non-recurring connection charge	\$100,000
Monthly recurring charge	\$15,000

(C) Minimum Term

The minimum service term for RF transport service is 5 years.

Date Filed: May 30, 2008

Effective: _____, 2008

Issued By:
Gerard Ainsztein
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Cary, North Carolina 27518

**ATC OUTDOOR DAS, LLC APPLICATION AND PETITION FOR CERTIFICATE OF
CONVENIENCE AND NECESSITY TO PROVIDE INTRASTATE
TELECOMMUNICATIONS SERVICES**

ATTACHMENT C

(Affidavit of Publication)

Applicant will file the Affidavit of Publication after this application has been filed, as advised by Commission staff.

**ATC OUTDOOR DAS, LLC APPLICATION AND PETITION FOR CERTIFICATE OF
CONVENIENCE AND NECESSITY TO PROVIDE INTRASTATE
TELECOMMUNICATIONS SERVICES**

ATTACHMENT D

(Applicant's Financial Information)

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-K

(Mark One):

- Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the fiscal year ended December 31, 2006
- Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the transition period from _____ to _____
Commission File Number: 001-14195

American Tower Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or Organization)

65-0723837
(I.R.S. Employer
Identification No.)

116 Huntington Avenue
Boston, Massachusetts 02116
(Address of principal executive offices)

Telephone Number (617) 375-7500
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<small>Title of each Class</small>	<small>Name of exchange on which registered</small>
Class A Common Stock, \$0.01 par value	New York Stock Exchange
Securities registered pursuant to Section 12(g) of the Act:	
None	

Indicate by check mark if the registrant is a well known seasoned issuer, as defined in Rule 405 of the Securities Act: Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act: Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act): Yes No

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant as of June 30, 2006 was approximately \$13.2 billion, based on the closing price of the registrant's Class A Common Stock as reported on the New York Stock Exchange as of the last business day of the registrant's most recently completed second quarter.

As of February 22, 2007, there were 419,988,395 shares of Class A Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement (the "Definitive Proxy Statement") to be filed with the Securities and Exchange Commission relative to the Company's 2007 Annual Meeting of Stockholders are incorporated by reference into Part III of this Report.

Table of Contents**AMERICAN TOWER CORPORATION AND SUBSIDIARIES
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

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<u>Consolidated Balance Sheets as of December 31, 2006 and 2005</u>	F-3
<u>Consolidated Statements of Operations for the Years Ended December 31, 2006, 2005 and 2004</u>	F-4
<u>Consolidated Statements of Stockholders' Equity for the Years Ended December 31, 2006, 2005 and 2004</u>	F-5
<u>Consolidated Statements of Cash Flows for the Years Ended December 31, 2006, 2005 and 2004</u>	F-6
<u>Notes to Consolidated Financial Statements</u>	F-7

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Table of Contents**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of
American Tower Corporation
Boston, Massachusetts

We have audited the accompanying consolidated balance sheets of American Tower Corporation and subsidiaries (the "Company") as of December 31, 2006 and 2005, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2006. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2006 and 2005, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2006, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1 to consolidated financial statements, in 2006 the Company adopted the provisions of Financial Accounting Standards Board (FASB) No. 123R "Share-Based Payment," effective January 1, 2006 and in 2005, the Company adopted FASB Interpretation No. 47, "Accounting for Conditional Asset Retirement Obligations-an interpretation of FASB Statement No. 143," effective December 31, 2005.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of the Company's internal control over financial reporting as of December 31, 2006, based on the criteria established in *Internal Control---Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 28, 2007 expressed an unqualified opinion on management's assessment of the effectiveness of the Company's internal control over financial reporting and an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP

Boston, Massachusetts
February 28, 2007

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AMERICAN TOWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)

	December 31,	
	2006	2005
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 281,264	\$ 112,701
Available-for-sale securities	22,986	
Accounts receivable, net of allowances	29,368	36,995
Prepaid and other current assets	63,919	44,823
Deferred income taxes	88,485	31,359
Total current assets	486,022	225,878
PROPERTY AND EQUIPMENT, net	3,218,124	3,460,526
GOODWILL	2,189,767	2,142,551
OTHER INTANGIBLE ASSETS, net	1,820,876	2,077,312
DEFERRED INCOME TAXES	482,710	523,293
NOTES RECEIVABLE AND OTHER LONG-TERM ASSETS	415,720	357,294
Total	\$ 8,613,219	\$ 8,786,854
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	\$ 187,634	\$ 178,951
Accrued interest	41,319	37,850
Current portion of long-term obligations	253,907	162,153
Unearned revenue	86,769	77,655
Total current liabilities	569,629	456,609
LONG-TERM OBLIGATIONS	3,289,109	3,451,276
OTHER LONG-TERM LIABILITIES	365,974	327,354
Total liabilities	4,224,712	4,235,239
COMMITMENTS AND CONTINGENCIES		
MINORITY INTEREST IN SUBSIDIARIES	3,591	9,794
STOCKHOLDERS' EQUITY:		
Preferred Stock: \$.01 par value; 20,000,000 shares authorized; no shares issued or outstanding		
Class A Common Stock: \$.01 par value; 1,000,000,000 shares authorized, 437,792,629 and 415,636,595 shares issued, and 424,672,267 and 412,654,855 shares outstanding, respectively	4,378	4,156
Additional paid-in capital	7,502,472	7,383,320
Accumulated deficit	(2,733,920)	(2,761,404)
Unearned compensation		(2,497)
Accumulated other comprehensive income (loss)	16,079	(803)
Treasury stock (13,120,362 and 2,981,740 shares at cost, respectively)	(404,093)	(80,951)
Total stockholders' equity	4,384,916	4,541,821
Total	\$ 8,613,219	\$ 8,786,854

See notes to consolidated financial statements.

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AMERICAN TOWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Year Ended December 31,		
	2006	2005	2004
REVENUES:			
Rental and management	\$ 1,294,068	\$ 929,762	\$ 684,422
Network development services	23,317	15,024	22,238
Total operating revenues	1,317,385	944,786	706,660
OPERATING EXPENSES:			
Costs of operations (exclusive of items shown separately below)			
Rental and management	332,246	247,781	195,242
Network development services	11,291	8,346	16,220
Depreciation, amortization and accretion	528,051	411,254	329,449
Selling, general, administrative and development expense (including stock-based compensation expense of \$39,502, \$6,597 and \$9,874, respectively)	159,324	108,059	83,094
Impairments, net loss on sale of long-lived assets, restructuring and merger related expense (including stock-based compensation expense of \$9,333 and \$876 in 2005 and 2004, respectively)	2,572	34,232	23,876
Total operating expenses	1,033,484	809,672	647,881
OPERATING INCOME	283,901	135,114	58,779
OTHER INCOME (EXPENSE):			
Interest income, TV Azteca, net of interest expense of \$1,491, \$1,492 and \$1,497, respectively	14,208	14,232	14,316
Interest income	9,002	4,402	4,844
Interest expense	(215,643)	(222,419)	(262,237)
Loss on retirement of long-term obligations	(27,223)	(67,110)	(138,016)
Other income (expense)	6,619	227	(2,798)
Total other expense	(213,037)	(270,668)	(383,891)
INCOME (LOSS) BEFORE INCOME TAXES, MINORITY INTEREST AND INCOME (LOSS) ON EQUITY METHOD INVESTMENTS	70,864	(135,554)	(325,112)
Income tax (provision) benefit	(41,768)	(5,714)	83,338
Minority interest in net earnings of subsidiaries	(784)	(575)	(2,366)
Income (loss) on equity method investments	26	(2,078)	(2,915)
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE	28,338	(143,921)	(247,055)
LOSS FROM DISCONTINUED OPERATIONS, NET OF INCOME TAX BENEFIT OF \$444, \$1,030 AND \$4,447, RESPECTIVELY	(854)	(1,913)	(8,409)
INCOME (LOSS) BEFORE CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE	27,484	(145,834)	(255,464)
CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE, NET OF INCOME TAX BENEFIT OF \$11,697		(35,525)	
NET INCOME (LOSS)	\$ 27,484	\$ (181,359)	\$ (255,464)
BASIC AND DILUTED INCOME (LOSS) PER COMMON SHARE AMOUNTS:			
Income (loss) from continuing operations	\$ 0.06	\$ (0.47)	\$ (1.10)
Loss from discontinued operations		(0.01)	(0.04)
Cumulative effect of change in accounting principle, net		(0.12)	
Net income (loss)	\$ 0.06	\$ (0.60)	\$ (1.14)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:			
BASIC	424,525	302,510	224,336
DILUTED	436,217	302,510	224,336

See notes to consolidated financial statements.

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AMERICAN TOWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
 Years Ended December 31, 2006, 2005, and 2004
 (In thousands, except share data)

	Common Stock		Common Stock		Common Stock		Treasury Stock			Additional Paid-in Capital	Unearned Compensation	Accumulated Other Comprehensive Income(Loss)	Accumulated Deficit	Total Stockholders' Equity	Total Comprehensive Income (Loss)
	Class A		Class B		Class C		Shares	Amount	Note Receivable						
	Issued Shares	Amount	Issued Shares	Amount	Issued Shares	Amount									
BALANCE, DECEMBER 31, 2003	211,855,658	\$ 2,119	6,969,529	\$ 70	1,224,914	\$ 12	(145,221)	\$ (4,366)	(6,720)	\$ 3,963,087			\$ (2,324,581)	\$ 1,629,621	
Share Class Exchanges	8,194,443		82 (6,969,529)		(70) (1,224,914)		(12)							53,013	
Stock option activity	6,249,324		62							52,951					
Issuance of common stock - Stock Purchase Plans	86,045									854				854	
ATC Mexico activity	3,359,646		34						6,720	41,421				48,175	
ATC South America activity										67				67	
Tax benefit from disposition of stock options										14,501				14,501	
Net loss													(255,464)	(255,464)	(255,464)
Total comprehensive loss															\$ (255,464)
BALANCE, DECEMBER 31, 2004	229,745,116	\$ 2,297					(145,221)	\$ (4,366)		\$ 4,072,881			\$ (2,580,045)	\$ 1,490,767	
Issuance of common stock and assumption of options and warrants - SpectraSite merger Plan	169,506,083	1,695								3,104,377				3,106,072	
Stock option activity	11,106,693	111								76,810				76,921	
Issuance of common stock upon exercise of warrants	398,412	4								1,778				1,782	
Issuance of common stock - Stock Purchase Plans	50,119	1								767				768	
Treasury stock activity							(2,836,519)	(76,585)						(76,585)	
Unearned compensation - SpectraSite merger										\$ (4,861)				(4,861)	
Unearned compensation amortization - SpectraSite merger											2,364			2,364	
Net change in fair value of cash flow hedges, net of tax												\$ (803)		(803)	(803)
3.25% convertible notes exchanged for common stock	4,670,336	46								55,659				55,705	
ATC Mexico activity	159,836	2								2,829				2,831	
ATC South America activity										2,026				2,026	
Tax benefit from disposition of stock options										66,193				66,193	
Net loss													(181,359)	(181,359)	(181,359)
Total comprehensive loss															\$ (182,162)
BALANCE, DECEMBER 31, 2005	415,636,595	\$ 4,156					(2,981,740)	\$ (80,951)		\$ 7,383,320	\$ (2,497)	\$ (803)	\$ (2,761,404)	\$ 4,541,821	
Stock option activity	3,881,812	39								78,610				78,649	
Issuance of common stock upon exercise of warrants	14,532,874	145								220				365	
Issuance of common stock - Stock Purchase Plan	53,210	1								1,329				1,330	
Treasury stock activity							(10,138,622)	(323,142)						(323,142)	
Unearned compensation - SpectraSite merger										(2,497)	2,497				
Net change in fair value of cash flow hedges, net of tax												6,457		6,457	6,457
Net unrealized gain on															

available-for-sale securities				13,945		13,945	13,945
Net realized gain on available-for-sale securities				(3,520)		(3,520)	(3,520)
Convertible notes exchanged for common stock	3,685,138	37		44,039		44,076	
Tax benefit from disposition of stock options				1,359		1,359	
Stock option tender offer accrual for cash payments				(3,908)		(3,908)	
Net income					27,484	27,484	27,484
Total comprehensive income						\$	44,366
<hr/>							
BALANCE, DECEMBER 31, 2006	437,792,629	\$ 4,378	(13,120,362)	\$(404,093)	\$ 7,502,472	\$ 16,079	\$(2,733,920) \$ 4,384,916
<hr/>							

See notes to consolidated financial statements.

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AMERICAN TOWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2006	2005	2004
CASH FLOWS PROVIDED BY OPERATING ACTIVITIES:			
Net income (loss)	\$ 27,484	\$ (181,359)	\$ (255,464)
Cumulative effect of change in accounting principle, net		35,525	
Adjustments to reconcile net loss to cash provided by operating activities:			
Depreciation, amortization and accretion	528,051	411,254	329,449
Non-cash items reported in discontinued operations (primarily depreciation, asset impairments and net losses on dispositions)	(444)	(2,145)	3,798
Non-cash stock-based compensation expense	39,502	15,930	10,750
Minority interest in net earnings of subsidiaries	784	575	2,366
(Gain) loss on investments and other non-cash (income) expense	(5,453)	2,078	4,295
Impairments, net loss on sale of long-lived assets, non-cash restructuring and merger related expense	2,958	19,096	22,254
Loss on retirement of long-term obligations	27,223	67,110	138,016
Amortization of deferred financing costs, debt discounts and other non-cash interest	9,719	45,214	72,857
Provision for losses on accounts receivable	5,175	8,492	17,440
Deferred income taxes	17,535	(11,029)	(95,614)
Changes in assets and liabilities, net of acquisitions:			
Accounts receivable	(182)	7,570	1,335
Prepaid and other assets	(67,815)	(10,331)	(18,665)
Accounts payable and accrued expenses	(10,620)	(35,120)	(2,146)
Accrued interest	3,844	(5,641)	(20,268)
Unearned revenue	9,114	5,179	(10,990)
Other long-term liabilities	33,863	24,806	17,287
Cash provided by operating activities	<u>620,738</u>	<u>397,204</u>	<u>216,700</u>
CASH FLOWS (USED FOR) PROVIDED BY INVESTING ACTIVITIES:			
Payments for purchase of property and equipment and construction activities	(127,098)	(88,637)	(42,181)
Payments for acquisitions, net of cash acquired	(14,337)	(7,479)	(33,403)
Payments for acquisition of minority interests	(22,944)	(7,270)	(3,947)
Cash acquired from SpectraSite merger, net of transaction costs paid		16,696	
Proceeds from sales of businesses, investments and other long-term assets	35,387	6,881	31,987
Restricted cash and investments			170,036
Deposits and investments and other	(120)	(725)	2,328
Cash (used for) provided by investing activities	<u>(129,112)</u>	<u>(80,534)</u>	<u>124,820</u>
CASH FLOWS USED FOR FINANCING ACTIVITIES:			
Proceeds from issuance of debt securities and notes payable			1,072,500
Proceeds from stock options, warrants and stock purchase plans	40,940	65,357	40,556
Borrowings under credit facilities	242,000	1,543,000	700,000
Repayment of notes payable, credit facilities and capital leases	(295,760)	(1,949,444)	(2,003,401)
Purchases of Class A common stock	(306,856)	(68,927)	
Deferred financing costs and other financing activities	(3,387)	(9,512)	(41,083)
Cash used for financing activities	<u>(323,063)</u>	<u>(419,526)</u>	<u>(231,428)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	168,563	(102,856)	110,092
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	112,701	215,557	105,465
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 281,264</u>	<u>\$ 112,701</u>	<u>\$ 215,557</u>

See notes to consolidated financial statements.

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AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business—American Tower Corporation and subsidiaries (collectively, ATC or the Company), is an independent owner, operator and developer of wireless and broadcast communications sites in the United States, Mexico and Brazil. The Company's primary business, as discussed in note 15, is the leasing of antenna space on multi-tenant communications towers to wireless service providers and radio and television broadcast companies. The Company also operates distributed antenna systems within buildings and provides limited network development services that support its rental and management operations and the addition of new tenants and equipment on its sites. During 2004, the Company sold certain non-core businesses, which have been reported as discontinued operations. (See note 16.)

The Company completed its merger with SpectraSite, Inc. in August 2005, as more fully described in note 3. The merger was approved by the stockholders of the Company and SpectraSite, Inc. on August 3, 2005, and the results of operations of SpectraSite have been included in the Company's accompanying consolidated financial statements commencing on August 3, 2005.

ATC is a holding company that conducts its operations in the United States, Mexico and Brazil through operating subsidiaries. ATC's principal United States operating subsidiaries are American Towers, Inc. (ATI) and SpectraSite Communications, Inc. (SpectraSite). ATC's principal international operating subsidiary is American Tower International, Inc., which conducts operations in Mexico through its subsidiary ATC Mexico Holding Corp. (ATC Mexico) and in Brazil through its subsidiary ATC South America Holding Corp. (ATC South America).

Principles of Consolidation and Basis of Presentation—The accompanying consolidated financial statements include the accounts of the Company and all intercompany accounts and transactions have been eliminated. The Company consolidates those entities in which it owns greater than fifty percent of the entity's voting stock, with the exception of Verestar, Inc. (Verestar), as discussed in note 16.

Use of Estimates—The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates, and such differences could be material to the accompanying consolidated financial statements. The significant estimates in the accompanying consolidated financial statements include revenue recognition, stock-based compensation, impairment of long-lived assets (including goodwill), purchase price allocation, asset retirement obligations and valuation allowances related to deferred tax assets.

Revenue Recognition—Rental and management revenues are recognized on a monthly basis under lease or management agreements when earned. Fixed escalation clauses present in non-cancelable lease agreements, excluding those tied to the Consumer Price Index (CPI) or other inflation-based indices, and other incentives present in lease agreements with the Company's customers are recognized on a straight-line basis over the terms of the applicable leases. Straight-line revenues for the years ended December 31, 2006, 2005 and 2004 approximated \$58.3 million, \$30.3 million and \$24.8 million, respectively. The Company's straight-line asset of approximately \$210.0 million and \$152.1 million is included in notes receivable and other long-term assets in the accompanying consolidated balance sheets as of December 31, 2006 and 2005, respectively. Amounts billed up-front for certain services provided in connection with the execution of lease agreements are initially deferred and recognized as revenue over the initial terms of the applicable leases. Amounts billed or received prior to being earned are deferred and reflected in unearned revenue in the accompanying consolidated balance sheets until such time as the earnings process is complete.

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One):

Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the fiscal year ended December 31, 2007

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the transition period from _____ to _____
Commission File Number: 001-14195

American Tower Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or Organization)

65-0723837
(I.R.S. Employer
Identification No.)

116 Huntington Avenue
Boston, Massachusetts 02116
(Address of principal executive offices)

Telephone Number (617) 375-7500
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each Class	Name of exchange on which registered
Class A Common Stock, \$0.01 par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well known seasoned issuer, as defined in Rule 405 of the Securities Act: Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act: Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act): Yes No

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant as of June 30, 2007 was approximately \$17.4 billion, based on the closing price of the registrant's Class A Common Stock as reported on the New York Stock Exchange as of the last business day of the registrant's most recently completed second quarter.

As of February 29, 2008, there were 395,748,826 shares of Class A Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement (the "Definitive Proxy Statement") to be filed with the Securities and Exchange Commission relative to the Company's 2008 Annual Meeting of Stockholders are incorporated by reference into Part III of this Report.

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**AMERICAN TOWER CORPORATION AND SUBSIDIARIES
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<u>Consolidated Balance Sheets as of December 31, 2007 and 2006</u>	F-3
<u>Consolidated Statements of Operations for the Years Ended December 31, 2007, 2006 and 2005</u>	F-4
<u>Consolidated Statements of Stockholders' Equity for the Years Ended December 31, 2007, 2006 and 2005</u>	F-5
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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
American Tower Corporation
Boston, Massachusetts

We have audited the accompanying consolidated balance sheets of American Tower Corporation and subsidiaries (the "Company") as of December 31, 2007 and 2006, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2007. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2007 and 2006, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2007, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1 to consolidated financial statements, the Company adopted the provisions of Financial Accounting Standards Board (FASB) Interpretation No. 48, "Accounting for Uncertainty in Income Taxes, an interpretation of SFAS No. 109," as of January 1, 2007, FASB No. 123R "Share-Based Payment," as of January 1, 2006, and FASB Interpretation No. 47, "Accounting for Conditional Asset Retirement Obligations—an interpretation of FASB Statement No. 143," as of December 31, 2005.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2007, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 14, 2008 expressed an adverse opinion on the Company's internal control over financial reporting because of a material weakness.

/s/ DELOITTE & TOUCHE LLP

Boston, Massachusetts
March 14, 2008

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AMERICAN TOWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)

	December 31,	
	2007	2006
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 33,123	\$ 281,264
Restricted cash	53,684	
Short-term investments and available-for-sale securities	7,224	22,986
Accounts receivable, net of allowances	40,316	29,368
Prepaid and other current assets	71,264	63,919
Deferred income taxes	40,063	88,485
Total current assets	<u>245,674</u>	<u>486,022</u>
PROPERTY AND EQUIPMENT, net	3,045,186	3,218,124
GOODWILL	2,188,312	2,189,767
OTHER INTANGIBLE ASSETS, net	1,686,434	1,820,876
DEFERRED INCOME TAXES	479,854	482,710
NOTES RECEIVABLE AND OTHER LONG-TERM ASSETS	484,997	415,720
TOTAL	<u>\$ 8,130,457</u>	<u>\$ 8,613,219</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	\$ 175,464	\$ 187,634
Accrued interest	33,702	41,319
Current portion of long-term obligations	1,817	253,907
Unearned revenue	106,395	86,769
Total current liabilities	<u>317,378</u>	<u>569,629</u>
LONG-TERM OBLIGATIONS	4,283,467	3,289,109
OTHER LONG-TERM LIABILITIES	504,178	365,974
Total liabilities	<u>5,105,023</u>	<u>4,224,712</u>
COMMITMENTS AND CONTINGENCIES		
MINORITY INTEREST IN SUBSIDIARIES	3,342	3,591
STOCKHOLDERS' EQUITY:		
Preferred Stock: \$.01 par value; 20,000,000 shares authorized; no shares issued or outstanding		
Class A Common Stock: \$.01 par value; 1,000,000,000 shares authorized, 452,759,969 and 437,792,629 shares issued, and 399,518,542 and 424,672,267 shares outstanding, respectively	4,527	4,378
Additional paid-in capital	7,772,382	7,502,472
Accumulated deficit	(2,703,373)	(2,733,920)
Accumulated other comprehensive (loss) income	(3,626)	16,079
Treasury stock (53,241,427 and 13,120,362 shares at cost, respectively)	(2,047,818)	(404,093)
Total stockholders' equity	<u>3,022,092</u>	<u>4,384,916</u>
TOTAL	<u>\$ 8,130,457</u>	<u>\$ 8,613,219</u>

See notes to consolidated financial statements.

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AMERICAN TOWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Year Ended December 31,		
	2007	2006	2005
REVENUES:			
Rental and management	\$ 1,425,975	\$ 1,294,068	\$ 929,762
Network development services	<u>30,619</u>	<u>23,317</u>	<u>15,024</u>
Total operating revenues	<u>1,456,594</u>	<u>1,317,385</u>	<u>944,786</u>
OPERATING EXPENSES:			
Costs of operations (exclusive of items shown separately below)			
Rental and management	343,450	332,246	247,781
Network development services	16,172	11,291	8,346
Depreciation, amortization and accretion	522,928	528,051	411,254
Selling, general, administrative and development expense (including stock-based compensation expense of \$54,603, \$39,502 and \$6,597, respectively)	186,483	159,324	108,059
Impairments, net loss on sale of long-lived assets, restructuring and merger related expense (including stock-based compensation expense of \$9,333 in 2005)	<u>9,198</u>	<u>2,572</u>	<u>34,232</u>
Total operating expenses	<u>1,078,231</u>	<u>1,033,484</u>	<u>809,672</u>
OPERATING INCOME	<u>378,363</u>	<u>283,901</u>	<u>135,114</u>
OTHER INCOME (EXPENSE):			
Interest income, TV Azteca, net of interest expense of \$1,490, \$1,491 and \$1,492, respectively	14,207	14,208	14,232
Interest income	10,848	9,002	4,402
Interest expense	(235,824)	(215,643)	(222,419)
Loss on retirement of long-term obligations	(35,429)	(27,223)	(67,110)
Other income	<u>20,675</u>	<u>6,619</u>	<u>227</u>
Total other expense	<u>(225,523)</u>	<u>(213,037)</u>	<u>(270,668)</u>
INCOME (LOSS) BEFORE INCOME TAXES, MINORITY INTEREST AND INCOME (LOSS) ON EQUITY METHOD INVESTMENTS	152,840	70,864	(135,554)
Income tax provision	(59,809)	(41,768)	(5,714)
Minority interest in net earnings of subsidiaries	(338)	(784)	(575)
Income (loss) on equity method investments	<u>19</u>	<u>26</u>	<u>(2,078)</u>
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE	92,712	28,338	(143,921)
LOSS FROM DISCONTINUED OPERATIONS, NET OF INCOME TAX (PROVISION) BENEFIT OF \$(6,191), \$444 and \$1,030, RESPECTIVELY	<u>(36,396)</u>	<u>(854)</u>	<u>(1,913)</u>
INCOME (LOSS) BEFORE CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE	56,316	27,484	(145,834)
CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE, NET OF INCOME TAX BENEFIT OF \$11,697	<u>35,325</u>	<u>35,325</u>	<u>35,325</u>
NET INCOME (LOSS)	<u>\$ 56,316</u>	<u>\$ 27,484</u>	<u>\$ (181,359)</u>
NET INCOME (LOSS) PER COMMON SHARE AMOUNTS:			
BASIC:			
Income (loss) from continuing operations	\$ 0.22	\$ 0.06	\$ (0.47)
Loss from discontinued operations	(0.09)	-	(0.01)
Cumulative effect of change in accounting principle, net	-	-	(0.12)
Net income (loss)	<u>\$ 0.14</u>	<u>\$ 0.06</u>	<u>\$ (0.60)</u>
DILUTED:			
Income (loss) from continuing operations	\$ 0.22	\$ 0.06	\$ (0.47)
Loss from discontinued operations	(0.09)	-	(0.01)
Cumulative effect of change in accounting principle, net	-	-	(0.12)
Net income (loss)	<u>\$ 0.13</u>	<u>\$ 0.06</u>	<u>\$ (0.60)</u>
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:			
BASIC	<u>413,167</u>	<u>424,525</u>	<u>302,510</u>
DILUTED	<u>426,079</u>	<u>436,217</u>	<u>302,510</u>

See notes to consolidated financial statements.

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AMERICAN TOWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Years Ended December 31, 2007, 2006, and 2005
(In thousands, except share data)

	Class A Common Stock		Treasury Stock		Additional Paid-in Capital	Unearned Compensation	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity	Total Comprehensive Income (Loss)
	Issued Shares	Amount	Shares	Amount						
BALANCE, DECEMBER 31, 2004	229,745,116	\$ 2,297	(145,221)	\$ (4,366)	\$ 4,072,881			\$ (2,580,045)	\$ 1,490,767	
Issuance of common stock and assumption of options and warrants— SpectraSite merger	169,506,083	1,695			3,104,377				3,106,072	
Stock option activity	11,106,693	111			76,810				76,921	
Issuance of common stock upon exercise of warrants	398,412	4			1,778				1,782	
Issuance of common stock — Stock Purchase Plans	50,119	1			767				768	
Treasury stock activity			(2,836,519)	(76,585)					(76,585)	
Unearned compensation — SpectraSite merger						\$ (4,861)			(4,861)	
Unearned compensation amortization— SpectraSite merger						2,364			2,364	
Net change in fair value of cash flow hedges, net of tax							\$ (803)		(803)	(803)
3.25% convertible notes exchanged for common stock	4,670,336	46			55,659				55,705	
ATC Mexico activity	159,836	2			2,829				2,831	
ATC South America activity					2,026				2,026	
Tax benefit from disposition of stock options					66,193				66,193	
Net loss								(181,359)	(181,359)	(181,359)
Total comprehensive loss										\$ (182,162)
BALANCE, DECEMBER 31, 2005	415,636,595	\$ 4,156	(2,981,740)	\$ (80,951)	\$ 7,383,320	\$ (2,497)	\$ (803)	\$ (2,761,404)	\$ 4,541,821	
Stock option activity	3,884,812	39			78,610				78,649	
Issuance of common stock upon exercise of warrants	14,532,874	145			220				365	
Issuance of common stock — Stock Purchase Plan	53,210	1			1,329				1,330	
Treasury stock activity			(10,138,622)	(323,142)					(323,142)	
Unearned compensation—SpectraSite merger					(2,497)	2,497				
Net change in fair value of cash flow hedges, net of tax							6,457		6,457	6,457
Net unrealized gain on available-for-sale securities							13,945		13,945	13,945
Net realized gain on available-for-sale securities							(3,520)		(3,520)	(3,520)
Convertible notes exchanged for common stock	3,685,138	37			44,039				44,076	
Tax benefit from disposition of stock options					1,359				1,359	
Stock option tender offer accrual for cash payments					(3,908)				(3,908)	
Net income								27,484	27,484	27,484
Total comprehensive income										\$ 44,366
BALANCE, DECEMBER 31, 2006	437,792,629	\$ 4,378	(13,120,362)	\$ (404,093)	\$ 7,502,472		\$ 16,079	\$ (2,733,920)	\$ 4,384,916	
Stock option activity	7,400,667	74			182,658				182,732	
Issuance of common stock upon exercise of warrants	192,054	2			290				292	
Issuance of common stock — Stock Purchase Plan	48,886				1,658				1,658	
Treasury stock activity			(40,121,065)	(1,643,725)					(1,643,725)	
Net change in fair value of cash flow hedges, net of tax							(3,244)		(3,244)	(3,244)
Net realized loss on cash flow hedges, net of tax							(6,162)		(6,162)	(6,162)
Net unrealized loss on available-for-sale securities, net of tax							(3,230)		(3,230)	(3,230)
Net realized gain on available-for-sale securities, net of tax							(7,069)		(7,069)	(7,069)
Convertible notes exchanged for common stock	7,325,733	73			88,012				88,085	
Cumulative effect of adoption of FIN 48								(25,769)	(25,769)	

Source: AMERICAN TOWER CORP , 10-K, March 14, 2008

Reduction in deferred tax asset related to spin off from American Radio Systems				(2,708)				(2,708)	
Net income						56,316		56,316	56,316
Total comprehensive income									<u>56,316</u>
BALANCE, DECEMBER 31, 2007	<u>452,759,969</u>	<u>\$ 4,527 (53,241,427)</u>	<u>\$ (2,047,818)</u>	<u>\$ 7,772,382</u>	<u>\$ (3,626)</u>	<u>\$ (2,703,373)</u>	<u>\$ 3,022,092</u>		

See notes to consolidated financial statements.

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AMERICAN TOWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2007	2006	2005
CASH FLOWS PROVIDED BY OPERATING ACTIVITIES:			
Net income (loss)	\$ 56,316	\$ 27,484	\$ (181,359)
Cumulative effect of change in accounting principle, net			35,525
Adjustments to reconcile net loss to cash provided by operating activities:			
Depreciation, amortization and accretion	522,928	528,051	411,254
Stock-based compensation expense	54,603	39,502	15,930
Other non-cash items reported in discontinued operations (primarily income tax provision (benefit))	6,192	(444)	(2,145)
Increase in restricted cash	(49,818)		
Minority interest in net earnings of subsidiaries	338	784	575
(Gain) loss on investments and other non-cash (income) expense	(9,470)	(5,453)	2,078
Impairments, net loss on sale of long-lived assets, non-cash restructuring and merger related expense	9,214	2,958	19,096
Loss on retirement of long-term obligations	34,826	27,223	67,110
Amortization of deferred financing costs, debt discounts and other non-cash interest	7,789	9,719	45,214
Provision for losses on accounts receivable	2,470	5,175	8,492
Deferred income taxes	21,239	17,535	(11,029)
Changes in assets and liabilities, net of acquisitions:			
Accounts receivable	(13,417)	(182)	7,570
Prepaid and other assets	65,704	(9,509)	19,973
Deferred rent asset	(69,673)	(58,306)	(30,304)
Accounts payable and accrued expenses	(7,237)	(10,620)	(35,120)
Accrued interest	(7,617)	3,844	(5,641)
Unearned revenue	19,625	9,114	5,179
Deferred rent liability	26,650	26,811	15,946
Other long-term liabilities	22,017	7,052	8,860
Cash provided by operating activities	<u>692,679</u>	<u>620,738</u>	<u>397,204</u>
CASH FLOWS USED FOR INVESTING ACTIVITIES:			
Payments for purchase of property and equipment and construction activities	(154,381)	(127,098)	(88,637)
Payments for acquisitions, net of cash acquired	(43,962)	(14,337)	(7,479)
Payments for acquisition of minority interests		(22,944)	(7,270)
Cash acquired from SpectraSite merger, net of transaction costs paid			16,696
Proceeds from sales of available-for-sale securities and other long-term assets	22,163	35,387	6,881
Deposits, restricted cash, short-term investments and other	(10,000)	(120)	(725)
Cash used for investing activities	<u>(186,180)</u>	<u>(129,112)</u>	<u>(80,534)</u>
CASH FLOWS USED FOR FINANCING ACTIVITIES:			
Proceeds from issuance of Certificates in securitization transaction	1,750,000		
Proceeds from term loan credit facility	500,000		
Borrowings under revolving credit facilities	1,675,000	242,000	1,543,000
Proceeds from issuance of senior notes	500,422		
Repayment of notes payable, credit facilities and capital leases	(3,612,240)	(295,760)	(1,949,444)
Purchases of Class A common stock	(1,642,821)	(306,856)	(68,927)
Proceeds from stock options, warrants and stock purchase plan	124,087	40,940	65,357
Deferred financing costs and other financing activities	(49,088)	(3,387)	(9,512)
Cash used for financing activities	<u>(754,640)</u>	<u>(323,063)</u>	<u>(419,526)</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(248,141)	168,563	(102,856)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	281,264	112,701	215,557
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 33,123	\$ 281,264	\$ 112,701

See notes to consolidated financial statements.

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AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business—American Tower Corporation and subsidiaries (collectively, ATC or the Company) is an independent owner, operator and developer of wireless and broadcast communications sites in the United States, Mexico and Brazil. The Company's primary business, as discussed in note 14, is the leasing of antenna space on multi-tenant communications sites to wireless service providers and radio and television broadcast companies. The Company also manages rooftop and tower sites for third parties, operates distributed antenna systems within buildings, and provides network development services that support its rental and management operations and the addition of new tenants and equipment on its sites.

The Company completed its merger with SpectraSite, Inc. in August 2005, as more fully described in note 4. The merger was approved by the stockholders of the Company and SpectraSite, Inc. on August 3, 2005, and the results of operations of SpectraSite have been included in the Company's accompanying consolidated financial statements commencing on August 3, 2005.

ATC is a holding company that conducts its operations in the United States and internationally through its directly and indirectly owned subsidiaries. ATC's principal United States operating subsidiaries are American Towers, Inc. (ATI) and SpectraSite Communications, LLC (SpectraSite). ATC conducts its international operations through its subsidiary, American Tower International, Inc., which in turn conducts operations through its international operating subsidiaries. The Company's international operations consist primarily of its operations in Mexico and Brazil, which it conducts in Mexico through ATC Mexico Holding Corp. (ATC Mexico) and in Brazil through ATC South America Holding Corp. (ATC South America).

Principles of Consolidation and Basis of Presentation—The accompanying consolidated financial statements include the accounts of the Company and all intercompany accounts and transactions have been eliminated. The Company consolidates those entities in which it owns greater than fifty percent of the entity's voting stock or membership interests, with the exception of Verestar, Inc. (Verestar), as discussed below.

Use of Estimates—The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates, and such differences could be material to the accompanying consolidated financial statements. The significant estimates in the accompanying consolidated financial statements include income taxes, stock-based compensation, impairment of long-lived assets (including goodwill), asset retirement obligations, revenue recognition and estimated useful lives of assets.

The Company is in the process of reviewing the estimated useful lives of its tower assets. The Company now has over ten years of operating history, and it is considering whether it should modify its current estimates for asset lives based on its historical operating experience. The Company has retained an independent consultant to assist the Company in completing this review, and received a report from the consultant in the first quarter of 2008, which it is in the process of analyzing. The Company currently depreciates its towers on a straight-line basis over the shorter of the term of the underlying ground lease (including renewal options) or the estimated useful life of the tower, which the Company has historically estimated to be 15 years. Additionally, certain of the Company's intangible assets are amortized on a similar basis to the tower assets, as the estimated useful lives of such intangibles correlate to the useful life of the towers. If the Company concludes that a revision in the estimated useful lives of its tower assets is appropriate, the Company will account for any changes in the useful lives as a change in accounting estimate under Statement of Financial Accounting Standards (SFAS) No. 154 "Accounting Changes and Error Corrections," which will be recorded prospectively beginning in the period of change. Based on preliminary information obtained to date, the Company expects that its estimated asset lives may be extended.

**ATC OUTDOOR DAS, LLC APPLICATION AND PETITION FOR CERTIFICATE OF
CONVENIENCE AND NECESSITY TO PROVIDE INTRASTATE
TELECOMMUNICATIONS SERVICES**

ATTACHMENT E

By this Application, Applicant seeks authority to provide non-switched local transport services for wireless carriers (hereinafter referred to as "Services") throughout the State of Arizona. Applicant proposes to provide these Services through a combination of its own facilities and facilities to be leased from a variety of telecommunications carriers.

Applicant's Services will be both intrastate and interstate and will rely on a technical platform known as a "Distributed Antenna System," or "DAS." A DAS consists of the following:

- (i) **Base Station Hotel:** The Base Station Hotel is the central location where all WSP Base Transceiver Station (BTS) equipment is installed. The Base Station Hotel also contains the Optical Conversion equipment.
- (ii) **Optical Conversion Equipment:** This unit converts the RF output from the BTS to an optical signal. This optical signal is then transmitted via fiber optic cable to specific Remote Node locations.
- (iii) **Remote Nodes:** Each Remote Node then converts the optical signal back to RF. This RF signal is transmitted over an omni-directional antenna which is typically mounted on a light post, bus stop or other municipality infrastructure. This broadband antenna broadcasts the signal for all WSP technologies.
- (iv) **Access Points:** A high power Access Point can be added to each Remote Node for provisioning of 802.11 data services. Data traffic is then routed to the internet through standard data equipment located in the Base Station Hotel.

The Services are customized to the transport needs of individual customers. Tariffed rates will be available for all non-custom services. The tariffed rates contained in the Tariff attached to this Application are based on the locality of service, type of service and the term plan selected.

**ATC OUTDOOR DAS, LLC APPLICATION AND PETITION FOR CERTIFICATE OF
CONVENIENCE AND NECESSITY TO PROVIDE INTRASTATE
TELECOMMUNICATIONS SERVICES**

ATTACHMENT F

(Biographies of Key Personnel)

GERARD AINSZTEIN

EXPERIENCE

American Tower Corporation, Cary, NC 2001 – present
Senior Vice President - Building Solutions, DAS & Acquisitions

Responsible for the management of American Tower's In-Building DAS and acquisition division.

- P&L responsibility
- Manage engineering, sales, operations, property management, and site operation functions.
- Responsible for evaluating tower portfolios, negotiating purchase agreements and integration of acquired assets.
- captive markets.
- Accountable for forecasting business and market needs, formulating and implementing sales strategies and ensuring customer satisfaction.

ECREDIT.COM, Boston, MA 2000 – 2001
Director, Leasing Division

Responsible for the management of eCredit.com's leasing division.

- Direct management of national sales team.
- Responsible for generating revenues in the leasing and captive markets.
- Cross accountability for marketing and product development.

THE BANCORP GROUP, INC., Southfield, MI 1999-2000
President

P&L responsibility for wholly owned bank subsidiary.

- Responsible for forecasting, budgeting, quality improvement, and development of personnel.
- Direct reports included credit, collections, documentation, sales and accounting.
- Responsibilities included development and implementation of company's first comprehensive strategic business plan.
- Implemented company wide employee goal and assessment program.

FLEET LEASING CORPORATION, Troy, MI 1993-1999
Vice President - Sales

Responsible for +\$300 million in sales, reported directly to president. Forecasting of all sales and gross profit targets.

- Management of 40 member sales force including National Sales Manager, Regional Sales Managers, Direct Marketing, Marketing and Administrative staff. Developed and implemented business plans and commission programs. Set sales quotas, established performance criteria and reporting for quantitative analysis of sales reports.
- Increased originations 20% in part by signing two national vendor programs generating in excess of \$50 million in originations.
- Recruited a diverse group, dramatically strengthening working relations at all functional interfaces.
- Changed sales roles from reactive to strategically prepared, goal and initiative driven.

- Coordinated activities among sales and operations to assure effective communication.

NORWEST FINANCIAL LEASING, Riverside, CA

1988-1993

Operations Manager

Responsible for operational and sales support for the western U.S.

- Managed \$35M million portfolio consisting of 9,500 accounts.
- Extensive travel with sales personnel to expand sales base.
- Accountable for a \$2.5 million operating budget, bad debt, customer service, documentation, collections and credit departments.
- Managed staff of 15 employees.

NORWEST FINANCIAL, Miami, FL

1985-1988

Branch Manager

Sales and P&L responsibilities for a consumer loan branch.

- In three years was responsible for increasing annual branch originations from \$1.5 million to \$3 million.
- Branch management of six employees, including a credit manager, credit analyst and four administrative positions.

EDUCATION

University of Florida

Bachelor of Science in Business Administration - Finance

Graduated with honors – December 1984

REFERENCES

Available upon request.

CURRENT

American Tower Corporation (SpectraSite)– Cary, NC

2003 -Present

Vice President – Network Operations

- Lead the design, construction, and operation of over 100 in-building Distributed Antenna Systems (DAS) in 26 states.
- Create, oversee, and deploy a capital budget of over \$15 million dollars annually.
- Manage a group of 15 directors, engineers, and support personnel.

EXPERIENCE

Crown Castle International/ SiteSafe Division – Arlington, Virginia

2001 - 2003

Vice President of Network Engineering

- Provide leadership and manage the Engineering Department that includes RF Design, Drive Test, In Building Applications, Tower Engineering, Interference Analysis, and Regulatory Compliance for Crown Castle International's 10,000 tower assets in the United States.
- Provide engineering support for OptiShare and OptiNet shared infrastructure deployments.
- Manage a team of two directors, one manager, twelve engineers and technicians.
- Interface and provide engineering and regulatory services for marketing, site acquisition, construction, asset management, and regulatory groups.
- Provide business case and asset analysis for acquisitions and venture capital funding activities.
- Represent Crown Castle at industry standards forum including TIA.

ALLTEL Communications – Little Rock, Arkansas

1995 – 2001

Director - Engineering and Network Operations

- Directed wireless engineering and operations.
- Responsible for capital budgeting and capital projects for RF, switching, backhaul, and SS7 network.
- Responsible for design and implementation of capital projects. Projects included new builds, in-building applications, switch upgrades, facilities provisioning, microwave, and special projects. Responsible for monitoring and optimizing network quality to meet corporate goals.
- Managed a team of 55 RF and switch engineers, technicians, and support personnel.

Director - Wireless Network Planning and Advanced Technology

- Oversaw all aspects of wireless network, research, and planning activities for the Corporation.
- Represented ALLTEL as the Executive Board Member of the CDMA Development Group and the Mobile Wireless Internet Forum (MWIF).
- Responsible for industry standards activity and next generation technology studies.
- Conducted all due diligence activities for mergers and acquisitions including transactions with Verizon and SBC.
- Responsible for planning and implementing all government mandated projects (e.g. CALEA, WLNP, E-911). Author government submissions and coordinate with Washington D.C. council on compliance of mandates.
- Conducted technology trials for WLL and WAP technologies. Developed business case and implementation plans in conjunction with marketing and sales groups.
- Vendor relations and contract negotiation. Motorola, NORTEL, Lucent, and Ericsson
- Project managed network evolution implementation plans for migration of wireless network to IP/ATM architecture.
- Developed deployment plans and RF designs for build out of 42 PCS licenses.

Staff Manager – RF Engineering

- Network Deployment Manager for Jacksonville, Mobile and Birmingham PCS deployments.
- Project managed RF design, optimization, and acceptance and launch for three PCS markets in 18-month schedule. Met all project milestones on time and within budget.
- Completed RF 3-year network plan, CDMA Alternative Vendor Studies, and business plan.
- Represented ALLTEL on CDMA Development Group Steering Committee.
- Ensured the timely introduction of new technologies that provide increased network efficiencies, better service quality, and increased revenue.
- Developed 3 –year capital planning guidelines to be used by ALLTEL market areas.
- Authored the ALLTEL IS-634 (IOS) compliance document.

- Developed specifications, negotiated contracts, and implemented cryogenic filters and smart antennas systems in ALLTEL markets to improve quality and increase revenue.
- Designed and deployed in-building distributed antenna systems for special projects including: ALLTEL stadium in Jacksonville, ALLTEL Arena in Little Rock, and Little Rock Convention Center.
- Developed capital, business, and network models for 800 MHz CDMA deployments in thirteen markets. Project managed CDMA overlays in Little Rock , AR and Charlotte NC including RF design and optimization. Oversaw system performance activities during market launch.
- Developed capital and revenue analysis for AirCell Technology.
- Developed corporate network measurement metrics that linked financial expenditures and revenues to network performance.
- Completed comprehensive six year CDMA Network Evolution Plan that includes technology Evolution, migration to IP based services, coverage, and capacity analysis.
- Researched and planned introduction of new technologies into wireless network.
- Managed field technology trials for CDMA, cryogenic filters, and tower mounted LNA's . Developed test plans, evaluation criteria, reporting, and recommendations.
- Represented corporation in standards development bodies including CDPD Forum and the CDMA Development Group Steering Committee. Provided contributions to several working groups and authored white papers for CDG executive board.

Trident Data Systems (Veridian) – San Antonio, Texas

1993 – 1995

Project Manager

- Managed design and installation of private telecom networks for U.S. Government and private corporations. Networks included GSM private network and wireless data networks. Managed budget, schedule, and resources.
- Responsible for the research of commercial cellular telephony and SMR systems.
- Lead of team that developed ISM band Spread Spectrum wireless ethernet prototype.

Lockheed Advanced Development Corporation – Burbank, California

1992 - 1993

F-22 / F-117A Project Engineer

- Responsible for the design, budget, schedule and program management for the F-22 ATF Intra-Flight Data Link Radome and UHF antenna system.
- Microwave and RF circuit design using HP-UX based Touchstone and Super Compact.

Northrop Corporation / B-2 Division – Pico Rivera, California

1991 – 1992

Senior Antenna Research and Design Engineer

- Principle Engineer for B-2 Bomber Radar Radome production RF and RCS Testing.
- Coded VAX/VMS based tools to analyze B-2 Radar Radome performance.
- Anechoic Chamber and radar range design and test.
- Low observable antenna design for AVR LF/VLF and ZSR-63 avionics systems.

Lockheed Corporation / Fort Worth Division – Fort Worth, Texas

1984 – 1991

Associate Engineer, Engineer, Senior Engineer – Antenna Systems

- Engineering Manager for the A-12 Multifunction Antenna System and Avionics.
- Principle antenna designer for several production antenna systems for A-12, F-16, and F/B-111 military aircraft.
- Avionics system experience with GPS, AF/SATCOM, NAV/SATCOM, TACAN, IFF, VHF/UHF, Radar Altimeter, MLS, GS/Localizer, Marker Beacon, ESM, and Radar systems.

EDUCATION

University of Southern California – M.S. Engineering Management

May 1993

Texas A&M University – B.S. Electrical Engineering

May 1984

University of Texas at Arlington – Graduate coarse work in E.E. (18 hours)

1985-1987

Daniel J. Wojciechowski

Mobile: (919) 345-3412

Office: (919) 467-6700

University of North Carolina – Executive Leadership Program (7 CEU)

2005

PROFESSIONAL

**Registered Professional Engineer (Texas)
Member IEEE
Texas A&M University Telecommunications Program
Member of Industry Advisory Council on Curriculum**

**Current
1984- Present
1998 - 2002**

David Jordan Pierce

3723 Bentley Drive
Durham, NC 27707
919.489.8914

EXPERIENCE

American Tower, Inc.

Cary, NC

Vice President, Operations - DAS Solutions and Acquisitions Operations

Feb '07 – Present

Lead the cross-functional teams which identify and deploy new DAS systems and complete due diligence for new tower site acquisitions. Evaluate the risks and financial returns of new opportunities. Develop tools and processes to systematically analyze risk and conduct pre-acquisition or pre-deployment due diligence. Provide internal consulting services, including market research and business plan development.

- Analyzed the DAS space and developed the business plan to grow this new business in-house

Vice-President, Site Operations and Engineering

Aug '05 – Feb '07

Led the field operations and engineering teams for a top-ten US telecommunications company with \$18B enterprise value and \$1.3B revenue. Responsible for over 200 employees and \$11 million service revenue.

- Promoted to Vice-President by acquiring company's management, based on demonstrated leadership, organizational and communication skills during the fast-paced merger of American Tower and SpectraSite Communications.
- Led the successful integration of the site operations and engineering teams, combining the best of excellent customer service and profit-focused cultures.
- Increased engineering service revenue two fold by expanding service offerings and executing on plan.
- Improved service cycle time and employee productivity through key process improvements and increased reporting visibility.

SpectraSite Communications, Inc.

Cary, NC

Engineering Services Director

May '04 – July '05

Led Engineering Services department to provide analysis, design, and data quality services. Established goals and directed resources to achieve \$3 million fee revenue generation with a 66% gross margin. Directed team of 3 managers and 21 employees, and controlled a \$2 million budget.

- Reduced cycle time in half, improved individual productivity and reduced headcount.
- Led a critical, high-profile project to an on-time, successful completion, involving 70 employees across 8 departments – reviewed 6,000 ground leases in 6 days.
 - *Selected by CFO to lead this project resulting from the SEC reinterpretation of the accounting treatment of depreciation and long-term ground-lease expenses. SpectraSite had 5 weeks to complete the project and restate financial statements for the previous two years.*
- Prospected new FM translator business for business development
 - Identified potential opportunities, researched prospects, and turned leads over to Sales.
- Completed SpectraSite Leadership Institute, a joint effort between UNC/Kenan-Flagler Business School and the Center for Creative Leadership.

Collocation Director**June '02 – May '04**

Led South Region Collocation team of 6 collocation project managers. Managed new leasing opportunities from application receipt to completed installation, increasing annual revenue \$21 million during this tenure.

- Exceeded revenue targets 5 sequential quarters, yielding 41% of new national revenue.
- Developed employees - led nation in productivity, fostered strong customer service culture, and facilitated 2 promotions.
- Developed business optimization tools -- revenue forecast model, NPV model, individual workload model, budget headcount capacity model, and other reporting tools.
- Awarded production and teamwork honors by Sales – Reach awards.
- Co-led creation of the successful 'project manager' collocation concept

Collocation Special Projects Director**September '01 – June '02**

Identified and implemented business process improvements as internal consultant.

- Conducted feedback sessions with Sales and Collocation departments. Implemented action plans/initiatives to address key issues.

Tower Acquisition and Integration Director**September '00 - September '01**

Directed document and data incorporation operation for \$1.2 billion acquisition of 3,900 sites from SBC Communications. Responsible for 6 managers and 88 contractors/employees. Controlled \$10 million budget.

- Incorporated all data and documentation for 3,900 SBC Communications sites in 4 months, over 1 month ahead of schedule.
- Negotiated two \$6 million survey contracts for acquired sites.

Solvay, S.A.**Houston, TX - Vancouver, WA****Production Manager****August '97- August '00**

Managed polyethylene production unit, comprising 7 supervisors and 21 operators. Controlled \$4 million wage and maintenance budgets. Ensured ISO 9000 compliance. Recruited and developed employees.

- Re-focused floundering production project to successfully resolve all key issues, increasing annual earnings by \$3 million.
- With team, reduced supervisor headcount by 50% while maintaining key performance goals.
- Led cross-functional team to analyze plant-wide unplanned power outage and drive corrective actions. Achieved multi-disciplinary support with 80% incident resolution within one year.

Various Engineering Positions**January '89 - August '97****Bell South, Corporation****Atlanta, GA****LAN Network Administrator (intern)****June '88 - August '88****Outside Plant Engineer (co-op)****January '85 - March '87****IBM, Corporation****Boulder, CO****Quality Control Engineer/Systems Developer (co-op)****January '84 - September '84**

EDUCATION

Master of Science in Electrical Engineering, March 1995
Georgia Institute of Technology

Atlanta, GA

Bachelor of Science in Electrical Engineering, Summa Cum Laude, December 1988
Georgia Institute of Technology

Atlanta, GA

TRAINING/SKILLS/ACTIVITIES

- Dale Carnegie - Public Speaking
- Conversational Spanish, Tennis
- Six Sigma – Yellow Belt Certified