



July 15, 2009

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CITY OF SAN DIEGO
Post Office Box 122289
San Diego, CA 92112

Re: Bond number 070007000
Site SD06494E
Lease with OMNIPOINT COMMUNICATIONS, INC. as tenant ("Lease")

To Whom It May Concern:

OMNIPOINT COMMUNICATIONS, INC. is part of the T-Mobile family, which includes its affiliate, T-Mobile West Corporation. T-Mobile is simplifying its corporate structure by combining certain affiliates which will have no functional effect to you. This is merely an internal conveyance and it will not change or affect your relationship with T-Mobile, including the contact information you currently use.

T-Mobile has provided notice to the landlord regarding the above-referenced conveyance. Now, this correspondence serves as notice to you that the bond will be modified to reflect the new T-Mobile entity, T-Mobile West Corporation, effective June 30, 2009.

Enclosed please find the Rider to the Bond issued by our insurance company. Other than this modification to reflect the T-Mobile affiliate entity, no changes have been made to the bond and the bond remains in full force and effect. If you have any questions regarding this correspondence, please e-mail us at entitychange@bv.com.

Sincerely,

A handwritten signature in cursive script that reads 'Debby Andressen'.

Debby Andressen

Enclosure

Tracking Number: 7009168000021122 5688
Site ID: SD06494E

R I D E R

To be attached to and form part of:

Site Number: SD06494E

Bond Number 070007000
dated 7/3/2008

issued by the LIBERTY MUTUAL INSURANCE COMPANY

in the amount of \$ 100,000.00
on behalf of OMNIPOINT COMMUNICATIONS, INC.
(Principal)

and in favor of CITY OF SAN DIEGO
(Obligee)

Now therefore, it is agreed that in consideration of the premium charged, the attached bond shall be amended as follows:

The Principal Name shall be amended

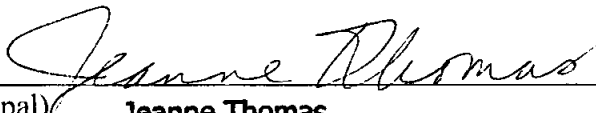
FROM: OMNIPOINT COMMUNICATIONS, INC.
TO: T-MOBILE WEST CORPORATION

It is further understood and agreed that all other terms and conditions of this bond shall remain unchanged.

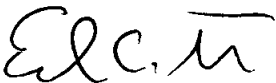
This Rider is to be Effective this 30th day of June, 2009.

Signed, Sealed & Dated this 1st day of June, 2009.

T-MOBILE WEST CORPORATION
(Principal)

By: 
(Principal) **Jeanne Thomas**
Sr. Manager, Lease Compliance & Information Mgmt

LIBERTY MUTUAL INSURANCE COMPANY
(Surety)

By: 
Edward C. Spector, Attorney-in-Fact

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

On June 1, 2009 before me, Tracy Aston, Notary Public, personally appeared Edward C. Spector who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/~~are~~-subscribed to the within instrument and acknowledged to me that he/~~she~~/~~they~~ executed the same in his/~~her~~/~~their~~ authorized capacity(ies), and that by his/~~her~~/~~their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(seal)

Signature



Tracy Aston



THIS POWER OF ATTORNEY IS NOT VALID UNLESS IT IS PRINTED ON RED BACKGROUND.

This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

**LIBERTY MUTUAL INSURANCE COMPANY
BOSTON, MASSACHUSETTS
POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS: That Liberty Mutual Insurance Company (the "Company"), a Massachusetts stock insurance company, pursuant to and by authority of the By-law and Authorization hereinafter set forth, does hereby name, constitute and appoint

E. S. ALBRECHT, JR., C. K. NAKAMURA, LISA L. THORNTON, MARIA PENA, MARINA TAPIA, EDWARD C. SPECTOR, KD CONRAD, JOYCE HERRIN, MICHAEL R. MAYBERRY, BRENDA WONG, SIMONE GERHARD, NOEMI QUIROZ, ALL OF THE CITY OF LOS ANGELES, STATE OF CALIFORNIA

, each individually if there be more than one named, its true and lawful attorney-in-fact to make, execute, seal, acknowledge and deliver, for and on its behalf as surety and as its act and deed, any and all undertakings, bonds, recognizances and other surety obligations in the penal sum not exceeding **ONE HUNDRED MILLION AND 00/100***** DOLLARS (\$ 100,000,000.00*****)** each, and the execution of such undertakings, bonds, recognizances and other surety obligations, in pursuance of these presents, shall be as binding upon the Company as if they had been duly signed by the president and attested by the secretary of the Company in their own proper persons.

That this power is made and executed pursuant to and by authority of the following By-law and Authorization:

ARTICLE XIII - Execution of Contracts: Section 5. Surety Bonds and Undertakings.

Any officer of the Company authorized for that purpose in writing by the chairman or the president, and subject to such limitations as the chairman or the president may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact, subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Company by their signature and execution of any such instruments and to attach thereto the seal of the Company. When so executed such instruments shall be as binding as if signed by the president and attested by the secretary.

By the following instrument the chairman or the president has authorized the officer or other official named therein to appoint attorneys-in-fact:

Pursuant to Article XIII, Section 5 of the By-Laws, Garnet W. Elliott, Assistant Secretary of Liberty Mutual Insurance Company, is hereby authorized to appoint such attorneys-in-fact as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations.

That the By-law and the Authorization set forth above are true copies thereof and are now in full force and effect.

IN WITNESS WHEREOF, this Power of Attorney has been subscribed by an authorized officer or official of the Company and the corporate seal of Liberty Mutual Insurance Company has been affixed thereto in Plymouth Meeting, Pennsylvania this 19th day of September 2008.

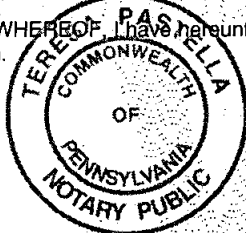
LIBERTY MUTUAL INSURANCE COMPANY

By Garnet W. Elliott
Garnet W. Elliott, Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA ss
COUNTY OF MONTGOMERY

On this 19th day of September, 2008, before me, a Notary Public, personally came Garnet W. Elliott, to me known, and acknowledged that he is an Assistant Secretary of Liberty Mutual Insurance Company; that he knows the seal of said corporation; and that he executed the above Power of Attorney and affixed the corporate seal of Liberty Mutual Insurance Company thereto with the authority and at the direction of said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my notarial seal at Plymouth Meeting, Pennsylvania, on the day and year first above written.



COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Teresa Pastella, Notary Public
Plymouth Twp., Montgomery County
My Commission Expires Mar. 28, 2009
Member, Pennsylvania Association of Notaries

By Teresa Pastella
Teresa Pastella, Notary Public

CERTIFICATE

I, the undersigned, Assistant Secretary of Liberty Mutual Insurance Company, do hereby certify that the original power of attorney of which the foregoing is a full, true and correct copy, is in full force and effect on the date of this certificate; and I do further certify that the officer or official who executed the said power of attorney is an Assistant Secretary specially authorized by the chairman or the president to appoint attorneys-in-fact as provided in Article XIII, Section 5 of the By-laws of Liberty Mutual Insurance Company.

This certificate and the above power of attorney may be signed by facsimile or mechanically reproduced signatures under and by authority of the following vote of the board of directors of Liberty Mutual Insurance Company at a meeting duly called and held on the 12th day of March, 1980:

VOTED that the facsimile or mechanically reproduced signature of any assistant secretary of the company, wherever appearing upon a certified copy of any power of attorney issued by the company in connection with surety bonds, shall be valid and binding upon the company with the same force and effect as though manually affixed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the said company, this _____ day of _____

JUN 01 2009



By David M. Carey
David M. Carey, Assistant Secretary

To confirm the validity of this Power of Attorney call 1-610-832-8240 between 9:00 am and 4:30 pm EST on any business day.

Not valid for mortgage, note, loan, letter of credit, bank deposit, currency rate, interest rate or residual value guarantees.