

**DATACOM WIRELESS, L.L.C.**

**AMENDMENT NO. 1 TO THE  
OPERATING AGREEMENT**

This Amendment No. 1 to the Operating Agreement of DataCom Wireless, L.L.C. (the "Company"), a limited liability company organized pursuant to the Act, is entered into and shall be effective as of July 2, 2003. Capitalized terms used herein and not defined shall have the meaning set forth in the Operating Agreement.

WHEREAS, the Company participated in the FCC's Auction 49 and was awarded 12 MHz C Block licenses in the 700 MHz band covering the Highland, VA (CMA 686); Buckingham, VA (CMA 687); Frederick, VA (CMA 690); and Madison, VA (CMA 691) markets (collectively, the "Auction 49 Licenses");

WHEREAS, Thomas Sullivan has contributed an additional \$139,100.00 for the purchase of the Auction 49 Licenses; and

WHEREAS, pursuant to Section 13.03, the Majority Class A Members desire to amend the Operating Agreement of the Company to (a) add and change certain defined terms to reflect the Company's ownership of the Auction 49 Licenses and (b) reflect the additional capital contribution by Mr. Sullivan and the issuance of an additional 13.910 units Series B Preferred Units in exchange for such capital contribution.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Majority Class A Members hereby amend the Operating Agreement as follows:

1. Schedule A of the Operating Agreement is hereby amended and restated in its entirety as set forth on Schedule A attached hereto.
2. Article I, Definitions, is hereby amended as follows:
  - (a) The definition of "Charlottesville Division" is hereby deleted in its entirety and replaced by the following:

"Charlottesville Division" means the business and operations of the Company conducted under the authority granted by the Charlottesville License and the Auction 49 Licenses, and all Company property, assets, liabilities, income, expense, profits and losses used in or arising from the conduct of such business and operations.
  - (b) The following definitions shall be added:

“Amendment No. 1” means Amendment No. 1 to the Operating Agreement of the Company effective as of July 2, 2003.

“Auction 49 Licenses” has the meaning set forth in the recitals to Amendment No. 1 to the Operating Agreement.

“Highland License” means the 12 MHz license in the 700 MHz band covering the Highland, Virginia market.

“Buckingham License” means the 12 MHz license in the 700 MHz band covering the Buckingham, Virginia market.

“Frederick License” means the 12 MHz license in the 700 MHz band covering the Frederick, Virginia market.

“Madison License” means the 12 MHz license in the 700 MHz band covering the Madison, Virginia market.

3. All other terms and conditions of the Operating Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, being the Majority Class A Member has executed this Amendment No. 1 as of the date first written above.

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Thomas H. Sullivan

# SCHEDULE A

## MEMBERS

As of July 2, 2003

Member	Class A Common Units	Class B Common Units	Class C Common Units	Series B Preferred Units (issue date)	Series C Preferred Units	Capital Contribution (date of contribution)	Class A/C Percentage Interest	Class B Percentage Interest
Thomas H. Sullivan 11509 Highland Farm Road Potomac, MD 20854 Tel: 703-625-1553	7,500	500	29,537.15	2.535 (10/4/02) <u>13,910</u> (7/2/03) 16.445	227.86	\$2,303,950 (1) (10/4/02) <u>\$ 139,100</u> (2) (7/2/03) \$2,443,050	74.07%	100%
Northwood Capital Partners LLC(4) Northwood Ventures LLC(4) Peter Schiff/Hal Wilson  Tel: 516-364-5544	0	0	12,962.85	0	100	\$1,000,000 (3)	25.93%	0%
<b>TOTAL:</b>	<b>7,500</b>	<b>500</b>	<b>42,500</b>	<b>16.445</b>	<b>327.86</b>	<b>\$3,443,050</b>	<b>100%</b>	<b>100%</b>

- (1) Of the total \$2,303,950, \$25,350 represents a Charlottesville Division capital contribution as of October 4, 2002 and \$2,278,600 represents a DC/Chicago Division capital contribution as of October 4, 2002 (of which \$1,196,219.83 is for DC License and \$1,082,380.17 is for the Chicago License).
- (2) All of the \$139,100 represents a Charlottesville Division capital contribution as of July 2, 2003 (of which \$18,200 is for the Highland License, \$13,650 is for the Buckingham License, \$59,800 is for the Frederick License and \$47,450 is for the Madison License).
- (3) Represents DC/Chicago Division capital contribution as of October 4, 2002 (of which \$524,980.17 is for the DC License and \$475,019.83 is for the Chicago License).
- (4) Northwood Ventures holds 75% of the indicated Units and made 75% of the indicated capital contributions and Northwood Capital Partners holds 25% of the indicated Units and made 25% of the indicated capital contributions.