

SBA COMMUNICATIONS CORP

Form 10-Q

May 06, 2011

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2011

or

.. **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: 000-30110

**SBA COMMUNICATIONS CORPORATION**

(Exact name of registrant as specified in its charter)

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**Florida**  
(State or other jurisdiction of  
incorporation or organization)

**65-0716501**  
(I.R.S. Employer  
Identification No.)

**5900 Broken Sound Parkway NW**

**Boca Raton, Florida**  
(Address of principal executive offices)

**33487**  
(Zip code)

**(561) 995-7670**  
(Registrant's telephone number, including area code)

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 whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 113,342,192 shares of Class A common stock outstanding as of May 2, 2011.

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**SBA COMMUNICATIONS CORPORATION AND SUBSIDIARIES**

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**Table of Contents****PART I FINANCIAL INFORMATION****ITEM 1: FINANCIAL STATEMENTS****SBA COMMUNICATIONS CORPORATION AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

(in thousands, except par values)

|  | March 31, 2011<br>(unaudited) | December 31, 2010   |
|--|-------------------------------|---------------------|
| <b>ASSETS</b>  |                               |                     |
| Current assets:  |                               |                     |
| Cash and cash equivalents  | \$ 95,104                     | \$ 64,254           |
| Restricted cash  | 30,109                        | 29,456              |
| Short-term investments   | 2,332                         | 4,016               |
| Accounts receivable, net of allowance of \$177 and \$263 at March 31, 2011 and December 31, 2010, respectively | 19,347                        | 18,784              |
| Costs and estimated earnings in excess of billings on uncompleted contracts                                    | 15,892                        | 17,775              |
| Prepaid and other current assets   | 10,603                        | 12,442              |
| <b>Total current assets</b>  | <b>173,387</b>                | <b>146,727</b>      |
| Property and equipment, net  | 1,538,293                     | 1,534,318           |
| Intangible assets, net   | 1,530,599                     | 1,500,012           |
| Deferred financing fees, net   | 42,882                        | 45,110              |
| Other assets   | 181,097                       | 174,008             |
| <b>Total assets</b>  | <b>\$ 3,466,258</b>           | <b>\$ 3,400,175</b> |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>   |                               |                     |
| Current liabilities:   |                               |                     |
| Accounts payable   | \$ 13,033                     | \$ 11,847           |
| Accrued expenses   | 19,285                        | 21,429              |
| Deferred revenue   | 59,766                        | 61,138              |
| Accrued interest   | 24,661                        | 32,293              |
| Other current liabilities  | 3,502                         | 3,877               |
| <b>Total current liabilities</b>   | <b>120,247</b>                | <b>130,584</b>      |
| Long-term liabilities:   |                               |                     |
| Long-term debt   | 3,004,999                     | 2,827,450           |
| Other long-term liabilities  | 115,559                       | 112,008             |
| <b>Total long-term liabilities</b>   | <b>3,120,558</b>              | <b>2,939,458</b>    |
| Commitments and contingencies  |                               |                     |
| Redeemable noncontrolling interests  | 12,375                        | 13,023              |
| Shareholders equity:   |                               |                     |

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|  |              |              |
|--|--------------|--------------|
| Common stock - Class A, par value \$.01, 400,000 shares authorized, 113,320 and 114,832 shares issued and outstanding at March, 31, 2011 and December 31, 2010, respectively | 1,133        | 1,148        |
| Additional paid-in capital   | 2,248,525    | 2,243,457    |
| Accumulated deficit  | (2,038,939)  | (1,929,670)  |
| Accumulated other comprehensive income, net  | 2,359        | 2,175        |
| Total shareholders' equity   | 213,078      | 317,110      |
| Total liabilities and shareholders' equity   | \$ 3,466,258 | \$ 3,400,175 |

The accompanying condensed notes are an integral part of these consolidated financial statements.

**Table of Contents****SBA COMMUNICATIONS CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF OPERATIONS****(unaudited) (in thousands, except per share amounts)**

|   | <b>For the three months<br/>ended March 31,</b> |                    |
|---|---|--------------------|
|   | <b>2011</b>                                     | <b>2010</b>        |
| <b>Revenues:</b>  |   |                    |
| Site leasing  | \$ 146,484                                      | \$ 127,967         |
| Site development  | 21,265  | 19,998             |
| <b>Total revenues</b>   | <b>167,749</b>                                  | <b>147,965</b>     |
| <b>Operating expenses:</b>  |   |                    |
| Cost of revenues (exclusive of depreciation, accretion and amortization shown below): |   |                    |
| Cost of site leasing  | 31,976  | 29,183             |
| Cost of site development  | 18,728  | 17,889             |
| Selling, general and administrative   | 15,895  | 14,506             |
| Acquisition related expenses  | 2,373   | 2,055              |
| Depreciation, accretion and amortization  | 74,878  | 67,446             |
| <b>Total operating expenses</b>   | <b>143,850</b>                                  | <b>131,079</b>     |
| <b>Operating income</b>   | <b>23,899</b>                                   | <b>16,886</b>      |
| <b>Other income (expense):</b>  |   |                    |
| Interest income   | 30  | 82                 |
| Interest expense  | (37,781)  | (37,118)           |
| Non-cash interest expense   | (15,393)  | (14,867)           |
| Amortization of deferred financing fees   | (2,199)   | (2,492)            |
| Loss from extinguishment of debt, net   | (1,696)   | (112)              |
| Other (expense) income  | (545)   | 319                |
| <b>Total other expense</b>  | <b>(57,584)</b>                                 | <b>(54,188)</b>    |
| Loss before provision for income taxes  | (33,685)  | (37,302)           |
| Provision for income taxes  | (691)   | (109)              |
| <b>Net loss</b>   | <b>(34,376)</b>                                 | <b>(37,411)</b>    |
| Net loss attributable to the noncontrolling interest                                  | 125   | 85                 |
| <b>Net loss attributable to SBA Communications Corporation</b>                        | <b>\$ (34,251)</b>                              | <b>\$ (37,326)</b> |
| <b>Net loss per common share attributable to SBA Communications Corporation:</b>      |   |                    |
| Basic and diluted   | \$ (0.30)                                       | \$ (0.32)          |
| <b>Basic and diluted weighted average number of common shares</b>                     | <b>114,416</b>                                  | <b>117,118</b>     |

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The accompanying condensed notes are an integral part of these consolidated financial statements.

Table of Contents**SBA COMMUNICATIONS CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY****FOR THE THREE MONTHS ENDED MARCH 31, 2011****(unaudited) (in thousands)**

|  | Class A<br>Common Stock |          | Additional<br>Paid-In<br>Capital | Accumulated<br>Deficit | Accumulated<br>Other<br>Comprehensive<br>Income, net | Total      |
|--|-------------------------|----------|----------------------------------|------------------------|--|------------|
|  | Shares                  | Amount   |                                  |                        |  |            |
| BALANCE, December 31, 2010   | 114,832                 | \$ 1,148 | \$ 2,243,457                     | \$ (1,929,670)         | \$ 2,175   | \$ 317,110 |
| Net loss attributable to SBA Communications Corporation                              |                         |          |                                  | (34,251)               |  | (34,251)   |
| Foreign currency translation adjustments   |                         |          | (38)                             |                        | 184  | 146        |
| Equity component related to repurchase of 1.875% Notes                               |                         |          | (2,607)                          |                        |  | (2,607)    |
| Non-cash compensation  |                         |          | 2,797                            |                        |  | 2,797      |
| Common stock issued in connection with stock purchase/option plans/restriction lapse | 285                     | 3        | 4,916                            |                        |  | 4,919      |
| Repurchase and retirement of common stock  | (1,797)                 | (18)     |                                  | (75,018)               |  | (75,036)   |
| BALANCE, March 31, 2011  | 113,320                 | \$ 1,133 | \$ 2,248,525                     | \$ (2,038,939)         | \$ 2,359   | \$ 213,078 |

The accompanying notes are an integral part of these consolidated financial statements



**Table of Contents****SBA COMMUNICATIONS CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS****(unaudited) (in thousands)**

|  | <b>For the three months<br/>ended March 31,</b> |             |
|--|---|-------------|
|  | <b>2011</b>                                     | <b>2010</b> |
| Net loss attributable to SBA Communications Corporation                              | \$ (34,251)                                     | \$ (37,326) |
| Other comprehensive loss associated with derivative instruments:                     |   |             |
| Amortization of deferred loss from settlement of derivative financial instruments    |   | 541         |
| Write-off of deferred loss from derivative instruments related to repurchase of debt |   | 9           |
| Foreign currency translation adjustments   | 184   | 493         |
| Comprehensive loss   | (34,067)  | (36,283)    |
| Comprehensive loss attributable to the noncontrolling interest                       |   | (45)        |
| Comprehensive loss attributable to SBA Communications Corporation                    | \$ (34,067)                                     | \$ (36,328) |

The accompanying condensed notes are an integral part of these consolidated financial statements.

**Table of Contents****SBA COMMUNICATIONS CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS****(unaudited) (in thousands)**

|  | <b>For the three months<br/>ended March 31,</b> |                 |
|--|---|-----------------|
|  | <b>2011</b>                                     | <b>2010</b>     |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>   |   |                 |
| Net loss   | \$ (34,376)                                     | \$ (37,411)     |
| Adjustments to reconcile net loss to net cash provided by operating activities:                          |   |                 |
| Depreciation, accretion and amortization   | 74,878  | 67,446          |
| Deferred tax benefit   | (298)   | (114)           |
| Non-cash interest expense  | 15,393  | 14,867          |
| Non-cash compensation expense  | 2,781   | 2,572           |
| Amortization of deferred financing fees  | 2,199   | 2,492           |
| Provision for doubtful accounts  |   | 150             |
| Loss from extinguishment of debt, net  | 1,696   | 112             |
| Other non-cash items reflected in the Statement of Operations  | 590   | (337)           |
| Changes in operating assets and liabilities, net of acquisitions:  |   |                 |
| Accounts receivable and costs and estimated earnings in excess of billings on uncompleted contracts, net | 1,260   | 4,184           |
| Prepaid and other assets   | (1,319)   | (2,093)         |
| Accounts payable and accrued expenses  | (1,446)   | 509             |
| Accrued interest   | (7,631)   | (11,189)        |
| Other liabilities  | (530)   | (3,770)         |
| Net cash provided by operating activities  | 53,197  | 37,418          |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>   |   |                 |
| Acquisitions and related earn-outs   | (90,297)  | (30,345)        |
| Capital expenditures   | (20,155)  | (12,161)        |
| Purchase of long-term investments  |   | (32,300)        |
| Proceeds of restricted cash relating to tower removal obligations  |   | 24              |
| Proceeds from sales and maturities of investments  | 1,686   | 2,017           |
| Proceeds from disposition of fixed assets  | 18  | 13              |
| Net cash used in investing activities  | (108,748)                                       | (72,752)        |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>   |   |                 |
| Repurchase and retirement of common stock  | (75,036)  | (8,681)         |
| Repurchase of 1.875% Notes   | (17,038)  |                 |
| Borrowings on 2010 Credit Facility   | 175,000   |                 |
| Proceeds from employee stock purchase/stock option plans   | 4,919   | 4,825           |
| (Payment) release of restricted cash relating to 2010 Tower Securities and CMBS Certificates             | (648)   | 3,185           |
| Payments of deferred financing fees  | (79)  | (4,952)         |
| Payments on extinguishment of CMBS Certificates  |   | (2,086)         |
| Purchase of noncontrolling interest  | (717)   |                 |
| Net cash provided by (used in) financing activities  | 86,401  | (7,709)         |
| <b>NET INCREASE (DECREASE) IN CASH AND EQUIVALENTS</b>   | <b>30,850</b>                                   | <b>(43,043)</b> |

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CASH AND CASH EQUIVALENTS:

|                     |           |            |
|---------------------|-----------|------------|
| Beginning of period | 64,254    | 161,317    |
| End of period       | \$ 95,104 | \$ 118,274 |

*(continued)*

**Table of Contents****SBA COMMUNICATIONS CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS****(unaudited) (in thousands)**

|   | <b>For the three months<br/>ended March 31,</b> |             |
|---|---|-------------|
|   | <b>2011</b>                                     | <b>2010</b> |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>          |   |             |
| Cash paid during the period for:                                  |   |             |
| Interest  | \$ 45,532                                       | \$ 48,415   |
| Income taxes  | \$ 511  | \$ 84       |
| <b>SUPPLEMENTAL CASH FLOW INFORMATION OF NON-CASH ACTIVITIES:</b> |   |             |
| Assets acquired through capital leases                            | \$ 238  | \$ 238      |
| Contribution of DAS networks in exchange for equity investment    | \$  | \$ 11,000   |

The accompanying condensed notes are an integral part of these consolidated financial statements.

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SBA COMMUNICATIONS CORPORATION AND SUBSIDIARIES

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

**1. BASIS OF PRESENTATION**

The accompanying consolidated financial statements should be read in conjunction with the Annual Report on Form 10-K for the fiscal year ended December 31, 2010 for SBA Communications Corporation and its subsidiaries (the Company). The December 31, 2010 Condensed Consolidated Balance Sheet has been derived from the Company's audited consolidated financial statements. These financial statements have been prepared in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X and, therefore, omit or condense certain footnotes and other information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States. In the opinion of the Company's management, all adjustments (consisting of normal recurring accruals) considered necessary for fair financial statement presentation have been made. The results of operations for an interim period may not give a true indication of the results for the year. Certain reclassifications have been made to prior year amounts or balances to conform to the presentation adopted in the current year.

**2. CURRENT ACCOUNTING PRONOUNCEMENTS**

The Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2010-06, Improving Disclosures about Fair Value Measurements (ASU 2010-06) which requires separate presentation (on a gross basis) of purchases, sales, issuances and settlements of recurring Level 3 measurements. This final provision of ASU 2010-06 is effective for fiscal years beginning after December 15, 2010. The adoption of this accounting guidance did not have any impact on the Company's disclosures.

**3. FAIR VALUE MEASUREMENTS**

**Items Measured at Fair Value on a Nonrecurring Basis** The Company's intangibles, certain long-lived assets, and asset retirement obligations are measured at fair value on a nonrecurring basis using Level 3 inputs. Level 3 valuations rely on unobservable inputs for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability. The fair value of the long-lived assets, intangibles and asset retirement obligations is calculated using a discounted cash flow model. During the three months ended March 31, 2011, the Company did not impair any of its assets to fair value.

**Items Measured at Fair Value on a Recurring Basis** The Company's short-term investments, which consist of \$2.2 million in certificates of deposits, are measured at fair value on a recurring basis using Level 1 inputs. Level 1 valuations rely on quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

The Company's earnouts related to acquisitions are measured at fair value on a recurring basis using Level 3 inputs. The fair value of the earnouts is based on the anticipated future earnout obligations. The fair value of the earnouts is reviewed quarterly and is based on the payments the Company expects to make based on the anticipated performance of the underlying assets. As of March 31, 2011, the Company's estimate of the fair value of its obligation if the performance targets contained in various acquisition agreements were met was \$3.3 million which the Company recorded in accrued expenses (see Note 5).

**Fair Value of Financial Instruments** The carrying values of cash and cash equivalents, accounts receivable, restricted cash, and accounts payable approximate their related estimated fair values as of March 31, 2011 and December 31, 2010 due to the short maturity of those instruments. The Company's estimate of the fair value of its held-to-maturity investments in treasury and corporate bonds, including current portion, are based primarily upon reported market values. As of March 31, 2011, the carrying value and fair value of the held-to-maturity investments, including current portion, was \$1.5 million and \$1.7 million, respectively.

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## SBA COMMUNICATIONS CORPORATION AND SUBSIDIARIES

## CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

The Company determines fair value of its debt instruments utilizing various sources including quoted prices and indicative quotes (that is non-binding quotes) from brokers that require judgment to interpret market information including implied credit spreads for similar borrowings on recent trades or bid/ask prices. The following table reflects fair values, principal values and carrying values of the Company's debt instruments (see Note 9).

|  | As of March 31, 2011 |                 |                | As of December 31, 2010 |                 |                |
|--|----------------------|-----------------|----------------|-------------------------|-----------------|----------------|
|  | Fair Value           | Principal Value | Carrying Value | Fair Value              | Principal Value | Carrying Value |
|  | (in millions)        |                 |                |                         |                 |                |
| 1.875% Convertible Senior Notes due 2013 | \$ 610.6             | \$ 535.0        | \$ 459.4       | \$ 617.4                | \$ 550.0        | \$ 464.0       |
| 4.0% Convertible Senior Notes due 2014   | \$ 733.2             | \$ 500.0        | \$ 375.4       | \$ 744.4                | \$ 500.0        | \$ 368.5       |
| 8.0% Senior Notes due 2016               | \$ 407.8             | \$ 375.0        | \$ 373.0       | \$ 405.9                | \$ 375.0        | \$ 372.9       |
| 8.25% Senior Notes due 2019              | \$ 414.4             | \$ 375.0        | \$ 372.2       | \$ 409.7                | \$ 375.0        | \$ 372.1       |
| 4.254% 2010-1 Tower Securities           | \$ 697.0             | \$ 680.0        | \$ 680.0       | \$ 691.9                | \$ 680.0        | \$ 680.0       |
| 5.101% 2010-2 Tower Securities           | \$ 563.8             | \$ 550.0        | \$ 550.0       | \$ 556.9                | \$ 550.0        | \$ 550.0       |
| 2010 Credit Facility                     | \$ 195.0             | \$ 195.0        | \$ 195.0       | \$ 20.0                 | \$ 20.0         | \$ 20.0        |

**4. RESTRICTED CASH**

Restricted cash consists of the following:

|                                       | As of          | As of             | Included on Balance Sheet       |
|---------------------------------------|----------------|-------------------|---------------------------------|
|                                       | March 31, 2011 | December 31, 2010 |                                 |
|                                       | (in thousands) |                   |                                 |
| Securitization escrow accounts        | \$ 29,231      | \$ 28,583         | Restricted cash - current asset |
| Payment and performance bonds         | 878            | 873               | Restricted cash - current asset |
| Surety bonds and workers compensation | 12,017         | 11,392            | Other assets - noncurrent       |
| Total restricted cash                 | \$ 42,126      | \$ 40,848         |                                 |

Securitization escrow accounts relate to funds that are required to be in escrow pursuant to the terms of the Secured Tower Revenue Securities Series 2010-1 (the 2010-1 Tower Securities) and the Secured Tower Revenue Securities Series 2010-2 (the 2010-2 Tower Securities) and together with the 2010-1 Tower Securities, the 2010 Tower Securities) (see Note 9). Pursuant to the terms of the 2010 Tower Securities, the Company is required to establish a controlled deposit account, held by the indenture trustee, into which all rents and other sums due on the towers that secure the 2010 Tower Securities are directly deposited by the lessees. These restricted cash amounts are used to fund reserve accounts for the payment of (1) debt service costs, (2) ground rents, real estate and personal property taxes and insurance premiums related to tower sites, (3) trustee and servicing expenses, (4) management fees, and (5) to reserve a portion of advance rents from tenants. The restricted cash in the controlled deposit account in excess of required reserve balances is subsequently released to the Borrowers monthly, provided that the Borrowers are in compliance with their debt service coverage ratio and that no Event of Default has occurred. All monies held by the indenture trustee are classified as restricted cash on the Company's Consolidated Balance Sheets.

Payment and performance bonds relate primarily to collateral requirements for tower construction currently in process by the Company. Cash is pledged as collateral related to surety bonds issued for the benefit of the Company.



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SBA COMMUNICATIONS CORPORATION AND SUBSIDIARIES

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

or its affiliates in the ordinary course of business and primarily related to the Company's tower removal obligations. As of March 31, 2011, the Company had \$20.3 million in surety, payment and performance bonds for which it was required to post \$10.0 million in collateral. As of December 31, 2010, the Company had \$19.7 million in surety, payment and performance bonds for which it was required to post \$9.6 million in collateral. The Company periodically evaluates the collateral posted for its bonds to ensure that it meets the minimum requirements. As of March 31, 2011 and December 31, 2010, the Company had pledged \$2.8 million and \$2.2 million, respectively, as collateral related to its workers compensation policy. Restricted cash for surety bonds and workers compensation are included in other assets on the Company's Consolidated Balance Sheets.

**5. ACQUISITIONS**

During the first quarter of 2011, the Company acquired 166 completed towers and related assets and liabilities. The aggregate consideration paid for these towers and related assets (excluding working capital adjustments) was approximately \$82.6 million all of which was paid in cash. In addition, as part of the ground lease purchase program, the Company paid, in cash, \$1.2 million for long-term lease extensions and \$7.2 million for land and perpetual easement purchases.

The Company accounted for these acquisitions under the acquisition method of accounting. The acquisitions are recorded at fair market value at the date of each acquisition. The results of operations of the acquired assets are included with those of the Company from the date of the respective acquisitions.

The acquisitions consummated were not significant to the Company and accordingly, pro forma financial information has not been presented. The Company continues to evaluate all acquisitions within one year after the applicable closing date of each transaction to determine whether any additional adjustments are needed to the allocation of the purchase price paid for the assets acquired and liabilities assumed by major balance sheet caption, as well as the separate recognition of intangible assets from goodwill if certain criteria are met. These intangible assets represent the value associated with current leases in place at the acquisition date ( Current contract intangibles ) and future tenant leases anticipated to be added to the acquired towers ( Network location intangibles ) and were calculated using the discounted values of the current or future expected cash flows. The intangible assets are estimated to have an economic useful life consistent with the economic useful life of the related tower assets, which is typically 15 years.

From time to time, the Company agrees to pay additional consideration (or earnouts) in connection with its acquisitions if the towers or businesses that are acquired meet or exceed certain performance targets in the one to three years after they have been acquired. The Company records contingent consideration for acquisitions that occurred prior to January 1, 2009 when the contingent consideration is paid. Effective January 1, 2009, the Company accrues for contingent consideration in connection with acquisitions at fair value as of the date of the acquisition. All subsequent changes in fair value are recorded through the Consolidated Statements of Operations. In certain acquisitions, the additional consideration may be paid in cash or shares of Class A common stock at the Company's option.

For the quarter ended March 31, 2011, certain earnings targets associated with the acquired towers were achieved, and therefore, the Company paid \$1.3 million in cash. As of March 31, 2011, the Company's estimate of the fair value of its obligation if the performance targets contained in various acquisition agreements were met was \$3.3 million which the Company recorded in accrued expenses. The maximum potential obligation related to the performance targets was \$7.3 million as of March 31, 2011. These obligations are associated with new build and tower acquisition programs within the Company's site leasing segment.



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## SBA COMMUNICATIONS CORPORATION AND SUBSIDIARIES

## CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Subsequent to March 31, 2011, the Company acquired 88 completed towers and related assets and liabilities from various sellers. The aggregate consideration paid for the towers and related assets was \$44.9 million in cash.

**6. INTANGIBLE ASSETS, NET**

The following table provides the gross and net carrying amounts for each major class of intangible assets:

|                               | As of March 31, 2011  |                          |                     | As of December 31, 2010 |                          |                     |
|-------------------------------|-----------------------|--------------------------|---------------------|-------------------------|--------------------------|---------------------|
|                               | Gross carrying amount | Accumulated amortization | Net book value      | Gross carrying amount   | Accumulated amortization | Net book value      |
|                               | (in thousands)        |                          |                     |                         |                          |                     |
| Current contract intangibles  | \$ 1,249,579          | \$ (268,798)             | \$ 980,781          | \$ 1,206,114            | \$ (248,308)             | \$ 957,806          |
| Network location intangibles  | 703,696               | (153,878)                | 549,818             | 684,497                 | (142,291)                | 542,206             |
| <b>Intangible assets, net</b> | <b>\$ 1,953,275</b>   | <b>\$ (422,676)</b>      | <b>\$ 1,530,599</b> | <b>\$ 1,890,611</b>     | <b>\$ (390,599)</b>      | <b>\$ 1,500,012</b> |

All intangible assets noted above are included in our site leasing segment. The Company amortizes its intangible assets using the straight-line method over 15 years. Amortization expense relating to the intangible assets above was \$32.0 million and \$28.6 million for the three months ended March 31, 2011 and 2010, respectively. These amounts are subject to changes in estimates until the preliminary allocation of the purchase price is finalized for all acquisitions.

**7. PROPERTY AND EQUIPMENT, NET**

Property and equipment, net (including assets held under capital leases) consists of the following:

|                                    | As of               | As of               |
|------------------------------------|---------------------|---------------------|
|                                    | March 31, 2011      | December 31, 2010   |
|                                    | (in thousands)      |                     |
| Towers and related components      | \$ 2,433,911        | \$ 2,407,322        |
| Construction-in-process            | 33,086              | 24,984              |
| Furniture, equipment and vehicles  | 25,108              | 24,045              |
| Land, buildings and improvements   | 149,984             | 143,445             |
|                                    | 2,642,089           | 2,599,796           |
| Less: accumulated depreciation     | (1,103,796)         | (1,065,478)         |
| <b>Property and equipment, net</b> | <b>\$ 1,538,293</b> | <b>\$ 1,534,318</b> |

Construction-in-process represents costs incurred related to towers that are under development and will be used in the Company's operations. Depreciation expense was \$42.8 million and \$38.8 million for the three months ended March 31, 2011 and 2010, respectively. At March 31, 2011 and December 31, 2010, non-cash capital expenditures that are included in accounts payable and accrued expenses were \$5.3 million and \$4.7 million, respectively.



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The amounts applicable to capital leases for vehicles included in property and equipment, net were:

|                                | As of<br>March 31, 2011 | As of<br>December 31, 2010 |
|--------------------------------|-------------------------|----------------------------|
|                                | (in thousands)          |                            |
| Vehicles                       | \$ 3,348                | \$ 3,110                   |
| Less: accumulated depreciation | (1,396)                 | (1,241)                    |
| <b>Vehicles, net</b>           | <b>\$ 1,952</b>         | <b>\$ 1,869</b>            |

**8. COSTS AND ESTIMATED EARNINGS ON UNCOMPLETED CONTRACTS**

Costs and estimated earnings on uncompleted contracts consist of the following:

|  | As of<br>March 31, 2011 | As of<br>December 31, 2010 |
|--|-------------------------|----------------------------|
|  | (in thousands)          |                            |
| Cost incurred on uncompleted contracts | \$ 43,062               | \$ 43,686                  |
| Estimated earnings                     | 14,940                  | 14,809                     |
| Billings to date                       | (42,908)                | (41,728)                   |
|  | <b>\$ 15,094</b>        | <b>\$ 16,767</b>           |

These amounts are included on the accompanying Consolidated Balance Sheets under the following captions:

|   | As of<br>March 31, 2011 | As of<br>December 31, 2010 |
|---|-------------------------|----------------------------|
|   | (in thousands)          |                            |
| Costs and estimated earnings in excess of billings on uncompleted contracts                             | \$ 15,892               | \$ 17,775                  |
| Other current liabilities (Billings in excess of costs and estimated earnings on uncompleted contracts) | (798)                   | (1,008)                    |
|   | <b>\$ 15,094</b>        | <b>\$ 16,767</b>           |

At March 31, 2011, five significant customers comprised 79.9% of the costs and estimated earnings in excess of billings on uncompleted contracts, net of billings in excess of costs and estimated earnings, while at December 31, 2010, five significant customers comprised 81.4% of the costs and estimated earnings in excess of billings on uncompleted contracts, net of billings in excess of costs and estimated earnings.

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## SBA COMMUNICATIONS CORPORATION AND SUBSIDIARIES

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**9. DEBT**

The carrying value of debt consists of the following:

|  | As of<br>March 31, 2011 | As of<br>December 31, 2010 |
|--|-------------------------|----------------------------|
|  | (in thousands)          |                            |
| 1.875% Convertible Senior Notes due 2013. Principal balance of \$535.0 million and \$550.0 million as of March 31, 2011 and December 31, 2010, respectively. | \$ 459,446              | \$ 463,970                 |
| 4.0% Convertible Senior Notes due 2014. Principal balance of \$500.0 million as of March 31, 2011 and December 31, 2010.                                     | 375,404                 | 368,463                    |
| 8.0% Senior Notes due 2016. Principal balance of \$375.0 million as of March 31, 2011 and December 31, 2010.   | 372,964                 | 372,889                    |
| 8.25% Senior Notes due 2019. Principal balance of \$375.0 million as of March 31, 2011 and December 31, 2010.  | 372,185                 | 372,128                    |
| 4.254% Secured Tower Revenue Securities Series 2010-1.   | 680,000                 | 680,000                    |
| 5.101% Secured Tower Revenue Securities Series 2010-2.   | 550,000                 | 550,000                    |
| 2010 Senior Credit Facility originated in February 2010. Maturity date of February 11, 2015.   | 195,000                 | 20,000                     |
| Total debt   | 3,004,999               | 2,827,450                  |
| Less: current maturities of long-term debt   |                         |                            |
| Total long-term debt, net of current maturities  | \$ 3,004,999            | \$ 2,827,450               |

*Secured Tower Revenue Securities Series 2010*

On April 16, 2010, a New York common law trust (the Trust) issued \$680.0 million of 2010-1 Tower Securities and \$550.0 million of 2010-2 Tower Securities. The 2010-1 Tower Securities have an annual interest rate of 4.254% and the 2010-2 Tower Securities have an annual interest rate of 5.101%. The weighted average annual fixed coupon interest rate of the 2010 Tower Securities is 4.6%, payable monthly. The anticipated repayment date and the final maturity date for the 2010-1 Tower Securities is April 16, 2015 and April 16, 2040, respectively. The anticipated repayment date and the final maturity date for the 2010-2 Tower Securities is April 16, 2017 and April 16, 2042, respectively. For a detailed discussion of the 2010 Tower Securities, see Note 12 in the Notes to Consolidated Financial Statements included in the Form 10-K for the year ended December 31, 2010, filed with the Securities and Exchange Commission, or the Commission, on February 25, 2011.

As of March 31, 2011, the Borrowers met the required Debt Service Coverage Ratio and were in compliance with all other covenants as set forth in the mortgage loan agreement.

The Company incurred cash interest expense of \$14.3 million during the three months ended March 31, 2011 related to the 2010 Tower Securities.

*1.875% Convertible Senior Notes due 2013*

On May 16, 2008, the Company issued \$550.0 million of its 1.875% Convertible Senior Notes (the 1.875% Notes). Interest is payable semi-annually on May 1 and November 1. The 1.875% Notes have a maturity date of May

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## SBA COMMUNICATIONS CORPORATION AND SUBSIDIARIES

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1, 2013. The 1.875% Notes are convertible, at the holder's option, into shares of our Class A common stock, at an initial conversion rate of 24.1196 shares of Class A common stock per \$1,000 principal amount of 1.875% Notes (subject to certain customary adjustments), which is equivalent to an initial conversion price of approximately \$41.46 per share or a 20% conversion premium based on the last reported sale price of \$34.55 per share of Class A common stock on the Nasdaq Global Select Market on May 12, 2008, the purchase agreement date.

Concurrently with the pricing of the 1.875% Notes, the Company entered into convertible note hedge transactions and warrant transactions with affiliates of certain of the initial purchasers of the convertible note offerings. The initial strike price of the convertible note hedge transactions relating to the 1.875% Notes is \$41.46 per share of the Company's Class A common stock (the same as the initial conversion price of the 1.875% convertible notes) and the upper strike price of the warrants is \$67.37 per share. Although the Company initially entered into convertible note hedge and warrant transactions to cover the full amount of the shares that were issuable upon conversion of the 1.875% Notes, as a result of the bankruptcy of Lehman Brothers OTC Derivatives Inc. (Lehman Derivatives), on November 7, 2008, the Company terminated the convertible note hedge transaction with Lehman Derivatives which covered 55% of the 13,265,780 shares of the Company's Class A common stock potentially issuable upon conversion of the 1.875% Notes. Consequently, the Company does not currently have a hedge with respect to those shares and, to the extent that the market price of the Company's Class A common stock exceeds \$41.46 per share upon conversion of the notes, the Company will be subject to dilution or if the Company settles in cash, additional costs, upon conversion of that portion of the 1.875% Notes.

During the three months ended March 31, 2011, a wholly-owned subsidiary of the Company repurchased in the open market an aggregate of \$15.0 million in principal amount of the 1.875% Notes for \$17.0 million in cash and recorded a \$1.7 million net loss on the early extinguishment of debt in its Consolidated Statements of Operations related to this transaction which included the write off of deferred financing fees and the debt discount. In addition, the Company recorded a \$2.6 million reduction to additional paid in capital related to the repurchase of 1.875% Notes during the three months ended March 31, 2011. As of March 31, 2011, the carrying amount of the equity component related to the 1.875% Notes was \$156.6 million. As of March 31, 2011, the Company had \$535.0 million of 1.875% Notes outstanding.

The Company is amortizing the debt discount on the 1.875% Notes utilizing the effective interest method over the life of the 1.875% Notes which increases the effective interest rate from its coupon rate of 1.875% to 9.4%. The Company incurred cash interest expense of \$2.6 million for each of the three months ended March 31, 2011 and 2010, respectively, and non-cash interest expense of \$8.3 million and \$7.6 million for the three months ended March 31, 2011 and 2010, respectively.

The 1.875% Notes are reflected at carrying value in long-term debt in the Company's Condensed Consolidated Balance Sheets. The following table summarizes the balances for the 1.875% Notes:

|                   | As of<br>March 31, 2011 | As of<br>December 31, 2010 |
|-------------------|-------------------------|----------------------------|
|                   | (in thousands)          |                            |
| Principal balance | \$ 535,000              | \$ 550,000                 |
| Debt discount     | (75,554)                | (86,030)                   |
| Carrying value    | \$ 459,446              | \$ 463,970                 |

*4.0% Convertible Senior Notes due 2014*

On April 24, 2009, the Company issued \$500.0 million of its 4.0% Convertible Senior Notes (the 4.0% Notes). Interest on the 4.0% Notes is payable semi-annually on April 1 and October 1. The maturity date of the 4.0% Notes is October 1, 2014. The 4.0% Notes are convertible, at the holder's option, into shares of our Class A common stock, at an initial conversion rate of 32.9164 shares of our Class A common stock per \$1,000 principal amount of 4.0% Notes (subject to certain customary adjustments), which is equivalent to an initial conversion price of approximately \$30.38 per share or a 22.5% conversion premium based on the last reported sale price of \$24.80 per share of our Class A common stock on the Nasdaq Global Select Market on April 20, 2009, the purchase agreement date.

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Concurrently with the pricing of the 4.0% Notes, the Company entered into convertible note hedge transactions and warrant transactions with affiliates of certain of the initial purchasers of the convertible note offerings. The initial strike price of the convertible note hedge transactions relating to the 4.0% Notes is \$30.38 per share of the Company's Class A common stock (the same as the initial conversion price of the 4.0% Notes) and the upper strike price of the warrant transactions is \$44.64 per share.

Pursuant to the terms of the warrant transaction, the Company is responsible for the dilution or costs, to the extent that the Company settles in cash or stock, arising from the conversion of the notes to the extent that the market price of the Company's Class A common stock exceeds the strike price of the warrants. If the market price of the Company's Class A common stock significantly exceeded the strike price on the conversion date, the Company would be subject to material dilution or, to the extent the Company elected to settle in cash, material additional costs.

The Company is amortizing the debt discount on the 4.0% Notes utilizing the effective interest method over the life of the 4.0% Notes which increases the effective interest rate from its coupon rate of 4.0% to 13.0%. The Company incurred cash interest expense of \$5.0 million for each of the three months ended March 31, 2011 and 2010, respectively, and non-cash interest expense of \$6.9 million and \$6.1 million for the three months ended March 31, 2011 and 2010, respectively. As of March 31, 2011, the carrying amount of the equity component related to the 4.0% Notes was \$169.0 million.

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## SBA COMMUNICATIONS CORPORATION AND SUBSIDIARIES

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The 4.0% Notes are reflected at carrying value in long-term debt in the Company's Condensed Consolidated Balance Sheets. The following table summarizes the balances for the 4.0% Notes:

|                   | As of<br>March 31, 2011 | As of<br>December 31, 2010 |
|-------------------|-------------------------|----------------------------|
|                   | (in thousands)          |                            |
| Principal balance | \$ 500,000              | \$ 500,000                 |
| Debt discount     | (124,596)               | (131,537)                  |
| Carrying value    | \$ 375,404              | \$ 368,463                 |

*Convertible Senior Notes Conversion Options*

The 1.875% Notes and 4.0% Notes (collectively the Notes) are convertible only under the following circumstances:

during any calendar quarter, if the last reported sale price of the Company's Class A common stock for at least 20 trading days in the 30 consecutive trading day period ending on the last trading day of the preceding calendar quarter is more than 130% of the applicable conversion price per share of Class A common stock on the last day of such preceding calendar quarter,

during the five business day period after any ten consecutive trading day period in which the trading price per \$1,000 principal amount of the Notes for each day in the measurement period was less than 95% of the product of the last reported sale price of Class A common stock and the applicable conversion rate,

if specified distributions to holders of Class A common stock are made or specified corporate transactions occur, and

at any time on or after February 19, 2013 for the 1.875% Notes and July 22, 2014 for the 4.0% Notes.

Upon conversion, the Company has the right to settle the conversion obligation in cash, shares of Class A common stock or a combination of cash and shares of our Class A common stock. From time to time, upon notice to the holders of the Notes, the Company may change its election regarding the form of consideration that the Company will use to settle its conversion obligation; provided, however, that the Company is not permitted to change its settlement election after February 18, 2013 for the 1.875% Notes and July 21, 2014 for the 4.0% Notes. A discussion of the full convertibility provisions of the Company's convertible senior notes and of the related hedging arrangements, including the impact of Lehman Brothers OTC Derivatives Inc. default on a portion of the hedge associated with the 1.875% Notes, is included in the Company's Annual Report on Form 10-K filed with the SEC on February 25, 2011.

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SBA COMMUNICATIONS CORPORATION AND SUBSIDIARIES

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*Senior Notes*

On July 24, 2009, the Company's wholly-owned subsidiary, SBA Telecommunications, Inc. (Telecommunications), issued \$750.0 million of unsecured senior notes (the Senior Notes), \$375.0 million of which are due August 15, 2016 (the 2016 Notes) and \$375.0 million of which are due August 15, 2019 (the 2019 Notes). The 2016 Notes have an interest rate of 8.00% and were issued at a price of 99.330% of their face value. The 2019 Notes have an interest rate of 8.25% and were issued at a price of 99.152% of their face value. Interest on the 2016 Notes and 2019 Notes is due semi-annually on February 15 and August 15 of each year beginning on February 15, 2010.

The Company is amortizing the debt discount on the 2016 Notes and the 2019 Notes utilizing the effective interest method over the life of the 2016 Notes and 2019 Notes, respectively.

The Company incurred cash interest expense related to the 2016 Notes of \$7.5 million for each of the three months ended March 31, 2011, and 2010, respectively, and non-cash interest expense of \$0.07 million for each of the three months ended March 31, 2011, and 2010, respectively.

The Company incurred cash interest expense related to the 2019 Notes of \$7.7 million for each of the years ended March 31, 2011 and 2010, respectively, and non-cash interest expense of \$0.06 million and \$0.05 million for the three months ended March 31, 2011, and 2010, respectively.

SBA Communications Corporation is a holding company with no business operations of its own and its only significant asset is the outstanding capital stock of Telecommunications. Telecommunications is 100% owned by SBA Communications Corporation. The Company has fully and unconditionally guaranteed the Senior Notes issued by Telecommunications.

*2010 Credit Facility*

On February 11, 2010, SBA Senior Finance II, LLC (SBA Senior Finance II), an indirect wholly-owned subsidiary of the Company, entered into a credit agreement for a \$500.0 million senior secured revolving credit facility (the 2010 Credit Facility) with several banks and other financial institutions or entities from time to time parties to the credit agreement (the Credit Agreement). Amounts borrowed under the 2010 Credit Facility are secured by a first lien on the capital stock of Telecommunications, SBA Senior Finance, Inc. and SBA Senior Finance II, and substantially all of the assets, other than leasehold, easement or fee interests in real property, of SBA Senior Finance II and the Subsidiary Guarantors (as defined in the Credit Agreement).

The 2010 Credit Facility consists of a revolving loan up to \$500.0 million, based on SBA Senior Finance II's ratio of Annualized Adjusted EBITDA to Consolidated Total Debt plus Net Hedge Exposure, which may be borrowed, repaid and redrawn subject to the satisfaction of customary conditions to borrowing, as set forth in the Credit Agreement. The Credit Agreement requires SBA Senior Finance II and the Company to maintain specific financial ratios, including, at the SBA Senior Finance II level, a ratio of Consolidated Total Debt to Annualized Borrower EBITDA (as defined in the Credit Agreement) that does not exceed 5.0x for any fiscal quarter, a ratio of Consolidated Total Debt and Net Hedge Exposure (as defined in the Credit Agreement) to Annualized Borrower EBITDA for the most recently ended fiscal quarter not to exceed 5.0x for 30 consecutive days and a ratio of Annualized Borrower EBITDA to Annualized Cash Interest Expense (as defined in the Credit Agreement) of not less than 2.0x for any fiscal quarter. In addition, the Company's ratio of Consolidated Total Net Debt to Consolidated Adjusted EBITDA (as defined in the Credit Agreement) for any fiscal quarter on an annualized basis cannot exceed 8.9x. The Credit



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SBA COMMUNICATIONS CORPORATION AND SUBSIDIARIES

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Agreement also contains customary affirmative and negative covenants that, among other things, limit SBA Senior Finance II's ability to incur indebtedness, grant certain liens, make certain investments, enter into sale leaseback transactions or engage in certain asset dispositions, including a sale of all or substantially all of its assets. As of March 31, 2011, SBA Senior Finance II and the Company were in full compliance with the financial covenants contained in the 2010 Credit Facility.

Amounts borrowed under the 2010 Credit Facility accrue interest at the Eurodollar rate plus a margin that ranges from 187.5 basis points to 237.5 basis points or at a Base Rate (as defined in the Credit Agreement) plus a margin that ranges from 87.5 basis points to 137.5 basis points, in each case based on the ratio of Consolidated Total Debt to Annualized Borrower EBITDA (as defined in the Credit Agreement). A 0.375% to 0.5% per annum fee is charged on the amount of unused commitment. If it is not earlier terminated by SBA Senior Finance II, the 2010 Credit Facility will terminate on, and SBA Senior Finance II will repay all amounts outstanding on or before, February 11, 2015. Proceeds available under the 2010 Credit Facility may be used for general corporate purposes.

During the three months ended March 31, 2011, SBA Senior Finance II borrowed \$175.0 million under the 2010 Credit Facility. As of March 31, 2011, the Company had \$195.0 million outstanding under the 2010 Credit Facility at the weighted average interest rate of 2.17%. As of March 31, 2011, the availability under the 2010 Credit Facility was \$305.0 million. The Company may, from time to time, borrow from and repay the 2010 Credit Facility. Consequently, the amount outstanding under the 2010 Credit Facility at the end of a period may not be reflective of the total amounts outstanding during the period.

The Company incurred cash interest expense of \$0.8 million and \$0.3 million for the three months ended March 31, 2011 and 2010, respectively, relating to the 2010 Credit Facility.

## **10. SHAREHOLDERS' EQUITY**

### *Common Stock Equivalents*

The Company has potential common stock equivalents related to its outstanding stock options, restricted stock units, the 1.875% Notes and the 4.0% Notes (see Note 9). These potential common stock equivalents were not included in diluted loss per share because the effect would have been anti-dilutive for each of the three months ended March 31, 2011 and 2010, respectively. Accordingly, basic and diluted loss per common share and the weighted average number of shares used in the computation are the same for each period presented.

### *Stock Repurchases*

The Company's Board of Directors authorized a stock repurchase program effective November 3, 2009. This program authorized the Company to purchase, from time to time, up to \$250.0 million of the Company's outstanding Class A common stock through open market repurchases in compliance with Rule 10b-18 of the Securities Exchange Act of 1934, as amended, and/or in privately negotiated transactions at management's discretion based on market and business conditions, applicable legal requirements and other factors. During the three months ended March 31, 2011, the Company repurchased and retired 1,796,694 shares of Class A common stock for an aggregate of \$75.0 million including commissions and fees in connection with the stock repurchase program.

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SBA COMMUNICATIONS CORPORATION AND SUBSIDIARIES

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On April 27, 2011, the Company's Board of Directors (1) terminated the existing \$250.0 million stock repurchase program (under which \$65.9 million of repurchase authorization remained available at the termination date), and (2) approved a new \$300.0 million stock repurchase program. This new program authorizes the Company to purchase, from time to time, up to \$300.0 million of the Company's outstanding common stock through open market repurchases in compliance with Rule 10b-18 of the Securities Exchange Act of 1934, as amended, and/or in privately negotiated transactions at management's discretion based on market and business conditions, applicable legal requirements and other factors. This program became effective on April 28, 2011 and will continue until otherwise modified or terminated by the Company's Board of Directors at any time in the Company's sole discretion.

**11. REDEEMABLE NONCONTROLLING INTERESTS**

In connection with the Company's business operations in Canada and Central America, the Company entered into agreements with non-affiliated joint venture partners that contain both a put option for its partners and a call option for the Company, requiring or allowing the Company, in certain circumstances, to purchase the remaining interest in such entity at a price based on predetermined earnings multiples. Each of these options is triggered upon the occurrence of specified events and/or upon the passage of time. The put rights may be exercised on varying dates causing the Company to purchase the applicable partner's equity interests (the Redemption Amount) based on a formula defined in the respective joint venture agreements. None of these options are currently exercisable by either the Company or its partners. The noncontrolling interest is classified as a redeemable equity interest in mezzanine (or temporary) equity on the Company's Consolidated Balance Sheets.

During the quarter ended March 31, 2011, the Company acquired the remaining noncontrolling interest in the Canadian joint venture for \$0.7 million in cash, increasing its ownership interest to 100%.

The Company allocates income and losses to the noncontrolling interest holder based on the applicable membership interest percentage. After applying those provisions, the Company calculates the redemption amount at each reporting period and records the amount, if any, by which the redemption amount exceeds the carrying value as a charge against income (loss) available to common shareholders. As of March 31, 2011 the carrying amount exceeded the redemption amount and thus no change was recorded to income (loss) available to common shareholders.

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## SBA COMMUNICATIONS CORPORATION AND SUBSIDIARIES

## CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

**12. STOCK-BASED COMPENSATION**

On May 6, 2010, the Company adopted the 2010 Performance and Equity Incentive Plan (the "2010 Plan") whereby options, restricted stock units and other equity and performance based instruments may be granted to directors, employees and consultants. Upon the adoption of the 2010 Plan by the Company's shareholders, no further grants were permitted under the 2001 Equity Participation Plan. The 2010 Plan provides for the issuance of a maximum of 15.0 million shares of our Class A common stock, however, the aggregate number of shares that may be issued pursuant to restricted stock awards, restricted stock unit awards, stock bonus awards, performance awards, other stock-based awards or other awards granted under the 2010 Plan will not exceed 7.5 million.

*Stock Options*

The Company records compensation expense for employee stock options based on the estimated fair value of the options on the date of grant using the Black-Scholes option-pricing model with the assumptions included in the table below. The Company uses a combination of historical data and historical volatility to establish the expected volatility. Historical data is used to estimate the expected option life and the expected forfeiture rate. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant for the estimated life of the option. The following assumptions were used to estimate the fair value of options granted using the Black-Scholes option-pricing model:

|                         | For the three months ended March 31, |                 |
|-------------------------|--------------------------------------|-----------------|
|                         | 2011                                 | 2010            |
| Risk free interest rate | 1.68% - 2.17%                        | 1.83%           |
| Dividend yield          | 0.0%                                 | 0.0%            |
| Expected volatility     | 53.9%                                | 55.2%           |
| Expected lives          | 3.5 - 4.5 years                      | 3.6 - 4.3 years |

The following table summarizes the Company's activities with respect to its stock options for the three months ended March 31, 2011:

|                                  | Number of<br>Shares<br>(in thousands) | Weighted-<br>Average<br>Exercise Price<br>Per Share | Weighted-<br>Average<br>Remaining<br>Contractual<br>Life (in years) |
|----------------------------------|---------------------------------------|---|---|
| Outstanding at December 31, 2010 | 3,791                                 | \$ 24.77  | 4.7   |
| Granted                          | 541                                   | \$ 42.15  |   |
| Exercised                        | (258)                                 | \$ 19.25  |   |
| Canceled                         | (23)                                  | \$ 30.25  |   |
| Outstanding at March 31, 2011    | 4,051                                 | \$ 27.41  | 4.8   |
| Exercisable at March 31, 2011    | 2,370                                 | \$ 23.92  | 4.0   |
| Unvested at March 31, 2011       | 1,681                                 | \$ 32.34  | 5.8   |

The weighted-average fair value of options granted during the three months ended March 31, 2011 and 2010 was \$18.63 and \$15.91, respectively. The total intrinsic value for options exercised during the three months ended March 31, 2011 and 2010 was \$5.7 million and \$6.2 million, respectively.



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## SBA COMMUNICATIONS CORPORATION AND SUBSIDIARIES

## CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

*Restricted Stock Units*

The Company granted approximately 119,000 restricted stock units pursuant to its 2010 Performance and Equity Incentive Plan during the three months ended March 31, 2011. The expense is based on the fair market value of the units awarded at the date of the grant times the number of shares subject to the units awarded. The Company typically recognizes the expense associated with the units on a straight-line basis over the vesting term.

The following table summarizes the Company's restricted stock unit activity for the three months ended March 31, 2011:

|                                  | <b>Number of<br/>Units<br/>(in thousands)</b> | <b>Weighted-<br/>Average<br/>Grant Date<br/>Fair Value per share</b> |
|----------------------------------|---|--|
| Outstanding at December 31, 2010 | 130   | \$ 35.58   |
| Granted                          | 119   | \$ 42.15   |
| Restriction Lapse                | (27)  | \$ 35.71   |
| Forfeited/Canceled               | (3)   | \$ 35.71   |
| Outstanding at March 31, 2011    | 219   | \$ 39.15   |

**13. INCOME TAXES**

The Company had taxable losses during the three months ended March 31, 2011 and 2010, and as a result, net operating loss carry-forwards have been generated. The majority of these net operating loss carry-forwards are fully reserved as management believes it is not more-likely-than-not that the Company will generate sufficient taxable income in future periods to recognize the losses.

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## SBA COMMUNICATIONS CORPORATION AND SUBSIDIARIES

## CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

**14. SEGMENT DATA**

The Company operates principally in three business segments: site leasing, site development consulting and site development construction. The Company's reportable segments are strategic business units that offer different services. The site leasing segment includes results of the managed and sublease businesses. Summarized financial information concerning the Company's reportable segments for the three months ended March 31, 2011 and 2010 is shown below:

|  | Site<br>Leasing | Site<br>Development<br>Consulting | Site<br>Development<br>Construction<br>(in thousands) | Not<br>Identified by<br>Segment <sup>(1)</sup> | Total        |
|--|-----------------|-----------------------------------|---|--|--------------|
| <b>Three months ended March 31, 2011</b> |                 |                                   |   |  |              |
| Revenues                                 | \$ 146,484      | \$ 4,191                          | \$ 17,074   | \$   | \$ 167,749   |
| Cost of revenues <sup>(2)</sup>          | \$ 31,976       | \$ 3,227                          | \$ 15,501   | \$   | \$ 50,704    |
| Depreciation, amortization and accretion | \$ 74,265       | \$ 45                             | \$ 310  | \$ 258   | \$ 74,878    |
| Operating income (loss)                  | \$ 25,035       | \$ 571                            | \$ (154)  | \$ (1,553)                                     | \$ 23,899    |
| Capital expenditures <sup>(3)</sup>      | \$ 109,652      | \$ 41                             | \$ 365  | \$ 632   | \$ 110,690   |
| <b>Three months ended March 31, 2010</b> |                 |                                   |   |  |              |
| Revenues                                 | \$ 127,967      | \$ 4,583                          | \$ 15,415   | \$   | \$ 147,965   |
| Cost of revenues <sup>(2)</sup>          | \$ 29,183       | \$ 3,632                          | \$ 14,257   | \$   | \$ 47,072    |
| Depreciation, amortization and accretion | \$ 66,963       | \$ 48                             | \$ 229  | \$ 206   | \$ 67,446    |
| Operating income (loss)                  | \$ 18,704       | \$ 505                            | \$ (411)  | \$ (1,912)                                     | \$ 16,886    |
| Capital expenditures <sup>(3)</sup>      | \$ 41,871       | \$ 80                             | \$ 323  | \$ 470   | \$ 42,744    |
| <b>Assets</b>                            |                 |                                   |   |  |              |
| As of March 31, 2011                     | \$ 3,271,791    | \$ 4,447                          | \$ 35,174   | \$ 154,846                                     | \$ 3,466,258 |
| As of December 31, 2010                  | \$ 3,218,892    | \$ 4,458                          | \$ 35,567   | \$ 141,258                                     | \$ 3,400,175 |

(1) Assets not identified by segment consist primarily of general corporate assets.

(2) Excludes depreciation, amortization and accretion.

(3) Includes acquisitions and related earn-outs and vehicle capital lease additions.

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## SBA COMMUNICATIONS CORPORATION AND SUBSIDIARIES

## CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

**15. CONCENTRATION OF CREDIT RISK**

The Company's credit risks primarily arise from accounts receivable with national, regional and local wireless service providers and federal and state government agencies. The Company performs periodic credit evaluations of its customers' financial condition and provides allowances for doubtful accounts, as required, based upon factors surrounding the credit risk of specific customers, historical trends and other information. The Company generally does not require collateral.

The following is a list of significant customers (representing at least 10% of revenue for the periods reported) and the percentage of total revenue for the specified time periods derived from such customers:

|          | Percentage of Site Leasing Revenue<br>for the three months ended March 31, |       |
|----------|--|-------|
|          | 2011   | 2010  |
| AT&T     | 27.0%  | 27.4% |
| Sprint   | 22.4%  | 24.1% |
| Verizon  | 15.6%  | 15.8% |
| T-Mobile | 11.4%  | 11.8% |

|                      | Percentage of Site Development<br>Consulting Revenue<br>for the three months ended March<br>31, |       |
|----------------------|---|-------|
|                      | 2011  | 2010  |
| Verizon              | 17.4%   | 16.5% |
| Nsoro Mastec         | 15.7%   | 8.8%  |
| Clearwire Tech, Inc. | 4.6%  | 13.4% |
| Cox Communications   | 0.0%  | 16.2% |

|                 | Percentage of Site Development<br>Construction Revenue<br>for the three months ended March<br>31, |       |
|-----------------|---|-------|
|                 | 2011  | 2010  |
| Nsoro Mastec    | 35.4%   | 26.8% |
| T-Mobile        | 12.3%   | 19.3% |
| Ericsson, Inc.  | 11.8%   | 0.1%  |
| ITT Corporation | 2.2%  | 14.4% |

At March 31, 2011, five significant customers comprised 60.1% of total gross accounts receivable compared to five significant customers which comprised 50.5% of total gross accounts receivable at December 31, 2010.

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

We are a leading independent owner and operator of wireless communications towers. Our principal operations are in the United States and its territories. As of March 31, 2011, we also owned towers in Canada, Costa Rica, El Salvador, and Panama. Our primary business line is our site leasing business, which contributed approximately 97.8% of our total segment operating profit for the year-to-date period ended March 31, 2011. In our site leasing business, we lease antenna space to wireless service providers on towers and other structures that we own, manage or lease from others. The towers that we own have been constructed by us at the request of a wireless service provider, constructed based on our own initiative or acquired. As of March 31, 2011, we owned 9,290 tower sites, the substantial majority of which have been built by us or built by other tower owners or operators who, like us, have built such towers to lease space to multiple wireless service providers. We also managed or leased approximately 5,200 actual or potential additional communications sites, approximately 500 of which were revenue producing as of March 31, 2011. Our other business line is our site development business, through which we assist wireless service providers in developing and maintaining their own wireless service networks.

**Site Leasing Services**

Our primary focus is the leasing of antenna space on our multi-tenant towers to a variety of wireless service providers under long-term lease contracts. Site leasing revenues are received primarily from wireless service provider tenants, including AT&T, Sprint, Verizon Wireless and T-Mobile. Wireless service providers enter into numerous different tenant leases with us, each of which relates to the lease or use of space at an individual tower site. Tenant leases are generally for an initial term of five years with five 5-year renewal periods at the option of the tenant. These tenant leases typically contain specific rent escalators, which average 3% per year, including during the renewal option periods. Tenant leases are generally paid on a monthly basis and revenue from site leasing is recorded monthly on a straight-line basis over the current term of the related lease agreements. Rental amounts received in advance are recorded in deferred revenue.

Cost of site leasing revenue primarily consists of:

Rental payments on ground and other underlying property leases;

Straight-line rent adjustment for the difference between rental payments made and the expense recorded as if the payments had been made evenly throughout the minimum lease term (which may include renewal terms) of the underlying property leases;

Property taxes;

Site maintenance and monitoring costs (exclusive of employee related costs);

Utilities;

Property insurance; and

Deferred lease origination cost amortization.

Ground leases are generally for an initial term of five years or more with multiple renewal terms of five year periods at our option and provide for rent escalators which typically average 3% annually or provide for term escalators of approximately 15%. Of the 9,290 tower sites we owned as of March 31, 2011, approximately 32.1%



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were located on parcels of land that we own, land subject to perpetual easements, or parcels of land in which we have a leasehold interest that extends beyond 50 years. For any given tower, costs are relatively fixed over a monthly or an annual time period. As such, operating costs for owned towers do not generally increase as a result of adding additional customers to the tower. The amount of direct costs associated with operating a tower varies from site to site depending on the taxing jurisdiction and the height and age of the tower. The ongoing maintenance requirements are typically minimal and include replacing lighting systems, painting a tower or upgrading or repairing an access road or fencing.

As indicated in the table below, our site leasing business generates substantially all of our total segment operating profit. For information regarding our operating segments, please see Note 14 of our Condensed Notes to Consolidated Financial Statements included in this quarterly report.

|   | <b>Revenues</b>                                 |             |
|---|---|-------------|
|   | <b>For the three months<br/>ended March 31,</b> |             |
|   | <b>2011</b>                                     | <b>2010</b> |
|   | <b>(dollars in thousands)</b>                   |             |
| Site leasing revenue                              | \$ 146,484                                      | \$ 127,967  |
| Total revenues                                    | \$ 167,749                                      | \$ 147,965  |
| Site leasing revenue percentage of total revenues | 87.3%   | 86.5%       |

|   | <b>Segment Operating Profit</b>                 |             |
|---|---|-------------|
|   | <b>For the three months<br/>ended March 31,</b> |             |
|   | <b>2011</b>                                     | <b>2010</b> |
|   | <b>(dollars in thousands)</b>                   |             |
| Site leasing segment operating profit <sup>(1)</sup>  | \$ 114,508                                      | \$ 98,784   |
| Total segment operating profit <sup>(1)</sup>   | \$ 117,045                                      | \$ 100,893  |
| Site leasing segment operating profit percentage of total segment operating profit <sup>(1)</sup> | 97.8%   | 97.9%       |

<sup>(1)</sup> Site leasing segment operating profit and total segment operating profit are non-GAAP financial measures. We reconcile these measures and other Regulation G disclosures in this quarterly report in the section entitled Non-GAAP Financial Measures. We believe that over the long-term, site leasing revenues will continue to grow as wireless service providers lease additional antenna space on our towers due to increasing data usage, minutes of network use, network expansion and network coverage requirements. We believe our site leasing business is characterized by stable and long-term recurring revenues, predictable operating costs and minimal non-discretionary capital expenditures. Due to the relatively young age and mix of our tower portfolio, we expect future expenditures required to maintain these towers to be minimal. Consequently, we expect to grow our cash flows by adding tenants to our towers at minimal incremental costs by using existing tower capacity or requiring wireless service providers to bear all or a portion of the cost of tower modifications. Furthermore, because our towers are strategically positioned and our customers typically do not relocate, we have historically experienced low customer churn as a percentage of revenue.

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The following rollforward summarizes the activity in our consolidated tower portfolio from December 31, 2010 to March 31, 2011:

|   | <b>Number of Towers</b> |
|---|-------------------------|
| Towers owned at December 31, 2010           | 9,111                   |
| Purchased towers                            | 166                     |
| Constructed towers                          | 35                      |
| Towers reclassified/disposed <sup>(1)</sup> | (22)                    |
| <b>Towers owned at March 31, 2011</b>       | <b>9,290</b>            |

<sup>(1)</sup> Reclassifications reflect the combination for reporting purposes of multiple tower structures on a single parcel of real estate, which we market and customers view as a single location, into a single tower site. Dispositions reflect the decommissioning, sale, conveyance or legal transfer of owned tower sites.

**Site Development Services**

Our site development business is complementary to our site leasing business and provides us the ability to keep in close contact with the wireless service providers who generate substantially all of our site leasing revenue and to capture ancillary revenues that are generated by our site leasing activities, such as antenna and equipment installation at our tower locations. Our site development business consists of two segments, site development consulting and site development construction. Site development services revenues are received primarily from providing a full range of end to end services to wireless service providers or companies providing development or project management services to wireless service providers. We principally perform services for third parties in our core, historical areas of wireless expertise, specifically, site acquisition, zoning, technical services and construction.

Our site development customers engage us on a project-by-project basis and a customer can generally terminate an assignment at any time without penalty. Site development projects, both consulting and construction, include contracts on a time and materials basis or a fixed price basis. The majority of our site development services are billed on a fixed price basis. Time and materials based site development contracts are billed and revenue is recognized at contractual rates as the services are rendered. Our site development projects generally take from three to twelve months to complete. For those site development consulting contracts in which we perform work on a fixed price basis, we recognize revenue based on the completion of agreed upon phases of the project on a per site basis.

Our revenue from site development construction contracts is recognized on the percentage-of-completion method of accounting, determined by the percentage of cost incurred to date compared to management's estimated total cost for each contract. This method is used because management considers total cost to be the best available measure of progress on the contracts. These amounts are based on estimates, and the uncertainty inherent in the estimates initially is reduced as work on the contracts nears completion. Revenue from our site development construction business may fluctuate from period to period depending on construction activities, which are a function of the timing and amount of our clients' capital expenditures, the number and significance of active customer engagements during a period, weather and other factors.

Cost of site development consulting revenue and construction revenue includes all costs of materials, salaries and labor costs, including payroll taxes, subcontract labor, vehicle expense and other costs directly and indirectly related to the projects. All costs related to site development consulting contracts and construction contracts are recognized as incurred.

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The table below provides the percentage of total revenues contributed by site development consulting services and site development construction services for the three months ended March 31, 2011 and 2010. For information regarding our operating segments, see Note 14 of our Condensed Notes to Consolidated Financial Statements included in this quarterly report.

|                               | <b>Percentage of Revenues<br/>For the three months<br/>ended March 31,</b> |             |
|-------------------------------|--|-------------|
|                               | <b>2011</b>  | <b>2010</b> |
|                               | <b>(dollars in thousands)</b>  |             |
| Site development consulting   | \$ 4,191   | \$ 4,583    |
| Site development construction | \$ 17,074  | \$ 15,415   |
| Total revenues                | \$ 167,749   | \$ 147,965  |
| Site development consulting   | 2.5%   | 3.1%        |
| Site development construction | 10.2%  | 10.4%       |

**International Operations**

As of March 31, 2011, we had operations in Canada, Costa Rica, El Salvador and Panama. Our operations in these four countries are solely in the site leasing business, and we expect to expand operations through new builds and acquisitions. Tenant leases and ground leases in these international markets typically have similar terms and conditions as those in the United States, with a fixed initial term of three to five years, and specific rent escalators.

In our Central American markets, significantly all of our revenue, expenses, and capital expenditures arising from our new build activities are denominated in U.S. dollars. Specifically, our ground leases, our tenant leases and most of our tower related expenses are due, and paid, in U.S. dollars. However, in our Central American markets, our local currency obligations are principally limited to (1) permitting and other local fees, (2) utilities and (3) taxes. In our Canadian operations, significantly all of our revenue, expenses and capital expenditures, including tenant leases, ground leases and other tower-related expenses, are denominated in Canadian dollars.

**CRITICAL ACCOUNTING POLICIES**

We have identified the policies and significant estimation processes below as critical to our business operations and the understanding of our results of operations. The listing is not intended to be a comprehensive list. In many cases, the accounting treatment of a particular transaction is specifically dictated by accounting principles generally accepted in the United States, with no need for management's judgment in their application. In other cases, management is required to exercise judgment in the application of accounting principles with respect to particular transactions. The impact and any associated risks related to these policies on our business operations is discussed throughout Management's Discussion and Analysis of Financial Condition and Results of Operations where such policies affect reported and expected financial results. For a detailed discussion on the application of these and other accounting policies, see Note 2 in the Notes to Consolidated Financial Statements for the year ended December 31, 2010, included in the Form 10-K filed with the Securities and Exchange Commission, or the Commission, on February 25, 2011. Our preparation of our financial statements requires us to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of our financial statements, and the reported amounts of revenue and expenses during the reporting periods. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. There can be no assurance that actual results will not differ from those estimates and such differences could be significant.

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### **Construction Revenue**

Revenue from construction projects is recognized using the percentage-of-completion method of accounting, determined by the percentage of cost incurred to date compared to management's estimated total cost for each contract. This method is used because we consider total cost to be the best available measure of progress on each contract. These amounts are based on estimates, and the uncertainty inherent in the estimates initially is reduced as work on each contract nears completion. The asset Costs and estimated earnings in excess of billings on uncompleted contracts represents expenses incurred and revenues recognized in excess of amounts billed. The liability Billings in excess of costs and estimated earnings on uncompleted contracts represents billings in excess of revenues recognized.

### **Allowance for Doubtful Accounts**

We perform periodic credit evaluations of our customers. We continuously monitor collections and payments from our customers and maintain an allowance for estimated credit losses based upon our historical experience and any specific customer collection issues that we have identified. Establishing reserves against specific accounts receivable and the overall adequacy of our allowance is a matter of judgment.

### **Asset Impairment**

We evaluate the potential impairment of individual long-lived assets, principally the tower sites. We record an impairment charge when we believe an investment in towers or intangible assets has been impaired, such that future undiscounted cash flows would not recover the then current carrying value of the investment in the tower site. We consider many factors and make certain assumptions when making this assessment, including but not limited to: general market and economic conditions, historical operating results, geographic location, lease-up potential and expected timing of lease-up. In addition, we make certain assumptions in determining an asset's fair value for purposes of calculating the amount of an impairment charge. Changes in those assumptions or market conditions may result in a fair value which is different from management's estimates. Future adverse changes in market conditions could result in losses or an inability to recover the carrying value, thereby possibly requiring an impairment charge in the future. In addition, if our assumptions regarding future undiscounted cash flows and related assumptions are incorrect, a future impairment charge may be required.

### **Property Tax Expense**

We typically receive notifications and invoices in arrears for property taxes associated with the tangible personal property and real property used in our site leasing business. As a result, we recognize property tax expense, which is reflected as a component of site leasing cost of revenue, based on our best estimate of anticipated property tax payments related to the current period. We consider several factors in establishing this estimate, including our historical level of incurred property taxes, the location of the property, our awareness of jurisdictional property value assessment methods and industry related property tax information. If our estimates regarding anticipated property tax expenses are incorrect, a future increase or decrease in site leasing cost of revenue may be required.

**Table of Contents****KEY PERFORMANCE INDICATORS****Non-GAAP Financial Measures**

This report contains certain non-GAAP measures, including Segment operating profit and Adjusted EBITDA information. We have provided below a description of such non-GAAP measures, a reconciliation of such non-GAAP measures to their most directly comparable GAAP measures and an explanation as to why management utilizes these measures.

**Segment operating profit:**

We believe that Segment operating profit is an indicator of the operating performance of our site leasing and site development segments and is used to provide management with the ability to monitor the operating results and margin of each segment, while excluding the impact of depreciation, accretion and amortization, which is largely fixed and non-cash in nature. Segment operating profit is not intended to be an alternative measure of revenue or segment gross profit as determined in accordance with GAAP.

Each respective Segment operating profit is defined as segment revenues less segment cost of revenues (excluding depreciation, accretion and amortization). Total Segment operating profit is the total of the operating profits of the three segments. The reconciliation of Segment operating profit is as follows:

|   | <b>Site leasing segment</b> |                |               |
|---|-----------------------------|----------------|---------------|
|   | <b>For the three months</b> |                |               |
|   | <b>ended March 31,</b>      |                |               |
|   | <b>2011</b>                 | <b>2010</b>    | <b>Dollar</b> |
|   |                             | (in thousands) | <b>Change</b> |
| Segment revenue   | \$ 146,484                  | \$ 127,967     | \$ 18,517     |
| Segment cost of revenues (excluding depreciation, accretion and amortization) | (31,976)                    | (29,183)       | (2,793)       |
| Segment operating profit  | \$ 114,508                  | \$ 98,784      | \$ 15,724     |

|   | <b>Site development consulting segment</b> |                |               |
|---|--|----------------|---------------|
|   | <b>For the three months</b>                |                |               |
|   | <b>ended March 31,</b>                     |                |               |
|   | <b>2011</b>                                | <b>2010</b>    | <b>Dollar</b> |
|   |  | (in thousands) | <b>Change</b> |
| Segment revenue   | \$ 4,191                                   | \$ 4,583       | \$ (392)      |
| Segment cost of revenues (excluding depreciation, accretion and amortization) | (3,227)                                    | (3,632)        | 405           |
| Segment operating profit  | \$ 964                                     | \$ 951         | \$ 13         |

|   | <b>Site development construction segment</b> |                |               |
|---|--|----------------|---------------|
|   | <b>For the three months</b>                  |                |               |
|   | <b>ended March 31,</b>                       |                |               |
|   | <b>2011</b>                                  | <b>2010</b>    | <b>Dollar</b> |
|   |  | (in thousands) | <b>Change</b> |
| Segment revenue   | \$ 17,074                                    | \$ 15,415      | \$ 1,659      |
| Segment cost of revenues (excluding depreciation, accretion and amortization) | (15,501)                                     | (14,257)       | (1,244)       |
| Segment operating profit  | \$ 1,573                                     | \$ 1,158       | \$ 415        |



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Site leasing segment operating profit increased \$15.7 million for the three months ended March 31, 2011, compared to the same period in the prior year, primarily due to additional profit generated by the revenues from towers that we acquired or constructed subsequent to March 31, 2010, organic site leasing growth from new leases and contractual rent escalators and lease amendments with current tenants which increased the related rent to reflect additional equipment added to our towers, control of our site leasing cost of revenue and the positive impact of our ground lease purchase program.

**Adjusted EBITDA:**

We define Adjusted EBITDA as net loss excluding the impact of net interest expenses, provision for taxes, depreciation, accretion and amortization, asset impairment and other charges, non-cash compensation, net loss from extinguishment of debt, other income and expenses, acquisition related expenses, non-cash straight-line leasing revenue and non-cash straight-line ground lease expense.

We believe that Adjusted EBITDA is an indicator of the performance of our core operations and reflects the changes in our operating results. Adjusted EBITDA is a component of the calculation that has been used by our lenders to determine compliance with certain covenants under our 2010 Credit Facility and Senior Notes (as defined below). Adjusted EBITDA is not intended to be an alternative measure of operating income or gross profit margin as determined in accordance with GAAP.

Adjusted EBITDA increased \$14.3 million for the three months ended March 31, 2011, compared to the same period in the prior year, primarily due to increased site leasing segment operating profit. The reconciliation of Adjusted EBITDA is as follows:

|   | <b>For the three months<br/>ended March 31,</b> |                                | <b>Dollar<br/>Change</b> |
|---|---|--------------------------------|--------------------------|
|   | <b>2011</b>                                     | <b>2010<br/>(in thousands)</b> |                          |
| Net loss                                    | \$ (34,376)                                     | \$ (37,411)                    | \$ 3,035                 |
| Interest income                             | (30)  | (82)                           | 52                       |
| Total interest expense <sup>(1)</sup>       | 55,373  | 54,477                         | 896                      |
| Depreciation, accretion, and amortization   | 74,878  | 67,446                         | 7,432                    |
| Provision for taxes <sup>(2)</sup>          | 1,198   | 520                            | 678                      |
| Loss from extinguishment of debt, net       | 1,696   | 112                            | 1,584                    |
| Acquisition related expenses                | 2,373   | 2,055                          | 318                      |
| Non-cash compensation                       | 2,780   | 2,572                          | 208                      |
| Non-cash straight-line leasing revenue      | (1,790)   | (1,000)                        | (790)                    |
| Non-cash straight-line ground lease expense | 2,993   | 3,018                          | (25)                     |
| Other expense (income)                      | 545   | (319)                          | 864                      |
| <br>Adjusted EBITDA                         | <br>\$ 105,640                                  | <br>\$ 91,388                  | <br>\$ 14,252            |

<sup>(1)</sup> Total interest expense includes interest expense, non-cash interest expense and amortization of deferred financing fees.

<sup>(2)</sup> Includes \$507 and \$411 of franchise taxes for the three months ended March 31, 2011 and 2010, respectively, reflected in the Consolidated Statement of Operations in selling, general and administrative expenses.

**Table of Contents****RESULTS OF OPERATIONS****Three Months Ended March 31, 2011 Compared to Three Months Ended March 31, 2010**

|   | For the three months<br>ended March 31, |                    | Dollar          | Percentage             |
|---|---|--------------------|-----------------|------------------------|
|   | 2011                                    | 2010               | Change          | Increase<br>(Decrease) |
| <b>Revenues:</b>  |   |                    |                 |                        |
| Site leasing  | \$ 146,484                              | \$ 127,967         | \$ 18,517       | 14.5%                  |
| Site development consulting   | 4,191                                   | 4,583              | (392)           | (8.6%)                 |
| Site development construction   | 17,074                                  | 15,415             | 1,659           | 10.8%                  |
| <b>Total revenues</b>   | <b>167,749</b>                          | <b>147,965</b>     | <b>19,784</b>   | <b>13.4%</b>           |
| <b>Operating expenses:</b>  |   |                    |                 |                        |
| Cost of revenues (exclusive of depreciation, accretion and amortization shown below): |   |                    |                 |                        |
| Cost of site leasing  | 31,976                                  | 29,183             | 2,793           | 9.6%                   |
| Cost of site development consulting   | 3,227                                   | 3,632              | (405)           | (11.2%)                |
| Cost of site development construction   | 15,501                                  | 14,257             | 1,244           | 8.7%                   |
| Selling, general and administrative   | 15,895                                  | 14,506             | 1,389           | 9.6%                   |
| Acquisition related expenses  | 2,373                                   | 2,055              | 318             | 15.5%                  |
| Depreciation, accretion and amortization  | 74,878                                  | 67,446             | 7,432           | 11.0%                  |
| <b>Total operating expenses</b>   | <b>143,850</b>                          | <b>131,079</b>     | <b>12,771</b>   | <b>9.7%</b>            |
| <b>Operating income</b>   | <b>23,899</b>                           | <b>16,886</b>      | <b>7,013</b>    | <b>41.5%</b>           |
| <b>Other income (expense):</b>  |   |                    |                 |                        |
| Interest income   | 30                                      | 82                 | (52)            | (63.4%)                |
| Interest expense  | (37,781)                                | (37,118)           | (663)           | 1.8%                   |
| Non-cash interest expense   | (15,393)                                | (14,867)           | (526)           | 3.5%                   |
| Amortization of deferred financing fees   | (2,199)                                 | (2,492)            | 293             | (11.8%)                |
| Loss from extinguishment of debt, net   | (1,696)                                 | (112)              | (1,584)         | 1414.3%                |
| Other (expense) income  | (545)                                   | 319                | (864)           | (270.8%)               |
| <b>Total other expense</b>  | <b>(57,584)</b>                         | <b>(54,188)</b>    | <b>(3,396)</b>  | <b>6.3%</b>            |
| <b>Loss before provision for income taxes</b>   | <b>(33,685)</b>                         | <b>(37,302)</b>    | <b>3,617</b>    | <b>(9.7%)</b>          |
| Provision for income taxes  | (691)                                   | (109)              | (582)           | 533.9%                 |
| <b>Net loss</b>   | <b>(34,376)</b>                         | <b>(37,411)</b>    | <b>3,035</b>    | <b>(8.1%)</b>          |
| Net loss attributable to the noncontrolling interest                                  | 125                                     | 85                 | 40              | 47.1%                  |
| <b>Net loss attributable to SBA Communications Corporation</b>                        | <b>\$ (34,251)</b>                      | <b>\$ (37,326)</b> | <b>\$ 3,075</b> | <b>(8.2%)</b>          |

**Revenues:**

Site leasing revenues increased \$18.5 million for the three months ended March 31, 2011, as compared to the same period in the prior year, due largely to (i) revenues from the towers that we acquired or constructed subsequent to March 31, 2010 and (ii) organic site leasing growth from



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new leases, contractual rent escalators with current tenants and lease amendments with current tenants which increased the related rent to reflect additional equipment added to our towers.

Site development consulting revenues remained relatively stable for the three months ended March 31, 2011 as compared to the same period in the prior year. Site development construction revenues increased \$1.7 million for the three months ended March 31, 2011, as compared to the three months ended March 31, 2010, as a result of a higher volume of work performed during first quarter of 2011 compared to the same period in the prior year.

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### **Operating Expenses:**

Site leasing cost of revenues increased \$2.8 million for the three months ended March 31, 2011, as compared to the same period in the prior year, primarily as a result of the growth in the number of tower sites owned by us (9,290 at March 31, 2011 compared to 8,380 at March 31, 2010) offset by the positive impact of our ground lease purchase program.

Site development consulting cost of revenues remained relatively stable for the three months ended March 31, 2011 as compared to the same period in the prior year. Site development construction cost of revenues increased \$1.2 million for the three months ended March 31, 2011, as compared to the same period in the prior year, as a result of a higher volume of work performed during first quarter of 2011 compared to the same period in the prior year.

Selling, general and administrative expenses increased \$1.4 million for the three months ended March 31, 2011, as compared to the same period in the prior year, primarily as a result of an increase in salaries and benefits, non-cash compensation as well as costs incurred in connection with our international expansion.

Acquisition related expenses increased \$0.3 million for three months ended March 31, 2011, as compared to the same period in the prior year, primarily as a result of an increase in the number of towers acquired as well as towers under contract for acquisition during the quarter ended March 31, 2011 compared to the quarter ended March 31, 2010.

Depreciation, accretion and amortization expense increased \$7.4 million for the three months ended March 31, 2011, as compared to the same period in the prior year, due to an increase in the number of tower sites built and acquired as of March 31, 2011 compared to those owned at March 31, 2010.

### **Operating Income:**

Operating income increased \$7.0 million for the three months ended March 31, 2011 from the three months ended March 31, 2010 primarily due to the result of higher segment operating profit in the site leasing segment offset by increases in depreciation, accretion and amortization expense, acquisition related expenses and selling, general and administrative expenses.

### **Other Income (Expense):**

Interest expense increased \$0.7 million from the three months ended March 31, 2010 due to the higher weighted average principal amount of cash-interest bearing debt outstanding offset by the lower weighted average interest rate for the three months ended March 31, 2011 compared to the three months ended March 31, 2010.

Non-cash interest expense was \$15.4 million for the three months ended March 31, 2011, an increase of \$0.5 million from the three months ended March 31, 2010. This increase reflects the accretion of the debt discounts on the 1.875% Notes (as defined below), the 4.0% Notes (as defined below), and the Senior Notes offset by the impact of the repurchase of the 0.375% Notes in the fourth quarter of 2010 and the repurchase of \$15.0 million of 1.875% Notes in the first quarter of 2011.

The loss from extinguishment of debt of \$1.7 million for the three months ended March 31, 2011 is associated with the repurchase of \$15.0 million in principal of our 1.875% Notes. The loss from extinguishment of debt of \$0.1 million for the three months ended March 31, 2010 is associated with the repurchase of \$2.0 million in principal of our 2006 CMBS Certificates.

**Table of Contents****Net Loss**

Net loss decreased \$3.0 million to \$34.4 million for the three months ended March 31, 2011 from the three months ended March 31, 2010. The decrease in net loss for the three months ended March 31, 2011 is primarily due to an increase in site leasing segment operating profit partially offset by increases in depreciation, accretion and amortization expense, acquisition related expenses, interest expense and non-cash interest expense.

**LIQUIDITY AND CAPITAL RESOURCES**

SBA Communications Corporation is a holding company with no business operations of its own. SBA Communications' only significant asset is the outstanding capital stock of SBA Telecommunications, Inc. ( Telecommunications ) which is also a holding company that owns equity interests in (1) SBA Senior Finance, Inc. (the entity that indirectly owns all of our domestic towers and assets) and (2) our international entities. We conduct all of our business operations through Telecommunications' subsidiaries. Accordingly, our only source of cash to pay our obligations, other than financings, is distributions with respect to our ownership interest in our subsidiaries from the net earnings and cash flow generated by these subsidiaries.

A summary of our cash flows is as follows:

|   | <b>For the three months ended</b> |                       |
|---|-----------------------------------|-----------------------|
|   | <b>March 31, 2011</b>             | <b>March 31, 2010</b> |
|   | <b>(in thousands)</b>             |                       |
| <b>Summary cash flow information:</b>                   |                                   |                       |
| Cash provided by operating activities                   | \$ 53,197                         | \$ 37,418             |
| Cash used in investing activities                       | (108,748)                         | (72,752)              |
| Cash provided by (used in) financing activities         | 86,401                            | (7,709)               |
| <b>Increase (decrease) in cash and cash equivalents</b> | <b>30,850</b>                     | <b>(43,043)</b>       |
| Cash and cash equivalents, beginning of the period      | 64,254                            | 161,317               |
| <b>Cash and cash equivalents, end of the period</b>     | <b>\$ 95,104</b>                  | <b>\$ 118,274</b>     |

**Sources of Liquidity**

We fund our growth, including our tower portfolio growth, through cash flows from operations, long-term indebtedness and equity issuances. With respect to our debt financing, we have issued secured and unsecured debt instruments at various levels of our organizational structure to minimize our financing costs while maximizing our operational flexibility.

Cash provided by operating activities was \$53.2 million for the three months ended March 31, 2011 as compared to \$37.4 million for the three months ended March 31, 2010. This increase was primarily due an increase in segment operating profit from the site leasing segment for the three months ended March 31, 2011 compared to the three months ended March 31, 2010.

During the three months ended March 31, 2011, SBA Senior Finance II, LLC borrowed \$175.0 million under the 2010 Credit Facility. As of March 31, 2011, we had \$195.0 million outstanding under the 2010 Credit Facility at the weighted average interest rate of 2.17%. As of March 31, 2011, the availability under the 2010 Credit Facility was \$305.0 million.

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### **Registration Statements**

We have on file with the Commission a shelf registration statement on Form S-4 registering shares of Class A common stock that we may issue in connection with the acquisition of wireless communication towers or antenna sites and related assets or, companies who own wireless communication towers, antenna sites or related assets. During the three months ended March 31, 2011, we did not issue any shares of Class A common stock under this registration statement. As of March 31, 2011, we had approximately 1.7 million shares of Class A common stock remaining under this shelf registration statement.

On March 3, 2009, we filed with the Commission an automatic shelf registration statement for well-known seasoned issuers on Form S-3ASR. This registration statement enables us to issue shares of our Class A common stock, preferred stock or debt securities either separately or represented by warrants, or depositary shares as well as units that include any of these securities. Under the rules governing automatic shelf registration statements, we will file a prospectus supplement and advise the Commission of the amount and type of securities each time we issue securities under this registration statement. For the three months ended March 31, 2011, we did not issue any securities under this automatic shelf registration statement.

### **Uses of Liquidity**

We believe that our principal use of liquidity will be to fund tower portfolio growth and, secondarily, to opportunistically repurchase our outstanding securities, including through our stock repurchase program. In the future, we may continue to repurchase, for cash or equity, our outstanding indebtedness in privately-negotiated or open market transactions in order to optimize our liquidity and leverage and take advantage of market opportunities. During the three months ended March 31, 2011, our wholly owned subsidiary repurchased an aggregate of \$15.0 million in principal amount of the 1.875% Notes for \$17.0 million in cash.

Our cash capital expenditures, including cash used for acquisitions, for the three months ended March 31, 2011 were \$110.4 million. The \$110.4 million primarily consists of cash capital expenditures of \$83.1 million that we incurred primarily in connection with the acquisition of 166 completed towers net of related working capital adjustments and earnouts paid in connection with previous acquisitions, \$14.3 million for construction and related costs associated with the completion of 35 new towers and for sites in process during the three months ended March 31, 2011, \$1.9 million for tower maintenance capital expenditures, \$2.3 million for augmentations and tower upgrades, \$1.6 million for general corporate expenditures and \$7.2 million for ground lease purchases (not including \$1.2 million spent to extend ground lease terms).

In connection with the stock repurchase program, we repurchased and retired 1,796,694 shares for an aggregate of \$75.0 million including commissions and fees in the three months ended March 31, 2011. On April 27, 2011, our Board of Directors (1) terminated the existing \$250.0 million stock repurchase program (under which \$65.9 million of repurchase authorization remained available at the termination date), and (2) approved a new \$300.0 million stock repurchase program. This new program authorizes us to purchase, from time to time, up to \$300.0 million of our outstanding common stock through open market repurchases in compliance with Rule 10b-18 of the Securities Exchange Act of 1934, as amended, and/or in privately negotiated transactions at management's discretion based on market and business conditions, applicable legal requirements and other factors. This program became effective on April 28, 2011 and will continue until otherwise modified or terminated by our Board of Directors at any time in our sole discretion.

Subsequent to March 31, 2011, we acquired 88 towers and related assets and liabilities from various sellers. The aggregate consideration paid for the towers and related assets was \$44.9 million in cash.

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During 2011, we expect to incur non-discretionary cash capital expenditures associated with tower maintenance and general corporate expenditures of \$11.0 million to \$15.0 million and discretionary cash capital expenditures, based on current obligations, of \$275.0 million to \$295.0 million primarily associated with the towers we intend to build in 2011, tower acquisitions closed or currently under contract, tower augmentations and ground lease purchases. We may spend additional capital in 2011 on acquiring revenue producing or expense reducing assets not yet identified and under contract, or possibly stock repurchases. We estimate we will incur less than \$1,000 per tower per year for capital improvements or modifications to our towers. We expect to fund cash capital expenditures from cash on hand, cash flow from operations and borrowings under the 2010 Credit Facility. The exact amount of our future capital expenditures will depend on a number of factors including amounts necessary to support our tower portfolio, our new tower build and tower acquisition programs, and our ground lease purchase program.

**Debt Instruments and Debt Service Requirements**

As of March 31, 2011, we believe that our cash on hand and our cash flows from operations for the next twelve months will be sufficient to service our outstanding debt during the next twelve months.

**Secured Tower Revenue Securities Series 2010**

On April 16, 2010, a New York common law trust (the Trust ) issued \$680.0 million of Secured Tower Revenue Securities Series 2010-1 (the 2010-1 Tower Securities ), and \$550.0 million of Secured Tower Revenue Securities Series 2010-2 (the 2010-2 Tower Securities and together with the 2010-1 Tower Securities, the 2010 Tower Securities ). The weighted average annual fixed coupon interest rate of the 2010 Tower Securities is 4.6%, payable monthly. The anticipated repayment date and the final maturity date for the 2010-1 Tower Securities is April 16, 2015 and April 16, 2040, respectively. The anticipated repayment date and the final maturity date for the 2010-2 Tower Securities is April 16, 2017 and April 16, 2042, respectively. For a detailed discussion of the 2010 Tower Securities, see Note 12 in the Notes to Consolidated Financial Statements included in the Form 10-K for the year ended December 31, 2010, filed with the Commission, on February 25, 2011.

As of March 31, 2011, the Borrowers met the required Debt Service Coverage Ratio as set forth in the mortgage loan agreement. Based on the amounts outstanding at March 31, 2011, the debt service for the next twelve months on the 2010 Tower Securities would be \$57.0 million.

**1.875% Convertible Senior Notes due 2013**

At March 31, 2011, we had \$535.0 million outstanding of Convertible Senior Notes (the 1.875% Notes ) which were recorded at their discounted carrying value of \$459.4 million. The maturity date of the 1.875% Notes is May 1, 2013. Interest on the 1.875% Notes is payable semi-annually each May 1 and November 1. The 1.875% Notes are convertible, at the holder's option, into shares of our Class A common stock, at an initial conversion rate of 24.1196 shares of Class A common stock per \$1,000 principal amount of 1.875% Notes (subject to certain customary adjustments), which is equivalent to an initial conversion price of approximately \$41.46 per share or a 20% conversion premium based on the last reported sale price of \$34.55 per share of Class A common stock on the Nasdaq Global Select Market on May 12, 2008, the purchase agreement date. Based on the amounts outstanding at March 31, 2011, debt service for the next twelve months on the 1.875% Notes would be \$10.0 million.

Concurrently with the pricing of our 1.875% Notes, we entered into convertible note hedge transactions and warrant transactions with affiliates of certain of the initial purchasers of the convertible note offerings. The initial strike price of the convertible note hedge transactions relating to our 1.875% Notes is \$41.46 per share of our Class A common stock (the same as the initial conversion price of our 1.875% convertible notes) and the upper strike price of the warrants is \$67.37 per share. Although we initially entered into convertible note hedge and warrant transactions to cover the full amount of the shares that were issuable upon conversion of the 1.875% Notes, as a result of the bankruptcy of Lehman Brothers OTC Derivatives Inc. ( Lehman Derivatives ), on November 7, 2008, we terminated the convertible note hedge transaction with Lehman Derivatives which covered 55% of the 13,265,780 shares of our Class A common stock potentially issuable upon conversion of our 1.875% Notes. Consequently, we do not currently have a hedge with respect to those shares and, to the extent that the market price of our Class A common stock exceeds \$41.46 per share upon conversion of the notes, we will be subject to dilution or if we settle in cash, additional costs, upon conversion of that portion of the 1.875% Notes.

**4.0% Convertible Senior Notes due 2014**

As of March 31, 2011, we had outstanding \$500.0 million of our 4.0% Convertible Senior Notes (the 4.0% Notes ) which were recorded at their discounted carrying value of \$375.4 million. The maturity date of the 4.0% Notes is October 1, 2014. Interest on the 4.0% Notes is payable semi-annually on April 1 and October 1. The 4.0% Notes are convertible, at the holder's option, into shares of our Class A common stock, at an initial conversion rate of



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32.9164 shares of our Class A common stock per \$1,000 principal amount of 4.0% Notes (subject to certain customary adjustments), which is equivalent to an initial conversion price of approximately \$30.38 per share or a 22.5% conversion premium based on the last reported sale price of \$24.80 per share of our Class A common stock on the Nasdaq Global Select Market on April 20, 2009, the purchase agreement date. Based on the amounts outstanding at March 31, 2011, debt service for the next twelve months on the 4.0% Notes would be \$20.0 million.

Concurrently with the pricing of our 4.0% Notes, we entered into convertible note hedge transactions and warrant transactions with affiliates of certain of the initial purchasers of the convertible note offerings. The initial strike price of the convertible note hedge transactions relating to our 4.0% Notes is \$30.38 per share of our Class A common stock (the same as the initial conversion price of the 4.0% Notes) and the upper strike price of the warrant transactions is \$44.64 per share.

Pursuant to the terms of the warrant transaction, we are responsible for the dilution or costs, to the extent that we settle in cash or stock, arising from the conversion of the notes to the extent that the market price of our Class A common stock exceeds the strike price of the warrants. If the market price of our Class A common stock significantly exceeded the strike price on the conversion date we would be subject to material dilution or, to the extent we elected to settle in cash, material additional costs.

### **Convertible Senior Notes Conversion Options**

The 1.875% Notes and 4.0% Notes (collectively the Notes ) are convertible only under the following circumstances:

during any calendar quarter, if the last reported sale price of our Class A common stock for at least 20 trading days in the 30 consecutive trading day period ending on the last trading day of the preceding calendar quarter is more than 130% of the applicable conversion price per share of Class A common stock on the last day of such preceding calendar quarter,

during the five business day period after any ten consecutive trading day period in which the trading price per \$1,000 principal amount of the Notes for each day in the measurement period was less than 95% of the product of the last reported sale price of Class A common stock and the applicable conversion rate,

if specified distributions to holders of Class A common stock are made or specified corporate transactions occur, and

at any time on or after February 19, 2013 for the 1.875% Notes and July 22, 2014 for the 4.0% Notes.

Upon conversion, we have the right to settle our conversion obligation in cash, shares of Class A common stock or a combination of cash and shares of our Class A common stock. From time to time, upon notice to the holders of the Notes, we may change our election regarding the form of consideration that we will use to settle our conversion obligation; provided, however, that we are not permitted to change our settlement election after February 18, 2013 for the 1.875% Notes and July 21, 2014 for the 4.0% Notes. A discussion of the full convertibility provisions of our convertible senior notes and of the related hedging arrangements, including the impact of Lehman Brothers OTC Derivatives Inc. default on a portion of the hedge associated with the 1.875% Notes, is included in our Annual Report on Form 10-K filed with the SEC on February 25, 2011.

### **Senior Notes**

On July 24, 2009, Telecommunications issued \$750.0 million of unsecured senior notes (the Senior Notes ), \$375.0 million of which are due August 15, 2016 (the 2016 Notes ) and \$375.0 million of which are due August 15, 2019 (the 2019 Notes ). At March 31, 2011, the 2016 Notes and the 2019 Notes were recorded at carrying value of \$373.0 million and \$372.2 million, respectively.

The 2016 Notes have an interest rate of 8.00% and were issued at a price of 99.330% of their face value. The 2019 Notes have an interest rate of 8.25% and were issued at a price of 99.152% of their face value. Interest on the 2016 Notes and 2019 Notes is due semi-annually on February 15 and August 15 of each year beginning on February 15, 2010. Based on the amounts outstanding at March 31, 2011, debt service for the next twelve months on the 2016 Senior Notes and the 2019 Senior Notes would be \$30.0 million and \$30.9 million, respectively. The 2016 Notes and the 2019 Notes are fully and unconditionally guaranteed by SBA Communications.





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### **2010 Credit Facility**

SBA Senior Finance II, LLC ( SBA Senior Finance II ), our indirect wholly-owned subsidiary, has entered into a credit agreement for a \$500.0 million senior secured revolving credit facility (the 2010 Credit Facility ) with several banks and other financial institutions or entities from time to time parties to the credit agreement (the Credit Agreement ). The 2010 Credit Facility consists of a revolving loan up to \$500.0 million, based on SBA Senior Finance II 's ratio of Annualized Adjusted EBITDA to Consolidated Total Debt plus Net Hedge Exposure, which may be borrowed, repaid and redrawn subject to the satisfaction of customary conditions to borrowing, as set forth in the Credit Agreement.

Amounts borrowed under the 2010 Credit Facility accrue interest at the Eurodollar rate plus a margin that ranges from 187.5 basis points to 237.5 basis points or at a Base Rate (as defined in the Credit Agreement) plus a margin that ranges from 87.5 basis points to 137.5 basis points, in each case based on the ratio of Consolidated Total Debt to Annualized Borrower EBITDA (as defined in the Credit Agreement). A 0.375% to 0.5% per annum fee is charged on the amount of unused commitment. Unless terminated earlier, the 2010 Credit Facility will terminate on, and SBA Senior Finance II will repay all amounts outstanding on or before, February 11, 2015. Proceeds available under the 2010 Credit Facility may be used for general corporate purposes.

The Credit Agreement requires SBA Senior Finance II and SBA Communications to maintain specific financial ratios. At the SBA Senior Finance II level, these requirements are (i) a ratio of Consolidated Total Debt to Annualized Borrower EBITDA (as defined in the Credit Agreement) that does not exceed 5.0x for any fiscal quarter, (ii) a ratio of Consolidated Total Debt and Net Hedge Exposure (as defined in the Credit Agreement) to Annualized Borrower EBITDA for the most recently ended fiscal quarter not to exceed 5.0x for 30 consecutive days and (iii) a ratio of Annualized Borrower EBITDA to Annualized Cash Interest Expense (as defined in the Credit Agreement) of not less than 2.0x for any fiscal quarter. In addition, SBA Communications ' ratio of Consolidated Total Net Debt to Consolidated Adjusted EBITDA (as defined in the Credit Agreement) for any fiscal quarter on an annualized basis cannot exceed 8.9x. The Credit Agreement also contains customary affirmative and negative covenants that, among other things, limit SBA Senior Finance II 's ability to incur indebtedness, grant certain liens, make certain investments, enter into sale leaseback transactions or engage in certain asset dispositions, including a sale of all or substantially all of our assets. As of March 31, 2011, SBA Senior Finance II and SBA Communications were in full compliance with the financial covenants contained in the 2010 Credit Facility.

During the three months ended March 31, 2011, SBA Senior Finance II, LLC borrowed \$175.0 million under the 2010 Credit Facility. As of March 31, 2011, we had \$195.0 million outstanding under the 2010 Credit Facility at the weighted average interest rate of 2.17%. As of March 31, 2011, the availability under the 2010 Credit Facility was \$305.0 million. We may, from time to time, borrow from and repay the 2010 Credit Facility. Consequently, the amount outstanding under the 2010 Credit Facility at the end of a period may not be reflective of the total amounts outstanding during the period. Based on the amounts outstanding under the 2010 Credit Facility at March 31, 2011, debt service for the next twelve months will be approximately \$4.1 million for the amounts borrowed based on current rates and \$1.1 million for the unused commitment.

### **Inflation**

The impact of inflation on our operations has not been significant to date. However, we cannot assure you that a high rate of inflation in the future will not adversely affect our operating results particularly in light of the fact that our site leasing revenues are governed by long-term contracts with pre-determined pricing that we will not be able to increase in response to increases in inflation.

**Table of Contents****Accounting Changes and Recent Accounting Pronouncements**

For a description of accounting changes and recent accounting pronouncements, including the expected dates of adoption and estimated effects, if any, on our condensed consolidated financial statements, see Note 2: Current Accounting Pronouncements in the Condensed Notes to Consolidated Financial Statements of this Form 10-Q.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to certain market risks that are inherent in our financial instruments.

The following table presents the future principal payment obligations and interest rates associated with our debt instruments assuming our actual level of indebtedness as of March 31, 2011:

|   | 2011           | 2012 | 2013       | 2014       | 2015       | Thereafter | Total      | Fair Value |
|---|----------------|------|------------|------------|------------|------------|------------|------------|
|   | (in thousands) |      |            |            |            |            |            |            |
| <b>Debt:</b>                                  |                |      |            |            |            |            |            |            |
| 1.875% Convertible Senior Notes due 2013      | \$             | \$   | \$ 535,000 | \$         | \$         | \$         | \$ 535,000 | \$ 610,596 |
| 4.0% Convertible Senior Notes due 2014        | \$             | \$   | \$         | \$ 500,000 | \$         | \$         | \$ 500,000 | \$ 733,150 |
| 8.0% Senior Notes due 2016                    | \$             | \$   | \$         | \$         | \$         | \$ 375,000 | \$ 375,000 | \$ 407,813 |
| 8.25% Senior Notes due 2019                   | \$             | \$   | \$         | \$         | \$         | \$ 375,000 | \$ 375,000 | \$ 414,375 |
| 4.254% 2010-1 Tower Securities <sup>(1)</sup> | \$             | \$   | \$         | \$         | \$ 680,000 | \$         | \$ 680,000 | \$ 697,000 |
| 5.101% 2010-2 Tower Securities <sup>(1)</sup> | \$             | \$   | \$         | \$         | \$         | \$ 550,000 | \$ 550,000 | \$ 563,750 |
| 2010 Credit Facility                          | \$             | \$   | \$         | \$         | \$ 195,000 | \$         | \$ 195,000 | \$ 195,000 |

- (1) The anticipated repayment date and the final maturity date for the 2010-1 Tower Securities is April 16, 2015 and April 16, 2040, respectively. The anticipated repayment date and the final maturity date for the 2010-2 Tower Securities is April 16, 2017 and April 16, 2042, respectively.

We are exposed to interest rate risk and to market risk associated with the market price of our Class A common stock.

We are currently subject to interest rate risk relating to the impact of interest rate movements on any borrowings that we may incur under our 2010 Credit Facility, which are at floating rates. We manage the interest rate risk on our outstanding debt through our large percentage of fixed rate debt. While we cannot predict our ability to refinance existing debt or the impact interest rate movements will have on our existing debt, we continue to evaluate our financial position on an ongoing basis.

In addition, in connection with our convertible notes, we are subject to market risk associated with the market price of our Class A common stock. Because we pay fixed interest coupons on our convertible notes, market interest rate fluctuations do not impact our debt interest payments or the amount of principal that we will be required to pay at maturity. However, to the extent the market price of our Class A common stock for the measurement periods set forth in the relevant instruments exceeds the conversion price or the strike price of the warrant transactions that we entered into in connection with the issuance of the convertible notes, the aggregate amount that we will be required to pay upon conversion of the convertible notes may exceed the principal amount of the notes outstanding. We currently have convertible note hedges and warrants outstanding with respect to approximately 50% of our outstanding 1.875% Notes and all of our 4.0% Notes. The last sales price of our Class A common stock on March 31, 2011 was \$39.68, while the conversion rate of the 1.875% Notes is \$41.46 per share and the conversion rate of the 4.0% Notes is \$30.38 per share and the upper strike price of the warrant transaction that we entered into in connection with the 1.875% and the 4.0% Notes is \$67.37 per share and \$44.64 per share, respectively.

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In addition, the fair value of our convertible notes is subject to interest rate risk, market risk and other factors due to the convertible feature. The fair value of the convertible notes will generally increase as interest rates fall and decrease as interest rates rise. In addition, the fair value of the convertible notes will generally increase as our Class A common stock prices increase and decrease as the stock prices fall. The interest and market value changes affect the fair value of our convertible notes but do not impact our financial position, cash flows or results of operations due to the fixed nature of the debt obligation. Additionally, we do not carry the convertible notes at fair value. We present the fair value of the convertible notes for required disclosure purposes only.

### **Special Note Regarding Forward-Looking Statements**

This quarterly report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements concern expectations, beliefs, projections, plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. Specifically, this quarterly report contains forward-looking statements regarding:

our expectations on the future growth and financial health of the wireless industry and the industry participants, and the drivers of such growth;

our beliefs regarding our ability to capture and capitalize on industry growth and the impact of such growth on our financial and operational results;

our expectations regarding the opportunities in the international wireless markets in which we currently operate or have targeted for growth, and our beliefs regarding how we can capitalize on such opportunities;

our belief that our site leasing business is characterized by stable and long-term recurring revenues, predictable operating costs and minimal non-discretionary capital expenditures;

our belief that our towers have significant capacity to accommodate additional tenants, that our tower operations are highly scalable, that we can add tenants to our towers at minimal incremental costs, and the impact of these economies of scale on our cash flow and financial results;

our expectations regarding our future cash capital expenditures, both discretionary and non-discretionary, including expenditures required to maintain, improve and modify our towers and general corporate expenditures;

our estimates regarding certain accounting and tax matters;

our estimates regarding our liquidity position and our intended use of such liquidity;

our expectations regarding our annual debt service in 2011 and thereafter, and our belief that our cash flows from operations for the next twelve months will be sufficient to service our outstanding debt during the next twelve months; and

our expectations regarding the acquisition of revenue producing or expense reducing assets not yet identified and under contract;

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These forward-looking statements reflect our current views about future events and are subject to risks, uncertainties and assumptions. We wish to caution readers that certain important factors may have affected and could in the future affect our actual results and could cause actual results to differ significantly from those expressed in any

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forward-looking statement. The most important factors that could prevent us from achieving our goals, and cause the assumptions underlying forward-looking statements and the actual results to differ materially from those expressed in or implied by those forward-looking statements include, but are not limited to, the following:

developments in the wireless communications industry in general, and for wireless communications infrastructure providers in particular, that may slow growth or affect the willingness or ability of the wireless service providers to expend capital to fund network expansion or enhancements;

the impact of recent consolidation among wireless service providers on our leasing revenue;

our ability to secure as many site leasing tenants as anticipated and our ability to retain current leases on towers;

our ability to recognize our expected economies of scale with respect to new tenants on our towers and new towers in our portfolio and additional expenses or capital expenditures that we may be required to incur to capture the additional revenue;

factors that would adversely impact our ability to build the anticipated number of new towers, including our ability to identify and acquire land that would be attractive for our clients and to successfully and timely address zoning, permitting and other issues that arise in connection with the building of new towers;

competition for the acquisition of towers and other factors that may adversely affect our ability to purchase towers that meet our investment criteria and are available at prices which we believe will be accretive to our shareholders and allow us to maintain our long-term target leverage ratios;

our ability to successfully manage the risks associated with international operations, including foreign exchange risk, currency restrictions and foreign regulatory and legal risks;

our intent and ability to continue our ground lease purchase program and the effect of such ground lease purchases on our margins and long-term financial condition;

our ability to secure and deliver anticipated services business at contemplated margins;

our ability to continue to comply with covenants and the terms of our credit instruments;

our ability to sufficiently increase our revenues and maintain expenses and cash capital expenditures at appropriate levels to permit us to meet our anticipated uses of liquidity for operations, debt service and estimated portfolio growth;

our ability to successfully estimate the impact of certain accounting and tax matters, including the effect on our company of adopting certain accounting pronouncements and the availability of sufficient net operating losses to offset future taxable income;

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natural disasters and other unforeseen damage for which our insurance may not provide adequate coverage; and

the introduction of new technologies that may make our tower leasing business less desirable to potential tenants.

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### **ITEM 4. CONTROLS AND PROCEDURES**

In order to ensure that the information we must disclose in our filings with the SEC is recorded, processed, summarized and reported on a timely basis, we have formalized our disclosure controls and procedures. Our principal executive officer and principal financial officer have reviewed and evaluated the effectiveness of our disclosure controls and procedures, as defined in Securities and Exchange Act Rule 13a-15(e) as of March 31, 2011. Based on such evaluation, such officers have concluded that, as of March 31, 2011, our disclosure controls and procedures were effective.

There have been no changes in our internal control over financial reporting during the quarter ended March 31, 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II OTHER INFORMATION**

### **ITEM 1A. RISK FACTORS**

*Set forth below is a discussion of the material changes in our risk factors as previously disclosed in Item 1A of Part I of our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 ( 2010 Form 10-K ). The information presented below updates, and should be read in conjunction with, the risk factors and other information disclosed in our 2010 Form 10-K.*

***If our wireless service provider customers combine their operations to a significant degree, our future operating results and our ability to service our indebtedness could be adversely affected.***

Significant consolidation among our wireless service provider customers may result in our customers failing to renew existing leases for tower space or reducing future capital expenditures in the aggregate because their existing networks and expansion plans may overlap or be very similar. In March 2011, AT&T Mobility announced that it intends to acquire T-Mobile USA. As of March 31, 2011, we had separate tenant leases with AT&T and T-Mobile on the same tower at approximately 1,538 of our 9,290 total owned tower sites as of such date. The total annualized site leasing revenue generated by T-Mobile and AT&T at these sites is approximately \$40.3 million and \$54.2 million, respectively. The weighted average remaining current term of these leases is approximately 3 years. If the AT&T/T-Mobile USA merger is consummated, we expect it to lead to the non-renewal of certain of these tenant leases. Furthermore, in connection with the combinations of Verizon Wireless and ALLTEL (to form Verizon Wireless), Cingular and AT&T Wireless (to form AT&T Mobility) and Sprint PCS and Nextel (to form Sprint Nextel), the combined companies have rationalized and may continue to rationalize duplicative parts of their networks, which has led and may continue to lead to the non-renewal of certain leases on our towers. This consolidation could significantly impact the number of tower leases that are not renewed or the number of new leases that our wireless service provider customers require to expand their networks, which could adversely affect our future operating results.

**Table of Contents****ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS****Issuer purchases of equity securities**

The following table presents information related to our repurchases of Class A common stock during the first quarter of 2011:

| Period               | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(1)</sup> | Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs |
|----------------------|----------------------------------|------------------------------|---|--|
| 1/1/2011 - 1/31/2011 |                                  | \$                           |   | \$   |
| 2/1/2011 - 2/28/2011 |                                  | \$                           |   | \$   |
| 3/1/2011 - 3/31/2011 | 1,796,694                        | \$ 41.74                     | 1,796,694   | \$ 65,918,495  |
| Total                | 1,796,694                        | \$ 41.74                     | 1,796,694   | \$ 65,918,495  |

- (1) On October 29, 2009, our Board of Directors authorized a 250.0 million share repurchase program pursuant to which we would repurchase shares of our Class A common stock through open market repurchases in compliance with Rule 10b-18 of the Securities Exchange Act of 1934, as amended, and/or in privately negotiated transactions at management's discretion based on market and business conditions, applicable legal requirements and other factors. This program became effective November 3, 2009. On April 27, 2011, our Board of Directors (1) terminated the existing \$250.0 million stock repurchase program (under which \$65.9 million of repurchase authorization remained available at the termination date), and (2) approved a new \$300.0 million stock repurchase program. This program became effective on April 28, 2011 and will continue unless otherwise modified or terminated by our Board of Directors at any time in our sole discretion.

**ITEM 5. OTHER INFORMATION****Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On February 24, 2011, the Compensation Committee of the Board of Directors of the Company (the "Compensation Committee") approved the 2011 compensation for each of its named executive officers (the "NEOs"). Specifically, the Compensation Committee approved increases in the base salaries of Messrs. Stoops, Cavanagh, Bagwell, Hunt and Silberstein of 11%, 15%, 9%, 9%, and 32%, respectively. Second, the Compensation Committee approved a target dollar value of the long-term incentive grants ("LTI Value") for each NEO in the amount of \$2.8 million for Mr. Stoops, \$870,000 for Mr. Cavanagh, \$1.25 million for each of Messrs. Bagwell and Hunt and \$750,000 for Mr. Silberstein. As in 2010, the long-term equity awards were granted one-third (1/3) in the form of restricted stock units and two-thirds (2/3rds) in the form of stock options. Finally, in connection with the establishment of the 2011 annual incentive compensation plan, the Compensation Committee approved an annual bonus opportunity for each NEO, the company-wide financial and/or operational performance metrics and the other financial, operational and qualitative metrics for use in the subjective evaluation and the percentage of the annual bonus opportunity that may be earned for each component and the target performance levels of each performance metric. There were no material changes to the annual incentive compensation plan for 2011, except that Mr. Cavanagh's annual bonus opportunity was increased to 100% and Mr. Silberstein's annual bonus opportunity was reduced from 125% to 100% and, similar to all other NEOs, is now subject to a cap of 100% of base salary.



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**Table of Contents****ITEM 6. EXHIBITS**

## Exhibits

| <b>Exhibit<br/>No.</b> | <b>Description</b>  |
|------------------------|---|
| *31.1                  | Certification by Jeffrey A. Stoops, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| *31.2                  | Certification by Brendan T. Cavanagh, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| *32.1                  | Certification by Jeffrey A. Stoops, Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   |
| *32.2                  | Certification by Brendan T. Cavanagh, Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| **101.INS              | XBRL Instance Document.   |
| **101.SCH              | XBRL Taxonomy Extension Schema Document.  |
| **101.DEF              | XBRL Taxonomy Extension Definition Linkbase Document.   |
| **101.CAL              | XBRL Taxonomy Extension Calculation Linkbase Document.  |
| **101.LAB              | XBRL Taxonomy Extension Label Linkbase Document.  |
| **101.PRE              | XBRL Taxonomy Extension Presentation Linkbase Document.   |
| *                      | Filed herewith.   |
| **                     | Furnished herewith.   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**SBA COMMUNICATIONS CORPORATION**

May 6, 2011

*/s/ Jeffrey A. Stoops*  
Jeffrey A. Stoops  
Chief Executive Officer  
(Duly Authorized Officer)

May 6, 2011

*/s/ Brendan T. Cavanagh*  
Brendan T. Cavanagh  
Chief Financial Officer  
(Principal Financial Officer)

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**Table of Contents****Exhibit Index**

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