

Morgan Lewis

John Kober

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August 16, 2018

Via E-Filing

Ms. Lynn M. Retz
Secretary to the Commission
Kansas Corporation Commission
1500 SW Arrowhead Road
Topeka, Kansas 66604-4027

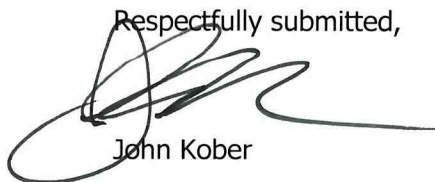
**Re: Application of Crown Castle Fiber LLC for a Certificate of Authority to
Provide Resold and Facilities-Based Local Exchange Telecommunications
Services in the State of Kansas**

Dear Ms. Retz:

Attached for filing with the Commission is the above-referenced Application on behalf of Crown Castle Fiber LLC ("Applicant"). Pursuant to K.S.A. § 66-1220a, Applicant requests that the Commission treat as confidential the Confidential Exhibit D, which is redacted from the public filing. Applicant is submitting a non-redacted, confidential version simultaneously with the public version.

If you have any questions, please do not hesitate to contact me or my colleague, Tamar Finn (tamar.finn@morganlewis.com; 202-739-3000).

Respectfully submitted,



John Kober

Counsel for the Applicant

Morgan, Lewis & Bockius LLP

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Dallas, TX 75201-7347
United States

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**BEFORE THE
KANSAS CORPORATION COMMISSION**

Application of)	
)	
)	
Crown Castle Fiber LLC)	
)	Docket No. _____
for Certificate of Convenience and Authority to)	
Provide Resold and Facilities-Based)	
Local Exchange Telecommunications Services)	
in the State of Kansas)	
)	

**APPLICATION OF CROWN CASTLE FIBER LLC
FOR CERTIFICATE OF AUTHORITY TO SERVE AS A
TELECOMMUNICATIONS SERVICES PROVIDER IN KANSAS**

Comes now, Crown Castle Fiber LLC (“Crown Fiber” or “Applicant”), by its undersigned counsel and pursuant to K. S. A. 66-131, 66-2003 and 66-2005(w) of the Kansas Corporation Commission (“Commission”), representing its intention to engage in the business of a Competitive Local Service Provider in the State of Kansas under the business name of Crown Castle Fiber LLC, applies for a Certificate of Convenience and Authority (“Certificate”) to provide facilities-based and resold local exchange and access telecommunications services in the service territories described in this Application within the State of Kansas and making claim that public convenience will be thereby promoted. At this time, Applicant only seeks a Certificate to provide facilities-based and resold local exchange telecommunications services that do not require an interconnection agreement in the State of Kansas.

This Application is being filed in connection with a series of planned intra-company transactions whereby certain of Applicant’s operating company affiliates will be consolidated into Applicant and certain of Applicant’s parent companies also will be consolidated (the “*Pro Forma* Consolidation”). The *Pro Forma* Consolidation is being undertaken, in part, to streamline the

corporate structure and operations of over 20 operating entities of Crown Castle International Corp. (“CCIC”) that provide fiber-based services into a single unified and rebranded operating entity: Crown Castle Fiber LLC. Upon completion of the *Pro Forma* Consolidation, Applicant will be a direct, wholly owned subsidiary of Crown Castle Fiber Holdings Corp., a Delaware corporation, which is currently a Delaware limited liability company named LTS Group Holdings, LLC¹ and a direct, wholly owned subsidiary of Crown Castle Operating Company (“CCOC”). CCOC is a Delaware corporation and a direct, wholly owned subsidiary of CCIC, a publicly traded corporation (NYSE: CCI) that is incorporated under the laws of the State of Delaware. For the Commission’s reference attached as **Exhibit A** is the current and post-*Pro Forma* Consolidation ownership structure of Applicant.

Applicant, for purposes of verification and in evidence of fitness to operate, offers the following information in support of this application:

1. Full, correct name (including d/b/a) of company, firm, association or corporation making this filing.

Crown Castle Fiber LLC

2. Federal Identification Number.

010570431

3. Type of Certification requested by applicant.

☒ Competitive Local Exchange Service
☐ Interexchange (long distance or toll) Service
☐ Operator Services and Interexchange (toll) Service
☐ Resale
☐ Facilities-based
☒ Combined Resale and Facilities-based

¹ As part of the *Pro Forma* Consolidation, LTS Group Holdings, LLC will convert from a Delaware limited liability company into a Delaware corporation and be renamed Crown Castle Fiber Holdings Corp. Upon completion of the *Pro Forma* Consolidation, Crown Castle Fiber Holdings Corp. will remain a direct, wholly owned subsidiary of CCOC.

4. **Address (if the mailing address is a P. O. Box number, also provide the actual street address) and telephone number(s) for the principal office of the company and its local office (if any), including 800 customer service number.**

The Company's corporate headquarters is located at:

1220 Augusta Drive
Suite 600
Houston, TX 77057
Tel: 713-570-3000

Written correspondence regarding the Company should be sent to:

2000 Corporate Drive
Canonsburg, PA 15317
Tel: 724-416-2000
Attention: Fernanda Biehl

The Company's toll free Customer Service Number is 1-888-583-4237.

5. **If individually owned, name of individual doing business under above name.**

Not Applicable.

6. **Requested serving territory (statewide for toll service; local service may be limited to specific exchange areas due to rural exemption guidelines; and operator services may be limited to specific institutions).**

Applicant requests a Certificate to provide facilities-based and resold local exchange and access telecommunications services throughout the State of Kansas, in the service territories and exchanges of Southwestern Bell Telephone Company d/b/a AT&T Kansas ("AT&T"), United Telephone Companies of Kansas d/b/a CenturyLink ("CenturyLink") and all other service territories that are currently open to competition.

7. Name, title, address telephone number and email address of person preparing this application.

Correspondence concerning this Application should be directed to Applicants' attorneys:

John Kober
Morgan, Lewis & Bockius LLP
1717 Main Street, Suite 3200
Dallas, TX 75201-7347
Tel: 214-466-4105
Fax: 214-466-4001
john.kober@morganlewis.com

With a copy to:

Tamar E. Finn
Brett P. Ferenchak
Patricia Cave
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20004
Tel: 202-739-3000
Fax: 202-739-3001
tamar.finn@morganlewis.com
brett.ferenchak@morganlewis.com
patricia.cave@morganlewis.com

8. Name, title, address, telephone number and email address of Commission/Industry Relations contact.

Following the grant of this Application, the Commission should direct all correspondence to

Crown Fiber's regulatory contact:

Fernanda Biehl
Manager, Regulatory Affairs – Fiber
Crown Castle Fiber
2000 Corporate Drive
Canonsburg, PA 15317
Tel: 703-434-8533
Fax: 703-434-8510
PUC.Correspondence@crowncastle.com

Crown Fiber's primary point of contact for customer service is:

Ravindra Harcharan
Head of Customer Operations – Fiber Solutions
80 Central Street

Boxborough, MA 01719
Tel: 312-506-1751
Fax: 312-506-0931
ravindra.harcharan@crowncastle.com

Crown Fiber's registered agent in Kansas is:

The Corporation Company
112 South West Seventh Street
Suite 3C
Topeka, Kansas 66603

9. Organizational Information

In the table below, give name and address of each officer (when an individual holds more than one office, list name for each office held):

Management Personnel

Name	Title
James D. Young	Senior Vice President and Chief Operating Officer - Fiber
Philip Olivero	Fiber Solutions Chief Technology Officer
David Mayer	Fiber Solutions General Counsel
Peter Zarrella	Fiber Solutions Vice President Finance

Corporate Officer and Directors

Name	Title
Kenneth J. Simon	Director
Daniel K. Schlanger	Director
Jay A. Brown	President and Chief Executive Officer
Daniel K. Schlanger	Senior Vice President, Chief Financial Officer and Treasurer
James D. Young	Senior Vice President and Chief Operating Officer - Fiber
Robert C. Ackerman	Senior Vice President and Chief Operating Officer – Towers and Small Cell
Philip M. Kelley	Senior Vice President – Corporate Development and Strategy
Mike Kavanagh	Senior Vice President and Chief Commercial Officer
Laura Nichol	Senior Vice President – Business Support
Kenneth J. Simon	Senior Vice President and General Counsel
Mike Meadows	Vice President – Service Delivery
Thomas D. Bone	Vice President – Tax
Robert S. Collins	Vice President and Controller
Monica Gambino	Vice President – Legal and Assistant Secretary
Edward B. Adams, Jr.	Vice President – Litigation
Neil Dickson	Vice President – Corporate and Commercial Transactions
Amy Donachy	Vice President – Internal Audit

Name	Title
Ben Lowe	Vice President – Corporate Finance
John Kearney	Vice President – Financial Planning and Analysis
Mike Manczka	Vice President – Operational Finance and Accounting
David O’Toole	Vice President – Sales Operations
Christopher Mooney	Vice President – Real Estate Acquisitions
Mark Schrott	Vice President – Fiber Solutions Integration
Angela Siebe	Vice President – Property Management
Cliff Abbio	Vice President – Fiber Network Engineering
John Timney	Vice President – Acquisition and Integration Support
Keith Monahan	Director – Acquisitions
Donald J. Reid	Secretary
Lynn Howell	Assistant Secretary
Masha Blankenship	Assistant Secretary
Mike Crawford	Tax Officer
Deborah Kelly	Tax Officer

All officers and directors can be reached through Applicant’s place of business or by telephone at 978-264-6000.

10. Description of Applicant's operations (provide as Exhibits):

Please see **Exhibit B.**

11. Applicant's Managerial Qualifications (provide as Exhibits):

Please see **Exhibit C.**

12. Is your company currently providing telecommunications service in any other state? If so, in an Exhibit, please name the state(s), provide a description of your company's operations therein and list the approximate number of customers in each state.

Applicant is currently authorized to provide intrastate telecommunications service in Connecticut, Delaware, District of Columbia, Florida, Georgia, Illinois, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, Texas, Vermont, and Virginia, as well as by the Federal Communications Commission to provide interstate telecommunications services. Applicant has not been denied requested certification in any jurisdiction, nor has any permit, license, or certificate been permanently

revoked by any authority. The states within which Applicant currently provides service and information on the number of Customers in those states is provided in **Confidential Exhibit D**.

Applicant's affiliates are authorized to provide telecommunications services in the District of Columbia and all states except Alaska, Montana and Wyoming. Applicant's affiliate, Crown Castle NG Central, LLC ("CCNG-Central") is authorized to provide interexchange telecommunications services pursuant to an Order issued on July 27, 2010 in Docket No. 10-NXTC-769-COC.² Upon completion of the *Pro Forma* Consolidation, Applicant will be authorized to provide telecommunications services in the same jurisdictions as its affiliates.

13. Financial Information:

A. Stock

Line No. (a)	Class of Stock Common Or Preferred etc. (b)	No. of Shares Authorized by charter (c)	No. of Shares Actually Sold (d)	No. of Shares Cancelled (e)	No. of Shares Held for Resale (f)	No. of Shares Outstanding (g)	Par Value per Share (h)	Total Amnt. Outstanding per Fin. Stmt. (i)	Dividends Declared During Year (j)
1									
2									
3									
4									
etc.									

Not applicable. As a limited liability company, Applicant does not have capital stock, but membership interests. Please see **Exhibit A** for the current and post-*Pro Forma* Consolidation

² The authority was initially granted in the name NextG Networks of Illinois, d/b/a NextG Networks Central. CCNG-Central notified the Commission of a name change to its current name, which was approved on August 28, 2014 in Docket No. 15-NXTC-0330-CCN.

ownership structure of Applicant. As stated above, Applicant's ultimate parent company is CCIC, a publicly traded corporation (NYSE: CCI).

- B. List information concerning the stockholders holding the highest number of shares of stock. If no one stockholder holds more than 5% of the total shares outstanding, so indicate by placing an "X" in this blank ___ and omit the information called for in the schedule below.**

Line No. (a)	Name of Stockholder (b)	Address (c)	No. of Shares (d)	No. of Votes (e)	Total Par or Stated Value (f)
1					
2					
3					
4					
etc.					

Not applicable, see Response to Question 13A.

- C. Sole proprietorships and/or partnerships or any other business organization including, but not limited to limited liability companies, limited partnerships, and LLPs must add an Exhibit to show the organizational structure and share interests in assets, liabilities and profits.**

Attached as **Exhibit A** is an organizational chart illustrating the current and post-

Pro Forma Consolidation ownership structures.

14. Applicant's Financial Qualifications (provide as Exhibits):

Please see **Exhibit E**.

15. As an attachment, please provide state of incorporation and proof of incorporation in that state.

Applicant is a New York limited liability company formed on December 24, 2001. A copy of its formation documents, as amended, are attached as **Exhibit F**.

16. As an attachment, please provide proof of registration with the Kansas Secretary of State (must maintain registry and remain in good standing).

A copy of Applicant's Certificate of Authority to Transact Business as a foreign corporation in Kansas, is attached as **Exhibit G**.

17. Name and telephone number of the contact person for customer service.

Crown Fiber's primary point of contact for customer service is:

Ravindra Harcharan
Head of Customer Operations – Fiber Solutions
80 Central Street
Boxborough, MA 01719
Tel: 312-506-1751
Fax: 312-506-0931
ravindra.harcharan@crowncastle.com

18. Competitive Local Exchange (CLEC) applicants need to provide an interconnection or resale agreement with the incumbent local exchange carrier(s) for the service territory designated above, if consummated. Please indicate the docket number(s) and Commission approval date(s) for each. (Local operations may not begin until such agreements have been approved by the KCC.)

At this time, Applicant only seeks a Certificate to provide facilities-based and resold local exchange telecommunications services that do not require an interconnection agreement in the State of Kansas.

19. CLEC Applicants must provide a copy of the Company's proposed Intrastate Access tariff. (Operations may not begin until a tariff has been filed with and approved by the KCC.)

Since Applicant will not provide voice services, including switched access, it is not providing an intrastate switched access tariff.

20. Complete, sign and attach the KCC Telecommunications Carrier Code of Conduct form as part of this application.

Attached as **Exhibit H**, is the Carrier Code of Conduct which has been executed by an officer of the Company.

Granting this Application will promote the public interest by increasing competition in the provision of telecommunications services in Kansas. Applicant will deploy and expand a competitive telecommunications infrastructure in the State, thereby driving prices closer to costs

and ensuring just and reasonable rates in addition to promoting efficiency in the delivery of services and in the development of new services. Applicant will provide customers high quality, cost effective telecommunications services, with an emphasis on customer service. Applicant's operations will be overseen by a well-qualified management team with substantial telecommunications experience and technical expertise.

These benefits work to maximize the public interest by providing continuing incentives for carriers to reduce costs while simultaneously promoting the availability of potentially desirable services.

I. CONCLUSION

For the reasons stated above, Applicant respectfully submits that the public interest, and convenience would be furthered by a grant of this Application for the authority to provide all types of facilities-based and resold local exchange and access telecommunications services. Accordingly, Applicant requests that the Commission expeditiously grant this Application.

Respectfully submitted,

By:



John Kober (Bar No. 11579)
Morgan, Lewis & Bockius LLP
1717 Main Street, Suite 3200
Dallas, TX 75201-7347
Tel: 214-466-4000
Fax: 214-466-4001
john.kober@morganlewis.com

Counsel for Crown Castle Fiber LLC

Dated: August 16, 2018

LIST OF EXHIBITS

Exhibit A – Current and Post-*Pro Forma* Consolidation Ownership Structure

Exhibit B – Response to Question 10

Exhibit C – Response to Question 11 - Management Biographies of Crown Fiber

Exhibit D – List of States Where Crown Fiber Operates [**CONFIDENTIAL**]

Exhibit E – Response to Question 14 - Financial Information of CCIC

Exhibit F – Formation Documents of Crown Fiber

Exhibit G – Certification of Authority to Transact Business of Crown Fiber

Exhibit H –Telecommunications Carrier Code of Conduct

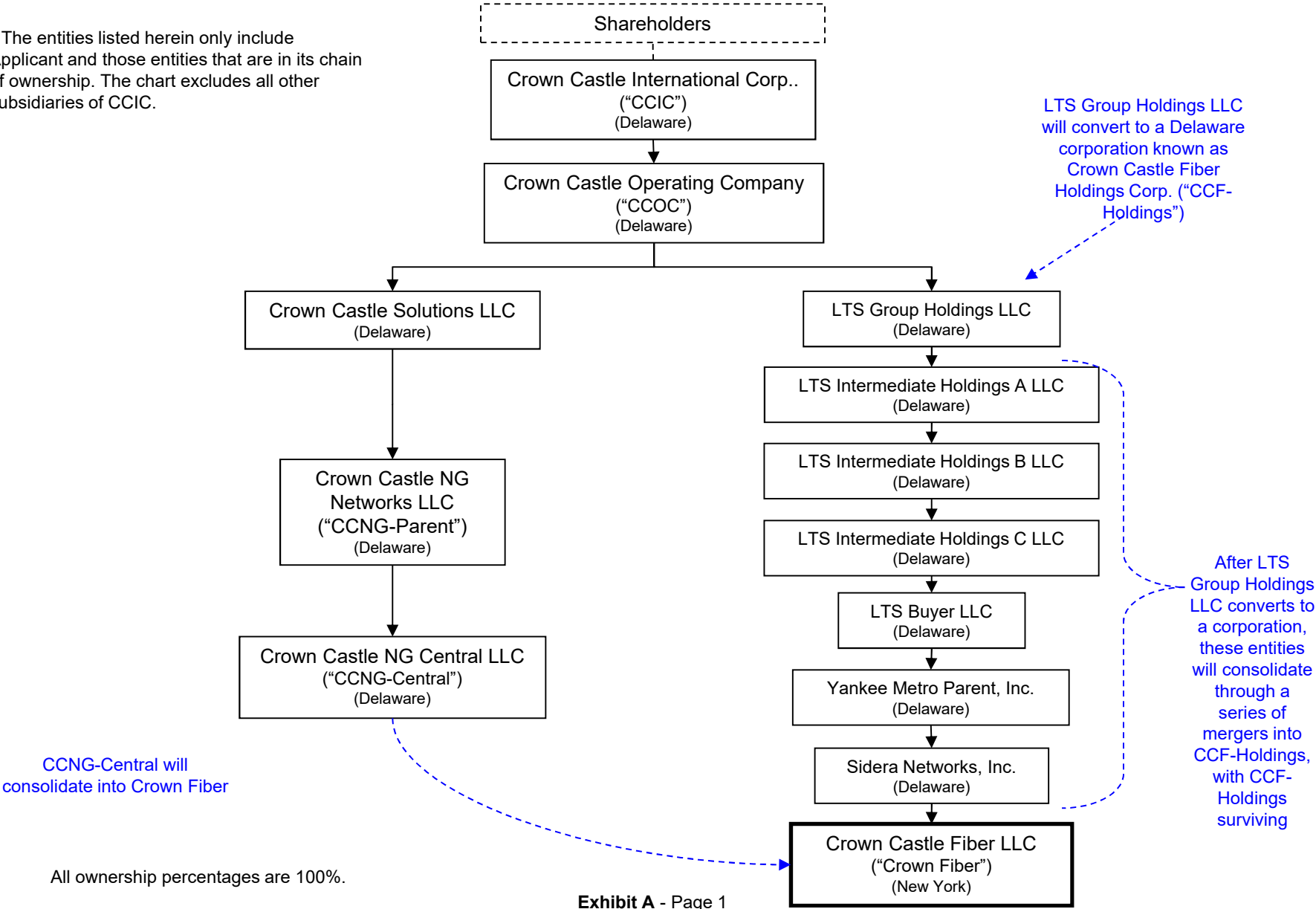
Verification

EXHIBIT A

Current and Post-*Pro Forma* Consolidation Ownership Structure

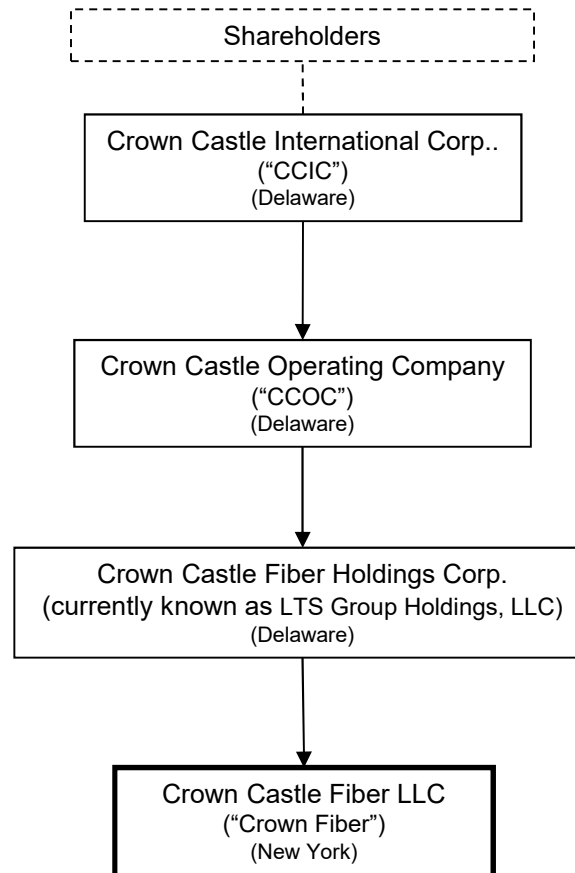
Current Corporate Ownership Structure of Applicant*

* The entities listed herein only include Applicant and those entities that are in its chain of ownership. The chart excludes all other subsidiaries of CCIC.



Post-Pro Forma Consolidation Corporate Ownership Structure of Applicant*

* The entities listed herein only include Crown Fiber and those entities that are in its chain of ownership. The chart excludes all other subsidiaries of CCIC.



All ownership percentages are 100%.

EXHIBIT B

Response to Question 10

- A. Applicant's short run and long run growth plans for providing intrastate telecommunication service in Kansas (i.e. What services will be provided and how quickly? Will service be offered statewide to residential, business or residential and business? Are specific local exchanges, localities or the service area(s) of specific companies included in these plans? If local service, how many exchanges will be served and which of those will be served first? What are the general characteristics of those exchanges?).**

Applicant seeks authority to provide facilities-based and resold local exchange and access telecommunications services throughout the state of Kansas. Applicant is simultaneously filing a separate application for authority to provide interexchange telecommunications services. Crown Fiber proposes to begin providing telecommunications service in Kansas shortly after it has obtained the requisite Commission certification and tariff approval but no later than upon completion of the *Pro Forma* Consolidation.

Applicant's business is building communications solutions for enterprise and carrier customers individually for each project's needs. Applicant seeks to provide primarily facilities-based Dark Fiber, Private Line, Ethernet, Wavelength, Dedicated Internet Access and Collocation services to wholesale (e.g., other carriers) and customers in government, health care, education, financial services, and other enterprises.

Applicant seeks authority to provide local exchange services in all areas that are currently open, or become open in the future, to competition so that it may expand into other services as warranted by market conditions. Applicant does not intend to offer voice services at the present time and does not seek authority to do so. To the extent Applicant may provide voice telephone services in the future, Applicant intends to use the existing local exchange boundaries and established local calling scope of the incumbent local exchange carriers in Kansas. Applicant concurs with the maps and exchange boundaries filed with the Commission by the incumbent local exchange providers, including AT&T and CenturyLink. Accordingly, a map of Applicant's proposed service area is not attached. Applicant will perform network and equipment maintenance necessary to ensure compliance with any quality of service requirements. Applicant will comply with all applicable Commission rules, regulations and standards, and will provide safe, reliable and high-quality telecommunications services in Kansas.

B. Estimated number of company service personnel assigned to telephone service who will be located in Kansas during the time periods mentioned above?

At this time, Applicant does not intend to have personnel located in Kansas. Responsibility for Kansas operations will be handled by Applicant's current management team from its Boxborough, MA location.

C. What telecommunications equipment will be deployed in the state and where will it be deployed over the period of time mentioned above?

Applicant will primarily provide services using its own facilities and facilities leased from other carriers, but also seeks authority to provide service for resale. Applicant does not have plans to deploy specific facilities in Kansas at this time.

D. Has any state or federal entity denied certification to your company or taken any enforcement action against your company's service operations (such as a fine or a Cease and Desist action)? If so, please explain.

Applicant has not been denied requested certification in any jurisdiction, nor has any permit, license, or certificate been permanently revoked by any authority.

E. Provide a list of enforcement proceedings or criminal charges involving applicant or its principals in connection with the provision of telecommunications services within the last five (5) years anywhere in the United States including, but not limited to:

- injunctions
- cease and desist orders
- civil lawsuits
- consent decrees
- assurances of voluntary compliance
- civil investigative demands (CID's)
- subpoenas

Identify the office or administrative agency that instituted each action, the date it was instituted, and the outcome thereof. Provide a copy of the final order or judgment. (This does not include actions for the collection of debts or domestic matters.) If no actions apply please indicate none.

Except as described below, neither Applicant nor any of its officers or directors are currently nor have within the past five (5) years been involved in any enforcement proceedings nor have been the subject of criminal charges by any administrative agency within the United States.

Like other companies of a similar size as Crown Castle International Corp. ("CCIC" and together with its subsidiaries, "Crown Castle"), and given the nature and scope of its business,

Crown Castle is a party to formal and informal disputes, regulatory investigations and litigation from time to time. For additional information on any pending material matters, please refer to CCIC's most recent Forms 10-K and 10-Q available at <http://investor.crowncastle.com/phoenix.zhtml?c=107530&p=irol-sec/>.

Out of an abundance of caution and desire for full disclosure, included below is a brief description of certain proceedings involving Applicant's affiliate, Crown Castle NG West LLC (f/k/a NextG Networks of California, Inc. hereinafter "NextG" or "CCNG West") which may fall within the scope of this question.

1. *Investigation on the Commission's Own Motion into the Operations and Practices of Southern California Edison Company, Celco Partnership LLP d/b/a Verizon Wireless, Sprint Communications Company LP, NextG Networks of California, Inc. and Pacific Bell Telephone Company d/b/a AT&T California and AT&T Mobility LLC, Regarding the Utility Facilities and the Canyon Fire in Malibu of October 2007*, California Public Utilities Commission ("CPUC") Docket No. I.09-01-018.

In January, 2009, the California Public Utilities Commission ("CPUC") filed an Order Instituting Investigation ("OII") ordering an investigation into the cause of a 2007 Malibu Canyon fire. This investigation primarily related to three wood utility poles jointly owned by Southern California Edison ("SCE"), NextG, Verizon, Sprint and AT&T that toppled during high-velocity winds. The matter was settled and the OII closed by D.13-09-026. CCNG-West is in compliance with the conditions of that Decision.

2. *NextG Networks of California, Inc. vs. City of Huntington Beach, California*, Case No. 30 2009-00119646, Superior Court of Orange County, California.

On March 6, 2009, NextG Networks of California, Inc. ("NextG") filed a complaint in Orange County, California, Superior Court challenging the City of Huntington Beach's Wireless Ordinance and Undergrounding Ordinance on the grounds that they violate NextG's right to install its telephone facilities in the public rights of way pursuant to §§ 7901 and 7901.1 of the California Public Utilities Code. NextG also challenged the City's Wireless Ordinance to the extent it imposes on NextG an annual franchise fee requirement in violation of § 50030 of the California Government Code. Under joint stipulation by NextG and the City, the matter has been settled and the Superior County has dismissed this matter.

3. *City of Huntington Beach vs. NextG Networks of California, Inc.*, California Public Utilities Commission ("CPUC") Docket No. 08-04-037.

On April 23, 2008, the City of Huntington Beach ("City") filed a complaint against NextG in which the City alleged that NextG violated the California Environmental Quality Act ("CEQA") and Commission Decision 07-04-045 by filing for and obtaining Commission authorization to construct certain new poles and antennae in the public way in the City. The complaint also alleged that NextG is not a telephone corporation within the meaning of PU Code § 7901. On November 6, 2008, the CPUC-assigned Commissioner and Administrative Law Judge issued a joint ruling that dismissed the City's cause of action alleging that NextG is not a telephone corporation within the meaning of Public Utilities Code § 7901 and held that NextG has rights as a telephone

corporation to use public rights of way in California under § 7901. On December 31, 2008, the City and NextG jointly filed a stipulation in order to resolve the remaining issues in dispute between the parties in this Complaint Proceeding. The stipulation required NextG to file a Proponent's Environmental Assessment ("PEA") and application for Commission authorization for the Huntington Beach network facilities. The Application and PEA were filed on March 3, 2009, and the Commission issued a draft Negative Declaration for public comment on November 19, 2009.

On October 14, 2010, the CPUC issued D.10-10-007 in the consolidated proceeding. D.10-10-007 dismissed the City's Complaint, concluded NextG's proposed construction is authorized under Certificates of Public Convenience and Necessity previously granted to NextG, adopted the Negative Declaration prepared by the Commission staff that NextG's project is exempt from the California Environmental Quality Act, and approved NextG's application.

In November 2010, the City applied for rehearing of D.10-10-007 and requested oral arguments on its application for rehearing on November 23, 2010. In D.11-01-027, the Commission denied the application for rehearing and the request for oral arguments. The City then sought appellate review of D.10-10-007 and D.11-01-027. The City's appeal of those two decisions was resolved in *City of Huntington Beach v. Public Utilities Commission of the State of California* (2013) 214 Cal.App.4th 566, which reversed and set aside the Commission's conclusion that the City's ordinances are preempted.

On October 2, 2013 CCNG West filed a Petition with the Commission to re-open A.09-03-007. On March 26, 2015, the CPUC adopted a settlement agreement between the parties.

EXHIBIT C

Response to Question 11 Applicant's Managerial Qualifications

A. Description of applicant's actual experience in the telecommunications business, specifically that represented in this application.

Applicant is technically and managerially qualified to provide the competitive local exchange and access telecommunications services requested in this Application, in Kansas. Applicant's operations will be directed by its existing corporate management, technical, and operations staffs responsible for the telecommunications operations of Applicant and its affiliates. Collectively, Applicant and its affiliates have been providing telecommunications services for more than 20 years.

B. Managerial qualification of your company's key personnel (copies of resumes are appropriate).

A description of the background of Applicant's key management personnel, corporate officers and directors, which demonstrates the extensive telecommunications experience of Applicant's management team, is included with this exhibit.

Management Biographies

James D. Young, Senior Vice President and Chief Operating Officer - Fiber

James Young has been SVP and COO of Crown Castle Fiber since November 1, 2017. Mr. Young served as Crown Castle's President – Tower Operations from October 2005 until February 2009, at which time he was appointed as Crown Castle's Senior Vice President and Chief Operating Officer. He served in this capacity until his appointment to SVP and COO of Crown Castle Fiber. Prior to joining Crown Castle and since 2000, Mr. Young was Region Vice President – Engineering & Operations at Nextel where he oversaw site development, radio frequency engineering and fixed network elements for Nextel's network in the northeastern United States. From 1997 to 2000, Mr. Young was Vice President, Network/Operations – Florida with Nextel, during which time he oversaw site development, radio frequency and network support for Nextel's network in Florida.

Philip Olivero, Fiber Solutions Chief Technology Officer

As Chief Technology Officer at Crown Castle Fiber, Mr. Olivero oversees the company's product and market development. Mr. Olivero previously served in this capacity at Lighttower until its acquisition by Crown Castle in November 2017. Mr. Olivero came to the company during the merger with Sidera Networks where he served as Executive Vice President and Chief Technology Officer. Prior to this role, he was the Vice President of Engineering at AboveNet, where he was responsible for all aspects of engineering across AboveNet's fiber, optical and IP/Ethernet networks. Mr. Olivero also has served in executive level engineering and operations positions at FiberTower, XO Communications and Fundy Communications (Canada) and held several management positions of increasing responsibility at MCI and Bell Canada. Mr. Olivero holds a Bachelor of Science in Electrical Engineering from the University of Waterloo (Canada).

David Mayer, Fiber Solutions General Counsel

David Mayer brings over 25 years of telecommunications and law expertise to Crown Castle Fiber. Before joining the company, Mr. Mayer was Chief Executive Officer of the private equity fund Viridian Investment Partners. Prior to this, he served as the Executive Vice President of Corporate Development for One Communications. From 1999 through 2006, Mr. Mayer was General Counsel and Executive Vice President of Business Development for Conversent Communications. Before joining Conversent, Mr. Mayer was in private practice primarily to the communications industry. Mr. Mayer received a B.A. from Yale and a J.D. from the University of Texas.

Peter Zarrella, Fiber Solutions Vice President Finance

As the Vice President, Finance at Crown Castle Fiber, Peter is responsible for the integration of the various fiber acquisitions into one Fiber Solutions financial organization. Before he joined Crown Castle during 2017, Peter was a key member of the former Lighttower Fiber Networks Finance team where he played an integral role in helping build the department during a period of exceptional growth. Prior to joining the Lighttower team, Peter began his career with Ernst and Young and progressed through increasing leadership roles with several companies including Honeywell International. Peter has a Bachelor's degree in accounting from Bentley University and is a Certified Public Accountant.

CONFIDENTIAL EXHIBIT D

States In Which Crown Fiber Currently Operates

REDACTED

EXHIBIT E

Response to Question 14 Financial Statements of CCIC

Applicant's Financial Qualifications

Applicant possesses the requisite financial resources to provide telecommunications services in Kansas. Applicant does not maintain financial statements separate from the consolidated financial statements of its ultimate parent company, CCIC. For purposes of this Application, Applicant will rely on the financial statements of CCIC to demonstrate Applicant's financial qualification to operate within Kansas. As shown in the financial statements, Applicant is financially qualified to operate within the State of Kansas.

A. Comparative Income Statements for the immediately preceding three (3) year period (audited positive statements preferred).

Attached are the most recent consolidated financial statements from CCIC's SEC Form 10-K,³ which include income statements for calendar years 2015, 2016 and 2017.

B. Balance Sheets for the immediately preceding three (3) year period (audited positive statements preferred).

Balance sheets for calendar years 2016 and 2017 are included in the attached SEC Form 10-K's.

C. A forward-looking management narrative discussing any significant activity that may impact either the Income Statement or Balance Sheet provided.

Please see the Notes to the attached financial statements and Item 1A of CCIC's Form 10-Q dated August 6, 2018 for a narrative of any significant activities that may have an impact on the financial statements.

³ CCIC's complete SEC Form 10-K is available at <http://investor.crowncastle.com/static-files/0a85c142-239d-4bd3-adeb-124b4f1dc3ed>.

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

FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2017
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 001-16441



CROWN CASTLE INTERNATIONAL CORP.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

76-0470458
(I.R.S. Employer
Identification No.)

1220 Augusta Drive, Suite 600, Houston Texas 77057-2261
(Address of principal executive offices) (Zip Code)
(713) 570-3000
(Registrant's telephone number, including area code)

Securities Registered Pursuant to
Section 12(b) of the Act

Common Stock, \$0.01 par value
6.875% Mandatory Convertible Preferred Stock, Series A, \$0.01 par value

Name of Each Exchange
on Which Registered

New York Stock Exchange
New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: NONE.

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

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

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a small reporting company or an emerging growth company. See definitions of a "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth 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 ☐ Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act ☐

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was approximately \$36.5 billion as of June 30, 2017, the last business day of the registrant's most recently completed second fiscal quarter, based on the New York Stock Exchange closing price on that day of \$100.18 per share.

Applicable Only to Corporate Registrants

As of February 21, 2018, there were 406,906,992 shares of common stock outstanding.

Documents Incorporated by Reference

The information required to be furnished pursuant to Part III of this Form 10-K will be set forth in, and incorporated by reference from, the registrant's definitive proxy statement for the annual meeting of stockholders ("2018 Proxy Statement"), which will be filed with the Securities and Exchange Commission not later than 120 days after the end of the fiscal year ended December 31, 2017.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Crown Castle International Corp.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Crown Castle International Corp. and its subsidiaries as of December 31, 2017 and 2016, and the related consolidated statements of operations and comprehensive income (loss), of cash flows, and of equity for each of the three years in the period ended December 31, 2017, including the related notes and financial statement schedules listed in the accompanying index (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2017 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As described in Management's Report on Internal Control over Financial Reporting, management has excluded FiberNet, Wilcon, and Lightower from its assessment of internal control over financial reporting as of December 31, 2017, because they were acquired by the Company in purchase business combinations during 2017. We have also excluded FiberNet, Wilcon, and Lightower from our audit of internal control over financial reporting. FiberNet, Wilcon, and Lightower are wholly-owned subsidiaries whose total assets and total revenues excluded from management's assessment and our audit of internal control over financial reporting collectively represent approximately \$3.1 billion and \$314 million, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2017.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted

accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP
Pittsburgh, Pennsylvania
February 26, 2018

We have served as the Company's auditor since 2011.

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(In thousands of dollars, except share amounts)

	December 31,	
	2017	2016
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 314,094	\$ 567,599
Restricted cash	121,065	124,547
Receivables, net of allowance of \$13,746 and \$11,314, respectively	397,585	373,532
Prepaid expenses	162,366	128,721
Other current assets	138,670	130,362
Total current assets	1,133,780	1,324,761
Deferred site rental receivables	1,300,338	1,317,658
Property and equipment, net	12,932,885	9,805,315
Goodwill	10,021,468	5,757,676
Site rental contracts and customer relationships, net	5,626,435	3,298,778
Other intangible assets, net	335,324	351,294
Long-term prepaid rent and other assets, net	879,340	819,610
Total assets	<u>\$ 32,229,570</u>	<u>\$ 22,675,092</u>
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 248,817	\$ 188,516
Accrued interest	131,790	97,019
Deferred revenues	457,116	353,005
Other accrued liabilities	339,108	221,066
Current maturities of debt and other obligations	115,251	101,749
Total current liabilities	1,292,082	961,355
Debt and other long-term obligations	16,044,369	12,069,393
Other long-term liabilities	2,554,037	2,087,229
Total liabilities	19,890,488	15,117,977
Commitments and contingencies (see note 14)		
CCIC stockholders' equity:		
Common stock, \$0.01 par value; 600,000,000 shares authorized; shares issued and outstanding: December 31, 2017—406,280,673 and December 31, 2016—360,536,659	4,063	3,605
6.875% Mandatory Convertible Preferred Stock, Series A, \$0.01 par value; 20,000,000 shares authorized; shares issued and outstanding: December 31, 2017—1,649,998 and December 31, 2016—0; aggregate liquidation value: December 31, 2017—\$1,649,998 and December 31, 2016—\$0	17	—
Additional paid-in capital	16,843,607	10,938,236
Accumulated other comprehensive income (loss)	(3,989)	(5,888)
Dividends/distributions in excess of earnings	(4,504,616)	(3,378,838)
Total equity	12,339,082	7,557,115
Total liabilities and equity	<u>\$ 32,229,570</u>	<u>\$ 22,675,092</u>

See accompanying notes to consolidated financial statements.

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
(In thousands of dollars, except per share amounts)

	Years Ended December 31,		
	2017	2016	2015
Net revenues:			
Site rental	\$ 3,669,191	\$ 3,233,307	\$ 3,018,413
Network services and other	686,414	687,918	645,438
Net revenues	4,355,605	3,921,225	3,663,851
Operating expenses:			
Costs of operations ^(a) :			
Site rental	1,143,914	1,023,350	963,869
Network services and other	419,787	417,171	357,557
General and administrative	426,698	371,031	310,921
Asset write-down charges	17,322	34,453	33,468
Acquisition and integration costs	61,431	17,453	15,678
Depreciation, amortization and accretion	1,242,408	1,108,551	1,036,178
Total operating expenses	3,311,560	2,972,009	2,717,671
Operating income (loss)	1,044,045	949,216	946,180
Interest expense and amortization of deferred financing costs	(590,682)	(515,032)	(527,128)
Gains (losses) on retirement of long-term obligations	(3,525)	(52,291)	(4,157)
Interest income	18,761	796	1,906
Other income (expense)	1,994	(8,835)	57,028
Income (loss) from continuing operations before income taxes	470,593	373,854	473,829
Benefit (provision) for income taxes	(26,043)	(16,881)	51,457
Income (loss) from continuing operations	444,550	356,973	525,286
Discontinued operations (see note 3):			
Income (loss) from discontinued operations, net of tax	—	—	19,690
Net gain (loss) from disposal of discontinued operations, net of tax	—	—	979,359
Income (loss) from discontinued operations, net of tax	—	—	999,049
Net income (loss)	444,550	356,973	1,524,335
Less: Net income (loss) attributable to the noncontrolling interest	—	—	3,343
Net income (loss) attributable to CCIC stockholders	444,550	356,973	1,520,992
Dividends on preferred stock	(58,294)	(32,991)	(43,988)
Net income (loss) attributable to CCIC common stockholders	\$ 386,256	\$ 323,982	\$ 1,477,004
Net income (loss)	\$ 444,550	\$ 356,973	\$ 1,524,335
Other comprehensive income (loss):			
Interest rate swaps reclassified into results of operations, net of taxes	—	—	18,725
Foreign currency translation adjustments	1,899	(1,490)	(14,137)
Amounts reclassified into discontinued operations for foreign currency translation adjustments (see note 3)	—	—	(25,678)
Total other comprehensive income (loss)	1,899	(1,490)	(21,090)
Comprehensive income (loss) attributable to CCIC stockholders	\$ 446,449	\$ 355,483	\$ 1,503,245
Net income (loss) attributable to CCIC common stockholders, per common share:			
Income (loss) from continuing operations, basic	\$ 1.01	\$ 0.95	\$ 1.45
Income (loss) from discontinued operations, basic	\$ —	\$ —	\$ 2.99
Net income (loss) attributable to CCIC common stockholders, basic	\$ 1.01	\$ 0.95	\$ 4.44
Income (loss) from continuing operations, diluted	\$ 1.01	\$ 0.95	\$ 1.44
Income (loss) from discontinued operations, diluted	\$ —	\$ —	\$ 2.98
Net income (loss) attributable to CCIC common stockholders, diluted	\$ 1.01	\$ 0.95	\$ 4.42
Weighted-average common shares outstanding (in thousands):			
Basic	381,740	340,349	333,002
Diluted	383,221	340,879	334,062
Dividends/distributions declared per share of common stock	\$ 3.90	\$ 3.61	\$ 3.35

(a) Exclusive of depreciation, amortization and accretion shown separately.

See accompanying notes to consolidated financial statements.

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
(In thousands of dollars)

	Years Ended December 31,		
	2017	2016	2015
Cash flows from operating activities:			
Net income (loss) from continuing operations	\$ 444,550	\$ 356,973	\$ 525,286
Adjustments to reconcile net income (loss) to net cash provided by (used for) operating activities:			
Depreciation, amortization and accretion	1,242,408	1,108,551	1,036,178
(Gains) losses on retirement of long-term obligations	3,525	52,291	4,157
(Gains) losses on settled swaps	328	2,608	(54,475)
Amortization of deferred financing costs and other non-cash interest	9,368	14,333	37,126
Stock-based compensation expense	91,647	79,338	60,773
Asset write-down charges	17,322	34,453	33,468
Deferred income tax (benefit) provision	14,888	8,603	(60,618)
Other non-cash adjustments, net	(1,648)	2,451	(8,915)
Changes in assets and liabilities, excluding the effects of acquisitions:			
Increase (decrease) in accrued interest	34,771	30,044	32
Increase (decrease) in accounts payable	(34,067)	10,600	(5,287)
Increase (decrease) in deferred revenues, deferred ground lease payables, other accrued liabilities and other liabilities	175,522	195,998	325,880
Decrease (increase) in receivables	60,859	(58,664)	12,668
Decrease (increase) in prepaid expenses, deferred site rental receivables, long-term prepaid rent, restricted cash and other assets	(15,287)	(55,315)	(112,248)
Net cash provided by (used for) operating activities	2,044,186	1,782,264	1,794,025
Cash flows from investing activities:			
Payment for acquisitions of businesses, net of cash acquired	(9,260,135)	(556,854)	(1,102,179)
Capital expenditures	(1,228,071)	(873,883)	(908,892)
Net (payments) receipts from settled swaps	(328)	8,141	54,475
Other investing activities, net	(5,487)	12,364	(3,138)
Net cash provided by (used for) investing activities	(10,494,021)	(1,410,232)	(1,959,734)
Cash flows from financing activities:			
Proceeds from issuance of long-term debt	3,092,323	5,201,010	1,000,000
Principal payments on debt and other long-term obligations	(118,880)	(95,787)	(102,866)
Purchases and redemptions of long-term debt	—	(4,044,834)	(1,069,337)
Payments under revolving credit facility	(1,840,000)	(4,565,000)	(1,360,000)
Borrowings under revolving credit facility	2,820,000	3,440,000	1,790,000
Payments for financing costs	(29,240)	(41,533)	(19,642)
Net proceeds from issuance of common stock	4,221,329	1,325,865	—
Net proceeds from issuance of preferred stock	1,607,759	—	—
Purchases of common stock	(23,307)	(24,936)	(29,657)
Dividends/distributions paid on common stock	(1,508,705)	(1,239,158)	(1,116,444)
Dividends paid on preferred stock	(29,935)	(43,988)	(43,988)
Net (increase) decrease in restricted cash	3,808	(7,931)	16,458
Net cash provided by (used for) financing activities	8,195,152	(96,292)	(935,476)
Net increase (decrease) in cash and cash equivalents - continuing operations	(254,683)	275,740	(1,101,185)
Discontinued operations (see note 3):			
Net cash provided by (used for) operating activities	—	—	2,700
Net cash provided by (used for) investing activities	—	113,150	1,103,577
Net increase (decrease) in cash and cash equivalents - discontinued operations	—	113,150	1,106,277
Effect of exchange rate changes on cash	1,178	(101)	(1,902)
Cash and cash equivalents at beginning of year	567,599	178,810	175,620 ^(a)
Cash and cash equivalents at end of year	\$ 314,094	\$ 567,599	\$ 178,810

(a) Inclusive of cash and cash equivalents included in discontinued operations.

See accompanying notes to consolidated financial statements.

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF EQUITY
(In thousands of dollars, except share data)

	Common Stock		6.875% Mandatory Convertible Preferred Stock		4.50% Mandatory Convertible Preferred Stock		Accumulated Other Comprehensive Income (Loss) ("AOCI")				Dividends/Distributions in Excess of Earnings	Noncontrolling interest from discontinued operations	Total
	Shares	(\$0.01 Par)	Shares	(\$0.01 Par)	Shares	(\$0.01 Par)	Additional Paid-In Capital	Foreign Currency Translation Adjustments	Derivative Instruments	Total AOCI			
Balance, December 31, 2014	333,856,632	\$ 3,339	—	—	9,775,000	— \$ 98	\$9,512,396	\$ 34,545	\$ (18,725)	\$ 15,820	\$ (2,815,428)	\$ 21,003	\$6,737,228
Stock-based compensation related activity, net of forfeitures	251,554	2	—	—	—	—	65,838	—	—	—	—	—	65,840
Purchases and retirement of common stock	(336,526)	(3)	—	—	—	—	(29,654)	—	—	—	—	—	(29,657)
Other comprehensive income (loss) ^(a)	—	—	—	—	—	—	—	(38,943)	18,725	(20,218)	—	(872)	(21,090)
Disposition of CCAL	—	—	—	—	—	—	—	—	—	—	—	(23,474)	(23,474)
Common stock dividends/distributions	—	—	—	—	—	—	—	—	—	—	(1,119,973)	—	(1,119,973)
Preferred stock dividends	—	—	—	—	—	—	—	—	—	—	(43,988)	—	(43,988)
Net income (loss)	—	—	—	—	—	—	—	—	—	—	1,520,992	3,343	1,524,335
Balance, December 31, 2015	333,771,660	\$ 3,338	—	—	9,775,000	\$ 98	\$9,548,580	\$ (4,398)	\$ —	\$ (4,398)	\$ (2,458,397)	\$ —	\$7,089,221

(a) See the consolidated statement of operations and comprehensive income (loss) for the components of "total other comprehensive income (loss)" and note 9 with respect to the reclassification adjustment.

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF EQUITY
(In thousands of dollars, except share data)

	Common Stock		6.875% Mandatory Convertible Preferred Stock		4.50% Mandatory Convertible Preferred Stock		Additional Paid-In Capital	AOCI			Dividends/Distributions in Excess of Earnings	Noncontrolling interest from discontinued operations	Total
	Shares	(\$0.01 Par)	Shares	(\$0.01 Par)	Shares	(\$0.01 Par)		Foreign Currency Translation Adjustments	Derivative Instruments	Total AOCI			
Balance, December 31, 2015	333,771,660	\$ 3,338	—	—	9,775,000	\$ 98	\$ 9,548,580	\$ (4,398)	\$ —	\$ (4,398)	\$ (2,458,397)	\$ —	\$ 7,089,221
Stock-based compensation related activity, net of forfeitures	263,782	2	—	—	—	—	86,271	—	—	—	—	—	86,273
Purchases and retirement of common stock	(289,531)	(3)	—	—	—	—	(24,933)	—	—	—	—	—	(24,936)
Net proceeds from issuance of common stock	15,178,064	152	—	—	—	—	1,325,713	—	—	—	—	—	1,325,865
Other comprehensive income (loss) ^(a)	—	—	—	—	—	—	—	(1,490)	—	(1,490)	—	—	(1,490)
Recognition of excess tax benefit	—	—	—	—	—	—	2,623	—	—	—	—	—	2,623
Common stock dividends/distributions	—	—	—	—	—	—	—	—	—	—	(1,244,423)	—	(1,244,423)
Preferred stock dividends	—	—	—	—	—	—	—	—	—	—	(32,991)	—	(32,991)
Conversion of preferred stock to common stock (see note 12)	11,612,684	116	—	—	(9,775,000)	(98)	(18)	—	—	—	—	—	—
Net income (loss)	—	—	—	—	—	—	—	—	—	—	356,973	—	356,973
Balance, December 31, 2016	360,536,659	\$ 3,605	—	—	—	\$ —	\$ 10,938,236	\$ (5,888)	\$ —	\$ (5,888)	\$ (3,378,838)	\$ —	\$ 7,557,115

(a) See the consolidated statement of operations and comprehensive income (loss) for the components of "total other comprehensive income (loss)."

See accompanying notes to consolidated financial statements.

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF EQUITY
(In thousands of dollars, except share data)

	Common Stock		6.875% Mandatory Convertible Preferred Stock		4.50% Mandatory Convertible Preferred Stock		Additional Paid-In Capital	AOCI			Dividends/Distributions in Excess of Earnings	Noncontrolling Interest from discontinued operations	Total
	Shares	(\$0.01 Par)	Shares	(\$0.01 Par)	Shares	(\$0.01 Par)		Foreign Currency Translation Adjustments	Derivative Instruments	Total AOCI			
Balance, December 31, 2016	360,536,659	\$ 3,605	—	—	—	\$ —	\$10,938,236	\$ (5,888)	\$ —	\$ (5,888)	\$ (3,378,838)	\$ —	\$ 7,557,115
Stock-based compensation related activity, net of forfeitures	861,028	10	—	—	—	—	99,978	—	—	—	—	—	99,988
Purchases and retirement of common stock	(259,331)	(3)	—	—	—	—	(23,304)	—	—	—	—	—	(23,307)
Net proceeds from issuances of common stock (see note 12)	45,142,300	451	—	—	—	—	4,220,878	—	—	—	—	—	4,221,329
Net proceeds from issuances of preferred stock (see note 12)	—	—	1,650,000	17	—	—	1,607,742	—	—	—	—	—	1,607,759
Other comprehensive income (loss) ^(a)	—	—	—	—	—	—	—	1,899	—	1,899	—	—	1,899
Recognition of excess tax benefit	—	—	—	—	—	—	77	—	—	—	—	—	77
Common stock dividends/distributions	—	—	—	—	—	—	—	—	—	—	(1,512,034)	—	(1,512,034)
Preferred stock dividends	—	—	—	—	—	—	—	—	—	—	(58,294)	—	(58,294)
Conversion of preferred stock to common stock (see note 12)	17	—	(2)	—	—	—	—	—	—	—	—	—	—
Net income (loss)	—	—	—	—	—	—	—	—	—	—	444,550	—	444,550
Balance, December 31, 2017	406,280,673	\$ 4,063	1,649,998	17	—	\$ —	\$16,843,607	\$ (3,989)	\$ —	\$ (3,989)	\$ (4,504,616)	\$ —	\$12,339,082

(a) See the consolidated statement of operations and comprehensive income (loss) for the components of "total other comprehensive income (loss)."

See accompanying notes to consolidated financial statements.

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

FORM 10-K

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

For the fiscal year ended December 31, 2016
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 001-16441



CROWN CASTLE INTERNATIONAL CORP.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

76-0470458
(I.R.S. Employer
Identification No.)

1220 Augusta Drive, Suite 600, Houston Texas 77057-2261
(Address of principal executive offices) (Zip Code)
(713) 570-3000
(Registrant's telephone number, including area code)

Securities Registered Pursuant to
Section 12(b) of the Act

Common Stock, \$.01 par value

Name of Each Exchange
on Which Registered

New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: NONE.

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

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

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See definitions of a "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 ☐ Smaller reporting company ☐

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was approximately \$34.1 billion as of June 30, 2016, the last business day of the registrant's most recently completed second fiscal quarter, based on the New York Stock Exchange closing price on that day of \$101.43 per share.

Applicable Only to Corporate Registrants

As of February 15, 2017 there were 360,538,298 shares of common stock outstanding.

Documents Incorporated by Reference

The information required to be furnished pursuant to Part III of this Form 10-K will be set forth in, and incorporated by reference from, the registrant's definitive proxy statement for the annual meeting of stockholders (the "2017 Proxy Statement"), which will be filed with the Securities and Exchange Commission not later than 120 days after the end of the fiscal year ended December 31, 2016.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Crown Castle International Corp.

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Crown Castle International Corp. and its subsidiaries ("the Company") as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedules listed in the accompanying index present fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedules, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A.(b). Our responsibility is to express opinions on these financial statements, on the financial statement schedules, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 2 to the consolidated financial statements, the Company changed the manner in which it classifies debt issuance costs in 2016.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP
Pittsburgh, Pennsylvania
February 22, 2017

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(In thousands of dollars, except share amounts)

	December 31,	
	2016	2015
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 567,599	\$ 178,810
Restricted cash	124,547	130,731
Receivables, net of allowance of \$11,314 and \$9,574, respectively	373,532	313,296
Prepaid expenses	128,721	133,194
Other current assets	130,362	225,214
Total current assets	1,324,761	981,245
Deferred site rental receivables	1,317,658	1,306,408
Property and equipment, net	9,805,315	9,580,057
Goodwill	5,757,676	5,513,551
Site rental contracts and customer relationships, net	3,298,778	3,421,180
Other intangible assets, net	351,294	358,735
Long-term prepaid rent and other assets, net	819,610	775,790
Total assets	<u>\$ 22,675,092</u>	<u>\$ 21,936,966</u>
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 188,516	\$ 159,629
Accrued interest	97,019	66,975
Deferred revenues	353,005	322,623
Other accrued liabilities	221,066	199,923
Current maturities of debt and other obligations	101,749	106,219
Total current liabilities	961,355	855,369
Debt and other long-term obligations	12,069,393	12,043,740
Other long-term liabilities	2,087,229	1,948,636
Total liabilities	15,117,977	14,847,745
Commitments and contingencies (see note 14)		
CCIC stockholders' equity:		
Common stock, \$.01 par value; 600,000,000 shares authorized; shares issued and outstanding: December 31, 2016—360,536,659 and December 31, 2015—333,771,660	3,605	3,338
4.50% Mandatory Convertible Preferred Stock, Series A, \$.01 par value; 20,000,000 shares authorized; shares issued and outstanding: December 31, 2016—0 and December 31, 2015—9,775,000; aggregate liquidation value: December 31, 2016—0 and December 31, 2015—\$977,500	—	98
Additional paid-in capital	10,938,236	9,548,580
Accumulated other comprehensive income (loss)	(5,888)	(4,398)
Dividends/distributions in excess of earnings	(3,378,838)	(2,458,397)
Total equity	7,557,115	7,089,221
Total liabilities and equity	<u>\$ 22,675,092</u>	<u>\$ 21,936,966</u>

See accompanying notes to consolidated financial statements.

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
(In thousands of dollars, except per share amounts)

	Years Ended December 31,		
	2016	2015	2014
Net revenues:			
Site rental	\$ 3,233,307	\$ 3,018,413	\$ 2,866,613
Network services and other	687,918	645,438	672,143
	<u>3,921,225</u>	<u>3,663,851</u>	<u>3,538,756</u>
Operating expenses:			
Costs of operations ^(a) :			
Site rental	1,023,350	963,869	906,152
Network services and other	417,171	357,557	400,454
General and administrative	371,031	310,921	257,296
Asset write-down charges	34,453	33,468	14,246
Acquisition and integration costs	17,453	15,678	34,145
Depreciation, amortization and accretion	1,108,551	1,036,178	985,781
Total operating expenses	<u>2,972,009</u>	<u>2,717,671</u>	<u>2,598,074</u>
Operating income (loss)	949,216	946,180	940,682
Interest expense and amortization of deferred financing costs	(515,032)	(527,128)	(573,291)
Gains (losses) on retirement of long-term obligations	(52,291)	(4,157)	(44,629)
Interest income	796	1,906	315
Other income (expense)	(8,835)	57,028	11,993
Income (loss) from continuing operations before income taxes	373,854	473,829	335,070
Benefit (provision) for income taxes	(16,881)	51,457	11,244
Income (loss) from continuing operations	356,973	525,286	346,314
Discontinued operations (see note 3):			
Income (loss) from discontinued operations, net of tax	—	19,690	52,460
Net gain (loss) from disposal of discontinued operations, net of tax	—	979,359	—
Income (loss) from discontinued operations, net of tax	—	999,049	52,460
Net income (loss)	356,973	1,524,335	398,774
Less: Net income (loss) attributable to the noncontrolling interest	—	3,343	8,261
Net income (loss) attributable to CCIC stockholders	356,973	1,520,992	390,513
Dividends on preferred stock	(32,991)	(43,988)	(43,988)
Net income (loss) attributable to CCIC common stockholders	<u>\$ 323,982</u>	<u>\$ 1,477,004</u>	<u>\$ 346,525</u>
Net income (loss)	<u>\$ 356,973</u>	<u>\$ 1,524,335</u>	<u>\$ 398,774</u>
Other comprehensive income (loss):			
Interest rate swaps reclassified into results of operations, net of taxes	—	18,725	63,148
Foreign currency translation adjustments	(1,490)	(14,137)	(25,432)
Amounts reclassified into discontinued operations for foreign currency translation adjustments (see note 3)	—	(25,678)	—
Total other comprehensive income (loss)	<u>(1,490)</u>	<u>(21,090)</u>	<u>37,716</u>
Comprehensive income (loss)	355,483	1,503,245	436,490
Less: Comprehensive income (loss) attributable to the noncontrolling interest	—	—	6,545
Comprehensive income (loss) attributable to CCIC stockholders	<u>\$ 355,483</u>	<u>\$ 1,503,245</u>	<u>\$ 429,945</u>
Net income (loss) attributable to CCIC common stockholders, per common share:			
Income (loss) from continuing operations, basic	\$ 0.95	\$ 1.45	\$ 0.91
Income (loss) from discontinued operations, basic	\$ —	\$ 2.99	\$ 0.13
Net income (loss) attributable to CCIC common stockholders, basic	<u>\$ 0.95</u>	<u>\$ 4.44</u>	<u>\$ 1.04</u>
Income (loss) from continuing operations, diluted	\$ 0.95	\$ 1.44	\$ 0.91
Income (loss) from discontinued operations, diluted	\$ —	\$ 2.98	\$ 0.13
Net income (loss) attributable to CCIC common stockholders, diluted	<u>\$ 0.95</u>	<u>\$ 4.42</u>	<u>\$ 1.04</u>
Weighted-average common shares outstanding (in thousands):			
Basic	340,349	333,002	332,302
Diluted	340,879	334,062	333,265
Dividends/distributions declared per share	\$ 3.61	\$ 3.35	\$ 1.87

(a) Exclusive of depreciation, amortization and accretion shown separately.

See accompanying notes to consolidated financial statements.

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
(In thousands of dollars)

	Years Ended December 31,		
	2016	2015	2014
Cash flows from operating activities:			
Net income (loss) from continuing operations	\$ 356,973	\$ 525,286	\$ 346,314
Adjustments to reconcile net income (loss) to net cash provided by (used for) operating activities:			
Depreciation, amortization and accretion	1,108,551	1,036,178	985,781
Gains (losses) on retirement of long-term obligations	52,291	4,157	44,629
Gains (losses) on settled swaps	2,608	(54,475)	—
Amortization of deferred financing costs and other non-cash interest	14,333	37,126	80,854
Stock-based compensation expense	79,338	60,773	51,497
Asset write-down charges	34,453	33,468	14,246
Deferred income tax benefit (provision)	8,603	(60,618)	(21,859)
Other non-cash adjustments, net	2,451	(8,915)	(25,679)
Changes in assets and liabilities, excluding the effects of acquisitions:			
Increase (decrease) in accrued interest	30,044	32	1,361
Increase (decrease) in accounts payable	10,600	(5,287)	12,281
Increase (decrease) in deferred revenues, deferred ground lease payables, other accrued liabilities and other liabilities	195,998	325,880	397,363
Decrease (increase) in receivables	(58,664)	12,668	(77,116)
Decrease (increase) in prepaid expenses, deferred site rental receivables, long-term prepaid rent, restricted cash and other assets	(55,315)	(112,248)	(209,475)
Net cash provided by (used for) operating activities	1,782,264	1,794,025	1,600,197
Cash flows from investing activities:			
Payment for acquisitions of businesses, net of cash acquired	(556,854)	(1,102,179)	(461,651)
Capital expenditures	(873,883)	(908,892)	(758,535)
Receipts from foreign currency swaps	8,141	54,475	—
Other investing activities, net	12,364	(3,138)	3,477
Net cash provided by (used for) investing activities	(1,410,232)	(1,959,734)	(1,216,709)
Cash flows from financing activities:			
Proceeds from issuance of long-term debt	5,201,010	1,000,000	845,750
Principal payments on debt and other long-term obligations	(95,787)	(102,866)	(116,426)
Purchases and redemptions of long-term debt	(4,044,834)	(1,069,337)	(836,899)
Payments under revolving credit facility	(4,565,000)	(1,360,000)	(698,000)
Borrowings under revolving credit facility	3,440,000	1,790,000	1,019,000
Payments for financing costs	(41,533)	(19,642)	(15,899)
Net proceeds from issuance of capital stock	1,325,865	—	—
Purchases of capital stock	(24,936)	(29,657)	(21,872)
Dividends/distributions paid on common stock	(1,239,158)	(1,116,444)	(624,297)
Dividends paid on preferred stock	(43,988)	(43,988)	(44,354)
Net (increase) decrease in restricted cash	(7,931)	16,458	30,010
Net cash provided by (used for) financing activities	(96,292)	(935,476)	(462,987)
Net increase (decrease) in cash and cash equivalents - continuing operations	275,740	(1,101,185)	(79,499)
Discontinued operations (see note 3):			
Net cash provided by (used for) operating activities	—	2,700	65,933
Net cash provided by (used for) investing activities	113,150	1,103,577	(26,196)
Net increase (decrease) in cash and cash equivalents - discontinued operations	113,150	1,106,277	39,737
Effect of exchange rate changes on cash	(101)	(1,902)	(8,012)
Cash and cash equivalents at beginning of year	178,810	175,620 ^(a)	223,394 ^(a)
Cash and cash equivalents at end of year	\$ 567,599	\$ 178,810	\$ 175,620 ^(a)

(a) Inclusive of cash and cash equivalents included in discontinued operations.

See accompanying notes to consolidated financial statements.

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF EQUITY
(In thousands of dollars, except share data)

	CCIC Stockholders' Equity										
	Common Stock		4.50% Mandatory Convertible Preferred Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss) ("AOCI")				Noncontrolling interest from discontinued operations	Total
	Shares	(\$01 Par)	Shares	(\$01 Par)		Foreign Currency Translation Adjustments	Derivative Instruments	Total AOCI	Dividends/Distributions in Excess of Earnings		
Balance, December 31, 2013	334,070,016	\$ 3,341	9,775,000	\$ 98	\$9,482,769	\$ 58,261	\$ (81,873)	\$ (23,612)	\$ (2,535,879)	\$ 14,458	\$6,941,175
Stock-based compensation related activity, net of forfeitures	79,490	1	—	—	51,496	—	—	—	—	—	51,497
Purchases and retirement of capital stock	(292,874)	(3)	—	—	(21,869)	—	—	—	—	—	(21,872)
Other comprehensive income (loss) ^(a)	—	—	—	—	—	(23,716)	63,148	39,432	—	(1,716)	37,716
Common stock dividends/distributions	—	—	—	—	—	—	—	—	(626,074)	—	(626,074)
Preferred stock dividends	—	—	—	—	—	—	—	—	(43,988)	—	(43,988)
Net income (loss)	—	—	—	—	—	—	—	—	390,513	8,261	398,774
Balance, December 31, 2014	333,856,632	\$ 3,339	9,775,000	\$ 98	\$9,512,396	\$ 34,545	\$ (18,725)	\$ 15,820	\$ (2,815,428)	\$ 21,003	\$6,737,228

(a) See the consolidated statement of operations and comprehensive income (loss) for the components of "total other comprehensive income (loss)" and note 9 with respect to the reclassification adjustment.

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF EQUITY
(In thousands of dollars, except share data)

	CCIC Stockholders' Equity										Noncontrolling interest from discontinued operations	Total
	Common Stock		4.50% Mandatory Convertible Preferred Stock		Additional Paid-In Capital	AOCI			Dividends/Distributions in Excess of Earnings			
	Shares	(\$01 Par)	Shares	(\$01 Par)		Foreign Currency Translation Adjustments	Derivative Instruments	Total AOCI				
Balance, December 31, 2014	333,856,632	\$ 3,339	9,775,000	\$ 98	\$ 9,512,396	\$ 34,545	\$ (18,725)	\$ 15,820	\$ (2,815,428)	\$ 21,003	\$ 6,737,228	
Stock-based compensation related activity, net of forfeitures	251,554	2	—	—	65,838	—	—	—	—	—	65,840	
Purchases and retirement of capital stock	(336,526)	(3)	—	—	(29,654)	—	—	—	—	—	(29,657)	
Other comprehensive income (loss) ^(a)	—	—	—	—	—	(38,943)	18,725	(20,218)	—	(872)	(21,090)	
Disposition of CCAL	—	—	—	—	—	—	—	—	—	(23,474)	(23,474)	
Common stock dividends/distributions	—	—	—	—	—	—	—	—	(1,119,973)	—	(1,119,973)	
Preferred stock dividends	—	—	—	—	—	—	—	—	(43,988)	—	(43,988)	
Net income (loss)	—	—	—	—	—	—	—	—	1,520,992	3,343	1,524,335	
Balance, December 31, 2015	333,771,660	\$ 3,338	9,775,000	\$ 98	\$ 9,548,580	\$ (4,398)	\$ —	\$ (4,398)	\$ (2,458,397)	\$ —	\$ 7,089,221	

(a) See the consolidated statement of operations and comprehensive income (loss) for the components of "total other comprehensive income (loss)" and note 9 with respect to the reclassification adjustment.

See accompanying notes to consolidated financial statements.

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF EQUITY
(In thousands of dollars, except share data)

	CCIC Stockholders' Equity										
	Common Stock		4.50% Mandatory Convertible Preferred Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss) ("AOCI")					Noncontrolling interest from discontinued operations
	Shares	(\$.01 Par)	Shares	(\$.01 Par)		Foreign Currency Translation Adjustments	Derivative Instruments	Total AOCI	Dividends/Distributions in Excess of Earnings		
Balance, December 31, 2015	333,771,660	\$ 3,338	9,775,000	\$ 98	\$ 9,548,580	\$ (4,398)	\$ —	\$ (4,398)	\$ (2,458,397)	\$ —	\$ 7,089,221
Stock-based compensation related activity, net of forfeitures	263,782	2	—	—	86,271	—	—	—	—	—	86,273
Purchases and retirement of capital stock	(289,531)	(3)	—	—	(24,933)	—	—	—	—	—	(24,936)
Net proceeds from issuances of Common Stock (see note 12)	15,178,064	152	—	—	1,325,713	—	—	—	—	—	1,325,865
Other comprehensive income (loss) ^(a)	—	—	—	—	—	(1,490)	—	(1,490)	—	—	(1,490)
Recognition of excess tax benefit	—	—	—	—	2,623	—	—	—	—	—	2,623
Common stock dividends/distributions	—	—	—	—	—	—	—	—	(1,244,423)	—	(1,244,423)
Preferred stock dividends	—	—	—	—	—	—	—	—	(32,991)	—	(32,991)
Conversion of preferred stock to common stock (see note 12)	11,612,684	116	(9,775,000)	(98)	(18)	—	—	—	—	—	—
Net income (loss)	—	—	—	—	—	—	—	—	356,973	—	356,973
Balance, December 31, 2016	360,536,659	\$ 3,605	—	\$ —	\$ 10,938,236	\$ (5,888)	\$ —	\$ (5,888)	\$ (3,378,838)	\$ —	\$ 7,557,115

(a) See the consolidated statement of operations and comprehensive income (loss) for the components of "total other comprehensive income (loss)."

See accompanying notes to consolidated financial statements.

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

FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2015
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 001-16441



CROWN CASTLE INTERNATIONAL CORP.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

76-0470458
(I.R.S. Employer
Identification No.)

1220 Augusta Drive, Suite 600, Houston Texas 77057-2261
(Address of principal executive offices) (Zip Code)
(713) 570-3000
(Registrant's telephone number, including area code)

Securities Registered Pursuant to
Section 12(b) of the Act

Common Stock, \$.01 par value
4.50% Mandatory Convertible Preferred Stock, Series A, \$.01 par value

Name of Each Exchange
on Which Registered

New York Stock Exchange
New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: NONE.

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

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

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See definitions of a "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 ☐ Smaller reporting company ☐

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was approximately \$26.6 billion as of June 30, 2015, the last business day of the registrant's most recently completed second fiscal quarter, based on the New York Stock Exchange closing price on that day of \$80.30 per share.

Applicable Only to Corporate Registrants

As of February 15, 2016 there were 333,768,610 shares of common stock outstanding.

Documents Incorporated by Reference

The information required to be furnished pursuant to Part III of this Form 10-K will be set forth in, and incorporated by reference from, the registrant's definitive proxy statement for the annual meeting of stockholders (the "2016 Proxy Statement"), which will be filed with the Securities and Exchange Commission not later than 120 days after the end of the fiscal year ended December 31, 2015.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Crown Castle International Corp.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations and comprehensive income (loss), of equity and of cash flows present fairly, in all material respects, the financial position of Crown Castle International Corp. and its subsidiaries ("the Company") at December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedules listed in the accompanying index appearing under Item 15(a)(2) present fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedules, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9B. Our responsibility is to express opinions on these financial statements, on the financial statement schedules, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP
Pittsburgh, Pennsylvania
February 22, 2016

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(In thousands of dollars, except share amounts)

	December 31,	
	2015	2014
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 178,810	\$ 151,312
Restricted cash	130,731	147,411
Receivables, net of allowance of \$9,574 and \$10,037, respectively	313,296	313,308
Prepaid expenses	133,194	138,873
Other current assets	225,214	119,309
Assets from discontinued operations (see note 3)	—	412,783
Total current assets	981,245	1,282,996
Deferred site rental receivables	1,306,408	1,202,058
Property and equipment, net	9,580,057	8,982,783
Goodwill	5,513,551	5,196,485
Site rental contracts and customer relationships, net	3,421,180	3,287,144
Other intangible assets, net	358,735	394,407
Long-term prepaid rent, deferred financing costs and other assets, net	875,069	797,403
Total assets	\$ 22,036,245	\$ 21,143,276
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 159,629	\$ 162,397
Accrued interest	66,975	66,943
Deferred revenues	322,623	279,882
Other accrued liabilities	199,923	182,081
Current maturities of debt and other obligations	106,219	113,335
Liabilities from discontinued operations (see note 3)	—	127,493
Total current liabilities	855,369	932,131
Debt and other long-term obligations	12,143,019	11,807,526
Other long-term liabilities	1,948,636	1,666,391
Total liabilities	14,947,024	14,406,048
Commitments and contingencies (see note 14)		
CCIC stockholders' equity:		
Common stock, \$.01 par value; 600,000,000 shares authorized; shares issued and outstanding: December 31, 2015—333,771,660 and December 31, 2014—333,856,632	3,338	3,339
4.50% Mandatory Convertible Preferred Stock, Series A, \$.01 par value; 20,000,000 shares authorized; shares issued and outstanding: December 31, 2015 and 2014—9,775,000; aggregate liquidation value: December 31, 2015 and 2014—\$977,500	98	98
Additional paid-in capital	9,548,580	9,512,396
Accumulated other comprehensive income (loss)	(4,398)	15,820
Dividends/distributions in excess of earnings	(2,458,397)	(2,815,428)
Total CCIC stockholders' equity	7,089,221	6,716,225
Noncontrolling interest from discontinued operations	—	21,003
Total equity	7,089,221	6,737,228
Total liabilities and equity	\$ 22,036,245	\$ 21,143,276

See accompanying notes to consolidated financial statements.

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
(In thousands of dollars, except per share amounts)

	Years Ended December 31,		
	2015	2014	2013
Net revenues:			
Site rental	\$ 3,018,413	\$ 2,866,613	\$ 2,371,380
Network services and other	645,438	672,143	494,371
	3,663,851	3,538,756	2,865,751
Operating expenses:			
Costs of operations ^(a) :			
Site rental	963,869	906,152	686,873
Network services and other	357,557	400,454	304,144
General and administrative	310,921	257,296	213,519
Asset write-down charges	33,468	14,246	13,595
Acquisition and integration costs	15,678	34,145	25,574
Depreciation, amortization and accretion	1,036,178	985,781	741,342
Total operating expenses	2,717,671	2,598,074	1,985,047
Operating income (loss)	946,180	940,682	880,704
Interest expense and amortization of deferred financing costs	(527,128)	(573,291)	(589,630)
Gains (losses) on retirement of long-term obligations	(4,157)	(44,629)	(37,127)
Interest income	1,906	315	956
Other income (expense)	57,028	11,993	(3,902)
Income (loss) from continuing operations before income taxes	473,829	335,070	251,001
Benefit (provision) for income taxes	51,457	11,244	(191,000)
Income (loss) from continuing operations	525,286	346,314	60,001
Discontinued operations (see note 3):			
Income (loss) from discontinued operations, net of tax	19,690	52,460	33,900
Net gain (loss) from disposal of discontinued operations, net of tax	979,359	—	—
Income (loss) from discontinued operations, net of tax	999,049	52,460	33,900
Net income (loss)	1,524,335	398,774	93,901
Less: Net income (loss) attributable to the noncontrolling interest	3,343	8,261	3,790
Net income (loss) attributable to CCIC stockholders	1,520,992	390,513	90,111
Dividends on preferred stock	(43,988)	(43,988)	(11,363)
Net income (loss) attributable to CCIC common stockholders	\$ 1,477,004	\$ 346,525	\$ 78,748
Net income (loss)	\$ 1,524,335	\$ 398,774	\$ 93,901
Other comprehensive income (loss):			
Interest rate swaps reclassified into results of operations, net of taxes	18,725	63,148	82,043
Foreign currency translation adjustments	(14,137)	(25,432)	(45,714)
Amounts reclassified into discontinued operations for foreign currency translation adjustments (see note 3)	(25,678)	—	—
Total other comprehensive income (loss)	(21,090)	37,716	36,329
Comprehensive income (loss)	1,503,245	436,490	130,230
Less: Comprehensive income (loss) attributable to the noncontrolling interest	—	6,545	1,940
Comprehensive income (loss) attributable to CCIC stockholders	\$ 1,503,245	\$ 429,945	\$ 128,290
Net income (loss) attributable to CCIC common stockholders, per common share:			
Income (loss) from continuing operations, basic	\$ 1.45	\$ 0.91	\$ 0.16
Income (loss) from discontinued operations, basic	\$ 2.99	\$ 0.13	\$ 0.10
Net income (loss) attributable to CCIC common stockholders, basic	\$ 4.44	\$ 1.04	\$ 0.26
Income (loss) from continuing operations, diluted	\$ 1.44	\$ 0.91	\$ 0.16
Income (loss) from discontinued operations, diluted	\$ 2.98	\$ 0.13	\$ 0.10
Net income (loss) attributable to CCIC common stockholders, diluted	\$ 4.42	\$ 1.04	\$ 0.26
Weighted-average common shares outstanding (in thousands):			
Basic	333,002	332,302	298,083
Diluted	334,062	333,265	299,293
Dividends/distributions declared per share	\$ 3.35	\$ 1.87	\$ —

(a) Exclusive of depreciation, amortization and accretion shown separately.

See accompanying notes to consolidated financial statements.

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
(In thousands of dollars)

	Years Ended December 31,		
	2015	2014	2013
Cash flows from operating activities:			
Net income (loss) from continuing operations	\$ 525,286	\$ 346,314	\$ 60,001
Adjustments to reconcile net income (loss) to net cash provided by (used for) operating activities:			
Depreciation, amortization and accretion	1,036,178	985,781	741,342
Gains (losses) on retirement of long-term obligations	4,157	44,629	37,127
Gains (losses) on settled swaps	(54,475)	—	—
Amortization of deferred financing costs and other non-cash interest	37,126	80,854	99,245
Stock-based compensation expense	60,773	51,497	39,030
Asset write-down charges	33,468	14,246	13,595
Deferred income tax benefit (provision)	(60,618)	(21,859)	174,269
Other non-cash adjustments, net	(8,915)	(25,679)	2,974
Changes in assets and liabilities, excluding the effects of acquisitions:			
Increase (decrease) in accrued interest	32	1,361	12,990
Increase (decrease) in accounts payable	(5,287)	12,281	28,665
Increase (decrease) in deferred revenues, deferred ground lease payables, other accrued liabilities and other liabilities	325,880	397,363	242,687
Decrease (increase) in receivables	12,668	(77,116)	(64,026)
Decrease (increase) in prepaid expenses, deferred site rental receivables, long-term prepaid rent, restricted cash and other assets	(112,248)	(209,475)	(216,840)
Net cash provided by (used for) operating activities	1,794,025	1,600,197	1,171,059
Cash flows from investing activities:			
Payment for acquisitions of businesses, net of cash acquired	(1,102,179)	(461,651)	(4,931,752)
Capital expenditures	(908,892)	(758,535)	(534,809)
Receipts from foreign currency swaps	54,475	—	—
Other investing activities, net	(3,138)	3,477	7,276
Net cash provided by (used for) investing activities	(1,959,734)	(1,216,709)	(5,459,285)
Cash flows from financing activities:			
Proceeds from issuance of long-term debt	1,000,000	845,750	1,618,430
Net proceeds from issuance of capital stock	—	—	2,980,586
Net proceeds from issuance of preferred stock	—	—	950,886
Principal payments on debt and other long-term obligations	(102,866)	(116,426)	(101,322)
Purchases and redemptions of long-term debt	(1,069,337)	(836,899)	(762,970)
Purchases of capital stock	(29,657)	(21,872)	(99,458)
Borrowings under revolving credit facility	1,790,000	1,019,000	976,032
Payments under revolving credit facility	(1,360,000)	(698,000)	(1,855,032)
Payments for financing costs	(19,642)	(15,899)	(30,001)
Net (increase) decrease in restricted cash	16,458	30,010	385,982
Dividends/distributions paid on common stock	(1,116,444)	(624,297)	—
Dividends paid on preferred stock	(43,988)	(44,354)	—
Net cash provided by (used for) financing activities	(935,476)	(462,987)	4,063,133
Net increase (decrease) in cash and cash equivalents - continuing operations	(1,101,185)	(79,499)	(225,093)
Discontinued operations (see note 3):			
Net cash provided by (used for) operating activities	2,700	65,933	66,597
Net cash provided by (used for) investing activities	1,103,577	(26,196)	(61,684)
Net increase (decrease) in cash and cash equivalents - discontinued operations	1,106,277	39,737	4,913
Effect of exchange rate changes on cash	(1,902)	(8,012)	2,210
Cash and cash equivalents at beginning of year	175,620 ^(a)	223,394 ^(a)	441,364 ^(a)
Cash and cash equivalents at end of year	\$ 178,810	\$ 175,620 ^(a)	\$ 223,394 ^(a)

(a) Inclusive of cash and cash equivalents included in discontinued operations.

See accompanying notes to consolidated financial statements.

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF EQUITY
(In thousands of dollars, except share amounts)

	CCIC Stockholders' Equity										
	Common Stock		4.50% Mandatory Convertible Preferred Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss) ("AOCI")				Noncontrolling interest from discontinued operations	Total
	Shares	(\$0.01 Par)	Shares	(\$0.01 Par)		Foreign Currency Translation Adjustments	Derivative Instruments	Total AOCI	Dividends/Distributions in Excess of Earnings		
Balance, December 31, 2012	293,164,786	\$ 2,932	—	\$ —	\$5,623,595	\$ 102,125	\$ (163,916)	\$ (61,791)	\$ (2,625,990)	\$ 12,518	\$2,951,264
Stock-based compensation related activity, net of forfeitures	934,691	9	—	—	39,021	—	—	—	—	—	39,030
Purchases and retirement of capital stock	(1,429,461)	(14)	—	—	(99,444)	—	—	—	—	—	(99,458)
Net proceeds from issuance of Common Stock	41,400,000	414	—	—	2,980,172	—	—	—	—	—	2,980,586
Net proceeds from issuance of preferred stock	—	—	9,775,000	98	950,788	—	—	—	—	—	950,886
Other comprehensive income (loss) ^(a)	—	—	—	—	—	(43,864)	82,043	38,179	—	(1,850)	36,329
Preferred stock dividends	—	—	—	—	(11,363)	—	—	—	—	—	(11,363)
Net income (loss)	—	—	—	—	—	—	—	—	90,111	3,790	93,901
Balance, December 31, 2013	334,070,016	\$ 3,341	9,775,000	\$ 98	\$9,482,769	\$ 58,261	\$ (81,873)	\$ (23,612)	\$ (2,535,879)	\$ 14,458	\$6,941,175

(a) See the consolidated statement of operations and comprehensive income (loss) for the components of "total other comprehensive income (loss)" and note 9 with respect to the reclassification adjustment.

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF EQUITY
(In thousands of dollars, except share amounts)

CCIC Stockholders' Equity											
	Common Stock		4.50% Mandatory Convertible Preferred Stock		Additional Paid-In Capital	AOCI			Dividends/Distributions in Excess of Earnings	Noncontrolling interest from discontinued operations	Total
	Shares	(\$.01 Par)	Shares	(\$.01 Par)		Foreign Currency Translation Adjustments	Derivative Instruments	Total AOCI			
Balance, December 31, 2013	334,070,016	\$ 3,341	9,775,000	\$ 98	\$9,482,769	\$ 58,261	\$ (81,873)	\$ (23,612)	\$ (2,535,879)	\$ 14,458	\$6,941,175
Stock-based compensation related activity, net of forfeitures	79,490	1	—	—	51,496	—	—	—	—	—	51,497
Purchases and retirement of capital stock	(292,874)	(3)	—	—	(21,869)	—	—	—	—	—	(21,872)
Other comprehensive income (loss)(a)	—	—	—	—	—	(23,716)	63,148	39,432	—	(1,716)	37,716
Common stock dividends/distributions	—	—	—	—	—	—	—	—	(626,074)	—	(626,074)
Preferred stock dividends	—	—	—	—	—	—	—	—	(43,988)	—	(43,988)
Net income (loss)	—	—	—	—	—	—	—	—	390,513	8,261	398,774
Balance, December 31, 2014	333,856,632	\$ 3,339	9,775,000	\$ 98	\$9,512,396	\$ 34,545	\$ (18,725)	\$ 15,820	\$ (2,815,428)	\$ 21,003	\$6,737,228

(a) See the consolidated statement of operations and comprehensive income (loss) for the components of "total other comprehensive income (loss)" and note 9 with respect to the reclassification adjustment.

See accompanying notes to consolidated financial statements.

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF EQUITY
(In thousands of dollars, except share amounts)

	CCIC Stockholders' Equity										
	Common Stock		4.50% Mandatory Convertible Preferred Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss) ("AOCI")				Noncontrolling interest from discontinued operations	Total
						Foreign Currency Translation Adjustments	Derivative Instruments	Total AOCI	Dividends/Distributions in Excess of Earnings		
	Shares	(\$0.01 Par)	Shares	(\$0.01 Par)							
Balance, December 31, 2014	333,856,632	\$ 3,339	9,775,000	\$ 98	\$9,512,396	\$ 34,545	\$ (18,725)	\$ 15,820	\$ (2,815,428)	\$ 21,003	\$6,737,228
Stock-based compensation related activity, net of forfeitures	251,554	2	—	—	65,838	—	—	—	—	—	65,840
Purchases and retirement of capital stock	(336,526)	(3)	—	—	(29,654)	—	—	—	—	—	(29,657)
Other comprehensive income (loss) ^(a)	—	—	—	—	—	(38,943)	18,725	(20,218)	—	(872)	(21,090)
Disposition of CCAL	—	—	—	—	—	—	—	—	—	(23,474)	(23,474)
Common stock dividends/distributions	—	—	—	—	—	—	—	—	(1,119,973)	—	(1,119,973)
Preferred stock dividends	—	—	—	—	—	—	—	—	(43,988)	—	(43,988)
Net income (loss)	—	—	—	—	—	—	—	—	1,520,992	3,343	1,524,335
Balance, December 31, 2015	333,771,660	\$ 3,338	9,775,000	\$ 98	\$9,548,580	\$ (4,398)	\$ —	\$ (4,398)	\$ (2,458,397)	\$ —	\$7,089,221

(a) See the consolidated statement of operations and comprehensive income (loss) for the components of "total other comprehensive income (loss)" and note 9 with respect to the reclassification adjustment.

See accompanying notes to consolidated financial statements.

EXHIBIT F

Formation Documents of Crown Fiber

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
May 16, 2018.



A handwritten signature in black ink, appearing to read "B. Fitzgerald", followed by a long horizontal line.

Brendan Fitzgerald
Executive Deputy Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
LIGHTOWER FIBER NETWORKS II, LLC

Under Section 211 of the Limited Liability Company Law

FIRST: The name of the limited liability company is: Lightower Fiber Networks II, LLC

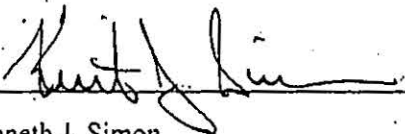
If the name of the limited liability company has been changed, the name under which it was organized: Con Edison Communications, LLC.

SECOND: The date of the filing of the articles of organization is: December 24, 2001.

THIRD: The amendment effected by this certificate of amendment is as follows:

Paragraph 1 of the Articles of Organization relating to the name of the limited liability company is hereby amended as follows FIRST: The name of the limited liability company is Crown Castle Fiber LLC.

Executed this 16th day of May, 2018 by:



Kenneth J. Simon

Authorized Person

CERTIFICATE OF RESERVATION

=====

ENTITY NAME: CROWN CASTLE FIBER LLC

DOCUMENT TYPE: RESERVATION FOR NAME CHANGE (DOM LLC)

=====

FILED: 04/20/2018 DURATION: 06/20/2018 CASH#: 180420000512 FILM #: 180420000471

FILER:

LIGHTTOWER FIBER NETWORKS II, LLC
C/O LYNN HOWELL
1220 AUGUSTA DR STE 600
HOUSTON, TX 77057-6801

ADDRESS FOR PROCESS:

REGISTERED AGENT:

** SUBMIT RECEIPT WHEN FILING CERTIFICATE **

APPLICANT NAME : LYNN HOWELL

=====

SERVICE COMPANY: C T CORPORATION SYSTEM - 07

SERVICE CODE: 07

FEES 45.00

PAYMENTS 45.00

FILING 20.00

CASH 0.00

TAX 0.00

CHECK 0.00

CERT 0.00

CHARGE 0.00

COPIES 0.00

DRAWDOWN 45.00

HANDLING 25.00

OPAL 0.00

REFUND 0.00

=====

10937967SD

DOS-1025 (04/2007)

CT07

525

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF ORGANIZATION

OF

LIGHTOWER FIBER NETWORKS II, LLC

Under Section 211 of the Limited Liability Company Law

Filers name and mailing address:

Lynn Howell

Crown Castle

1220 Augusta Drive, Suite 600

Houston, TX 77057

100

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 16 2018

TAXS

BY:

FILED

2018 MAY 16 PM 12:35

DRAWDOWN
Cst Ref: 10975593JC

RECEIVED

2018 MAY 16 AM 11:52

543

EXHIBIT G

Certificate of Authority to Transact Business of Crown Fiber

KRIS W. KOBACH
Secretary of State



Memorial Hall, 1st Floor
120 S.W. 10th Avenue
Topeka, KS 66612-1594
(785) 296-4564

STATE OF KANSAS

May 31, 2018

DENISE ROOKSTOOL
THE CORPORATION COMPANY, INC.

RE: CROWN CASTLE FIBER LLC

ID. # 5204342 (USE IN ALL CORRESPONDENCE WITH OUR OFFICE)

Enclosed is certified copy of the foreign limited liability company application for registration in the state of Kansas. Your foreign limited liability company's business entity identification number is at the top of this page. This business entity identification number should be used in all correspondence with our office.

Every foreign limited liability company must file an annual report with our office and pay a filing fee. The annual report and fee are due together on the 15th day of the fourth month following the tax closing month. (For example, if the tax closing month is December, the due date is April 15 of the following year). The annual report may be filed as early as January 1. An annual report is not required if the company has not been incorporated for six months prior to its first tax year end. If the company operates on a tax year end other than the calendar year, you must notify our office in writing prior to December 31.

The annual report may be filed electronically at www.sos.ks.gov or you may obtain a paper form from the Web site.

PLEASE NOTE: For information regarding taxes, contact the Kansas Department of Revenue at (785) 368-8222 or www.ksrevenue.org.

sm

520-434-2

FA

KANSAS SECRETARY OF STATE
Application for Registration of
Foreign Covered Entity

Memorial Hall, 1st Floor
120 S.W. 10th Avenue
Topeka, KS 66612-1594

(785) 296-4564
kssos@ks.gov
www.sos.ks.gov

Return file-stamped document to (name and address):

3598 01
051 010
\$165.00

FILED BY KS SOS
05-31-2018
02:31:36 PM
FILE#: 5204342



05189486

All information on the application for registration must be complete and accompanied by the correct filing fee or the document will not be accepted for filing. A certificate of existence or good standing from the home state must accompany the application.

Choose type of covered
entity:

☐ Corporation for profit
(fee \$115) 51-03

☐ Series limited liability company
(fee \$250) 51-03
(Statement 10a applies)

☐ Corporation not for profit
(fee \$115) 51-17

☐ Limited partnership
(fee \$165) 51-08

☒ Limited liability company
(fee \$165) 51-10

☐ Limited liability partnership
(fee \$165) 51-18
(Statement 10b applies)

1. Name of covered entity:
(17-7831(a))

Crown Castle Fiber LLC

2. State or foreign country
of origin:
(17-7831(b))

New York

3. Date of formation in
home state:
(17-7831(c))

Month	Day	Year
12	24	2001

4. Include a statement (certificate of good standing/existence*) issued within 90 days of the application by the proper officer of the jurisdiction where such foreign entity is organized (usually the Secretary of State or comparable agency) that the entity exists in good standing under the laws of the jurisdiction of its organization. (17-7831(d))

* Click here to see each state/jurisdiction's certificate and issuing agency.

5. Date the covered entity
began doing business
in Kansas if different
than the filing date:
(17-7831(e))

Month	Day	Year
06	01	2018

See FA-I #5 for additional filings and fees that may be due.

6. Name of resident agent and address of registered office in Kansas:

(17-7831(g))

Must be a Kansas street address. A.P.O. Box is unacceptable.

Name

The Corporation Company, Inc.

Street Address

112 SW 7th Street, Suite 3C

City

Topeka

State

KS

Zip

66603

7. Fiscal year end:

12/31

8. Full nature and character of business to be conducted in Kansas:

(17-7831(e))

wireless infrastructure

9. The foreign covered entity hereby consents, without power of revocation, that actions may be commenced against it in the proper court of any county in the state of Kansas; and the foreign covered entity stipulates and agrees that such service shall be taken and held in all courts to be valid and binding as if due service had been made upon the authorized persons of the foreign covered entity. (17-7831(g))

10a. This statement applies to foreign series limited liability companies only, and applies only if the series limited liability company is chosen as type of covered entity.

The operating agreement for this LLC provides for the establishment of one or more series. When the company has filed a certificate of designation for each series, which is to have limited liability, the debts, liabilities, and obligations incurred, contracted for, or otherwise existing with respect to a particular series of the limited liability company are enforceable against the assets of such series only, and not against the assets of the limited liability company generally or any other series thereof, and none of the debts, liabilities, obligations, and expenses incurred, contracted for, or otherwise existing with respect to the limited liability company generally or any other series thereof shall be enforceable against the assets of such a series. (17-78,143(e))

10b. This statement applies to foreign limited liability partnerships only, and applies only if the foreign limited liability partnership is chosen as type of covered entity.

The above-named partnership elects to be a foreign limited liability partnership. (58a-1001(e)(3))

11. I declare under penalty of perjury pursuant to the laws of the state of Kansas that the foregoing is true and correct. (17-1708)

Signature of Authorized Person (17-783)

Name of Signer (Printed or Typed)

Lynn Howell, Asst. Sec. of Member

State of New York Department of State } ss:

I hereby certify, that CON EDISON COMMUNICATIONS, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 12/24/2001, and that the Limited Liability Company is existing so far as shown by the records of the Department.

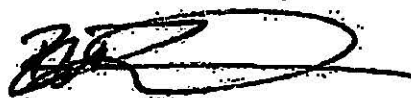
A Certificate of Amendment CON EDISON COMMUNICATIONS, LLC, changing its name to RCN NEW YORK COMMUNICATIONS, LLC, was filed 03/17/2006.

A Certificate of Amendment RCN NEW YORK COMMUNICATIONS, LLC, changing its name to SIDERA NETWORKS, LLC, was filed 11/17/2010.

A Certificate of Amendment SIDERA NETWORKS, LLC, changing its name to LIGHTOWER FIBER NETWORKS II, LLC, was filed 09/25/2014.

A Certificate of Amendment LIGHTOWER FIBER NETWORKS II, LLC, changing its name to CROWN CASTLE FIBER LLC, was filed 05/16/2018.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 29th day of May
two thousand and eighteen.*



Brendan W. Fitzgerald
Executive Deputy Secretary of State



201805300276 * EZ



I hereby certify this to be a true and
correct copy of the original on file.
Certified on this date: 05/31/2018
KRIS W. KOBACH
Secretary of State *Kris W. Kobach*

EXHIBIT H

Telecommunications Carrier Code of Conduct Kansas Corporation Commission

As a provider of telecommunications services in the state of Kansas, Applicant, by and through its undersigned officer, commits to comply with the following:

- If applying for certification to provide local telecommunications service, provide:
 - Access to 911 and E911 services;
 - White page directory listings;
 - Access to telephone relay services;
 - Access to directory assistance;
 - Access to operator services;
 - Equal access to interLATA long distance carriers;
 - Free blocking of 900- and 700-type services
 - Interconnection on a nondiscriminatory basis with other local exchange carriers
- If requesting Eligible Telecommunications Carrier (ETC) designation, provide all applicable federal Lifeline discounts.
- Follow all applicable Commission rules and regulations.
- Maintain required registration with the Office of the Kansas Secretary of State. To contact the Kansas Secretary of State: Memorial Hall, First Floor, 120 SW 10 Ave., Topeka, KS 66612-1594 (785) 296-4564 or www.kssos.org.
- File Annual Interrogatory Form in accordance with the Commission's Order in Docket 13-GIMT-736-GIT dated December 3, 2013.
- Pay all assessments due to the Commission and/or the Citizen's Utilities Ratepayer Board (CURB) pursuant to K.S.A. 66-1501, 66-1502, 66-1503, and 66-1504.
- File reports and pay assessments to the Kansas Universal Service Fund (KUSF) as set forth in K.S.A. 66-2008(a) and the Commission's December 27, 1996 Order in Docket No. 94-GIMT-478-GIT. KUSF instructions and remittance forms may be obtained online at www.gvnw.com/usf/kansas/index.htm.
- A competitive local exchange carrier wishing to discontinue service shall notify customers and the Commission in accordance with Order No. 7 in the Commission's Docket No. 01-GIMT-649-GIT. An inter-exchange carrier providing service in Kansas wishing to discontinue service shall notify customers in accordance with FCC regulations.
- Promptly notify the Commission of any change of address and contact information.

- Treat each customer equally to all other similarly situated customers, free of prejudice or disadvantage.
- Respect customers' right to select different telecommunications services and vendors.
- Administer procedures to prevent deceptive and unfair marketing practices aimed at potential or existing customers.
- Protect customers' right to privacy, by safeguarding records and personal information against unauthorized use.
- Respond to consumer complaints or inquiries submitted by Commission Staff thoroughly and quickly.

Crown Castle Fiber LLC



Neil Dickson

Vice President – Corporate and Commercial Transactions

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF WASHINGTON

§
§
§

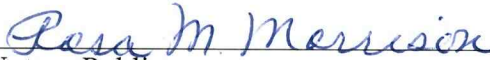
OATH

Neil Dickson, being duly sworn, deposes and says that he is the Vice President- Corporate and Commercial Transactions of Crown Castle Fiber LLC; and that the facts set forth in the foregoing application have been prepared under his direction, from the original books, papers and records of said company, that he examined same, and declares same to be true and correct to the best of his/her knowledge and belief. Further, that applicant has full knowledge of the Kansas Corporation Commission's jurisdiction affecting interexchange providers and will comply with the applicable requirements of this Commission.

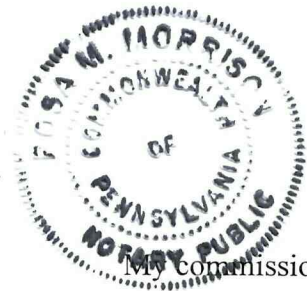


Neil Dickson
Vice President – Corporate and Commercial
Transactions

Sworn and subscribed before me this 7th day of AUGUST, 2018.



Notary Public



My commission expires May 11, 2020

