

Jean L. Kiddoo  
Brett P. Ferenchak  
jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com  
Our file no.: 0000350467

July 14, 2010

**Via Overnight Courier**

Julie P. Orchard, Commission Secretary  
Utah Public Service Commission  
Heber M. Wells Building, 4th Floor  
160 East 300 South  
Salt Lake City, Utah 84111

**Re: Joint Application of NewPath Networks, Inc., NewPath Networks, LLC and Crown Castle Solutions Corp. for Approval of the Indirect Transfer of Control of NewPath Networks, LLC**

Dear Ms. Orchard:

On behalf of NewPath Networks, Inc., NewPath Networks, LLC and Crown Castle Solutions Corp. (collectively, "Applicants"), enclosed for filing are an original and eight (8) copies of the above-referenced Joint Application. Also enclosed is CD-ROM containing an electronic version of the Joint Application in MSWord and PDF formats.

Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, postage paid envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact Brett Ferenchak at 202-373-6697.

Respectfully submitted,



Jean L. Kiddoo  
Brett P. Ferenchak

Counsel for NP-Parent and NewPath

Attachment

Boston  
Frankfurt  
Hartford  
Hong Kong  
London  
Los Angeles  
New York  
Orange County  
San Francisco  
Santa Monica  
Silicon Valley  
Tokyo  
Washington

Bingham McCutchen LLP  
2020 K Street NW  
Washington, DC  
20006-1806

T +1.202.373.6000  
F +1.202.373.6001  
bingham.com

Jean L. Kiddoo, Esq.  
Brett P. Ferenchak, Esq.  
Bingham McCutchen LLP  
2020 K Street, N.W.  
Washington, DC 20006  
202-373-6000 (Tel)  
202-373-6001 (Fax)  
jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

Robert L. Ritter, Senior Attorney  
Monica Gambino, Vice President- Legal  
Crown Castle  
2000 Corporate Drive  
Canonsburg, PA 15317  
724-416-2417 (Tel)  
724-416-4239 (Fax)  
bob.ritter@crowncastle.com  
monicagambino@crowncastle.com

Counsel for NewPath Networks, LLC

---

**BEFORE THE  
PUBLIC SERVICE COMMISSION OF UTAH**

---

<p>Joint Application of</p> <p><b>NewPath Networks, Inc.</b> <b>NewPath Networks, LLC</b> and <b>Crown Castle Solutions Corp.</b></p> <p>For Approval of an Indirect Change of Control of NewPath Networks, LLC</p>	<p>JOINT APPLICATION</p> <p>Docket No. _____</p>
---	--

NewPath Networks, Inc. (“NP-Parent”), its wholly owned direct subsidiary NewPath Networks, LLC (“NewPath” and together with NP-Parent, the “Company”) and Crown Castle Solutions Corp. (“Solutions”) (the Company and Solutions and collectively, “Applicants”), through their undersigned counsel and pursuant to Utah Code Ann. §§ 54-4-28 & 54-4-29 and the rules of the Commission, including R746-349-7, request approval or such authority as may be necessary or required to enable the parties to consummate a transaction between NP-Parent and Solutions through which Solutions will acquire indirect control of NewPath.

The Applicants request that the Commission act expeditiously to grant the authority requested herein as soon as possible, so that the Applicants can timely consummate the proposed transaction to meet important business objectives.

In support of their Application, the Applicants state as follows:

**I. DESCRIPTION OF THE APPLICANTS**

**A. NewPath Networks, Inc. and NewPath Networks, LLC**

NewPath Networks, Inc. is a Delaware corporation with its principal office located at 768 Garfield Street, Seattle, Washington 98109. The Company is a wireless infrastructure company that, through its operating subsidiaries including NewPath, designs, develops and operates fiber-fed wireless carrier networks to improve signal strength and network capacity. The Company increases existing carrier footprints by adding network coverage in hard-to-reach areas to increase quality for the wireless customers. The Company's network typically is run over existing infrastructure, such as telephone poles and street lights to expand carrier networks with solutions that are aesthetically acceptable to local communities and municipalities. Where necessary, the Company may install telephone poles and other facilities specifically designed to accommodate its network equipment. The Company focuses on bringing turnkey wireless communications solutions to areas where traditional network build-out is difficult due to zoning or cost constraints, such as large corporate, retail, or university campuses, sports arenas and stadiums and neighborhood areas.

NewPath is a New Jersey limited liability company and wholly owned subsidiary of NP-Parent. NewPath's principal place of business is the same as NP-Parent's. NewPath provides transport and backhaul services to other carriers, primarily wireless telecommunications providers and other wireless information service providers, using a Distributed Antenna System ("DAS"). In Utah, NewPath is authorized to provide distributed antenna system services pursuant to Certificate No. 2512 granted in Docket No. 09-2512-01 on February 9, 2010.

**B. Crown Castle Solutions Corp.**

Crown Castle Solutions Corp. is a Delaware corporation and wholly owned indirect subsidiary of Crown Castle International Corp. (“CCI”), a publicly traded (NYSE: CCI) Delaware corporation. Solutions and CCI have principal offices at 1220 Augusta Drive, Suite 500, Houston, Texas 77057-2261. CCI facilitates wireless coverage to the majority of the top 100 U.S. markets, owns and manages over 22,500 tower and rooftop sites throughout the United States and is one of the largest tower operators in the country. Solutions has deployed eight DAS networks and has three additional networks in process with numerous others under consideration. Wholly owned subsidiaries of Solutions hold authorization to provide intrastate telecommunications services in thirteen states.

**II. CONTACT INFORMATION**

Questions or inquiries concerning this Application may be directed to:

For NP-Parent and NewPath:

Jean L. Kiddoo  
Brett P. Ferenchak  
Bingham McCutchen LLP  
2020 K Street, N.W.  
Washington, DC 20006  
202-373-6000 (Tel)  
202-373-6001 (Fax)  
jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

For Solutions:

Michelle Salisbury, RP ®, Senior Paralegal  
Crown Castle  
2000 Corporate Drive  
Canonsburg, PA 15317  
724-416-2239 (Tel)  
724-416-4239 (Fax)  
michelle.salisbury@crowncastle.com

**III. DESCRIPTION OF THE TRANSACTION**

NP-Parent, Solutions and CCNP Corp., a subsidiary of Solutions created specifically for this transaction, entered into an Agreement and Plan of Merger dated as of June 30, 2010 (the “Agreement”). Pursuant to the Agreement, CCNP Corp. will merge with and into NP-Parent, with NP-Parent as the surviving entity. As a result, NP-Parent will become a wholly owned, direct subsidiary of Solutions and Solutions will acquire indirect control of NewPath. Applicants therefore request authority to transfer indirect control of NewPath to Solutions, and ultimately to CCI. For the Commission’s convenience, pre- and post-transaction corporate organizational structure charts are provided as Exhibit A.

**IV. INFORMATION REQUIRED BY R746-394-7**

Pursuant to R746-394-7, Applicants provide the following information:

**a. identification that it is not an ILEC,**

Applicants confirm that none of the Applicants or their affiliates are an ILEC.

**b. identification that it seeks approval of the application pursuant to this rule,**

Applicants confirm that they seek approval of the application pursuant to the information adjudication process set forth in this rule.

**c. a reasonably detailed description of the transaction for which approval is sought,**

A detailed description of the transaction is provided in Section III, above.

- d. a copy of any filings required by the Federal Communications Commission or any other state utility regulatory agency in connection with the transaction, and**

Applicants will file a Domestic Section 214 Application with the FCC. A copy of that Application will be filed with this Commission after it is submitted. In connection with this transaction, Applicants also expect to request approval from the utility regulatory agencies (“PUCs”) in the following states: California, Georgia, Georgia, Maryland, Minnesota and Virginia. Due to the voluminous nature of the state filing, most of which contain the same information, Applicants have only attached as Exhibit B a copy of the Minnesota filing requesting approval. Applicants are also required to provide notice to the PUCs in the following jurisdictions: Nevada and New Mexico. Applicants are providing an informational notice to the PUCs in the following states: Arizona, Florida, Illinois, Iowa, Michigan, Missouri, North Carolina, Oregon and Texas. Due to the voluminous and repetitive nature of the notices to be sent to the PUC, Applicants have not included copies of the notice filings. Applicants will provide any additional filings at the request of the Commission.

- e. copies of any notices, correspondence or orders from any federal agency or any other state utility regulatory agency reviewing the transaction which is the subject of the application.**

Applicants have not yet received any notices, correspondence or orders from any federal agency or PUC reviewing the transaction. To the extent requested by the Commission, Applicants will forward any orders or similar actions approving or denying approval of the transaction.

**V. PUBLIC INTEREST CONSIDERATIONS**

The proposed transaction will neither jeopardize nor impair the provision of adequate services to the public at just and reasonable rates, including that the combined operations of the Company and CCI, and their subsidiaries, will have the scale to even more effectively provide competitive telecommunications services to customers in Utah. In particular, Applicants submit

that: (1) the proposed transaction will increase competition in the Utah telecommunications market by reinforcing the status of the Company as a viable competitor and (2) the proposed transaction will be virtually transparent to Utah consumers.

Immediately following the consummation of the proposed transaction, NewPath will continue to offer service with no change in the rates or terms and conditions of service. Further, NewPath will continue to provide service to its customers under the same name, and will continue to be led by an experienced management team. Therefore, the indirect transfer of control of NewPath will be seamless and virtually transparent to consumers in Utah. Further, certain of the Company's management will remain with the company following completion of the transaction and be supplemented by the management team of Solutions and CCI.

The Applicants request expeditious consideration and approval of the transaction. For various important business and financial reasons, Applicants require that the transfer of control be closed as quickly as possible. Delay in the regulatory approval process will prevent the parties from realizing economic and operational benefits and delivering expanded customer services as quickly as the parties otherwise would.

**VI. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that adequate service at just and reasonable rates will be neither jeopardized nor impaired by a grant of this Application. Accordingly, Applicants respectfully request expedited treatment to permit Applicants to complete the proposed transaction as soon as possible. The Applicants request such further relief as may be appropriate.

Respectfully submitted,



Robert L. Ritter, Senior Attorney  
Monica Gambino, VP - Legal  
Crown Castle  
2000 Corporate Drive  
Canonsburg, PA 15317  
724-416-2417 (Tel)  
724-416-4239 (Fax)  
bob.ritter@crowncastle.com  
monica.gambino@crowncastle.com

Jean L. Kiddoo  
Brett P. Ferenchak  
BINGHAM MCCUTCHEN LLP  
2020 K Street, N.W.  
Washington, DC 20006  
202-373-6000 (Tel)  
202-373-6001 (Fax)  
jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

COUNSEL FOR NP-PARENT AND NEWPATH

Dated: July 14, 2010



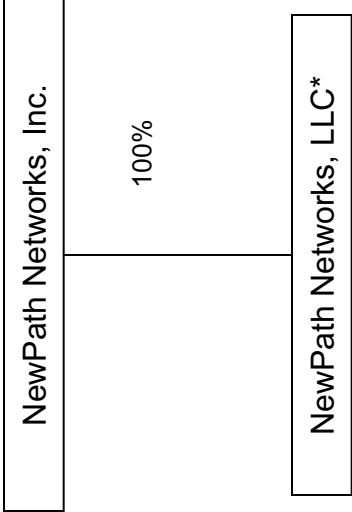
**LIST OF EXHIBITS**

Exhibit A	Pre- and Post-Transaction Corporate Organizational Structure
Exhibit B	Copy of Minnesota PUC Filing
Verifications	

**EXHIBIT A**

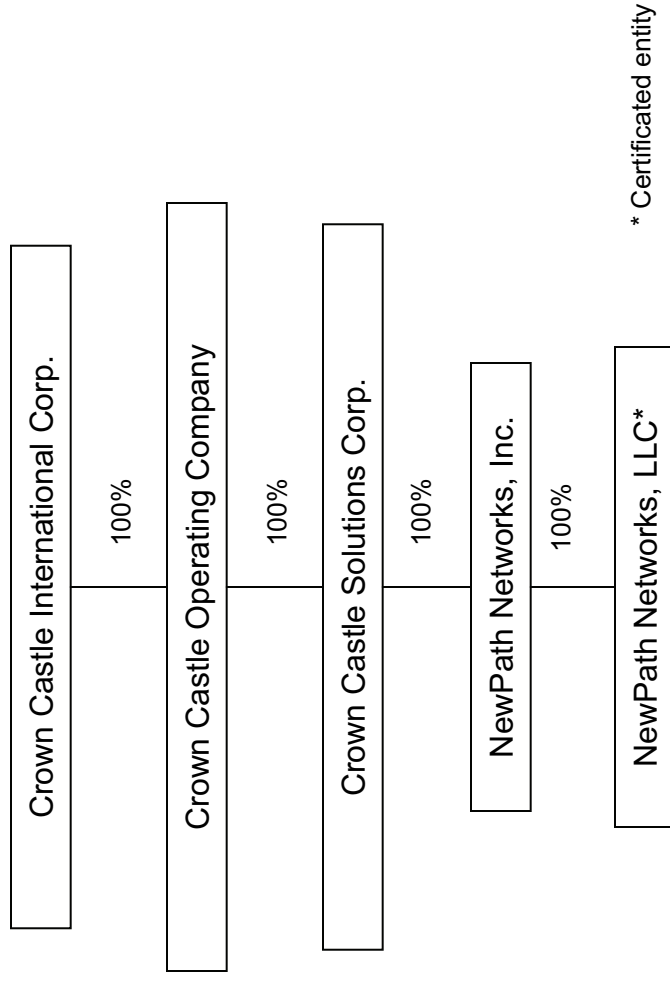
**Pre- and Post-Transaction Corporate Organizational Structure**

**Pre-Transaction Corporate Structure  
of NewPath Networks, LLC**



\* Certificated entity

**Post-Transaction Corporate Structure**  
**of NewPath Networks, LLC**



**EXHIBIT B**

**Copy of Minnesota PUC Filing**

**PUBLIC DOCUMENT -  
TRADE SECRET DATA EXCISED**

Jean L. Kiddoo  
 Brett P. Ferenchak  
 jean.kiddoo@bingham.com  
 brett.ferenchak@bingham.com

July 13, 2010

**Via eFiling**

Burl W. Haar, Executive Secretary  
 Minnesota Public Utilities Commission  
 121 Seventh Place East  
 Suite 350  
 St. Paul, MN 55101-2147

**Re: Joint Application of NewPath Networks, Inc., NewPath Networks, LLC and  
 Crown Castle Solutions Corp. for Approval of the Indirect Transfer of  
 Control of NewPath Networks, LLC**

Dear Mr. Haar:

On behalf of NewPath Networks, Inc. (“NP-Parent”), NewPath Networks, LLC (“NewPath”) and Crown Castle Solutions Corp. (“Solutions”) (collectively, “Applicants”), this letter transmits the Public Version of the above-referenced Joint Application. A Non-Public Version of the Joint Application is being simultaneously filed.

Please note that Exhibit B contains sensitive information constituting trade secrets under Minnesota Statutes § 13.37 (“Trade Secret Information”). Accordingly, the Trade Secret Information is being submitted only with the Non-Public Version of the Application and has been excised from the Public Version of the Application. Applicants have taken necessary measures to prevent disclosure of such Trade Secret Information to competitors. Unrestricted availability of the details of the Trade Secret Information would provide competitors with key knowledge regarding the Applicants’ business and finances that would otherwise be unavailable and could place the Applicants at a significant competitive disadvantage. Trade secret treatment of Exhibit B is therefore required to avoid commercial and competitive injury.

Please do not hesitate to contact Brett Ferenchak at 202-373-6697 if you have any questions.

Respectfully submitted,



Jean L. Kiddoo  
 Brett P. Ferenchak  
 Counsel for NP-Parent and NewPath

Attachment

Boston  
 Hartford  
 Hong Kong  
 London  
 Los Angeles  
 New York  
 Orange County  
 San Francisco  
 Santa Monica  
 Silicon Valley  
 Tokyo  
 Walnut Creek  
 Washington

Bingham McCutchen LLP  
 2020 K Street NW  
 Washington, DC  
 20006-1806

T 202.373.6000  
 F 202.373.6001  
 bingham.com

**PUBLIC DOCUMENT - TRADE SECRET DATA EXCISED**

**David Boyd  
J. Dennis O'Brien  
Thomas Pugh  
Phyllis Reha  
Betsy Wergin**

**Chair  
Commissioner  
Commissioner  
Commissioner  
Commissioner**

**BEFORE THE STATE OF MINNESOTA  
PUBLIC UTILITIES COMMISSION**

\_\_\_\_\_  
)  
Joint Application of )  
)  
)  
**NewPath Networks, Inc.,** )  
**NewPath Networks, LLC** )  
)  
and )  
)  
**Crown Castle Solutions Corp.** )  
)  
)  
For Approval of the Indirect Transfer of Control )  
of NewPath Networks, LLC )  
\_\_\_\_\_ )

Docket No. \_\_\_\_\_

**JOINT APPLICATION**

NewPath Networks, Inc. (“NP-Parent”), its wholly owned direct subsidiary NewPath Networks, LLC (“NewPath” and together with NP-Parent, the “Company”) and Crown Castle Solutions Corp. (“Solutions”) (the Company and Solutions and collectively, “Applicants”), through their undersigned counsel and pursuant to Minn. Stat. Section 237.74, subd. 12, request Minnesota Public Utilities Commission (“Commission”) approval or such authority as may be necessary or required to enable the parties to consummate a transaction between NP-Parent and Solutions through which Solutions will acquire indirect control of NewPath.

The Applicants request that the Commission act expeditiously to grant the authority requested herein as soon as possible, so that the Applicants can timely consummate the proposed transaction to meet important business objectives.

In support of their Application, the Applicants state as follows:

**I. DESCRIPTION OF THE APPLICANTS**

**A. NewPath Networks, Inc. and NewPath Networks, LLC**

NewPath Networks, Inc. is a Delaware corporation with its principal office located at 768 Garfield Street, Seattle, Washington 98109. The Company is a wireless infrastructure company that, through its operating subsidiaries including NewPath, designs, develops and operates fiber-fed wireless carrier networks to improve signal strength and network capacity. The Company increases existing carrier footprints by adding network coverage in hard-to-reach areas to increase quality for the wireless customers. The Company's network typically is run over existing infrastructure, such as telephone poles and street lights to expand carrier networks with solutions that are aesthetically acceptable to local communities and municipalities. Where necessary, the Company may install telephone poles and other facilities specifically designed to accommodate its network equipment. The Company focuses on bringing turnkey wireless communications solutions to areas where traditional network build-out is difficult due to zoning or cost constraints, such as large corporate, retail, or university campuses, sports arenas and stadiums and neighborhood areas.

NewPath is a New Jersey limited liability company and wholly owned subsidiary of NP-Parent. NewPath's principal place of business is the same as NP-Parent's. NewPath provides transport and backhaul services to other carriers, primarily wireless telecommunications providers and other wireless information service providers, using a Distributed Antenna System ("DAS"). In Minnesota, NewPath is authorized to provide local niche services pursuant to authorization granted in Docket No. P-6663/NA-08-21 on March 12, 2008.



**B. Crown Castle Solutions Corp.**

Crown Castle Solutions Corp. is a Delaware corporation and wholly owned indirect subsidiary of Crown Castle International Corp. (“CCI”), a publicly traded (NYSE: CCI) Delaware corporation. Solutions and CCI have principal offices at 1220 Augusta Drive, Suite 500, Houston, Texas 77057-2261. CCI facilitates wireless coverage to the majority of the top 100 U.S. markets, owns and manages over 22,500 tower and rooftop sites throughout the United States and is one of the largest tower operators in the country. Solutions has deployed eight DAS networks and has three DAS additional networks in process with numerous others under consideration. Wholly owned subsidiaries of Solutions hold authorization to provide intrastate telecommunications services in thirteen states.

**II. CONTACT INFORMATION**

Questions or inquiries concerning this Application may be directed to:

For NP-Parent and NewPath:

Jean L. Kiddoo  
Brett P. Ferenchak  
Bingham McCutchen LLP  
2020 K Street, N.W.  
Washington, DC 20006  
202-373-6000 (Tel)  
202-373-6001 (Fax)  
jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

For Solutions:

Michelle Salisbury, RP ®, Senior Paralegal  
Crown Castle  
2000 Corporate Drive  
Canonsburg, PA 15317  
724-416-2239 (Tel)  
724-416-4239 (Fax)  
michelle.salisbury@crowncastle.com

### **III. DESCRIPTION OF THE TRANSACTION**

NP-Parent, Solutions and CCNP Corp., a subsidiary of Solutions created specifically for this transaction, entered into an Agreement and Plan of Merger dated as of June 30, 2010 (the “Agreement”). Pursuant to the Agreement, CCNP Corp. will merge with and into NP-Parent, with NP-Parent as the surviving entity. As a result, NP-Parent will become a wholly owned, direct subsidiary of Solutions and Solutions will acquire indirect control of NewPath. Applicants therefore request authority to transfer indirect control of NewPath to Solutions, and ultimately to CCI. For the Commission’s convenience, pre- and post-transaction corporate organizational structure charts are provided as Exhibit A. A copy of the Agreement is provided under seal as Exhibit B. In addition, to demonstrate that Solutions has the financial qualifications to acquire indirect control of NewPath, Applicants provide as Exhibit C the consolidated financial statements of CCI taken from the company’s most recent 10-Q filed with the Securities and Exchange Commission.

### **IV. INFROMATION REQUESTED BY TRANSFER OF CONTROL CHECKLIST**

#### **A. Statement that the current transaction will not be completed prior to the Commission’s approval;**

Applicants will not complete the transaction prior to the Commission’s approval. Section 10.1 of the Agreement states that all approvals listed on Schedule 4.3(c) of the Disclosure Schedules must be obtained as a condition to closing. Schedule 4.3(c) lists Minnesota as a required approval.

- b. Statement that the acquiring party has the financial capabilities to continue to provide service to customers, and including a copy of the parties' most recent financial statements;**

Solutions and its parent companies have the financial capability to own the Company. A copy of CCI's most recent financial statements are provided as Exhibit C.

- c. Statement that no new 911 approvals are needed, or a statement that parties will obtain such approvals prior to offering local voice services;**

No new 911 approvals are needed.

- d. Statement addressing the intent of the parties with respect to assumption or transfer of the parties' interconnection agreements;**

The Applicants do not intend to assume or transfer any interconnection agreements as a result of the transaction.

- e. Statement setting forth the intent of the parties with respect to the release or return of NXX codes to NANPA;**

NewPath does not have any NXX codes.

- f. Statement setting forth the anticipated status of the acquired company following close of the transaction (i.e. will the entity continue to offer services in Minnesota or will the entity be extinguished);**

As stated above, upon completion of the transaction, NewPath will become a wholly owned indirect subsidiary of Solutions. NewPath will continue to offer services in Minnesota.

- g. Statement describing who shall be responsible for filing annual reports or making other regulatory filings following the close of the transaction. The statement should include contact information for such person or internal department;**

The person responsible for filing annual reports or making other regulatory filings for NewPath will not change upon completion of the transaction. In the event the person responsible does change, Applicants will notify the Commission.

**h. Statement describing the parties' customer notification plans;**

Since NewPath will continue to provide service to its customers with no change in the rates or terms and conditions of service, the transaction will be virtually transparent to customers and, therefore, Applicants do not intend to notify customers of the transaction.

**i. Statement describing anticipated tariff changes or a statement that no tariff changes are necessary;**

For the reasons stated in paragraph h, above, no tariff changes are necessary.

**j. Statement that parties agree to file with the Commission a notice of closing within 20 days of completion of the transaction;**

Applicants agree to file a notice of closing within 20 days of completion of the transaction.

**k. Statement that the parties agree to pay any outstanding regulatory fees of either or both parties;**

Applicants agree to pay any outstanding regulatory fees of either or both parties.

**l. Provide a copy of the parties' transfer of control agreement.**

A copy of the Agreement is provided under seal as Exhibit B.

**V. PUBLIC INTEREST CONSIDERATIONS**

The proposed transaction will neither jeopardize nor impair the provision of adequate services to the public at just and reasonable rates, including that the combined operations of the Company and CCI, and their subsidiaries, will have the scale to even more effectively provide competitive telecommunications services to customers in Minnesota. In particular, Applicants submit that: (1) the proposed transaction will increase competition in the Minnesota telecommunications market by reinforcing the status of the Company as a viable competitor and (2) the proposed transaction will be virtually transparent to Minnesota consumers.

Immediately following the consummation of the proposed transaction, NewPath will continue to offer service with no change in the rates or terms and conditions of service. Further, NewPath will continue to provide service to its customers under the same name, and will continue to be led by an experienced management team. Therefore, the indirect transfer of control of NewPath will be seamless and virtually transparent to consumers in Minnesota. Further, certain of the Company's management will remain with the company following completion of the transaction and be supplemented by the management team of Solutions and CCI.

The Applicants request expeditious consideration and approval of the transaction. For various important business and financial reasons, Applicants require that the transfer of control be closed as quickly as possible. Delay in the regulatory approval process will prevent the parties from realizing economic and operational benefits and delivering expanded customer services as quickly as the parties otherwise would.

**VI. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that adequate service at just and reasonable rates will be neither jeopardized nor impaired by a grant of this Application. Accordingly, Applicants respectfully request expedited treatment to permit Applicants to complete the proposed transaction as soon as possible. The Applicants request such further relief as may be appropriate.

Respectfully submitted,



Robert L. Ritter, Senior Attorney  
Monica Gambino, VP - Legal  
Crown Castle  
2000 Corporate Drive  
Canonsburg, PA 15317  
724-416-2417 (Tel)  
724-416-4239 (Fax)  
bob.ritter@crowncastle.com  
monica.gambino@crowncastle.com

Jean L. Kiddoo  
Brett P. Ferenchak  
BINGHAM MCCUTCHEN LLP  
2020 K Street, N.W.  
Washington, DC 20006  
202-373-6000 (Tel)  
202-373-6001 (Fax)  
jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

COUNSEL FOR NP-PARENT AND NEWPATH

Dated: July 13, 2010

**LIST OF EXHIBITS**

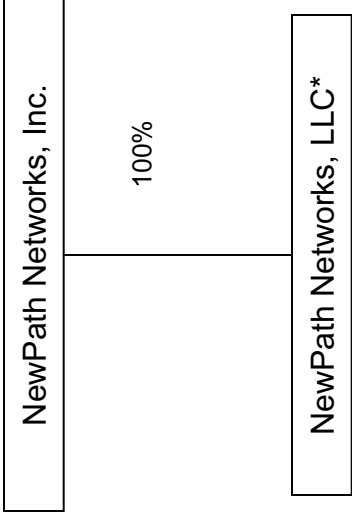
Exhibit A	Pre- and Post-Transaction Corporate Organizational Structure
Exhibit B	Agreement [ <b>TRADE SECRET DOCUMENT - EXCISED FROM PUBLIC VERSION</b> ]
Exhibit C	Financial Statements of CCI
Verifications	

**EXHIBIT A**

**Pre- and Post-Transaction Corporate Organizational Structure**

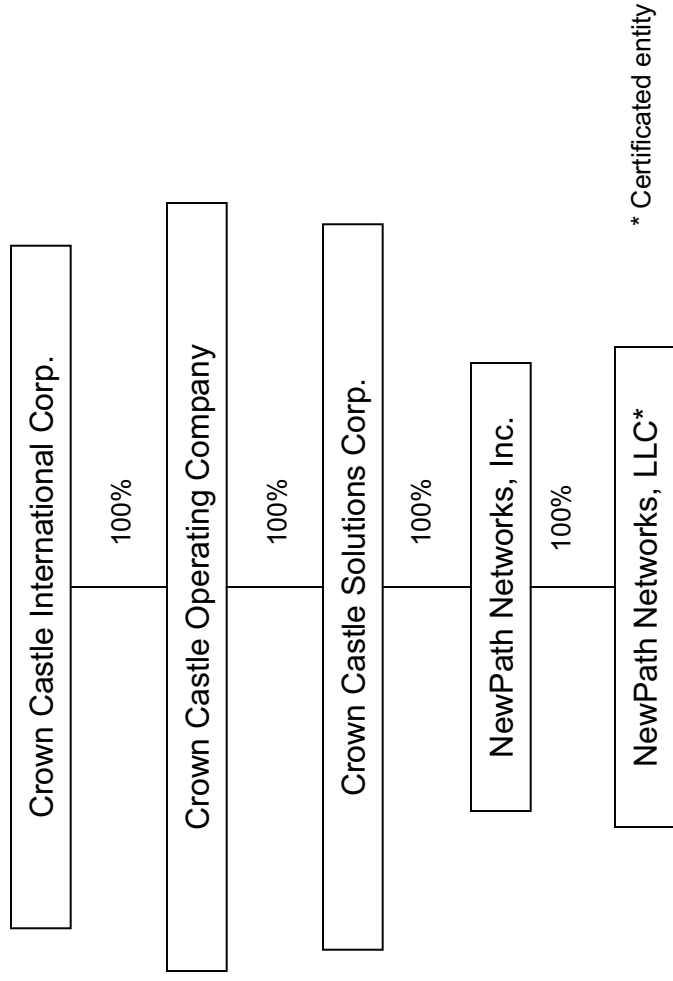


**Pre-Transaction Corporate Structure  
of NewPath Networks, LLC**



\* Certificated entity

**Post-Transaction Corporate Structure**  
**of NewPath Networks, LLC**



\* Certified entity

**EXHIBIT B**

**Agreement**

**[TRADE SECRET DOCUMENT -  
EXCISED FROM PUBLIC VERSION]**

**EXHIBIT C**

**Financial Statements of CCI**

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**FORM 10-Q**

---

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

For the quarterly period ended March 31, 2010

OR

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

For the transition period            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 500, Houston, Texas 77057-2261**  
(Address of principal executives office) (Zip Code)

**(713) 570-3000**  
(Registrant's telephone number, including area code)

---

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

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

Number of shares of common stock outstanding at April 30, 2010: 290,439,491

---

## CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES

### INDEX

	<u>Page</u>
PART I—FINANCIAL INFORMATION .....	2
ITEM 1. FINANCIAL STATEMENTS .....	2
CONDENSED CONSOLIDATED BALANCE SHEET .....	2
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS) (Unaudited) .....	3
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (Unaudited).....	4
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—Unaudited .....	5
ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS .....	16
ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK .....	26
ITEM 4. CONTROLS AND PROCEDURES .....	28
PART II—OTHER INFORMATION .....	29
ITEM 1A. RISK FACTORS .....	29
ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.....	29
ITEM 6. EXHIBITS .....	29
SIGNATURES .....	30

### Cautionary Language Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements that are based on our management’s expectations as of the filing date of this report with the SEC. Statements that are not historical facts are identified as forward-looking statements. Such statements include plans, projections and estimates contained in “*Part I—Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and “*Part I—Item 3. Quantitative and Qualitative Disclosures About Market Risk*” herein. Words such as “estimate,” “anticipate,” “project,” “plan,” “intend,” “believe,” “expect,” “likely” and similar expressions are intended to identify forward-looking statements.

Such forward-looking statements are subject to certain risks, uncertainties and assumptions, including prevailing market conditions, risk factors described under “*Part II—Item 1A. Risk Factors*” herein and in “*Item 1A. Risk Factors*” of our Annual Report on Form 10-K for the fiscal year ended December 31, 2009 (“2009 Form 10-K”) and other factors. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those expected.

**PART I—FINANCIAL INFORMATION**  
**ITEM 1. FINANCIAL STATEMENTS**

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

	<u>March 31,</u> <u>2010</u>	<u>December 31,</u> <u>2009</u>
	(Unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents .....	\$ 397,496	\$ 766,146
Restricted cash .....	174,722	213,514
Receivables, net of allowance of \$5,517 and \$5,497, respectively .....	41,265	44,431
Prepaid expenses.....	65,788	68,551
Deferred income tax assets .....	110,529	76,089
Other current assets .....	24,269	27,302
Total current assets .....	<u>814,069</u>	<u>1,196,033</u>
Restricted cash .....	5,000	5,000
Property and equipment, net of accumulated depreciation of \$3,141,869 and \$3,040,572, respectively .....	4,842,394	4,895,983
Goodwill .....	1,984,823	1,984,804
Other intangible assets, net of accumulated amortization of \$514,743 and \$476,895, respectively .....	2,385,930	2,405,422
Other assets, net .....	528,293	469,364
Total assets .....	<u>\$ 10,560,509</u>	<u>\$ 10,956,606</u>
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable.....	\$ 24,771	\$ 33,053
Accrued interest .....	54,989	69,476
Deferred revenues .....	171,710	179,649
Interest rate swaps .....	279,102	160,121
Other accrued liabilities .....	77,251	94,610
Short-term debt, current maturities of debt and other obligations .....	19,553	217,196
Total current liabilities .....	<u>627,376</u>	<u>754,105</u>
Debt and other long-term obligations .....	6,368,763	6,361,954
Deferred ground lease payables .....	244,806	236,444
Deferred income tax liabilities .....	107,139	74,117
Interest rate swaps.....	73,165	140,481
Other liabilities .....	136,265	137,766
Total liabilities.....	<u>7,557,514</u>	<u>7,704,867</u>
Commitments and contingencies ( <a href="#">note 8</a> )		
Redeemable preferred stock, \$0.1 par value; 20,000,000 shares authorized; shares issued and outstanding: March 31, 2010 and December 31, 2009—6,361,000; stated net of unamortized issue costs; mandatory redemption and aggregate liquidation value of \$318,050.....	315,886	315,654
CCIC stockholders' equity:		
Common stock, \$.01 par value; 600,000,000 shares authorized; shares issued and outstanding: March 31, 2010—291,230,613 and December 31, 2009—292,729,684.....	2,912	2,927
Additional paid-in capital .....	5,592,251	5,685,874
Accumulated other comprehensive income (loss).....	(155,112)	(124,224)
Accumulated deficit.....	(2,752,812)	(2,628,336)
Total CCIC stockholders' equity .....	<u>2,687,239</u>	<u>2,936,241</u>
Noncontrolling interest .....	(130)	(156)
Total equity .....	<u>2,687,109</u>	<u>2,936,085</u>
Total liabilities and equity .....	<u>\$ 10,560,509</u>	<u>\$ 10,956,606</u>

See condensed notes to consolidated financial statements.

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

	Three Months Ended March 31,	
	2010	2009
Net revenues:		
Site rental.....	\$ 406,872	\$ 367,667
Network services and other.....	37,455	35,243
Net revenues.....	444,327	402,910
Operating expenses:		
Costs of operations(a):		
Site rental.....	113,755	109,698
Network services and other.....	26,296	22,061
General and administrative .....	39,473	36,637
Asset write-down charges .....	1,562	4,091
Depreciation, amortization and accretion.....	132,868	133,176
Total operating expenses.....	313,954	305,663
Operating income (loss) .....	130,373	97,247
Interest expense and amortization of deferred financing costs.....	(120,781)	(105,587)
Gains (losses) on purchases and redemptions of debt.....	(66,434)	13,350
Net gain (loss) on interest rate swaps .....	(73,276)	3,795
Interest and other income (expense).....	379	(246)
Income (loss) before income taxes .....	(129,739)	8,559
Benefit (provision) for income taxes .....	10,339	1,491
Net income (loss) .....	(119,400)	10,050
Less: Net income (loss) attributable to the noncontrolling interest.....	(125)	(527)
Net income (loss) attributable to CCIC stockholders.....	(119,275)	10,577
Dividends on preferred stock.....	(5,201)	(5,201)
Net income (loss) attributable to CCIC stockholders after deduction of dividends on preferred stock ....	\$ (124,476)	\$ 5,376
Net income (loss) .....	\$ (119,400)	\$ 10,050
Other comprehensive income (loss):		
Available-for-sale securities, net of tax of \$0 and \$0, respectively:		
Unrealized gains (losses) on available-for-sale securities, net of taxes .....	1,239	922
Derivative instruments net of taxes of \$(12,349) and \$(5,107), respectively:		
Net change in fair value of cash flow hedging instruments, net of taxes.....	(48,933)	48,234
Amounts reclassified into results of operations, net of taxes.....	11,196	893
Foreign currency translation adjustments.....	5,761	(5,012)
Comprehensive income (loss) .....	(150,137)	55,087
Less: Comprehensive income (loss) attributable to the noncontrolling interest.....	26	(539)
Comprehensive income (loss) attributable to CCIC stockholders.....	\$ (150,163)	\$ 55,626
Net income (loss) attributable to CCIC common stockholders, after deduction of dividends on preferred stock, per common share:		
Basic .....	\$ (0.43)	\$ 0.02
Diluted .....	\$ (0.43)	\$ 0.02
Weighted-average common shares outstanding (in thousands):		
Basic .....	288,451	285,913
Diluted .....	288,451	287,608

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

See condensed notes to consolidated financial statements.



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

	Three Months Ended March 31,	
	2010	2009
Cash flows from operating activities:		
Net income (loss) .....	\$ (119,400)	\$ 10,050
Adjustments to reconcile net income (loss) to net cash provided by (used for) operating activities:		
Depreciation, amortization and accretion .....	132,868	133,176
Gains (losses) on purchases and redemptions of long-term debt .....	66,434	(13,350)
Amortization of deferred financing costs and other non-cash interest .....	18,871	10,404
Stock-based compensation expense .....	8,263	6,976
Asset write-down charges .....	1,562	4,091
Deferred income tax benefit (provision) .....	(13,767)	(3,234)
Income (expense) from forward-starting interest rate swaps .....	73,276	(3,795)
Other adjustments .....	839	821
Changes in assets and liabilities, excluding the effects of acquisitions:		
Increase (decrease) in accrued interest .....	(14,487)	14,575
Increase (decrease) in accounts payable .....	(8,379)	(8,056)
Increase (decrease) in deferred revenues, deferred ground lease payables, other accrued liabilities and other liabilities .....	(24,263)	(29,331)
Decrease (increase) in receivables .....	3,482	4,078
Decrease (increase) in prepaid expenses, deferred site rental receivables, restricted cash and other assets .....	(41,042)	(8,347)
Net cash provided by (used for) operating activities .....	84,257	118,058
Cash flows from investing activities:		
Proceeds from disposition of property and equipment .....	1,742	2,431
Capital expenditures .....	(36,863)	(39,284)
Payments for investments .....	(21,800)	—
Net cash provided by (used for) investing activities .....	(56,921)	(36,853)
Cash flows from financing activities:		
Proceeds from issuance of long-term debt .....	1,900,000	813,744
Proceeds from issuance of capital stock .....	6,825	4,074
Principal payments on long-term debt and other long-term obligations .....	(4,231)	(1,625)
Purchases and redemptions of long-term debt .....	(2,149,653)	(226,707)
Purchases of capital stock .....	(108,726)	(1,052)
Payments under revolving credit agreements .....	—	(169,400)
Payments for financing costs .....	(31,358)	(28,550)
Payments for forward-starting interest rate swap settlements .....	(55,900)	—
Net (increase) decrease in restricted cash .....	51,976	(11,167)
Dividends on preferred stock .....	(4,969)	(4,969)
Net cash provided by (used for) financing activities .....	(396,036)	374,348
Effect of exchange rate changes on cash .....	50	(1,435)
Net increase (decrease) in cash and cash equivalents .....	(368,650)	454,118
Cash and cash equivalents at beginning of period .....	766,146	155,219
Cash and cash equivalents at end of period .....	\$ 397,496	\$ 609,337

See condensed notes to consolidated financial statements.

**CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—Unaudited**  
(Tabular dollars in thousands, except per share amounts)

**1. General**

The information contained in the following notes to the consolidated financial statements is condensed from that which would appear in the annual consolidated financial statements; accordingly, the consolidated financial statements included herein should be reviewed in conjunction with the consolidated financial statements for the fiscal year ended December 31, 2009, and related notes thereto, included in the 2009 Form 10-K filed by Crown Castle International Corp. (“CCIC”) with the Securities and Exchange Commission (“SEC”). All references to the “Company” include CCIC and its subsidiary companies unless otherwise indicated or the context indicates otherwise.

The Company owns, operates and leases towers and other communications structures (collectively, “towers”). The Company’s primary business is the renting of antenna space to wireless communication companies under long-term contracts. To a lesser extent, the Company performs network services primarily consisting of antenna installations and subsequent augmentations, as well as site acquisition services, engineering services, permitting, other construction services, and other services related to network development. The Company conducts its operations in the U.S. and Canada (collectively referred to as “CCUSA”) and Australia (referred to as “CCAL”).

*Basis of Presentation*

The consolidated financial statements included herein are unaudited; however, they include all adjustments (consisting only of normal recurring adjustments) which, in the opinion of management, are necessary to present fairly the consolidated financial position of the Company at March 31, 2010, and the consolidated results of operations and the consolidated cash flows for the three months ended March 31, 2010 and 2009. Accounting measurements at interim dates inherently involve greater reliance on estimates than at year end. The results of operations for the interim periods presented are not necessarily indicative of the results to be expected for the entire year. Certain reclassifications have been made to the financial statements for prior periods in order to conform to the presentation for the three months ended March 31, 2010.

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

*Summary of Significant Accounting Policies*

The significant accounting policies used in the preparation of the Company’s consolidated financial statements are disclosed in the Company’s 2009 Form 10-K.

*New Accounting Pronouncements*

No accounting pronouncements adopted during the three months ended March 31, 2010 had a material impact on the Company’s consolidated financial statements. No new accounting pronouncements issued during the three months ended March 31, 2010 but not yet adopted are expected to have a material impact on the Company’s consolidated financial statements. See the Company’s consolidated financial statements in the 2009 Form 10-K for a discussion of other new accounting pronouncements issued but not yet adopted.

**CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—Unaudited (Continued)**  
(Tabular dollars in thousands, except per share amounts)

**2. Debt and Other Obligations**

The Company's indebtedness consists of the following:

	<u>Original Issue Date</u>	<u>Contractual Maturity Date</u>	<u>Outstanding Balance as of March 31, 2010</u>	<u>Outstanding Balance as of December 31, 2009</u>	<u>Stated Interest Rate as of March 31, 2010(a)</u>
<b>Bank debt – variable rate:</b>					
Revolver .....	Jan. 2007	Sept. 2013	\$ — (b)	\$ —	N/A (c)
2007 Term Loans .....	Jan./March 2007	March 2014	630,500	632,125	1.8% (c)
Total bank debt .....			<u>630,500</u>	<u>632,125</u>	
<b>Securitized debt – fixed rate:</b>					
2005 Tower Revenue Notes .....	June 2005	June 2035	—	1,638,616	—
2006 Tower Revenue Notes .....	Nov. 2006	Nov. 2036 (d)	1,325,993	1,550,000	5.7% (d)
2010 Tower Revenue Notes .....	Jan. 2010	2035 – 2040 (d)	1,900,000	—	5.8% (d)
2009 Securitized Notes .....	July 2009	2019/2029 (i)	242,394	250,000	7.0%
Total securitized debt .....			<u>3,468,387</u>	<u>3,438,616</u>	
<b>High yield bonds – fixed rate:</b>					
9% Senior Notes .....	Jan. 2009	Jan. 2015	796,247	823,809	9.0% (e)
7.75% Secured Notes .....	April 2009	May 2017	973,769	1,167,225	7.8% (f)
7.125% Senior Notes .....	Oct. 2009	Nov. 2019	497,576	497,533	7.1% (g)
7.5% Senior Notes .....	Dec. 2003	Dec. 2013	51	51	7.5%
Total high yield bonds .....			<u>2,267,643</u>	<u>2,488,618</u>	
<b>Other:</b>					
Capital leases and other obligations ..	Various	Various (h)	21,786	19,791	Various (h)
Total debt and other obligations .....			<u>6,388,316</u>	<u>6,579,150</u>	
Less: current maturities and short-term debt and other current obligations .....			<u>19,553 (j)</u>	<u>217,196 (j)</u>	
Non-current portion of long-term debt and other long-term obligations .....			<u>\$ 6,368,763</u>	<u>\$ 6,361,954</u>	

(a) Represents the weighted-average stated interest rate.

(b) The availability is \$400.0 million.

(c) The Revolver currently bears interest at a rate per annum, at the election of CCOC, equal to the prime rate of The Royal Bank of Scotland plc plus a credit spread ranging from 1.0% to 1.4% or LIBOR plus a credit spread ranging from 2.0% to 2.4%, in each case based on the Company's consolidated leverage ratio. The 2007 Term Loans bear interest at a rate per annum, at CCOC's election, equal to the prime rate of The Royal Bank of Scotland plc plus 0.50% or LIBOR plus 1.50%. See [note 3](#).

(d) If the 2006 Tower Revenue Notes are not paid in full on or prior to November 2011 or the 2010 Tower Revenue Notes are not paid in full on or prior to 2015, 2017 and 2020, as applicable, then Excess Cash Flow (as defined in the indenture) of the Issuers (as defined in the indenture) will be used to repay principal of the Tower Revenue Notes, and additional interest (by an additional approximately 5% per annum) will accrue on the respective Tower Revenue Notes.

(e) The effective yield is approximately 11.3%, inclusive of the discount.

(f) The effective yield is approximately 8.2%, inclusive of the discount.

(g) The effective yield is approximately 7.2%, inclusive of the discount.

(h) The Company's capital leases and other obligations bear interest rates up to 8% and mature in periods ranging from less than one year to approximately 20 years.

(i) The 2009 Securitized Notes consist of \$172.4 million of principal as of March 31, 2010 that amortizes through 2019, and \$70.0 million of principal that amortizes during the period beginning in 2019 and ending in 2029.

(j) The decrease in the current maturities reflects the refinancing of the 2005 Tower Revenue Notes.

**CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—Unaudited (Continued)**  
(Tabular dollars in thousands, except per share amounts)

*2010 Tower Revenue Notes*

On January 15, 2010, indirect subsidiaries of the Company issued \$1.9 billion principal amount of senior secured notes (“2010 Tower Revenue Notes”) pursuant to the indenture governing the existing Tower Revenue Notes. The 2010 Tower Revenue Notes are secured on a first priority basis by a pledge of the equity interests of the subsidiaries holding such towers and by certain other assets of such subsidiaries. The 2010 Tower Revenue Notes are not guaranteed by and are not obligations of CCIC or any of its subsidiaries other than the subsidiaries issuing the tower revenue notes and the indirect subsidiary of the Company that is the direct parent of those issuers. The 2010 Tower Revenue Notes will be paid solely from the cash flows generated from operations of the towers held by the issuers of both the 2006 Tower Revenue Notes and the 2010 Tower Revenue Notes. The net proceeds of the 2010 Tower Revenue Notes were primarily used to repay the portion of the 2005 Tower Revenue Notes not previously purchased. The 2010 Tower Revenue Notes consist of three series of notes with principal amounts of \$300.0 million, \$350.0 million and \$1.3 billion and have anticipated repayment dates in 2015, 2017 and 2020, respectively.

The Company may repay the 2010 Tower Revenue Notes in whole or in part at any time after the second anniversary of the closing date, provided such repayment is accompanied by any applicable prepayment consideration.

The indenture governing the Tower Revenue Notes contains covenants and restrictions customary for rated securitizations, including provisions prohibiting the issuers from incurring additional indebtedness or further encumbering their assets. The 2010 Tower Revenue Notes contain the same financial covenants as the 2005 and 2006 Tower Revenue Notes which are discussed in the consolidated financial statements in the 2009 Form 10-K.

*Debt Purchases and Repayments*

The following is a summary of the purchases and repayments of debt during the three months ended March 31, 2010.

	<u>Principal Amount</u>	<u>Cash Paid(a)</u>	<u>Gains (losses)</u>
2005 Tower Revenue Notes .....	\$ 1,638,616	\$ 1,651,255	\$ (15,718)
2006 Tower Revenue Notes (b) .....	224,007	238,261	(15,822)
2009 Securitized Notes (b).....	5,000	5,250	(393)
9% Senior Notes.....	33,115	36,116	(6,425)
7.75% Secured Notes (b).....	199,593	218,771	(28,076)
Total .....	<u>\$ 2,100,331</u>	<u>\$ 2,149,653</u>	<u>\$ (66,434)(c)</u>

(a) Exclusive of accrued interest.

(b) These debt purchases were made by CCIC, rather than by the subsidiaries issuing the debt, because of restrictions upon the subsidiaries issuing the debt; as a result, the debt remains outstanding at the Company’s subsidiaries.

(c) Inclusive of \$17.1 million related to the write-off of deferred financing costs and discounts.

*Interest Expense and Amortization of Deferred Financing Costs*

The components of “interest expense and amortization of deferred financing costs” are as follows:

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<u>2010</u>	<u>2009</u>
Interest expense on debt obligations .....	\$ 101,910	\$ 95,183
Amortization of deferred financing costs .....	3,894	6,296
Amortization of discounts on long-term debt.....	3,479	1,965
Amortization of interest rate swaps.....	10,989	755
Other .....	509	1,388
Total .....	<u>\$ 120,781</u>	<u>\$ 105,587</u>

**CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—Unaudited (Continued)**  
(Tabular dollars in thousands, except per share amounts)

**3. Interest Rate Swaps**

The Company only enters into interest rate swaps to manage and reduce its interest rate risk, including the use of (1) forward starting interest rate swaps to hedge its exposure to variability in future cash flows attributable to changes in LIBOR on anticipated financing, including refinancings and potential future borrowings and (2) interest rate swaps to hedge the interest rate variability on a portion of the Company's floating rate debt. The Company does not enter into interest rate swaps for speculative or trading purposes. The forward starting interest rate swaps call for the Company to pay interest at a fixed rate in exchange for receiving interest at a variable rate equal to LIBOR. The forward starting interest rate swaps are exclusive of any credit spread that would be incremental to the fixed rate in determining the all-in interest rate of the anticipated financing.

The Company is exposed to non-performance risk from the counterparties to its interest rate swaps; however, the Company generally uses master netting arrangements to mitigate such non-performance risk. The Company does not require collateral as security for its interest rate swaps. The Company's interest rate swaps are with Morgan Stanley, the Royal Bank of Scotland plc and Credit Agricole, each of which have credit ratings of "A2" or better from Moody's.

The following is a summary of the outstanding interest rate swaps as of March 31, 2010:

Hedged Item(a)	Combined Notional	Start Date(b)	End Date	Pay Fixed Rate(c)	Receive Variable Rate
Variable to fixed – forward starting:					
Non-economic hedge(d) .....	1,400,523	June 2010	June 2015	5.2%	LIBOR
Non-economic hedge(e) .....	1,550,000	Feb. 2011	Feb. 2016	5.3%	LIBOR
2006 Tower Revenue Notes anticipated refinancing .....	1,550,000	Nov. 2011	Nov. 2016	5.1%	LIBOR
Variable to fixed:					
2007 Term Loans(f) .....	600,000	Jan. 2010	Dec. 2011	1.3%	LIBOR
Total .....	<u>\$ 5,100,523</u>				

- (a) Inclusive of interest rate swaps not designated as hedging instruments.
- (b) On the respective effective dates (start dates), the Company is contractually obligated to terminate and settle in cash the forward-starting interest rate swaps.
- (c) Exclusive of any applicable credit spreads.
- (d) This interest rate swap previously hedged the anticipated refinancing of the 2005 Tower Revenue Notes. See the discussion below regarding discontinuation of the hedge accounting.
- (e) This interest rate swap previously hedged the anticipated refinancing of the 2006 Mortgage Loan. See the discussion below regarding discontinuation of hedge accounting.
- (f) The Company has effectively fixed LIBOR for two years on \$600.0 million of the 2007 Term Loans at a combined rate of approximately 1.3% (exclusive of the applicable credit spread).

The Company refinanced the 2005 Tower Revenue Notes via the issuance of the 2010 Tower Revenue Notes in January 2010, which qualified as the hedged forecasted transaction and resulted in no ineffectiveness. The interest rate swaps hedging the refinancing of the 2006 Mortgage Loan and 2005 Tower Revenue Notes are no longer economic hedges of the Company's exposure to LIBOR on the anticipated refinancing of its existing debt as a result of the Company's election not to settle these interest rate swaps following the refinancing of the respective debt. As a result, changes in the fair value of these swaps are prospectively recorded in earnings until settlement in "net gain (loss) on interest rate swaps" on the consolidated statement of operations and comprehensive income (loss). After giving effect to partial cash settlement of the interest rate swaps hedging the 2005 Tower Revenue Notes during the first quarter of 2010 totaling \$55.9 million, the Company's non-economic hedges have a notional value of \$3.0 billion, and the combined settlement value is a liability of approximately \$292.1 million as of March 31, 2010.

**CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—Unaudited (Continued)**  
(Tabular dollars in thousands, except per share amounts)

The following shows the effect of interest rate swaps on the consolidated balance sheet and consolidated statement of operations and comprehensive income (loss). The estimated net amount, pre-tax, that is expected to be reclassified into earnings from accumulated other comprehensive income (loss) is approximately \$43.7 million for the next twelve months. See also [note 6](#).

<u>Interest Rate Swaps</u>	<u>Classification</u>	<u>Fair Value of Interest Rate Swaps Liability Derivatives</u>	
		<u>March 31, 2010</u>	<u>December 31, 2009</u>
Designated as hedging instruments:			
Current.....	Interest rate swaps, current	\$ 3,249	\$ 136,961
Non-current.....	Interest rate swaps, non-current	63,613	41,702
Not designated as hedging instruments:			
Current.....	Interest rate swaps, current	275,853	23,160
Non-current.....	Interest rate swaps, non-current	9,552	98,779
Total.....		<u>\$ 352,267</u>	<u>\$ 300,602</u>

<u>Interest Rate Swaps Designated as Hedging Instruments (a)</u>	<u>Three Months Ended March 31,</u>		<u>Classification</u>
	<u>2010</u>	<u>2009</u>	
Gain (loss) recognized in OCI (effective portion) .....	\$ (36,949)	\$ 42,863	OCI
Gain (loss) reclassified from accumulated OCI into income (effective portion) .....	(10,989)	(1,157)	Interest expense and amortization of deferred financing costs

<u>Interest Rate Swaps Not Designated as Hedging Instruments (a)</u>	<u>Three Months Ended March 31,</u>		<u>Classification</u>
	<u>2010</u>	<u>2009</u>	
Gain (loss) recognized in income .....	\$ (73,276)	\$ 3,795	Net gain (loss) on interest rate swaps

(a) Exclusive of benefit (provision) for income taxes.

See also [note 12](#).

#### 4. Equity

The following table provides a reconciliation of the beginning and ending carrying amounts of total equity, equity attributable to the CCIC stockholders and equity attributable to the noncontrolling interest.

	<u>CCIC Stockholders</u>					<u>Noncontrolling Interest</u>	<u>Total</u>
	<u>Common Stock</u>	<u>Additional Paid-In Capital</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>	<u>Accumulated Deficit</u>			
Balance, January 1, 2010 .....	\$ 2,927	\$ 5,685,874	\$ (124,224)	\$ (2,628,336)	\$ (156)	\$ 2,936,085	
Issuances of capital stock, net of forfeitures .....	13	6,812	—	—	—	6,825	
Purchases and retirement of capital stock.....	(28)	(108,698)	—	—	—	(108,726)	
Stock-based compensation .....	—	8,263	—	—	—	8,263	
Other comprehensive income(a) ....	—	—	(30,888)	—	151	(30,737)	
Dividends on preferred stock .....	—	—	—	(5,201)	—	(5,201)	
Net income (loss) .....	—	—	—	(119,275)	(125)	(119,400)	
Balance, March 31, 2010 .....	<u>\$ 2,912</u>	<u>\$ 5,592,251</u>	<u>\$ (155,112)</u>	<u>\$ (2,752,812)</u>	<u>\$ (130)</u>	<u>\$ 2,687,109</u>	

**CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—Unaudited (Continued)**  
(Tabular dollars in thousands, except per share amounts)

	CCIC Stockholders					Total
	Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Noncontrolling Interest	
Balance January 1, 2009 .....	\$ 2,885	\$ 5,614,507	\$ (408,329)	\$ (2,493,198)	\$ —	\$ 2,715,865
Issuances of capital stock, net of forfeitures .....	21	4,053	—	—	—	4,074
Purchases and retirement of capital stock .....	(1)	(1,051)	—	—	—	(1,052)
Stock-based compensation .....	—	6,976	—	—	—	6,976
Other comprehensive income(a) ....	—	—	45,049	—	(12)	45,037
Dividends on preferred stock .....	—	—	—	(5,201)	—	(5,201)
Net income (loss) .....	—	—	—	10,577	(527)	10,050
Balance, March 31, 2009 .....	<u>\$ 2,905</u>	<u>\$ 5,624,485</u>	<u>\$ (363,280)</u>	<u>\$ (2,487,822)</u>	<u>\$ (539)</u>	<u>\$ 2,775,749</u>

(a) See the statement of operations and other comprehensive income (loss) for the allocation of the components of “other comprehensive income (loss).”

See [note 10](#) for information regarding stock-based compensation.

## 5. Income Tax

As a result of the Company’s tax benefits recorded on losses during the first quarter of 2010, its net tax position as of March 31, 2010 prevents it from recognizing additional federal deferred tax benefits because any such benefits are expected to have a full valuation allowance. These benefits have a full valuation allowance because the Company’s history of tax operating losses prevent it from determining that it is more likely than not that it will realize such benefits. For the three months ended March 31, 2010, the effective tax rate differed from the federal statutory rate predominately due to the Company’s deferred tax valuation allowances.

## 6. Fair Value Disclosures

The following is the estimated fair values of the Company’s financial instruments, along with the carrying amounts of the related assets (liabilities).

	March 31, 2010		December 31, 2009	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Assets:				
Cash and cash equivalents .....	\$ 397,496	\$ 397,496	\$ 766,146	\$ 766,146
Restricted cash .....	179,722	179,722	218,514	218,514
Liabilities:				
Long-term debt and other obligations .....	6,388,316	6,807,717	6,579,150	6,870,979
Interest rate swaps(a) .....	352,267	352,267	300,602	300,602

(a) See [note 3](#).

The fair value of cash and cash equivalents and restricted cash approximate the carrying value. The estimated fair value of the Company’s debt securities is based on indicative quotes (that is non-binding quotes) from brokers that require judgment to interpret market information including implied credit spreads for similar borrowings on recent trades or bid/ask prices or quotes from active markets if available. The fair value of interest rate swaps is determined using the income approach and is predominately based on observable interest rates and yield curves and, to a lesser extent, the Company’s and the contract counterparty’s credit risk. The credit risk (the Company’s non-performance risk) assumption for interest rate swap fair values is primarily based on implied spreads from indicative quotes on the Company’s outstanding debt and

**CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—Unaudited (Continued)**  
(Tabular dollars in thousands, except per share amounts)

management's knowledge of current credit spreads in the debt market. There were no changes since December 31, 2009 in the Company's valuation techniques used to measure fair values.

The following table presents information about the Company's assets and liabilities measured at fair value on a recurring basis as of March 31, 2010 and indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value.

Assets at Fair Value as of March 31, 2010				
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents.....	\$ 397,496	—	—	\$ 397,496
Restricted cash .....	179,722	—	—	179,722
	\$ 577,218	—	—	\$ 577,218

Liabilities at Fair Value as of March 31, 2010				
	Level 1	Level 2	Level 3	Total
Interest rate swaps.....	\$ —	\$ —	\$ 352,267(a)	\$ 352,267
	—	—	352,267	352,267

(a) As of March 31, 2010, the liability on a cash settlement basis of \$364.2 million has been reduced by \$12.0 million, related to credit risk to reflect the interest rate swaps at fair value.

The following is a summary of the activity for liabilities classified as level 3 fair value measurements during the three months ended March 31, 2010:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)
	Interest Rate Swaps, Net Three Months Ended March 31, 2010
Beginning balance.....	\$ 300,040
Settlements.....	(57,426)
Less: Total gains (losses):	
Included in earnings(a).....	72,704
Included in other comprehensive income (loss) .....	36,949
Ending balance.....	\$ 352,267

(a) Includes \$61.1 million of losses that are attributable to the change in unrealized gains or losses relating to liabilities still held at the reporting date.

## 7. Per Share Information

Basic net income (loss) attributable to CCIC common stockholders, after deduction of dividends on preferred stock, per common share excludes dilution and is computed by dividing net income (loss) attributable to CCIC stockholders after deduction of dividends on preferred stock by the weighted-average number of common shares outstanding in the period. Diluted income (loss) attributable to CCIC common stockholders, after deduction of dividends on preferred stock, per common share is computed by dividing net income (loss) attributable to CCIC stockholders after deduction of dividends on preferred stock by the weighted-average number of common shares outstanding during the period plus any potential dilutive common share equivalents, including shares issuable (1) upon exercise of stock options and warrants and the vesting of restricted stock awards as determined under the treasury stock method and (2) upon conversion of the Company's convertible notes and preferred stock, as determined under the if-converted method. The Company's restricted stock awards are considered participating securities and may be included in the computation pursuant to the two-class method. However, the Company does not present the two-class method when there is no difference in the per share amount from the if-converted method.



**CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—Unaudited (Continued)**  
(Tabular dollars in thousands, except per share amounts)

The following is a reconciliation of the numerators and denominators of the basic and diluted per share computations. See [note 12](#).

	Three Months Ended March 31,	
	2010	2009
Net income (loss) attributable to CCIC stockholders.....	\$ (119,275)	\$ 10,577
Dividends on preferred stock.....	(5,201)	(5,201)
Net income (loss) attributable to CCIC common stockholders after deduction of dividends on preferred stock for basic and diluted computations.....	<u>\$ (124,476)</u>	<u>\$ 5,376</u>
Weighted average number of common shares outstanding (in thousands):		
Basic weighted-average number of common shares outstanding.....	288,451	285,913
Effect of assumed dilution from potential common shares:		
Options to purchase shares of common stock.....	—	1,193
Shares of restricted stock awards.....	—	502
Diluted weighted-average number of common shares outstanding.....	<u>288,451</u>	<u>287,608</u>
Net income (loss) attributable to CCIC common stockholders per common share:		
Basic net income (loss) attributable to CCIC common stockholders per common share.....	(0.43)	0.02
Diluted net income (loss) attributable to CCIC common stockholders per common share.....	(0.43)	0.02

For the three months ended March 31, 2010, all CCIC stock options and unvested restricted stock awards are excluded from dilutive common shares because the net impact is anti-dilutive. For the three months ended March 31, 2009, 1.4 million options and 2.4 million restricted stock awards were excluded from the dilutive common shares because the net impact under the treasury stock method is anti-dilutive. 8.6 million shares related to the 6.25% convertible preferred stock are excluded from dilutive common shares for the three months ended March 31, 2010 and March 31, 2009 because the impact is anti-dilutive as determined under the if-converted method. See [note 10](#).

## 8. Commitments and Contingencies

The Company is involved in various claims, lawsuits and proceedings arising in the ordinary course of business. While there are uncertainties inherent in the ultimate outcome of such matters and it is impossible to presently determine the ultimate costs or losses that may be incurred, if any, management believes the resolution of such uncertainties and the incurrence of such costs should not have a material adverse effect on the Company's consolidated financial position or results of operations.

## 9. Operating Segments

The Company's reportable operating segments for the three months ended March 31, 2010 are (1) CCUSA, primarily consisting of the Company's U.S. (including Puerto Rico) tower operations and (2) CCAL, the Company's Australian tower operations. Financial results for the Company are reported to management and the board of directors in this manner.

The measurement of profit or loss currently used by management to evaluate the results of operations for the Company and its operating segments is earnings before interest, taxes, depreciation, amortization and accretion, as adjusted ("Adjusted EBITDA"). The Company defines Adjusted EBITDA as net income (loss) plus restructuring charges (credits), asset write-down charges, acquisition and integration costs, depreciation, amortization and accretion, interest expense and amortization of deferred financing costs, gains (losses) on purchases and redemptions of debt, net gain (loss) on interest rate swaps, impairment of available-for-sale securities, interest and other income (expense), benefit (provision) for income taxes, cumulative effect of change in accounting principle, income (loss) from discontinued operations and stock-based compensation expense. Adjusted EBITDA is not intended as an alternative measure of operating results or cash flow from operations (as determined in accordance with U.S. generally accepted accounting principles), and the Company's measure of Adjusted EBITDA may not be comparable to similarly titled measures of other companies. There are no significant revenues resulting from transactions between the Company's operating segments. Inter-company borrowings and related interest between segments are eliminated to reconcile segment results and assets to the consolidated basis.

**CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—Unaudited (Continued)**  
(Tabular dollars in thousands, except per share amounts)

The financial results for the Company's operating segments are as follows:

	Three Months Ended March 31, 2010				Three Months Ended March 31, 2009			
	CCUSA	CCAL	Eliminations	Consolidated Total	CCUSA	CCAL	Eliminations	Consolidated Total
Net revenues:								
Site rental.....	\$ 384,041	\$ 22,831	\$ —	\$ 406,872	\$ 350,695	\$ 16,972	\$ —	\$ 367,667
Network services and other.....	34,847	2,608	—	37,455	33,451	1,792	—	35,243
	<u>418,888</u>	<u>25,439</u>	<u>—</u>	<u>444,327</u>	<u>384,146</u>	<u>18,764</u>	<u>—</u>	<u>402,910</u>
Costs of operations:(a)								
Site rental.....	107,023	6,732	—	113,755	104,979	4,719	—	109,698
Network services and other.....	24,281	2,015	—	26,296	20,919	1,142	—	22,061
General and administrative.....	34,965	4,508	—	39,473	33,309	3,328	—	36,637
Asset write-down charges .....	1,562	—	—	1,562	4,046	45	—	4,091
Depreciation, amortization and accretion.....	125,692	7,176	—	132,868	125,523	7,653	—	133,176
Operating income (loss) .....	<u>125,365</u>	<u>5,008</u>	<u>—</u>	<u>130,373</u>	<u>95,370</u>	<u>1,877</u>	<u>—</u>	<u>97,247</u>
Interest expense and amortization of deferred financing costs .....	(120,272)	(5,045)	4,536	(120,781)	(105,077)	(3,697)	3,187	(105,587)
Gains (losses) on purchases and redemptions of debt .....	(66,434)	—	—	(66,434)	13,350	—	—	13,350
Net gain (loss) on interest rate swaps .....	(73,276)	—	—	(73,276)	3,795	—	—	3,795
Interest and other income (expense).....	4,885	30	(4,536)	379	3,087	(146)	(3,187)	(246)
Benefit (provision) for income taxes.....	10,784	(445)	—	10,339	1,804	(313)	—	1,491
Net income (loss) .....	<u>(118,948)</u>	<u>(452)</u>	<u>—</u>	<u>(119,400)</u>	<u>12,329</u>	<u>(2,279)</u>	<u>—</u>	<u>10,050</u>
Less: Net income (loss) attributable to the noncontrolling interest .....	—	(125)	—	(125)	—	(527)	—	(527)
Net income (loss) attributable to CCIC stockholders .....	<u>\$ (118,948)</u>	<u>\$ (327)</u>	<u>\$ —</u>	<u>\$ (119,275)</u>	<u>\$ 12,329</u>	<u>\$ (1,752)</u>	<u>\$ —</u>	<u>\$ 10,577</u>
Capital expenditures.....	<u>\$ 35,035</u>	<u>\$ 1,828</u>	<u>\$ —</u>	<u>\$ 36,863</u>	<u>\$ 37,351</u>	<u>\$ 1,933</u>	<u>\$ —</u>	<u>\$ 39,284</u>
Total assets (at period end).....	<u>\$10,535,212</u>	<u>\$ 300,018</u>	<u>\$ (274,721)</u>	<u>\$10,560,509</u>				

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

**CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—Unaudited (Continued)**  
(Tabular dollars in thousands, except per share amounts)

The following are reconciliations of net income (loss) to Adjusted EBITDA for the three months ended March 31, 2010 and 2009.

	Three Months Ended March 31, 2010				Three Months Ended March 31, 2009			
	CCUSA	CCAL	Eliminations	Consolidated Total	CCUSA	CCAL	Eliminations	Consolidated Total
Net income (loss).....	\$ (118,948)	\$ (452)	\$ —	\$ (119,400)	\$ 12,329	\$ (2,279)	\$ —	\$ 10,050
Adjustments to increase (decrease) net income (loss):								
Asset write-down charges.....	1,562	—	—	1,562	4,046	45	—	4,091
Depreciation, amortization and accretion .....	125,692	7,176	—	132,868	125,523	7,653	—	133,176
Interest expense and amortization of deferred financing costs.....	120,272	5,045	(4,536)	120,781	105,077	3,697	(3,187)	105,587
Gains (losses) on purchases and redemptions of debt.	66,434	—	—	66,434	(13,350)	—	—	(13,350)
Net gain (loss) on interest rate swaps .....	73,276	—	—	73,276	(3,795)	—	—	(3,795)
Interest and other income (expense) .....	(4,885)	(30)	4,536	(379)	(3,087)	146	3,187	246
(Benefit) provision for income taxes .....	(10,784)	445	—	(10,339)	(1,804)	313	—	(1,491)
Stock-based compensation expense.....	8,263	1,185	—	9,448	6,976	906	—	7,882
Adjusted EBITDA.....	\$ 260,882	\$ 13,369	\$ —	\$ 274,251	\$ 231,915	\$ 10,481	\$ —	\$ 242,396

**CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—Unaudited (Continued)**  
(Tabular dollars in thousands, except per share amounts)

**10. Stock-Based Compensation**

*Restricted Stock Awards*

A summary of restricted stock award activity for the three months ended March 31, 2010 is as follows:

	<b>Number of Shares</b>
	<b>(In thousands of shares)</b>
Shares outstanding at December 31, 2009 .....	4,154
Shares granted(a) .....	969
Shares vested.....	(664)
Shares forfeited .....	(3)
Shares outstanding at March 31, 2010 .....	4,456

(a) Weighted-average grant-date fair value of \$30.18 per share and a weighted-average requisite service period of 2.5 years. The awards with market conditions included an expected volatility of 49% in the Monte Carlo simulation used to measure grant date fair value.

During the three months ended March 31, 2010, the Company granted 0.5 million shares of restricted stock awards that time vest over a three-year period. During the three months ended March 31, 2010, the Company granted 0.5 million shares of restricted stock awards (“2010 Performance Awards”) to the Company’s executives and certain other employees which may vest on the third anniversary of the grant date subject to a market condition. The number of 2010 Performance Awards that may cliff vest on the third anniversary of the grant date is based upon achieving a price appreciation hurdle along a price range continuum using the highest average closing price per share of common stock for 20 consecutive trading days during the last 180 days of the performance period. To the extent that the requisite service period is rendered, compensation cost for accounting purposes is not reversed; rather, it is recognized regardless of whether or not the market performance target is achieved.

The Company recognized stock-based compensation expense related to restricted stock awards of \$6.9 million and \$6.0 million for the three months ended March 31, 2010 and 2009, respectively. The unrecognized compensation expense (net of estimated forfeitures) related to restricted stock awards as of March 31, 2010 is \$45.1 million.

**11. Supplemental Cash Flow Information**

Supplemental disclosures of cash flow information and non-cash investing and financing activities are as follows:

	<b>Three Months Ended March 31,</b>	
	<b>2010</b>	<b>2009</b>
Supplemental disclosure of cash flow information:		
Interest paid .....	\$ 116,397	\$ 80,578
Income taxes paid .....	1,397	2,207
Supplemental disclosure of non-cash financing activities:		
Increase (decrease) in the fair value of forward-starting interest rate swaps ( <a href="#">note 3</a> ) .....	(31,612)	(43,279)

**12. Subsequent Events**

*Common Stock*

During April 2010, the Company purchased 0.8 million shares of common stock in open market purchases utilizing \$30.0 million in cash.

*Interest Rate Swaps*

During April 2010, the Company paid \$67.0 million in cash to settle \$610.5 million of notional value of the interest rate swaps that previously hedged the 2005 Tower Revenue Notes.

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

The following discussion should be read in conjunction with the response to Part I, Item 1 of this report and the consolidated financial statements of the Company including the related notes and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" ("MD&A") included in our 2009 Form 10-K. Any capitalized terms used but not defined in this Item have the same meaning given to them in our 2009 Form 10-K. Unless this Form 10-Q indicates otherwise or the context requires, the terms "we," "our," "our company," "the company," or "us" as used in this Form 10-Q refer to Crown Castle International Corp. and its subsidiaries.

### General Overview

#### Overview

As of March 31, 2010, we owned, leased or managed approximately 24,000 towers for wireless communications. Revenues generated from our core site rental business represented 92% of our first quarter 2010 consolidated revenues, of which 94% was attributable to our CCUSA operating segment. The vast majority of our site rental revenues is of a recurring nature and has been contracted for in a prior year. Our site rental revenues typically result from long-term contracts with (1) initial terms of five to 15 years, (2) multiple renewal periods at the option of the tenant of five to ten years each, and (3) contractual escalators of the rental price. As of March 31, 2010, our customer contracts at CCUSA have a weighted-average current term of approximately ten years with a weighted-average of approximately seven years remaining on this ten year current term, exclusive of renewals at the customer's option. As of March 31, 2010, 67% of our site rental gross margin at CCUSA for the three months ended March 31, 2010 is derived from towers that we own or control for greater than 20 years. See our 2009 Form 10-K for a further discussion of our business and our tower portfolio.

The following are certain highlights of our business fundamentals:

- potential growth resulting from wireless network expansion;
- site rental revenues under long-term leases with contractual escalations;
- revenues predominately from large wireless carriers;
- majority of land under our towers under long-term control;
- relatively fixed tower operating costs;
- high incremental margins and cash flows on organic revenue growth;
- minimal sustaining capital expenditure requirements;
- vast majority of debt has contractual maturities after five years and has fixed rate coupons; and
- significant cash flows from operations.

Our long-term strategy is to increase stockholder value by translating anticipated future growth in our core site rental business into growth in our results of operations on a per share basis. The key elements of our strategy are:

- to organically grow revenues and cash flows from our towers as a result of new tenant additions or modifications of existing installations on our towers (collectively referred to as "tenant additions"); and
- to allocate capital efficiently (in no particular order: purchase our own common stock, acquire towers, acquire land under towers, selectively construct towers and distributed antenna systems, improve and structurally enhance our existing towers, and purchase, redeem or refinance our debt or preferred stock). See also "*Item 2. MD&A—Liquidity and Capital Resources.*"

Our long-term strategy is based on our belief that opportunities will be created by the expected continued growth in the wireless communications industry, which is predominately driven by the demand for wireless telephony and data services by consumers. As a result of such expected growth in the wireless communications industry, we believe that the demand for our towers will continue and result in organic growth of our revenues due to the co-location of additional tenants on our existing towers. We expect that new tenant additions on our towers should result in significant incremental cash flow due to the relatively fixed costs to operate a tower (which tend to increase at approximately the rate of inflation).

The following is a discussion of certain recent events and information which may impact our business and our strategy or the wireless communications industry:

- Consumers increased their use of wireless voice and data services according to the CTIA U.S. wireless industry survey issued on March 23, 2010.
  - Wireless data service revenues for the second half of 2009 were more than \$22 billion, which represents a 26% increase over the second half of 2008 and accounts for more than 28% of all wireless services revenues;
  - Wireless connections exceeded 285 million as of December 31, 2009, which represents a year-over-year increase of over 15 million subscribers, or 5%, which equates to approximately 93% of the U.S. population. In addition, three-fourths of young people between ages 12 and 17 now own cell phones, compared to 45% in 2004; and
  - Smartphone penetration has doubled over the last year and a half moving to 21% market penetration as of December 31, 2009 from 10% in early 2008.
- The uncertainty in the economy, which is further discussed in our 2009 Form 10-K, continued during 2010. Despite the current economic weakness and uncertainty, there has been continued incremental demand for wireless services, which has historically been the predominate driver of demand for our towers over the long-term, and we expect that growth trend to continue for the foreseeable future. Consequently, we expect to grow our site rental revenues over the foreseeable future as seen in our expected site rental revenues growth rates of between 7% and 8% from 2009 to 2010. During the first quarter of 2010, we increased our discretionary investments, such as purchases of land and opportunistic purchases of our common stock, following our financing activities during 2009 and early 2010 that extended and laddered our debt maturities.

### **Consolidated Results of Operations**

The following discussion of our results of operations should be read in conjunction with our condensed consolidated financial statements and our 2009 Form 10-K. The following discussion of our results of operations is based on our consolidated financial statements prepared in accordance with GAAP, which requires us to make estimates and judgments that affect the reported amounts (see “*Item 2. MD&A—Accounting and Reporting Matters—Critical Accounting Policies and Estimates*” and note 2 to our consolidated financial statements on our 2009 Form 10-K).

### Comparison of Consolidated Results

The following information is derived from our historical consolidated statements of operations for the periods indicated.

	Three Months Ended March 31, 2010		Three Months Ended March 31, 2009		Percent Change(b)
	Amount	Percent of Net Revenues	Amount	Percent of Net Revenues	
	(Dollars in thousands)				
Net revenues:					
Site rental.....	\$ 406,872	92 %	\$ 367,667	91 %	11 %
Network services and other.....	37,455	8 %	35,243	9 %	6 %
	<u>444,327</u>	<u>100 %</u>	<u>402,910</u>	<u>100 %</u>	<u>10 %</u>
Operating expenses:					
Costs of operations(a):					
Site rental.....	113,755	28 %	109,698	30 %	4 %
Network services and other.....	26,296	70 %	22,061	63 %	19 %
Total costs of operations .....	<u>140,051</u>	<u>32 %</u>	<u>131,759</u>	<u>33 %</u>	<u>6 %</u>
General and administrative .....	39,473	9 %	36,637	9 %	8 %
Asset write-down charges.....	1,562	—	4,091	1 %	(62)%
Depreciation, amortization and accretion .....	<u>132,868</u>	<u>30 %</u>	<u>133,176</u>	<u>33 %</u>	<u>—</u>
Operating income (loss).....	130,373	29 %	97,247	24 %	34 %
Interest expense and amortization of deferred financing costs .....	(120,781)	(27)%	(105,587)	(26)%	14 %
Gains (losses) on purchases and redemption of debt .....	(66,434)	(15)%	13,350	3 %	*
Net gain (loss) in interest rate swaps .....	(73,276)	(16)%	3,795	1 %	*
Interest and other income (expense) .....	379	—	(246)	—	*
Income (loss) before income taxes.....	<u>(129,739)</u>	<u>(29)%</u>	<u>8,559</u>	<u>2 %</u>	<u>*</u>
Benefit (provision) for income taxes .....	10,339	2 %	1,491	1 %	*
Net income (loss).....	<u>(119,400)</u>	<u>(27)%</u>	<u>10,050</u>	<u>3 %</u>	<u>*</u>
Less: Net income (loss) attributable to the noncontrolling interest.....	(125)	—	(527)	—	*
Net income (loss) attributable to CCIC stockholders.....	<u>\$ (119,275)</u>	<u>(27)%</u>	<u>\$ 10,577</u>	<u>3 %</u>	<u>*</u>

\*: Percentage is not meaningful

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

(b) Inclusive of the impact of foreign exchange rate fluctuations. See "Item 2. MD&A—Comparison of Operating Segments—CCAL"

*First Quarter 2010 and 2009.* Our consolidated results of operations for the first quarter of 2010 and 2009, respectively, consist predominately of our CCUSA segment, which accounted for (1) 94% and 95% of consolidated net revenues, (2) 95% and 95% of consolidated gross margins, and (3) 100% and 117% of net income (loss) attributable to CCIC stockholders. Our operating segment results, including CCUSA, are discussed below (see “*Item 2. MD&A—Comparison of Operating Segments*”).

## **Comparison of Operating Segments**

Our reportable operating segments for the first quarter of 2010 are (1) CCUSA, primarily consisting of our U.S. tower operations, and (2) CCAL, our Australian tower operations. Our financial results are reported to management and the board of directors in this manner.

See [note 9](#) to our condensed consolidated financial statements for segment results, our definition of Adjusted EBITDA, and a reconciliation of net income (loss) attributable to CCIC stockholders to Adjusted EBITDA.

Our measurement of profit or loss currently used to evaluate our operating performance and operating segments is earnings before interest, taxes, depreciation, amortization and accretion, as adjusted. Our measure of Adjusted EBITDA may not be comparable to similarly titled measures of other companies, including companies in the tower sector, and is not a measure of performance calculated in accordance with GAAP. Adjusted EBITDA is discussed further under “*Item 2. MD&A—Accounting and Reporting Matters—Non-GAAP Financial Measures.*”

### *CCUSA — First Quarter 2010 and 2009*

Net revenues for the first quarter of 2010 increased by \$34.7 million, or 9%, from the same period in the prior year. This increase in net revenues primarily resulted from an increase in site rental revenues of \$33.3 million, or 10%, for the same period. This increase in site rental revenues was impacted by the following items, in no particular order: new tenant additions across our entire portfolio inclusive of straight-line accounting for certain lease escalations, straight-line accounting from renewal of customer leases, escalations net of the impact of straight-line accounting, and cancellations of customer leases. Tenant additions were influenced by the previously mentioned growth in the wireless communications industry.

Network services and other revenues for the first quarter of 2010 increased by \$1.4 million, or 4%, from the same period in the prior year. The increase in network services and other revenues reflects the quarterly volatility and variable nature of the network services business as these revenues are not under long-term contract.

Site rental gross margins for the first quarter of 2010 increased by \$31.3 million, or 13%, from the same period in the prior year. The increase in the site rental gross margins was related to the previously mentioned 10% increase in site rental revenues. Site rental gross margins as a percentage of site rental revenues for first quarter of 2010 increased by two percentage points, to 72%, from the same period in the prior year primarily as a result of the high incremental margins associated with tenant additions given the relatively fixed costs to operate a tower. The \$31.3 million incremental margin represents 94% of the related increase in site rental revenues.

General and administrative expenses for the first quarter of 2010 increased by \$1.7 million from the same period in the prior year but decreased to 8% of net revenues from 9%. General and administrative expenses are inclusive of stock-based compensation charges as discussed further in [note 10](#) to our condensed consolidated financial statements. The increase in general and administrative expenses was primarily due to the increase in stock-based compensation of \$1.3 million and salary and employee benefits, partially offset by cost management initiatives. The increase in stock-based compensation was driven by the furthered emphasis on the long-term incentive compensation component of total compensation for senior management which we believe further aligns compensation with stockholder value (see also our 2010 Proxy Statement). Typically, our general and administrative expenses do not significantly increase as a result of the co-location of additional tenants on our towers.

Adjusted EBITDA for the first quarter of 2010 increased by \$29.0 million, or 12%, from the same period in the prior year. Adjusted EBITDA was positively impacted by the growth in our site rental and service businesses, including the high incremental margin on the new tenant additions.



Depreciation, amortization and accretion for the first quarter of 2010 increased by \$0.2 million, or less than 1%, from the same period in the prior year. The small increase is consistent with the movement in our fixed assets and intangible assets which did not materially change between the first quarter of 2010 and the first quarter of 2009.

During the first quarter of 2010 and during full year 2009, we repaid or purchased \$4.4 billion of face value debt using cash from our issuances of debt in order to extend and ladder the maturities of our debt portfolio. As a result of purchasing and early retiring certain of our debt, we incurred a net loss of \$66.4 million for the first quarter of 2010. The increase in interest expense and amortization of deferred financing costs of \$15.2 million, or 14%, from the first quarter of 2009 to 2010 predominately resulted from 71% of our debt outstanding as of March 31, 2010 having been issued during 2009 and 2010 to refinance, at higher borrowing costs, other debt resulting in lengthening the weighted-average maturity of our portfolio of debt. Further, the increase in interest expense and amortization of deferred financing costs in the first quarter of 2010 from the prior year was inclusive of a \$10.2 million increase in the amortization of interest rate swaps primarily related to the loss on the swaps hedging the refinancing of the 2005 tower revenue notes. During the first quarter of 2010, we recorded losses on interest rate swaps of \$73.3 million which predominately resulted from an increase in the liability for those swaps not subject to hedge accounting due to changes in the LIBOR yield curve. For a further discussion of the debt refinancing and the interest rate swaps see [notes 2](#) and [3](#) to our condensed consolidated financial statements, “*Item 2. MD&A—Liquidity and Capital Resources*” and “*Item 3. Quantitative and Qualitative Disclosures About Market Risk.*”

The benefit (provision) for income taxes for the first quarter of 2010 was a benefit of \$10.8 million, representing an increase of \$9.0 million from the same period in the prior year. As a result of our tax benefits recorded on losses during the first quarter of 2010, our net tax position as of March 31, 2010 prevents us from recognizing additional federal deferred tax benefits because any such benefits are expected to have a full valuation allowance. The effective tax rate for the first quarter of 2010 was 8% which differs from the federal statutory rate of 35% due predominately to our valuation allowance on deferred tax assets. The benefit for income taxes for the first quarter of 2009 is inclusive of a \$5.3 million reversal of state tax valuation allowances. The effective tax rate for the first quarter of 2009 differs from the federal statutory rate predominately due to these state tax benefits.

Net income (loss) attributable to CCIC stockholders for the first quarter of 2010 was a loss of \$118.9 million inclusive of (1) net losses from interest rate swaps of \$73.3 million and (2) net losses from repayments and purchases and early retirement of debt of \$66.4 million. Net income (loss) attributable to CCIC stockholders for the first quarter of 2009 was income of \$12.3 million inclusive of (1) a gain from the repurchase of debt of \$13.4 million and (2) a gain on interest rate swaps of \$3.8 million. The change from net income to net loss was predominately due to (1) the previously mentioned charges and benefits and (2) the previously mentioned increase in interest expense of \$15.2 million, partially offset by (3) growth in our core site rental business and (4) the increase in income taxes benefits resulting from the pre-tax losses for the first quarter of 2010.

#### *CCAL — First Quarter 2010 and 2009*

The increases and decreases between the first quarter of 2010 and 2009 were inclusive of exchange rate fluctuations. The average exchange rate of the Australian dollar to one U.S dollar for the first quarter of 2010 was approximately 0.90, an increase of 36% from approximately 0.67 for the same period in the prior year. See “*Item 3. Quantitative and Qualitative Disclosures About Market Risk.*”

Total net revenues for the first quarter of 2010 increased by \$6.7 million, or 36%, from the same period in the prior year. Site rental revenues for the first quarter of 2010 increased by \$5.9 million, or 35%, from the same period in the prior year. The increase in the exchange rate positively impacted net revenues and site rental revenues by approximately \$6.7 million and \$6.0 million, respectively, and accounted for an increase of 36% and 35%, respectively, for the first quarter of 2010 from the same period in the prior year. Site rental revenues were also impacted by various other factors, including, in no particular order, new tenant additions on our towers, straight-line accounting from renewal of customer leases, escalations net of the impact of straight-line accounting, and cancellations of customer leases.

Site rental gross margins increased by \$3.8 million, or 31%, to 71% of site rental revenues, for the first quarter of 2010, from \$12.3 million, or 72% of site rental revenues, for first quarter in 2009. Adjusted EBITDA for the first quarter of 2010 increased by \$2.9 million, or 28%, from the same period in the prior year, primarily as a result of the increase in site rental gross margins, which was driven by the previously mentioned change in exchange rates.

Net income (loss) attributable to CCIC stockholders for the first quarter of 2010 was a net loss of \$0.3 million, compared to a net loss of \$1.8 million for the first quarter of 2009. The decrease in net loss was predominately due to a

decrease in depreciation expense of \$0.5 million, which resulted from depreciation expense for the first quarter of 2009 including depreciation related to towers that were acquired with short useful lives for accounting purposes as a result of the short term of the underlying ground lease.

## Liquidity and Capital Resources

### Overview

*General.* Our site rental business is generally characterized by a stable cash flow stream generated by revenues under long-term contracts that should be recurring for the foreseeable future. For more than five years, our cash from operations has exceeded our cash interest payments and capital expenditures (sustaining and discretionary) and provided us with cash available for other discretionary investments. We seek to allocate the cash produced by our operations in a manner that will enhance per share operating results. During the first quarter of 2010, we increased our purchases of land, opportunistic purchases of our common stock and purchases of our debt, as a result of the financial flexibility afforded us after completing financing activities during 2009 and 2010 that extended and laddered our debt maturities. Our significant financing activities during the first four months of 2010 include the following:

- We extended the maturity of our debt by issuing the 2010 tower revenue notes, using a portion of the proceeds to repay the 2005 tower revenue notes.
- We purchased \$2.1 billion face value of debt for \$2.1 billion in cash.
- We purchased 3.4 million shares of common stock in the open market for \$130.1 million in cash.
- We paid \$122.9 million to settle \$1.1 billion notional value of forward-starting interest rate swaps.

*Liquidity Position.* The following is a summary of our capitalization and liquidity position. See “Item 3. Quantitative and Qualitative Disclosures About Market Risk” and [note 2](#) to our condensed consolidated financial statements for additional information regarding our debt.

	<b>March 31, 2010 Pro Forma(a)</b>
	<b>(In thousands of dollars)</b>
Cash and cash equivalents(b) .....	\$ 300,510
Undrawn revolver availability.....	400,000
Debt and other long-term obligations.....	6,388,316
Interest rate swap liabilities.....	286,387
Redeemable preferred stock.....	315,886
Stockholders’ equity .....	2,657,124

(a) Pro forma for the settlement of interest rate swaps and purchases of common stock in April 2010.

(b) Exclusive of \$179.7 million of restricted cash.

We expect that our cash on hand, undrawn revolver availability and cash flows from operating activities (net of cash interest payments) over the next 12 months, which should be at least equal to the \$571 million of cash flows from operating activities for full year 2009, should be sufficient to cover over the next 12 months our expected (1) debt service obligations of \$20 million (principal repayments), (2) capital expenditures of approximately \$285 million (sustaining and discretionary), and (3) interest rate swap obligations of \$286 million based on interest rates in effect at March 31, 2010 pro forma for the settlement of interest rate swaps in April 2010. As CCIC is a holding company, our cash flow from operations is generated by our operating subsidiaries.

Over the next 12 months we have no debt maturities other than nominal principal payments on amortizing debt. We do not anticipate the need to access the capital markets to refinance our existing debt for five years, although we plan on endeavoring to refinance the 2006 tower revenue notes on or before their anticipated repayment dates in November 2011. Our ability to obtain borrowings that are securitized by tower cash flows and are at commercially reasonable terms will depend on various factors, such as our ability to generate cash flows on our existing towers, the state of the capital markets and other factors such as those in “Item 1A. Risk Factors” from our 2009 Form 10-K. If we are unable to refinance our debt with similar instruments, we may explore other forms of financing, which may include other forms of debt or issuances of equity or equity related securities.

Our tower revenue notes (totaling \$3.2 billion) have final maturities between 2036 and 2040 and anticipated repayment dates of November 2011 for the \$1.33 billion 2006 tower revenue notes and between 2015 and 2020 for the 2010 tower revenue notes. As further discussed in [note 2](#) to our condensed consolidated financial statements, if our tower revenue

notes are not repaid in full on or prior to their anticipated repayment dates, then the interest rates increase by approximately 5% per annum (to approximately 11%) and substantially all of the cash flows of the subsidiaries issuing the tower revenue notes (Excess Cash Flow as defined in the tower revenue notes indenture) will be used to repay principal. Excess Cash Flow of the issuers of the tower revenue notes was approximately \$375 million for full year 2009, representing approximately two-thirds of our annualized consolidated cash flows from operations for 2009. Should we not repay our tower revenue notes by their anticipated repayment dates, we anticipate having sufficient liquidity to operate our existing business with no impact on our operations. See “Item 3. *Quantitative and Qualitative Disclosures About Market Risk*” for a tabular presentation of our debt maturities as of March 31, 2010.

*Long-term Strategy.* We seek to maintain a capital structure that we believe drives long-term stockholder value and optimizes our weighted-average cost of capital. Over the long term, we target leverage of approximately five times Adjusted EBITDA and interest coverage of approximately three times Adjusted EBITDA, subject to various factors such as the availability and cost of debt and the potential long-term return on our discretionary investments. In furtherance of this long-term strategy, we contemplate funding our discretionary investments primarily with operating cash flows and, in certain instances, potential future debt financings and issuances of equity or equity related securities. As a result, anticipated future growth in site rental cash flows and corresponding increases in Adjusted EBITDA should reduce our leverage. Conversely, as our cash flows and Adjusted EBITDA grow, we may seek to increase our debt in nominal dollars to maintain or achieve a certain targeted leverage.

#### *Summary Cash Flow Information*

A summary of our cash flows is as follows:

	<b>Three Months Ended March 31,</b>		
	<b>2010</b>	<b>2009</b>	<b>Change</b>
	(In thousands of dollars)		
Net cash provided by (used for):			
Operating activities .....	\$ 84,257	\$ 118,058	\$ (33,801)
Investing activities .....	(56,921)	(36,853)	(20,068)
Financing activities .....	(396,036)	374,348	(770,384)
Effect of exchange rate changes on cash.....	50	(1,435)	1,485
Net increase (decrease) in cash and cash equivalents.....	<u>\$ (368,650)</u>	<u>\$ 454,118</u>	<u>\$ (822,768)</u>

#### *Operating Activities*

The decrease in net cash provided by operating activities for the first three months of 2010 of \$33.8 million, or 29%, from 2009, was primarily due to (1) a change in working capital that decreased operating cash flows by \$57.6 million, resulting primarily from the timing of certain payments such as cash interest payments and higher cash interest expense, partially offset by (2) growth in our site rental business. We expect net cash provided by operating activities for the year ended December 31, 2010 will be at least equal to that for the year ended December 31, 2009, primarily as a result of our anticipated growth in our core site rental business, partially offset by higher cash interest expense including the impact of changes in accrued interest. Changes in working capital, and particularly changes in site rental receivables, deferred rental revenues, prepaid ground leases, restricted cash and accrued interest, can have a dramatic impact on our net cash from operating activities for interim periods, largely due to the timing of payments and receipts.

## Investing Activities

*Capital Expenditures.* A summary of our capital expenditures is as follows:

	Three Months Ended March 31,		
	2010	2009	Change
	(In thousands of dollars)		
Discretionary:			
Land purchases .....	\$ 20,161	\$ 3,392	\$ 16,769
Construction or purchases of towers .....	2,772	6,160	(3,388)
Tower improvements and other .....	9,348	24,741	(15,393)
Sustaining.....	4,582	4,991	(409)
Total.....	<u>\$ 36,863</u>	<u>\$ 39,284</u>	<u>\$ (2,421)</u>

Our total capital expenditures decreased as a result of a decrease in tower improvements, which typically varies based on (1) the type of work performed on the towers, with the installation of a new antenna typically requiring greater capital expenditures than a modification to an existing installation, and (2) the existing capacity of the tower prior to installation. As previously mentioned, we have increased our purchases of land from our 2009 levels following our financing activities in 2009 and 2010 that extended and laddered our debt maturities. Other than sustaining capital expenditures, which we expect to be approximately \$27 million to \$32 million for the year ended December 31, 2010, our capital expenditures are discretionary and are made with respect to activities which we believe exhibit sufficient potential to improve our long-term results of operations on a per share basis. We expect to use at least \$285 million of our cash flow on capital expenditures for full year 2010, with approximately \$80 million to \$100 million of our capital expenditures targeted for our existing tower assets related to customer installations and related capacity improvement. Our decisions regarding capital expenditures are influenced by the availability and cost of capital and expected returns on alternative investments.

## Financing Activities

As further discussed in our 2009 Form 10-K, during 2009 we had previously limited our discretionary investments such as common stock purchases in order to increase cash available to retire portions of our debt. Following our financing activities during 2009 and 2010 that extended and laddered our debt maturities, we have resumed our opportunistic purchases of common stock.

*Debt Purchases and Repayments.* See [note 2](#) to our consolidated financial statements for a summary of our purchases and repayments of debt during 2010 including the gains (losses) on the purchases and repayments.

*Interest Rate Swaps.* We enter into interest rate swaps to manage and reduce our interest rate risk, including the use of interest rate swaps to hedge the variability in cash flows from changes in LIBOR on anticipated refinancing and outstanding variable rate debt. See “*Item 3. Quantitative and Qualitative Disclosures About Market Risk*” and [note 3](#) to our condensed consolidated financial statements for a further discussion of our interest rate swaps including the potential impact on our cash obligations and our earnings and information concerning interest rate swaps that no longer represent economic hedges.

*Common Stock Activity.* As of March 31, 2010 and December 31, 2009, we had 291.2 million and 292.7 million common shares outstanding, respectively. During the first four months of 2010, we purchased 3.4 million shares of common stock in open market purchases utilizing \$130.1 million in cash, of which 0.8 million shares of common stock were purchased in April 2010 utilizing \$30.0 million in cash.

## Debt Covenants

We currently have no financial covenant violations; and based upon our current expectations, we believe our operating results will be sufficient to comply with our debt covenants. The following is the financial maintenance covenants under our debt agreements, exclusive of cash trap reserve covenants. See our 2009 Form 10-K for a further discussion of our debt covenants, certain restrictive covenants and factors that are likely to determine our subsidiaries ability to comply with the current and future debt covenants.

	<u>Debt</u>	<u>Current Covenant Requirement</u>	<u>As of March 31, 2010</u>	<u>At Inception</u>
Consolidated Leverage Ratio(a).....	Credit Agreement	≤7.50	5.8	8.9
Consolidated Interest Coverage Ratio(b)(c)...	Credit Agreement	≥2.00	2.7	1.9

- (a) For consolidated CCIC, ratio of Consolidated Total Debt (as defined in the credit agreement) to Consolidated Adjusted EBITDA (as defined in the credit agreement) for the most recent completed quarter multiplied by four.
- (b) For consolidated CCIC, ratio of Consolidated Adjusted EBITDA for the most recent completed quarter multiplied by four to Consolidated Pro forma Debt Service (as defined in the credit agreement).
- (c) In addition, the credit agreement contains covenants related to the debt service coverage ratios for the tower revenue notes, 2009 securitized notes and 7.75% secured notes. These covenants are less restrictive than our consolidated coverage ratio.

The following are the ratios applicable to the cash trap reserve covenants under our debt agreements that could require the cash flows generated by the issuers and their subsidiaries to be deposited in a reserve account and not released to us.

	<u>Debt</u>	<u>Current Covenant Requirement(a)</u>	<u>As of March 31, 2010</u>	<u>At Inception</u>
Debt Service Coverage Ratio(b).....	2006 Tower Revenue Notes	>1.75	2.9	2.3
Debt Service Coverage Ratio(b).....	2010 Tower Revenue Notes	>1.75	2.9	2.9
Debt Service Coverage Ratio(b).....	2009 Securitized Notes	>1.30	2.5	2.4
Consolidated Fixed Charge Coverage Ratio(b).....	7.75% Secured Notes	>1.35	2.7	2.5

- (a) The 2009 securitized notes and tower revenue notes also have amortization coverage thresholds of 1.15 and 1.45, respectively. For the 7.75% secured notes, if the Consolidated Fixed Charge Coverage Ratio is equal to or less than 1.20 and the aggregate amount of cash deposited in the reserve account exceeds \$100.0 million, the issuing subsidiaries will be required to commence an offer to purchase the 7.75% secured notes using the cash in the reserve account.
- (b) Ratio of Net Cash Flow to the amount of interest to be paid over the succeeding 12 months per the terms of the respective debt agreement.

## Accounting and Reporting Matters

### Critical Accounting Policies and Estimates

Our critical accounting policies and estimates are those that we believe (1) are most important to the portrayal of our financial condition and results of operations and (2) require our most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. The critical accounting policies and estimates are not intended to be a comprehensive list of our accounting policies and estimates. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP, with no need for management's judgment in their application. In other cases, management is required to exercise judgment in the application of accounting principles with respect to particular transactions. Our critical accounting policies and estimates as of December 31, 2009 are described in "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations" and in the notes to our consolidated financial statements in our 2009 Form 10-K. The critical accounting policies and estimates for the first three months of 2010 have not changed from the critical accounting policies for the year ended December 31, 2009.

### Impact of Accounting Standards Issued But Not Yet Adopted and Those Adopted in 2010

No accounting pronouncements adopted during the three months ended March 31, 2010 had a material impact on our consolidated financial statements. No new accounting pronouncements issued during the three months ended March 31, 2010 are expected to have a material impact on our consolidated financial statements. See our consolidated financial statements in our 2009 Form 10-K for a discussion of other new accounting pronouncements issued but not yet adopted.

### *Non-GAAP Financial Measures*

One measurement of profit or loss currently used to evaluate our operating performance of our operating segments is earnings before interest, taxes, depreciation, amortization and accretion, as adjusted, or Adjusted EBITDA. Our definition of Adjusted EBITDA is set forth in [note 9](#) to our condensed consolidated financial statements. Our measure of Adjusted EBITDA may not be comparable to similarly titled measures of other companies, including companies in the tower sector, and is not a measure of performance calculated in accordance with GAAP. Adjusted EBITDA should not be considered in isolation or as a substitute for operating income or loss, net income or loss, cash flows provided by (used for) operating, investing and financing activities or other income statement or cash flow statement data prepared in accordance with GAAP.

We believe Adjusted EBITDA is useful to an investor in evaluating our operating performance because:

- it is the primary measure used by our management to evaluate the economic productivity of our operations, including the efficiency of our employees and the profitability associated with their performance, the realization of contract revenues under our long-term contracts, our ability to obtain and maintain our customers and our ability to operate our leasing and licensing business effectively;
- it is the primary measure of profit and loss used by our management for purposes of making decisions about allocating resources to, and assessing the performance of, our operating segments;
- it is similar to the measure of current financial performance generally used in our debt covenant calculations;
- although specific definitions may vary, it is widely used in the tower sector to measure operating performance without regard to items such as depreciation, amortization and accretion which can vary depending upon accounting methods and the book value of assets; and
- we believe it helps investors meaningfully evaluate and compare the results of our operations (1) from period to period and (2) to our competitors by removing the impact of our capital structure (primarily interest charges from our outstanding debt) and asset base (primarily depreciation, amortization and accretion) from our operating results.

Our management uses Adjusted EBITDA:

- with respect to compliance with our debt covenants, which require us to maintain certain financial ratios including, or similar to, Adjusted EBITDA;
- as the primary measure of profit and loss for purposes of making decisions about allocating resources to, and assessing the performance of, our operating segments;
- as a performance goal in employee annual incentive compensation;
- as a measurement of operating performance because it assists us in comparing our operating performance on a consistent basis as it removes the impact of our capital structure (primarily interest charges from our outstanding debt) and asset base (primarily depreciation, amortization and accretion) from our operating results;
- in presentations to our board of directors to enable it to have the same measurement of operating performance used by management;
- for planning purposes, including preparation of our annual operating budget;
- as a valuation measure in strategic analyses in connection with the purchase and sale of assets; and
- in determining self-imposed limits on our debt levels, including the evaluation of our leverage ratio and interest coverage ratio.

There are material limitations to using a measure such as Adjusted EBITDA including the difficulty associated with comparing results among more than one company, including our competitors, and the inability to analyze certain significant items, including depreciation and interest expense, that directly affect our net income or loss. Management compensates for these limitations by considering the economic effect of the excluded expense items independently as well as in connection with their analysis of net income (loss).

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

The following section updates “*Item 7A. Quantitative and Qualitative Disclosures About Market Risk*” in our 2009 Form 10-K and should be read in conjunction with that report as well as our condensed consolidated financial statements included in Part 1, Item 1 of this report.

#### Interest Rate Risk

Our interest rate risk relates primarily to the impact of interest rate movements on:

- the potential refinancing of our existing debt, of which we currently anticipate refinancing the 2006 tower revenue notes between now and November 2011;
- our \$630.5 million of floating rate debt representing approximately 10% of total debt, of which \$600.0 million has been fixed until December 2011 through interest rate swaps;
- interest rate swaps that no longer represent economic hedges; and
- potential future borrowings of incremental debt.

#### *Interest Rate Swaps*

Our interest rate swaps have an aggregate settlement value of \$297.8 million as of March 31, 2010 pro forma for the settlement of interest rate swaps in April 2010, and they are contractually due and payable between June 2010 and November 2011. In 2010, we have utilized a dollar cost averaging approach of recurring partial settlements in order to settle portions of our interest rate swaps hedging the 2005 tower revenue notes. We may continue this approach to settling these interest rate swaps in the future. See the following table and [note 3](#) to our condensed consolidated financial statements for additional information regarding our interest rate swaps.

Pro forma for the settlement of interest rate swaps in April 2010, a hypothetical decrease of 100 basis points in the prevailing LIBOR yield curve as of March 31, 2010 would increase the liability for our swaps on a settlement value basis by nearly \$217 million, and a hypothetical increase in rates would reduce the liability by a similar amount. We immediately mark to market in earnings interest rate swaps that are not designated as hedges. As a result, we estimate that the impact of the hypothetical unfavorable movement of 100 basis points would decrease earnings by approximately \$147 million, and an opposite hypothetical increase in LIBOR would positively impact earnings by a similar amount.

The following tables provide information about our market risk related to changes in interest rates. The future principal payments, weighted-average interest rates and the interest rate swaps are presented as of March 31, 2010 pro forma for the settlement of certain interest rate swaps in April 2010. These debt maturities reflect contractual maturity dates, exclusive of other long-term obligations that are de minimis, and do not consider the impact of the principal payments that will commence following the anticipated repayment dates on the tower revenue notes (see footnote (c)). See [notes 2](#) and [3](#) to our condensed consolidated financial statements for additional information regarding our debt and interest rate swaps.

Future Principal Payments and Interest Rates by the Debt Instruments' Contractual Year of Maturity

	2010	2011	2012	2013	2014	Thereafter	Total	Fair Value(a)
(Dollars in thousands)								
Debt:								
Fixed rate(b)(c) .....	\$ 9,309	\$ 16,653 (c)	\$ 17,969(c)	\$ 18,722 (c)	\$ 18,970 (c)	\$ 5,754,107(c)	\$ 5,835,730(c)	\$ 6,164,888
Average interest rate(b).....	6.3%	6.3% (c)	6.3%(c)	6.3% (c)	6.3% (c)	9.5%(c)	9.5%(c)	
Variable rate(d) .....	\$ 4,875	\$ 6,500	\$ 6,500	\$ 6,500	\$ 606,125	\$ —	\$ 630,500	\$ 621,043
Average interest rate(e).....	1.8%	1.8%	1.8%	1.8%	1.8%	—	1.8%	

Notional Amounts and Interest Rates by the Year of Maturity of the Interest Rate Swaps

	2010	2011	2012	2013	2014	Thereafter	Total
(Dollars in thousands)							
Interest Rate Swaps:							
Variable to Fixed—Forward starting(f).....	\$ 790,069	\$ 3,100,000	\$ —	\$ —	\$ —	\$ —	\$ 3,890,069
Fair value(g).....	(85,248)	(197,890)	—	—	—	—	(283,138)
Average Fixed Rate(h) .....	5.2%	5.2%	—	—	—	—	5.2%
Variable to Fixed.....	\$ — (d)	\$ 600,000	\$ —	\$ —	\$ —	\$ —	\$ 600,000(e)
Fair value(g).....	—	(3,249)	—	—	—	—	(3,249)
Average Fixed Rate(h) .....	— (d)	1.3%	—	—	—	—	1.3%(e)

- (a) The fair value of our debt is based on indicative quotes (that is, non-binding quotes) from brokers that require judgment to interpret market information, including implied credit spreads for similar borrowings on recent trades or bid/ask offers. These fair values are not necessarily indicative of the amount which could be realized in a current market exchange.
- (b) The average interest rate represents the weighted-average stated coupon rate (see footnote (c)).
- (c) The anticipated repayment date for the 2006 tower revenue notes is November 2011 and 2015, 2017 and 2020, as applicable, for the 2010 tower revenue notes. As previously discussed, if the tower revenue notes are not repaid in full by their anticipated repayment dates the applicable interest rate increases by an additional approximately 5% per annum and monthly principal payments commence using the Excess Cash Flow of the Issuers of the tower revenue notes. The tower revenue notes are presented based on their contractual maturity dates between 2036 and 2040 and include the impact of an assumed 5% increase in interest rate that would occur following the anticipated repayment dates but exclude the impact of monthly principal payments that would commence using Excess Cash Flow of the Issuers of the tower revenue notes. The full year 2009 Excess Cash Flow of the Issuers was approximately \$375 million without consideration of the tower revenue notes purchased by CCIC.
- (d) Our variable rate debt consists of \$630.5 million outstanding under our term loans.
- (e) The interest rate on our term loan represents the rates currently in effect, exclusive of the effect of our interest rate swaps.
- (f) These interest rate swaps are forward starting interest rate swaps that were entered into to hedge exposure to variability in future cash flows attributable to changes in LIBOR on the expected future refinancing of certain of our fixed rate debt. Certain of these interest rate swaps, as previously mentioned, no longer represent economic hedges. These interest rate swaps have a contractual maturity on their respective effective dates (projected refinancing dates of the hedged debt) upon which we are obligated to terminate and settle in cash the interest rate swaps. See [note 3](#) to our condensed consolidated financial statements for additional information regarding our forward starting interest rate swaps.
- (g) The fair value of interest rate swaps is determined using the income approach and is predominately based on observable interest rates and yield curves. The fair value predominately results from the difference between the fixed rate and the prevailing LIBOR yield curve and, to a lesser extent, the contract counterparties and our credit risk. As of March 31, 2010 pro forma for the settlement of interest rate swaps in April 2010, the liability on a cash settlement basis of approximately \$297.8 million had been reduced by \$11.4 million, related to credit risk, to reflect the interest rate swaps at fair value.
- (h) Exclusive of any applicable credit spreads.



## **Foreign Currency Risk**

The vast majority of our foreign currency risk is related to the Australian dollar which is the functional currency of CCAL. CCAL represented 6% of our consolidated net revenues and 4% of our operating income for the three months ended March 31, 2010. We believe the risk related to our financial instruments (exclusive of inter-company financing deemed a long-term investment) denominated in Australian dollars should not be material to our financial condition.

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

### **Disclosure Controls and Procedures**

The Company conducted an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective in alerting them in a timely manner to material information relating to the Company required to be included in the Company's periodic reports under the Securities Exchange Act of 1934.

### **Changes in Internal Control Over Financial Reporting**

There have been no changes in the Company's internal control over financial reporting during the fiscal quarter covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II—OTHER INFORMATION

### ITEM 1A. RISK FACTORS

There are no material changes to the risk factors discussed in “*Item 1A. Risk Factors*” in our 2009 Form 10-K.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

#### Purchases of Equity Securities

The following table summarizes information with respect to purchases of our equity securities during the first quarter of 2010:

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs</u>
	(In thousands)			
January 1 – January 31, 2010	—	\$ —	—	—
February 1 – February 28, 2010	228	38.00	—	—
March 1 – March 31, 2010	2,574	38.87	—	—
Total	<u>2,802</u>	<u>\$ 38.80</u>	<u>—</u>	<u>—</u>

We paid \$108.7 million in cash to effect these purchases, of which 2.6 million were purchased in the open market utilizing \$100.1 million in cash or \$38.87 per share. See also [note 12](#) to our condensed consolidated financial statements.

### ITEM 6. EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
(a) 3.1	Amended and Restated Certificate of Incorporation of Crown Castle International Corp., dated May 24, 2007
(a) 3.2	Amended and Restated By-laws of Crown Castle International Corp., dated May 24, 2007
* 31.1	Certification of Chief Executive Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002
* 31.2	Certification of Chief Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002
* 32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of Sarbanes-Oxley Act of 2002
** 101.INS	XBRL Instance Document
** 101.SCH	XBRL Taxonomy Extension Schema Document
** 101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
** 101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
** 101.LAB	XBRL Taxonomy Extension Label Linkbase Document
** 101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

\* Filed herewith.

\*\* Furnished herewith.

(a) Incorporated by reference to the exhibit previously filed by the Registrant on Form 8-K (Registration No. 001-16441) on May 30, 2007.

**SIGNATURES**

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

CROWN CASTLE INTERNATIONAL CORP.

Date: May 7, 2010

By:                                 /s/ Jay A. Brown                                  
**Jay A. Brown**  
**Senior Vice President,**  
**Chief Financial Officer and Treasurer**  
**(Principal Financial Officer)**

Date: May 7, 2010

By:                                 /s/ Rob A. Fisher                                  
**Rob A. Fisher**  
**Vice President and Controller**  
**(Principal Accounting Officer)**

## Exhibit 31.1

### Certification

#### For the Quarterly Period Ended March 31, 2010

I, W. Benjamin Moreland, certify that:

1. I have reviewed this report on Form 10-Q of Crown Castle International Corp. (“registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 7, 2010

/s/ W. Benjamin Moreland  
\_\_\_\_\_  
W. Benjamin Moreland  
President and Chief Executive Officer

## Exhibit 31.2

### Certification

#### For the Quarterly Period Ended March 31, 2010

I, Jay A. Brown, certify that:

1. I have reviewed this report on Form 10-Q of Crown Castle International Corp. (“registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 7, 2010

/s/ Jay A. Brown

Jay A. Brown

Senior Vice President, Chief Financial Officer  
and Treasurer

**Exhibit 32.1**

**Certification Pursuant to  
18 U.S.C. Section 1350**

**As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q of Crown Castle International Corp., a Delaware Corporation (“Company”), for the period ending March 31, 2010 as filed with the Securities and Exchange Commission on the date hereof (“Report”), each of the undersigned officers of the Company hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of such officer’s knowledge:

- 1) the Report complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of March 31, 2010 (the last date of the period covered by the Report).

/s/ W. Benjamin Moreland

W. Benjamin Moreland  
President and Chief Executive Officer  
May 7, 2010

/s/ Jay A. Brown

Jay A. Brown  
Senior Vice President, Chief Financial Officer  
and Treasurer  
May 7, 2010

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to Crown Castle International Corp. and will be retained by Crown Castle International Corp. and furnished to the Securities and Exchange Commission or its staff upon request.

## Verifications

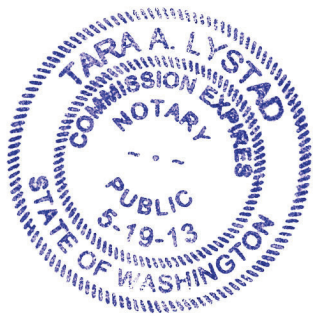
STATE OF WASHINGTON


§  
§  
§

COUNTY OF KING


**VERIFICATION**

I, Michael Kavanagh, state that I am the Chief Executive Officer of NewPath Networks, Inc. and NewPath Networks, LLC (together, the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



  
\_\_\_\_\_  
Michael Kavanagh  
Chief Executive Officer  
NewPath Networks, Inc.  
NewPath Networks, LLC

Sworn and subscribed before me this 7<sup>th</sup> day of July, 2010.

  
\_\_\_\_\_  
Notary Public *in and for the State of Washington*

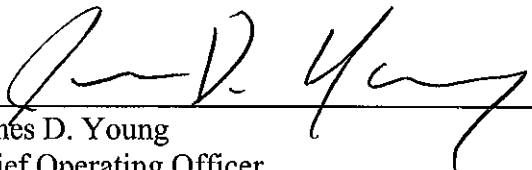
My commission expires 5-19-13



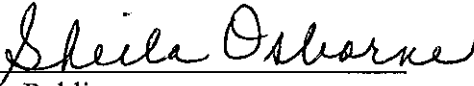
COMMONWEALTH OF PENNSYLVANIA   §  
   §    SS:  
COUNTY OF WASHINGTON           §

**VERIFICATION**

I, James D. Young, state that I am the Chief Operating Officer of Crown Castle Solutions Corp. (the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

  
James D. Young  
Chief Operating Officer  
Crown Castle Solutions Corp.

Sworn and subscribed before me this 7<sup>th</sup> day of July, 2010.

  
Notary Public

My commission expires 11/13/10

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Sheila Osborne, Notary Public  
Canonsburg Boro, Washington County  
My Commission Expires Nov. 13, 2010  
Member, Pennsylvania Association of Notaries

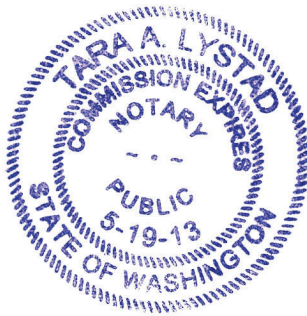
## **Verifications**

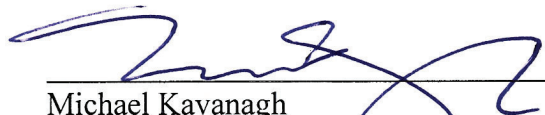
STATE OF WASHINGTON  
COUNTY OF KING

§  
§  
§

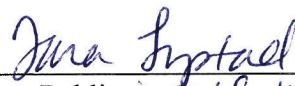
**VERIFICATION**

I, Michael Kavanagh, state that I am the Chief Executive Officer of NewPath Networks, Inc., NewPath Networks, LLC and InSITE Solutions, LLC (collectively, the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



  
\_\_\_\_\_  
Michael Kavanagh  
Chief Executive Officer  
NewPath Networks, Inc.  
NewPath Networks, LLC  
InSITE Solutions, LLC

Sworn and subscribed before me this 7<sup>th</sup> day of July, 2010.

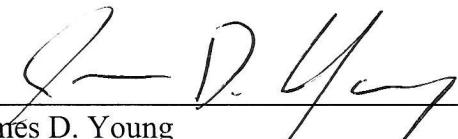
  
\_\_\_\_\_  
Notary Public in and for the State of Washington

My commission expires 5-19-13


COMMONWEALTH OF PENNSYLVANIA    §  
  §        SS:  
COUNTY OF WASHINGTON           §

**VERIFICATION**

I, James D. Young, state that I am the Chief Operating Officer of Crown Castle Solutions Corp. (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

  
\_\_\_\_\_  
James D. Young  
Chief Operating Officer  
Crown Castle Solutions Corp.

Sworn and subscribed before me this 7th day of July, 2010.

  
\_\_\_\_\_  
Notary Public

My commission expires 11/13/10

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Sheila Osborne, Notary Public  
Canonsburg Boro, Washington County  
My Commission Expires Nov. 13, 2010  
Member, Pennsylvania Association of Notaries