

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

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**BEFORE THE**

**PUBLIC SERVICE COMMISSION OF UTAH**

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*Joint Application of*

***NewPath Networks, Inc.  
NewPath Networks, LLC  
and  
Crown Castle Solutions Corp.***

*For Approval of an Indirect Change of Control  
of NewPath Networks, LLC*

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***JOINT APPLICATION***

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

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**

**EXHIBIT B**

**Copy of Minnesota PUC Filing**

## **Verifications**