

- BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH -

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In the Matter of the Joint Application of )  
NewPath Networks, Inc., NewPath Networks, ) DOCKET NO. 10-2512-01  
LLC and Crown Castle Solutions Corp. for )  
Approval of the Indirect Transfer of Control ) ORDER APPROVING INDIRECT  
of NewPath Networks LLC to Crown Castle ) TRANSFER OF CONTROL  
Solutions Corp. )  
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ISSUED: September 20, 2010

By The Commission:

This matter is before the Commission on the Joint Application of NewPath Networks, Inc., NewPath Networks, LLC and Crown Castle Solutions Corp. (collectively, “Applicants”) for Approval of the Indirect Transfer of Control of NewPath Networks, LLC to Crown Castle Solutions Corp. Applicants filed the joint application on July 15, 2010, and request expedited review and action. The Application contains all the information required by Utah Admin. Code R.746-349-7.A.1.

The Commission issued a public notice and notice of hearing on August 11, 2010. The notice allowed for the submission of comments by any interested party regarding the Application. There were no objections lodged against the Application.

The Division of Public Utilities (Division) submitted its recommendation on July 29, 2010. It recommended approving the Application.

Pursuant to Utah Admin. Code R746-349-7.A.2, the administrative law judge of the Commission held a hearing on Tuesday, August 31, 2010. No one appeared at the hearing objecting to the Application. Brett Ferenchak was counsel for the Applicants and appeared telephonically. Mr. Ferenchak is an attorney licensed to practice in a foreign state. He made an

DOCKET NO. 10-2512-01

- 2 -

oral motion at the hearing, asking to be admitted for this individual matter, pursuant to Utah Admin. Code R746-100-6.B.<sup>1</sup> The ALJ found that requiring the Applicants to retain local counsel for an unopposed matter, which hearing would only last a few minutes, would work a hardship on the Applicant. Additionally, requiring the Applicants to retain local counsel for an unopposed matter would run counter to the legislative policy enacted in Utah Code Ann. § 54-8b-1.1(4) allowing “for flexible and reduced regulation for telecommunications corporations and public telecommunication services . . . .” Michael Kavanagh, CEO of NewPath and Robert Ritter, Senior Attorney at Crown Castle, were witnesses for the Applicants and appeared telephonically as well. Assistant attorney general, Michael Ginsberg, was counsel for the Division. Ron Slusher was witness for the Division. Mr. Ginsberg proffered that its witnesses’ recommendation at the hearing would remain the same as submitted in its written recommendation.

NewPath Networks, Inc. is a Delaware corporation with its principal office located at 768 Garfield Street, Seattle, Washington 98109. It is a wireless infrastructure company that, through its operating subsidiaries including NewPath, LLC designs, develops and operates fiberfed wireless carrier networks to improve signal strength and network capacity. NewPath Networks, Inc. increases existing carrier footprints by adding network coverage in hard-to-reach areas to increase service quality for wireless customers. Its 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.

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<sup>1</sup> Mr. Ferenchak was also counsel for the applicants in Docket No. 10-2353-01, which hearing was held immediately after this hearing.

It 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 Networks, LLC is a New Jersey limited liability company and wholly owned subsidiary of NewPath Networks, Inc. Its principal place of business is the same as its parent company's. NewPath Network, LLC 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 Networks, LLC is authorized to provide distributed antenna system services pursuant to Certificate No. 2512 granted in Docket No. 09-2512-01 on February 9, 2010.

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. Crown Castle Solutions Corp. 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. Crown Castle Solutions Corp. has deployed eight DAS networks and has three additional networks in process, with numerous others under consideration. Wholly owned subsidiaries of Crown Castle Solutions Corp. hold authorizations to provide intrastate telecommunications services in thirteen states.

Applicants submit the proposed transaction will serve the public interest. Through the transaction NewPath Networks, LLC will acquire the scale to even more effectively provide competitive telecommunications services to customers in Utah. In particular, Applicants submit: (1) the proposed transaction will increase competition in the Utah telecommunications market by reinforcing the status of the NewPath Networks, LLC as a viable competitor and (2) the proposed transaction will be virtually transparent to Utah consumers.

Immediately following consummation of the proposed transaction, NewPath Networks, LLC will continue to offer service with no change in rates or terms and conditions. Further, NewPath Networks, LLC will continue to provide service to its customers under the same name, and will continue to be led by an experienced management team, augmented by the expertise of the acquiring company. Therefore, in the view of the Applicants the indirect transfer of control of will be seamless and virtually transparent to consumers in Utah.

Because there is no objection to the granting of the Application, the Commission will presume the approval of the Application for approval of the indirect transfer of control is in the public interest.

#### ORDER

For the foregoing reasons, the Commission approves the indirect transfer of control of NewPath Networks, LLC to Crown Castle Solutions Corp.

Pursuant to Sections 63G-4-301 and 54-7-15 of the Utah Code, an aggrieved party may request agency review or rehearing of this Order by filing a written request with the Commission within 30 days after the issuance of this Order. Responses to a request for agency

DOCKET NO. 10-2512-01

- 5 -

review or rehearing must be filed within 15 days of the filing of the request for review or rehearing. If the Commission does not grant a request for review or rehearing within 20 days after the filing of the request, it is deemed denied. Judicial review of the Commission's final agency action may be obtained by filing a petition for review with the Utah Supreme Court within 30 days after final agency action. Any petition for review must comply with the requirements of Sections 63G-4-401 and 63G-4-403 of the Utah Code and Utah Rules of Appellate Procedure.

DATED at Salt Lake City, Utah, this 20<sup>th</sup> day of September, 2010.

/s/ Ruben H. Arredondo  
Administrative Law Judge

Approved and confirmed this 20<sup>th</sup> day of September, 2010, as the Order Approving Indirect Transfer of Control issued by the Public Service Commission of Utah.

/s/ Ted Boyer, Chairman

/s/ Ric Campbell, Commissioner

/s/ Ron Allen, Commissioner

Attest:

/s/ Julie Orchard  
Commission Secretary  
G#68339