

EXHIBIT E

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**Before the
State of New York
Public Service Commission**

Joint Application of)
)
NextG Networks of NY, Inc.,)
)
NextG Networks, Inc.)
)
and)
)
Crown Castle Solutions Corp.)
)
for Approval of a Transfer of Indirect Control)
of an Authorized Telecommunications Provider)

JOINT APPLICATION

NextG Networks of NY, Inc. dba NextG Networks East (“NextG-NY”), NextG Networks, Inc. (“NextG Networks”) and Crown Castle Solutions Corp. (“Solutions”; and collectively with NextG-NY and NextG Networks, the “Applicants”), by their counsel and pursuant to N.Y. Pub. Serv. L. §100 and the rules of the New York Public Service Commission (“Commission”), hereby respectfully request authority from the Commission, to the extent that it may be required, to transfer indirect control of NextG-NY to Solutions and ultimately to Crown Castle International Corp. (“CCI”), the ultimate parent of Solutions. NextG-NY is a wholly-owned subsidiary of NextG Networks.

As discussed below, NextG Networks and CCI have entered into an agreement pursuant to which Crown Castle NG Acquisitions Corp. (“Merger Sub”), a wholly-owned direct subsidiary of Solutions and indirect subsidiary of CCI, will merge with and into NextG Networks. NextG Networks will continue as the surviving corporation, and NextG-NY will become a wholly-owned indirect subsidiary of Solutions and CCI as a

result. The transaction will not result in any loss or impairment of service for any customers.

Closing this transaction as soon as possible will materially serve important business interests for the Applicants. Therefore, the Applicants respectfully request such expedited review and approval of this Application as the Commission may deem available. In support of this Joint Application, the Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS

A. NextG-NY and NextG Networks

NextG-NY, a Delaware corporation, is a wholly-owned subsidiary of NextG Networks, also a Delaware corporation. The principal place of business of NextG-NY and NextG Networks is 52 Second Avenue, Suite 2200, Waltham, MA 02451.

Through its operating subsidiaries, including NextG-NY, NextG Networks is one of the largest providers of outdoor distributed antenna system (“DAS”) solutions in the U.S. A DAS is a network of antennas and repeaters connected by fiber to a communications hub designed to facilitate wireless communications services for multiple operators. NextG Networks employs DAS to provide transport and backhaul services to wireless carriers. At present, NextG Networks has over 7,000 nodes on-air and approximately 1,500 nodes under construction. In addition, NextG Networks has rights to over 4,600 miles of fiber. Through its subsidiaries, NextG Networks currently provides DAS service to wireless carriers in Arizona, California, Florida, Georgia, Illinois, Indiana, Kansas, Maryland, Massachusetts, Michigan, Mississippi, Nevada, New

Jersey, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, Texas, Utah, Washington, and Wisconsin.

NextG-NY holds blanket domestic Section 214 authority from the Federal Communications Commission (“FCC”). In addition, NextG-NY holds certificates of public convenience and necessity or equivalent authority to provide a range of competitive telecommunications services in 13 states and in Puerto Rico.¹ In New York, NextG-NY is authorized to provide facilities-based and resold telephone service (except local exchange service) pursuant to authority granted by the Commission in Case No. 03-C-0027 on April 4, 2003. Other NextG Networks operating subsidiaries hold blanket domestic section 214 authority from the FCC and, moreover, hold authority to provide intrastate telecommunications services on a competitive basis in 22 states and the District of Columbia.² NextG-NY and these other NextG Networks operating subsidiaries are the only subsidiaries of NextG Networks that offer domestic telecommunications services at this time.

¹ NextG-NY holds authority to provide service in the following states as well as in Puerto Rico: Connecticut, Delaware, Florida, Georgia, Indiana, Massachusetts, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island and South Carolina. NextG-NY is actively providing service in Florida, Georgia, Indiana, Massachusetts, New Jersey, New York, North Carolina, Ohio, and Pennsylvania.

² NextG Networks of California, Inc. (in some states dba NextG Networks West) is authorized to provide service in Arizona, California, Colorado (general authority under the Telecommunications Act), Hawaii, Idaho, Nevada, New Mexico, Oregon, Utah and Washington. NextG Networks of California, Inc. is actively providing service in Arizona, California, Nevada, Utah and Washington. NextG Networks Atlantic, Inc. is authorized to provide service in the District of Columbia as well as Maryland and Virginia, and actively provides service in Maryland. NextG Networks of Illinois, Inc. (in some states dba NextG Networks Central) is authorized to provide service in Illinois, Kansas, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Oklahoma, Texas and Wisconsin. NextG Networks of Illinois, Inc. actively provides service in Illinois, Kansas, Michigan, Mississippi, Oklahoma, Texas and Wisconsin.

At present, certain investment funds hold a 10 percent or greater ownership interest in NextG Networks and thus in NextG-NY. Investment funds affiliated with Madison Dearborn Partners, LLC (“Madison Dearborn”) collectively hold 63.3 percent of the ownership interests in NextG Networks.³ The principal business of Madison Dearborn is investment; the address for Madison Dearborn and affiliated entities is Three First National Plaza, Suite 4600, Chicago, Illinois 60602. In addition, affiliates of Accel Partners (“Accel”), a global venture capital investment firm, collectively hold 14.4 percent of the ownership interest in NextG Networks and thus in NextG-NY. The address of Accel and its affiliates is 428 University Avenue, Palo Alto, California 94301.

A diagram showing the current corporate structure of NextG-NY, including all entities and individuals that hold a 10 percent or greater equity or voting interest in NextG-NY at present, is provided in **Exhibit A**.

B. Solutions

Solutions is a Delaware corporation and wholly-owned indirect subsidiary of 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, through its indirect subsidiaries, owns, operates and leases towers and other infrastructure for wireless communications, offering significant wireless coverage to 92 of the top 100 U.S. markets. CCI, through its subsidiaries, owns, operates and manages over 22,300 tower and rooftop sites throughout the United States and is one of the largest tower operators in the country. Solutions and its subsidiaries have deployed forty DAS networks with several additional DAS networks in development or under consideration. Wholly-owned

³ The Commission approved the ownership of NextG-NY by Madison Dearborn and Accel entities in Matter No. 09-00963 effective August 27, 2009.

subsidiaries of Solutions hold authorization to provide intrastate telecommunications services in the District of Columbia and the following 23 states: Arizona, California, Colorado, Florida, Georgia, Illinois, Iowa, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Oregon, Pennsylvania, Utah, Virginia and Washington.

In New York, NY-CLEC LLC is authorized to operate as a facilities-based provider and reseller of telephone service, without authority to provide local exchange service, pursuant to a certificate granted in Case No. 05-C-0068 on February 22, 2005. Subsidiaries of Solutions are also authorized by the Federal Communications Commission to provide domestic interstate telecommunications services. Additional information concerning Solutions' legal, technical, managerial and financial qualifications to complete the Transaction was submitted to the Commission with various prior filings with respect to NY-CLEC LLC's certification and various corporate and financial transactions and is therefore already a matter of public record. Applicants request that the Commission take official notice of these existing descriptions of Solution's qualifications and incorporate them by reference herein. Additional information regarding Solutions and its management is provided in CCI's current proxy which is available at: <http://www.crowncastle.com/investor/proxy/CurrentProxy.pdf>.

Diagrams showing the current corporate structure of Solutions are provided in

Exhibit B.

II. DESIGNATED CONTACTS

Questions, correspondence or other communications concerning this Application should be directed to Applicants' counsel as identified below:

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III. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of an Agreement and Plan of Merger ("Agreement") dated December 15, 2011, by and among CCI, Merger Sub, NextG Networks, and Madison Dearborn Capital Partners V-A, L.P. (as representative of the equity holders of NextG Networks), Merger Sub will merge with and into NextG Networks. NextG Networks will continue as the surviving corporation, and thus its operating subsidiaries, including NextG-NY, will become wholly-owned indirect subsidiaries of CCI.

The transaction is expected to be transparent to the customers of NextG-NY at closing. Immediately following the transaction, NextG-NY will continue to operate pursuant to its existing authorizations. In particular, the proposed transaction will not affect the rates, terms and conditions under which the current customers of NextG-NY receive service immediately following closing, nor is the transaction expected to result in any discontinuance of service. The operations of Solution's existing subsidiaries are not expected to be affected by the proposed transaction.

A diagram of the corporate structure of Solutions after its acquisition of NextG Networks and the NextG Networks operating subsidiaries, including NextG-NY, is provided in Exhibit C.

IV. PUBLIC INTEREST STATEMENT

The transaction described in this Application will serve the public interest. The financial, technical, and managerial resources that Solutions and CCI will bring to NextG Networks and its subsidiaries, including NextG-NY, will further enhance the ability of the NextG companies to compete in the national telecommunications marketplace.

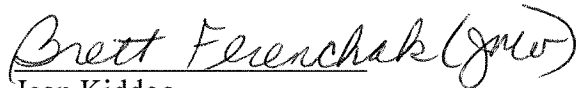
At the same time, the proposed transaction will have no adverse impact on the customers of NextG-NY. Immediately following the transaction, those customers will continue to receive their existing services at the same rates, terms and conditions as at present. Any future changes to the rates, terms and conditions of service will be made consistent with Commission requirements. The only significant change following the closing of the transaction from the customers' perspective is anticipated to be that Solutions, and ultimately CCI, will be the new owner of NextG Networks and, therefore, of NextG-NY.

Furthermore, the proposed transaction does not present any anti-competitive concerns. The acquisition of the NextG subsidiaries, including NextG-NY, by Solutions, through the merger of Merger Sub into NextG Networks, will not have an adverse effect on competition in the markets for intrastate telecommunications services. As stated above, the NextG subsidiaries and Solutions' subsidiaries provide DAS services to wireless carriers. Upon completion of the transaction, neither the Applicants nor their affiliates will provide traditional switched telecommunications services. Therefore, there will be no effect on the intrastate switched telecommunications service market.

V. CONCLUSION

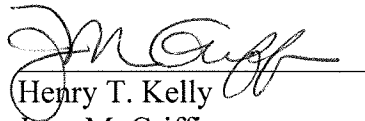
Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity will be furthered by grant of this Application.

Respectfully submitted,



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Counsel for NextG Networks of NY, Inc.
and NextG Networks, Inc.

Date: 12/23/11

LIST OF EXHIBITS

EXHIBIT A – Current Corporate Structure of NextG-NY
EXHIBIT B -- Current Corporate Structure of Solutions
EXHIBIT C -- Corporate Structure of Solutions and NextG-NY Post-Close

Current Corporate Structure of the NextG Subsidiaries

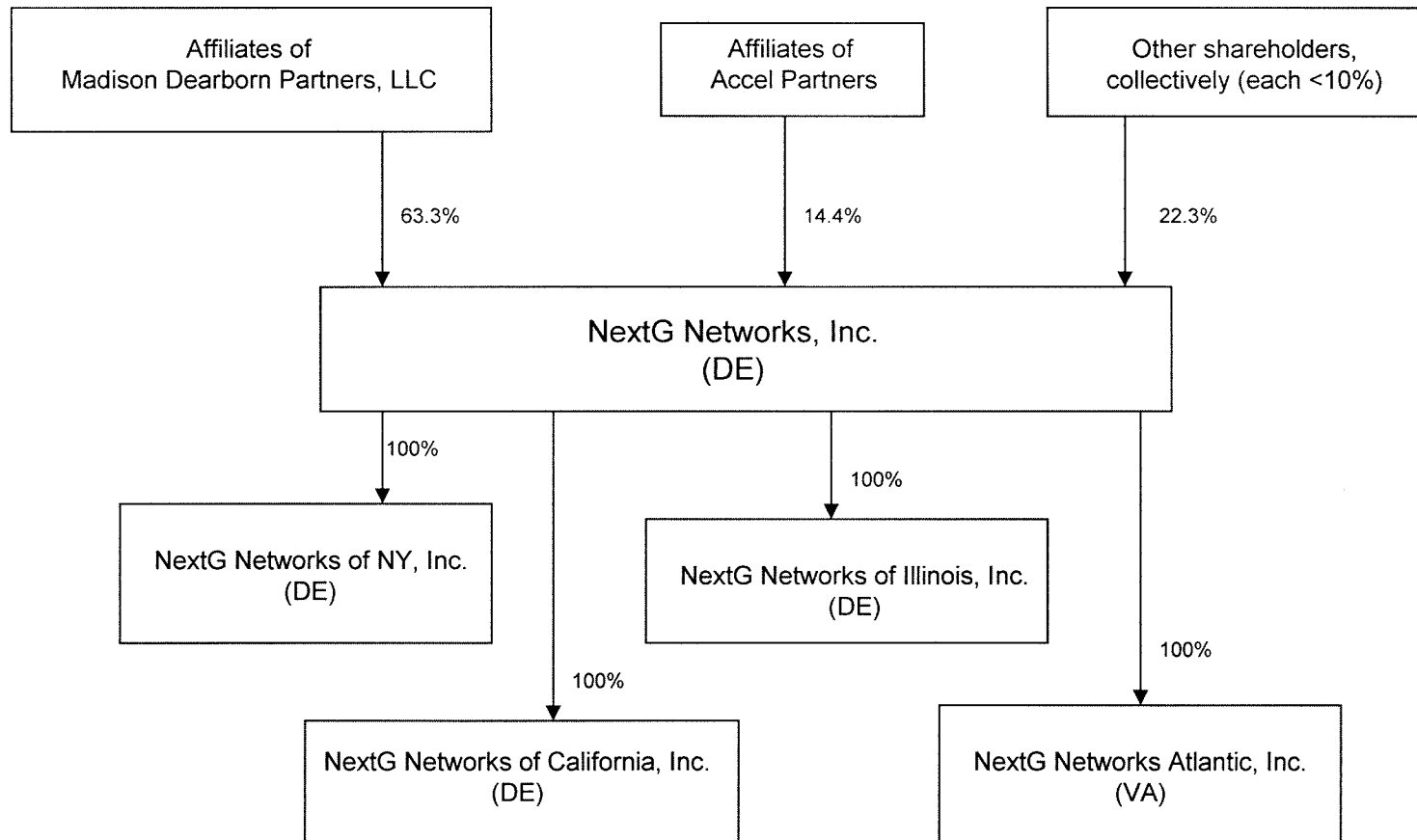
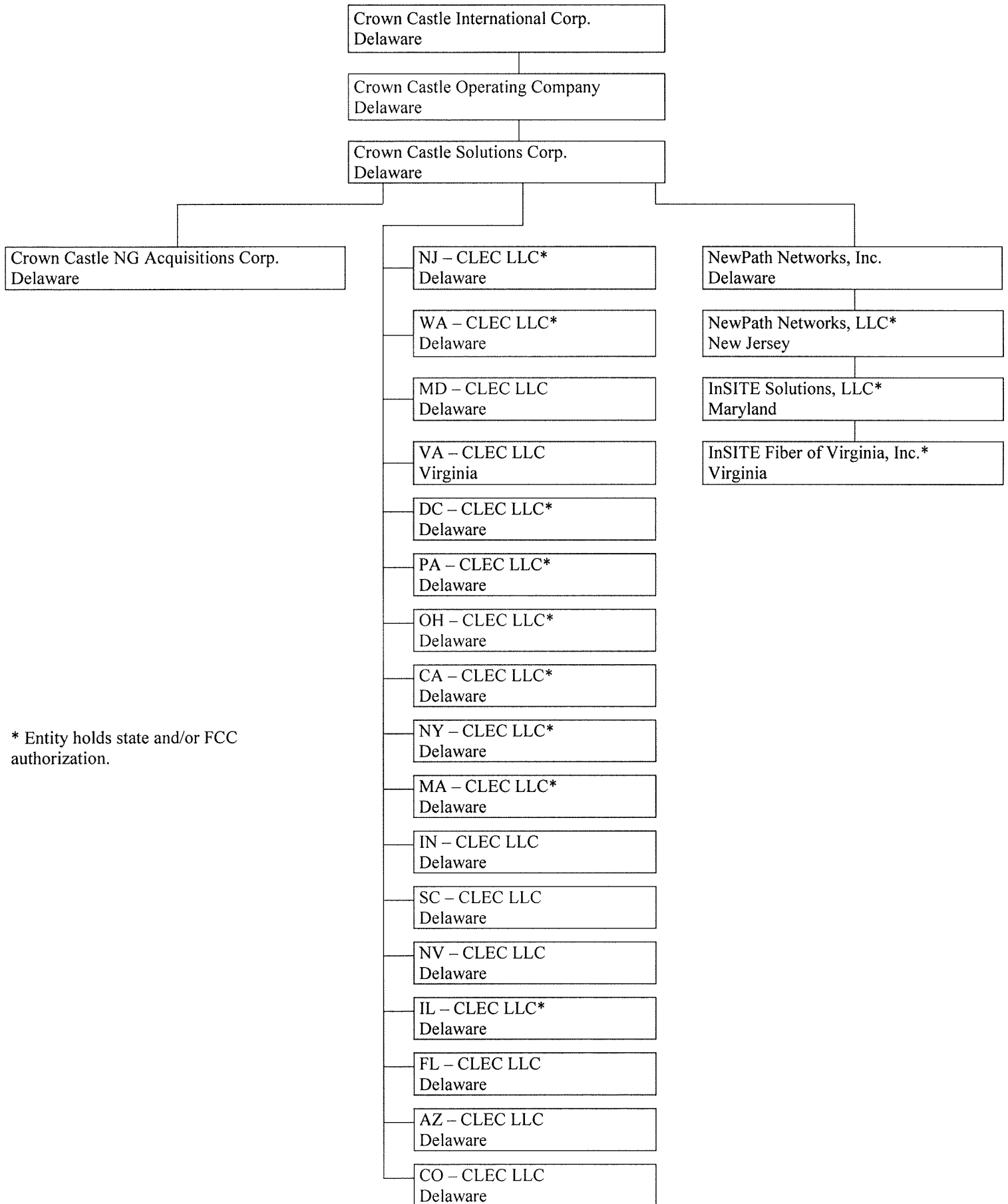


Exhibit B

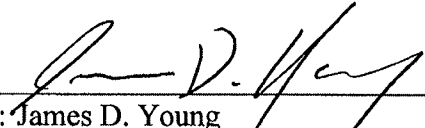


* Entity holds state and/or FCC authorization.

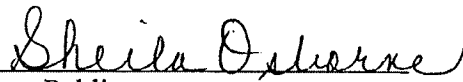
VERIFICATION

COMMONWEALTH OF PENNSYLVANIA §
§
COUNTY OF WASHINGTON §

I, James D. Young, state that I am Senior Vice President and 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.


Name: James D. Young
Title: Senior Vice President and Chief Operating Officer
Crown Castle Solutions Corp.

SWORN TO AND SUBSCRIBED before me on the 22nd day of December, 2011.


Notary Public

My commission expires: 11/13/14

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Sheila Osborne, Notary Public
Canonsburg Boro, Washington County
My Commission Expires Nov. 13, 2014
Member, Pennsylvania Association of Notaries

VERIFICATION

STATE OF MA §
COUNTY OF Suffolk §
§

I, Anthony Lehw, state that I am Secretary of NextG Networks, Inc. (“NextG”); that I am authorized to make this Verification on behalf of NextG and its subsidiaries (collectively, 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.



Name: Anthony Lehw
Title: Secretary
Company: NextG Networks, Inc.

SWORN TO AND SUBSCRIBED before me on the 21 day of December, 2011.


Notary Public

My commission expires: 4/16/15

