

# Morgan Lewis

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January 28, 2019

## **VIA IBFS**

Marlene Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
445 12th Street, S.W.  
Washington, DC 20554  
Attn: International Bureau

**Re: Notice of (1) the *Pro Forma* Change in the Ownership Structure of Crown Castle Fiber LLC and (2) the *Pro Forma* Consolidation of Fibernet Direct Florida LLC and Fibernet Direct Texas LLC into Crown Castle Fiber LLC**

Dear Secretary Dortch:

Crown Castle Fiber LLC ("Crown Castle Fiber"), pursuant to 47 C.F.R. § 63.24(f), notifies the Commission of a *Pro Forma* Consolidation (as defined in Attachment 1) completed on December 31, 2018, that resulted in (1) a *pro forma* changes in the ownership chain of Crown Castle Fiber and (2) the *pro forma* consolidation of Fibernet Direct Florida LLC ("Fibernet-FL") and Fibernet Direct Texas LLC ("Fibernet-TX") (Fibernet-FL and Fibernet-TX together, the "Consolidated Entities") and their international Section 214 authorizations (the "Authorizations") into Crown Castle Fiber.<sup>1</sup> Since the Consolidated Entities were affiliates of Crown Castle Fiber and the ultimate control and ownership of Crown Castle Fiber did not change, the *Pro Forma* Consolidation was *pro forma* in nature.

### **Information Required by Section 63.24(f)(2)**

As required by Section 63.24(f)(2), the Parties provide the following information required by 63.18(a) through (d) and (h):

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<sup>1</sup> Crown Castle Fiber, Fibernet-FL and Fibernet-TX are collectively referred to as the "Parties."

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Sections 63.18(a): Name, address and telephone number of the Parties:

Crown Castle Fiber LLC  
Fibernet Direct Florida LLC  
Fibernet Direct Texas LLC  
2000 Corporate Drive  
Canonsburg, Pennsylvania 15317  
724-416-2000

Sections 63.18(b): Organization of the Parties:

Crown Castle Fiber is a New York limited liability company.

Fibernet-FL was a Delaware limited liability company.

Fibernet-TX was a Delaware limited liability company.

Section 63.18(c): Correspondence concerning this filing should be sent to the Parties' counsel:

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Section 63.18(d): The Parties hold or held the following Authorizations:

Crown Castle Fiber holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20001128-00698.<sup>2</sup>

Fibernet-FL held international Section 214 authority to provide global facilities-based and resale services granted in IB File No. ITC-214-20101014-00406.<sup>3</sup>

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<sup>2</sup> Public Notice, International Authorizations Granted, Report No. TEL-00300, DA No. 00-2875 (rel. Dec. 21, 2000) (granting the authorization); Public Notice, International Authorizations Granted, Report No. TEL-01931, DA No. 18-1090 (rel. Oct. 25, 2018) (acknowledging name change to Crown Castle Fiber LLC).

<sup>3</sup> This authorization was originally granted to FPL FiberNet, LLC which subsequently changed its name to Fibernet Direct Florida LLC ("Fibernet-FL").

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Fibernet-TX held international Section 214 authority to provide global facilities-based and resale services granted in IB File No. ITC-214-20101117-00470.<sup>4</sup>

Sections 63.18(h): See **Attachment 1** for the ownership of Crown Castle Fiber. See **Attachment 2** for pre-*Pro Forma* Consolidation and current corporate ownership structure of the Parties.

Crown Castle Fiber certifies that the *Pro Forma* Consolidation was *pro forma* and that, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party of Crown Castle Fiber or the Authorizations held by the Parties.

\* \* \* \*

This notification letter is being filed electronically via MyIBFS. Please direct any questions to the undersigned.

Respectfully submitted,

*/s/Brett P. Ferenchak*

Tamar E. Finn  
Brett P. Ferenchak  
Patricia Cave

Counsel for Crown Castle Fiber LLC

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<sup>4</sup> This authorization was originally granted to NextEra FiberNet, LLC which subsequently changed its name to Fibernet Direct Texas LLC ("Fibernet-TX").

## **ATTACHMENT 1**

### **Answer to Question 11 - Section 63.18(h) Ownership Information**

The following entities currently hold, directly or indirectly, a 10% or greater interest<sup>1</sup> in Crown Castle Fiber LLC ("Crown Castle Fiber"), as calculated pursuant to the Commission ownership attribution rules for international telecommunications carriers:

Name:	Crown Castle Fiber Holdings Corp. ("CCF Holdings")
Address:	1220 Augusta Drive, Suite 600 Houston, TX 77057
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
% Interest:	100% (directly in Crown Castle Fiber)

Name:	Crown Castle Operating Company ("CCOC")
Address:	1220 Augusta Drive, Suite 600 Houston, TX 77057
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
% Interest:	100% (indirectly, as 100% direct owner of CCF Holdings)

Name:	Crown Castle International Corp. ("CCIC")
Address:	1220 Augusta Drive, Suite 600 Houston, TX 77057
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
% Interest:	100% (indirectly, as 100% direct owner of CCOC)

CCIC is a publicly traded company (NYSE: CCI) whose stock ownership varies on a daily basis. Based on information filed with the SEC with respect to CCIC and other information provided to CCIC, to the knowledge of Crown Castle Fiber's management, no other person or entity currently holds a 10% or greater direct or indirect interest in CCIC. Additional information regarding CCIC's ownership is available at: <https://investor.crowncastle.com/financial-information/sec-filings>.

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<sup>1</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

**Answer to Question 12 - Section 63.18(h) Interlocking Directorates**

Crown Castle Fiber does not have any interlocking directorates with a foreign carrier. Crown Castle Fiber certifies that it is not a foreign carrier or affiliated (as defined in 47 C.F.R. § 63.09) with any foreign carriers.

**Answer to Question 13 - Description of Transfer of Control**

On December 31, 2018, CCIC undertook several *pro forma* changes to its corporate ownership structure. The *pro forma* changes involved a series of planned intra-company transactions whereby certain of Crown Castle Fiber's operating company affiliates, including Fibernet-FL and Fibernet-TX, were consolidated into Crown Castle Fiber and certain of Crown Castle Fiber's parent companies were also consolidated (the "*Pro Forma Consolidation*"). The *Pro Forma Consolidation* was undertaken, in part, to streamline the corporate structure and operations of over 20 operating entities of CCIC that provide fiber-based services into a single unified and rebranded operating entity:<sup>2</sup> Crown Castle Fiber LLC.

With respect to Crown Castle Fiber, the *Pro Forma Consolidation* also involved the consolidation of certain of Crown Castle Fiber's parent companies. As a result of the *Pro Forma Consolidation*, Crown Castle Fiber is now a direct, wholly owned subsidiary of CCF Holdings, a Delaware corporation, which was previously a Delaware limited liability company named LTS Group Holdings, LLC<sup>3</sup> and a direct, wholly owned subsidiary of Crown Castle Operating Company ("CCOC"). CCOC is a Delaware corporation and a direct, wholly owned subsidiary of CCIC. Thus, the *Pro Forma*

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<sup>2</sup> Certain other operating entities that do not hold international Section 214 authorizations were retained for other reasons.

<sup>3</sup> As part of the *Pro Forma Consolidation*, LTS Group Holdings, LLC converted from a Delaware limited liability company into a Delaware corporation and was renamed Crown Castle Fiber Holdings Corp. As a result of the *Pro Forma Consolidation*, Crown Castle Fiber Holdings Corp. is a direct, wholly owned subsidiary of CCOC.

Consolidation did not result in any changes to the ultimate ownership of Crown Castle Fiber, which remains with CCIC and its shareholders.

Charts depicting the pre-*Pro Forma* Consolidation and current ownership structure of the Parties are attached as **Attachment 2**.

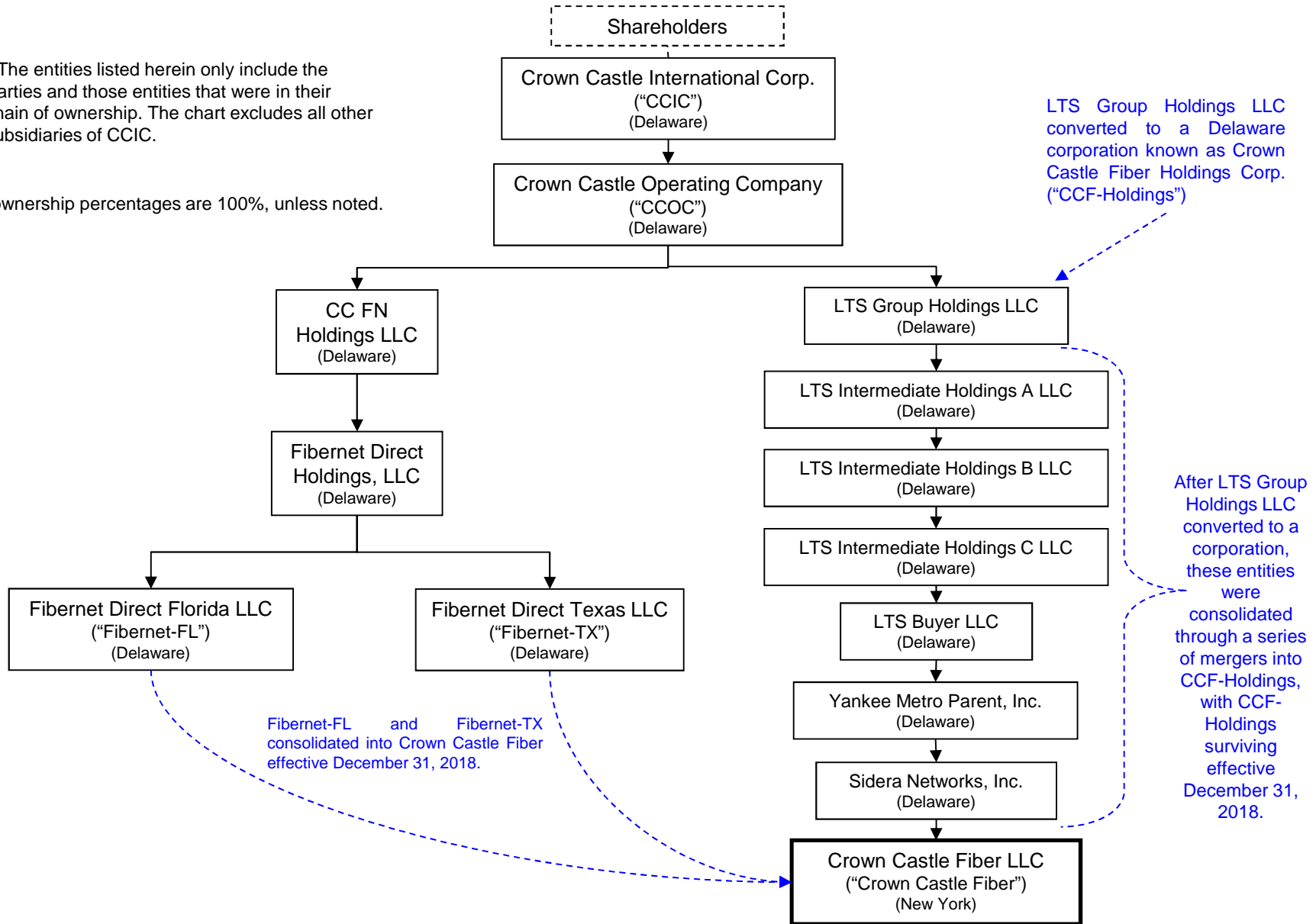
**ATTACHMENT 2**

**Pre-*Pro Forma* Consolidation and Current Corporate Ownership Structure Charts**

# Pre-Pro Forma Consolidation Corporate Ownership Structure of the Parties\*

\* The entities listed herein only include the Parties and those entities that were in their chain of ownership. The chart excludes all other subsidiaries of CCIC.

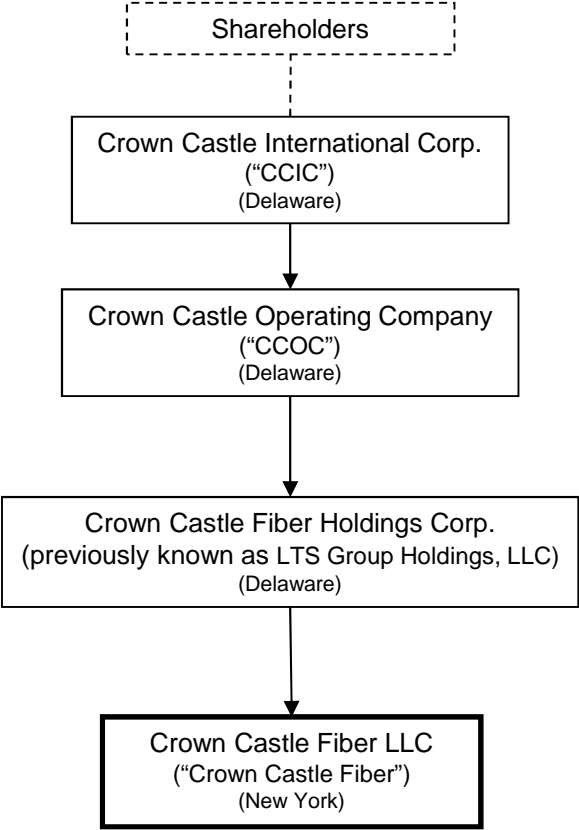
All ownership percentages are 100%, unless noted.





# Current Corporate Ownership Structure of Crown Castle Fiber\*

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



All ownership percentages are 100%.

**Verification**

I, Neil Dickson, state that I am Vice President – Corporate and Commercial Transactions of Crown Castle Fiber LLC (the “Company”); that I am authorized to make this Verification on behalf of the Company and its predecessors-in-interest; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 20<sup>th</sup> day of January, 2019.



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Neil Dickson  
Vice President – Corporate and Commercial  
Transactions  
Crown Castle Fiber LLC