

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of the Application of	)	
	)	
<b>CROWN CASTLE INTERNATIONAL CORP.</b>	)	
	)	
and	)	WC Docket No. 16-_____
	)	
<b>NEXTERA ENERGY, INC.</b>	)	File No. ITC-T/C-2016_____
	)	
for Authority Pursuant to Section 214 of the	)	
Communications Act of 1934, as Amended, and	)	
Sections 63.04 and 63.24 of the Commission’s	)	
Rules to Transfer Control of FPL FiberNet, LLC	)	
and NextEra FiberNet, LLC, Domestic and	)	
International Service Carriers	)	

**JOINT APPLICATION**

**I. INTRODUCTION**

**A. Summary of Transaction**

Crown Castle International Corp. (“CCIC” or “Transferee”) and NextEra Energy, Inc. (“NEE” or “Transferor”) (Transferee and Transferor are collectively referred to as “Applicants”) respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the “Act”), and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04, 63.24, to transfer control of FPL FiberNet, LLC (“FPLFN”) and NextEra FiberNet, LLC (“NEFN” and together with FPLFN, the “Licensees”), entities that hold authority under Section 214 to provide domestic and international telecommunications services on a competitive basis, from Transferor to Transferee (the “Transaction”). Although the Transaction will result in a change in the ultimate ownership of Licensees, no assignment of licenses, assets, or customers will occur as a consequence of the proposed Transaction. Licensees will continue

to provide service to their existing customers under the same rates, terms, and conditions. Accordingly, the Transaction will be transparent to the customers of Licensees.

**B. Request for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transaction, (1) Applicants (including their Affiliates, as that term is defined in Section 3(1) of the Act) combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by dominant local exchange carriers (none of which is a party to the proposed Transaction) and; (3) neither the Applicants nor any of their Affiliates are regulated as dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers, and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

**II. DESCRIPTION OF THE APPLICANTS**

**A. Crown Castle International Corp. (Transferee)**

CCIC is a publicly traded (NYSE: CCI) Delaware corporation that, to the knowledge of its management, does not have any owners that hold a 10% or greater direct or indirect interest in CCIC. Since January 1, 2014, CCIC has operated as a real estate investment trust ("REIT") for U.S. federal income tax purposes. CCIC, through certain of its indirect subsidiaries, owns,

operates, leases, or manages approximately 40,000 towers and rooftop sites for wireless communications equipment with a significant presence in the top 100 U.S. markets. (CCIC and its subsidiaries are collectively referred to as “Crown Castle”.)

Crown Castle Operating Company (“CCOC”), a subsidiary of CCIC, is the direct owner of Crown Castle Solutions LLC (“Solutions”). Subsidiaries of Solutions deploy small cell nodes supported by approximately 17,000 miles of fiber in the United States. Subsidiaries of CCOC (see **Exhibit B** for a list of affiliates that provide telecommunications services (collectively, the “OpCos”)) provide transport, backhaul, and distributed antenna system (DAS)/Small Cell services as well as dedicated point-to-point telecommunications services. Wholly owned subsidiaries of CCOC hold authorizations to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Maine, Montana, Vermont, and Wyoming. CCOC also directly owns CC FN Holdings LLC (“Purchaser”), a Delaware limited liability company, created for the purposes of the Transaction.

A diagram showing the current corporate structure of Transferee is included in **Exhibit A**.

#### **B. NextEra Energy, Inc. (Transferor) and Licensees**

NEE is a publicly traded (NYSE:NEE) Florida corporation that, to the knowledge of its management, does not have any owners that hold a 10% or greater direct or indirect interest in NEE.<sup>1</sup> NEE is the ultimate parent of NEFN and FPLFN. NEFN is a Delaware limited liability company. FPLFN is a Delaware limited liability company and wholly owned subsidiary of FPL FiberNet Holdings, LLC (“FPL Holdings”), a Delaware limited liability company. Both NEFN and FPL Holdings are wholly owned subsidiaries of FN Investments, LLC, which in turn is a

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<sup>1</sup> Additional information regarding the ownership of NextEra Energy, Inc. is available at <https://www.sec.gov/Archives/edgar/data/753308/000119312516525731/d149261ddef14a.htm>.

wholly owned subsidiary of NextEra Energy Capital Holdings, Inc., which in turn is a wholly owned subsidiary of NEE.

Licensees are fiber services providers that combined own or have rights to approximately 11,500 route miles of fiber installed and under construction in Florida and Texas, inclusive of approximately 6,000 route miles of fiber in top metro markets. Together, Licensees provide interstate and intrastate telecommunications services to carriers, ISPs, commercial, government and enterprise customers located in Florida, Georgia, Louisiana, Oklahoma, and Texas. FPLFN operates throughout most major metropolitan areas in Florida and Atlanta, Georgia, with its extensive long-haul and metro fiber-optic networks. NEFN operates a regional long haul broadband transport business in Texas, Arkansas, Louisiana and Oklahoma with fiber facilities and networks located in major metropolitan areas in Texas and provides certain resold interstate long haul circuits.

A diagram showing the current corporate structure of the Licensees is included in **Exhibit A**.

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

Pursuant to the terms of a Purchase and Sale Agreement (the “Agreement”) dated as of November 1, 2016, by and among Transferor, FN Investments, LLC, Purchaser, and CCIC, Purchaser will acquire all of the membership interests of NEFN, FPL Holdings, and another subsidiary FPL TEL, LLC from Transferor. As a result, at closing of the Transaction, Licensees will become each an indirect wholly owned subsidiary of CCOC and, ultimately, CCIC. For the Commission’s reference, charts depicting the Applicants’ current ownership structure, as well as the expected ownership structure post-closing are provided as **Exhibit A**.

### **IV. PUBLIC INTEREST STATEMENT**

Applicants submit that the Transaction will serve the public interest. The financial, technical, and managerial resources that CCIC will bring to Licensees are expected to enhance

the ability of Licensees to compete in the telecommunications marketplace. Further, the existing network of Licensees will enhance the ability of CCIC's other indirect subsidiaries to serve their customers. At the same time, the proposed Transaction will have no adverse impact on the customers of Licensees. Immediately following the Transaction, Licensees will continue to provide service at the same rates, terms, and conditions. The Transaction will be transparent to customers because the only change immediately following the closing from a customer's perspective is that ultimately CCIC will be the new indirect owner of Licensees.

Furthermore, the transfer of control of the Licensees to Transferee will not have an adverse effect on competition in the markets for intrastate or interstate telecommunications services because Licensees and OpCos largely provide different services. The OpCos almost exclusively provide DAS and/or small cell services to the four nationwide wireless carriers with two of the OpCos (Sunesys, LLC and Sunesys of Virginia, Inc.) providing dedicated point-to-point telecommunications services to enterprise, government, and non-profit customers, in addition to serving wireless and other wireline carriers. The Licensees provide telecommunications services to wireline carriers, ISPs, commercial, government and enterprise customers. None of the Applicants or their respective affiliates provides traditional switched telecommunications services.

The Transaction is expected to strengthen and increase Crown Castle's fiber footprint available for small cell deployments in top metro markets. Licensees own or have rights to approximately 11,500 miles of fiber installed and under construction in Florida and Texas, inclusive of approximately 6,000 route miles of fiber in top metro markets. Licensees' fiber footprint is complementary to Crown Castle's existing 17,000 miles of fiber. The Applicants' service areas overlap in certain parts of Florida and Texas, but Applicants do not serve the same

buildings with fiber facilities. The combination of the networks of Licensees, Transferee, and their respective affiliates will strengthen their ability to compete with larger providers for customers.

**V. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

**63.18 (a) Name, address and telephone number of each Applicant:**

Transferee

Crown Castle International Corp.  
1220 Augusta Drive, Suite 600  
Houston, TX 77057  
Tel: 713-570-3000

FRN: 0008925232

Transferor

NextEra Energy, Inc.  
700 Universe Blvd.  
Juno Beach, FL 33408  
Tel: (561) 694-4000

FRN: 0025433889

Licensees

FPL FiberNet, LLC  
NextEra Fibernet, LLC  
9250 West Flagler Street  
Miami, FL 33174  
Tel: (305) 552-2104

FRN: 0008338683

FRN: 0020136925

**63.18 (b) Jurisdiction of Organizations:**

Transferee: CCIC is a Delaware corporation.

Transferor: NEE is a Florida corporation.

Licensees: FPLFN is a Delaware limited liability company.  
NEFN is a Delaware limited liability company.

**63.18 (c) (Answer to Question 10) Correspondence concerning this Application should be sent to:**

For Crown Castle:

Tamar Finn, Esq.  
Danielle Burt, Esq.  
Morgan, Lewis & Bockius LLP  
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[tamar.finn@morganlewis.com](mailto:tamar.finn@morganlewis.com)  
[danielle.burt@morganelewis.com](mailto:danielle.burt@morganelewis.com)

For Transferor and Licensees:

Mark W. Brennan, Esq.  
Cara O. Schenkel, Esq.  
Hogan Lovells US, LLP  
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with a copy to:

Mark Mazzei, Esq.  
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510-290-3086 (tel)  
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**63.18 (d) (Answer to Question 10) Section 214 Authorizations**

Transferee: Transferee does not hold any Section 214 authority.

Transferor: Transferor does not hold any Section 214 authority.

Licensees: FPLFN holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. ITC-214-20101014-00406.

NEFN holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. ITC-214-20101117-00470.

**63.18 (h) (Answer to Questions 11 and 12) Ownership**

Upon completion of the Transaction, the following persons or entities will directly or indirectly own 10% or greater of Licensees as calculated pursuant to the Commission's ownership attribution rules for wireline telecommunications carriers:

1. Upon completion of the Transaction, the following entity will hold 100% of the stock of **FPLFN**:

Name: FPL Fibernet Holdings, LLC  
Address: 9250 West Flagler Street  
Miami, FL 33174  
Ownership Interest: 100% (directly)  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company

2. Upon completion of the Transaction, the following entity will hold 100% of the equity of **NEFN and FPL Holdings**:

Name: CC FN Holdings LLC  
Address: 1220 Augusta Drive, Suite 600  
Houston, TX 77057  
Ownership Interest: 100% (directly)  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company

3. Upon completion of the Transaction, the following entities will have a 10% or greater direct or indirect interest in Purchaser:

1) Name: Crown Castle Operating Company  
Address: 1220 Augusta Drive, Suite 600  
Houston, TX 77057  
Ownership Interest: 100% (directly in Purchaser)  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company

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

CCIC is a publicly traded company (NYSE: CCI) whose stock ownership varies on a daily basis. Based on the SEC Schedules 13G filed with respect to CCIC and the SEC Forms 13F filed to report ownership interests in CCIC as of September 30, 2016, to the knowledge of CCIC's management, no person or entity currently holds a 10% or greater direct or indirect interest in CCIC. Additional information regarding CCIC's ownership is available at <http://www.crowncastle.com/investor/proxy/CurrentProxy.pdf>.



No other person or entity is expected to hold a 10% or greater ownership interest in the Licensees pursuant to the Commission's attribution rules as a result of the consummation of the Transaction.

Applicants do not have any interlocking directorates with a foreign carrier.

- 63.18 (i)** (Answer to Question 14) Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this Transaction.
- 63.18 (j)** (Answer to Question 15) Applicants certify that they do not seek to provide international telecommunications services to any destination country where:
- (1) An Applicant is a foreign carrier in that country; or
  - (2) An Applicant controls a foreign carrier in that country; or
  - (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
  - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- 63.18 (k)** Not applicable.
- 63.18 (l)** Not applicable.
- 63.18 (m)** Not applicable.
- 63.18 (n)** As evidenced by the signature of each Applicant to this Application, Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- 63.18 (o)** As evidenced by the signature of each Applicant to this Application, Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- 63.18 (p)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers, and none of the scenarios

outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

## **VI. INFORMATION REQUIRED BY SECTION 63.04**

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

### **63.04(a)(6): Description of the Transaction**

A description of the proposed Transaction is set forth in **Section III** above.

### **63.04(a)(7): Geographic Areas Served**

The Applicants and their affiliates offer domestic telecommunications services in the U.S. as follows:

Licenses: FPLFN currently provides intrastate telecommunications services in Florida and Georgia. NEFN currently provides intrastate telecommunications services in Louisiana, Oklahoma, and Texas.

Transferee: Transferee is not authorized to provide domestic telecommunications. One or more subsidiaries of Transferee (see **Exhibit B** for a list of affiliates that provide telecommunications services (collectively, the "OpCos")) provide transport, backhaul, and DAS/small cell services or dedicated point to point telecommunications services in Alabama, Arizona, California, Colorado, Delaware, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nebraska, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, Tennessee, Texas, Utah, Virginia, Washington, and Wisconsin. In addition, one or more of the OpCos are authorized to provide intrastate telecommunications services, but none of the OpCos currently provide such services, in Arkansas, Connecticut, the District of Columbia, Hawaii, Idaho, Iowa, New Hampshire, North Dakota, South Dakota, and West Virginia.

In addition, Transferee is affiliated with the following companies that hold licenses or authorizations from the FCC:

Crown Communication LLC: CF - Point to Point Microwave, Common Carrier;

OP LLC: BC - License to operate on the 1670-1675 MHz Band; and

Pinnacle Towers LLC: IG - Below 800 MHz Industrial/Business Pool, Private, Conventional.

#### **63.04(a)(8): Streamlining Categorization**

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules because, immediately following the Transaction, (1) Applicants (including their Affiliates, as that term is defined in Section 3(1) of the Act) combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by dominant local exchange carriers (none of which is a party to the proposed Transaction) and; (3) neither the Applicants nor any of their Affiliates are regulated as dominant with respect to any service.

#### **63.04(a)(9): Additional FCC Applications**

By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this Transaction.

#### **63.04(a)(10): Special Consideration Requests**

Although neither party to the Transaction is facing imminent business failure, prompt completion of the proposed Transaction is critical to ensure that Applicants can obtain the benefits described in this Application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously.

#### **63.04(a)(11): Waiver Requests**

No waiver requests are being filed in conjunction with the Transaction.

#### **63.04(a)(12): Public Interest Statement**

A statement showing how grant of the application will serve the public interest, convenience, and necessity is provided in **Section IV** above.

**VII. CONCLUSION**

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

Respectfully submitted,

*/s/ Mark Brennan*

*/s/ Tamar Finn*

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Counsel for Transferor and Licensees

Counsel for Transferee

Date: November 21, 2016

**LIST OF EXHIBITS**

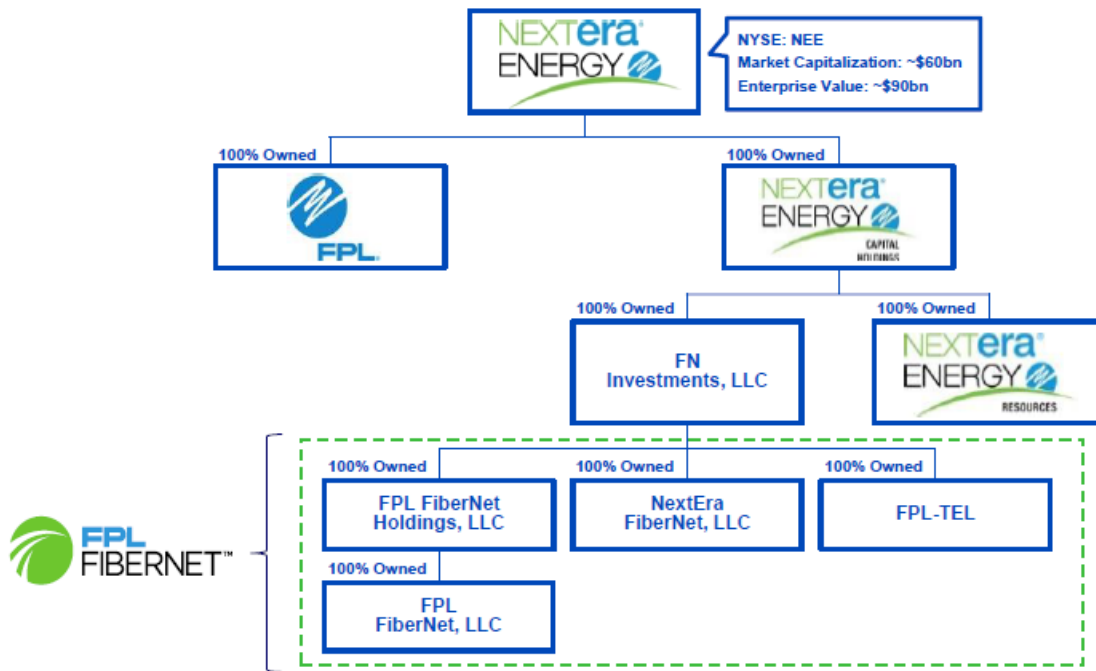
**EXHIBIT A**            **Corporate Structure Charts**

**EXHIBIT B**            **OpCos**

**EXHIBIT A**

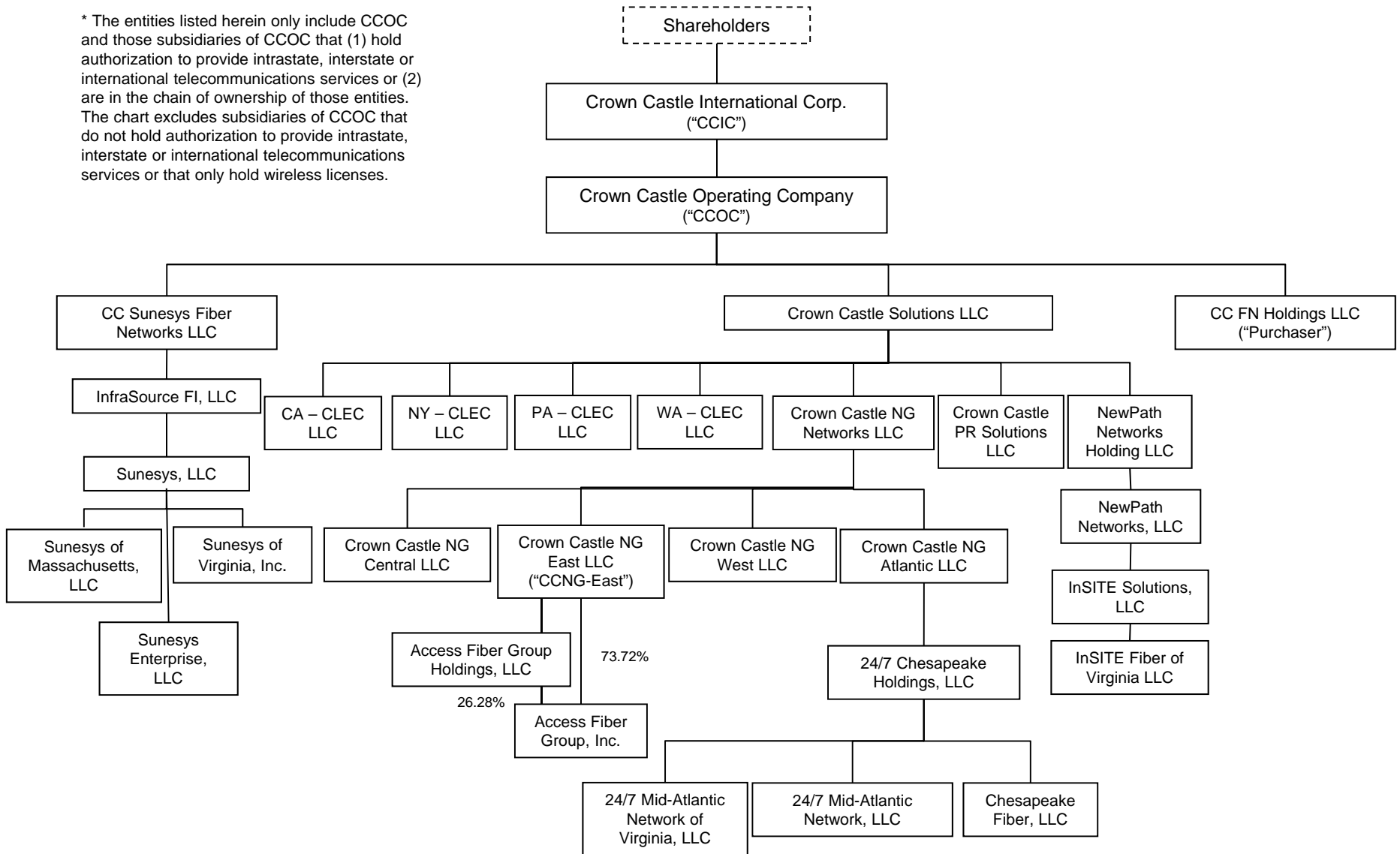
**Current, Post-Closing, and Post-Intracompany Changes Company Structure**

# NextEra Energy Corporate Structure



# CURRENT ORGANIZATIONAL CHART

\* The entities listed herein only include CCOC and those subsidiaries of CCOC that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of CCOC that do not hold authorization to provide intrastate, interstate or international telecommunications services or that only hold wireless licenses.

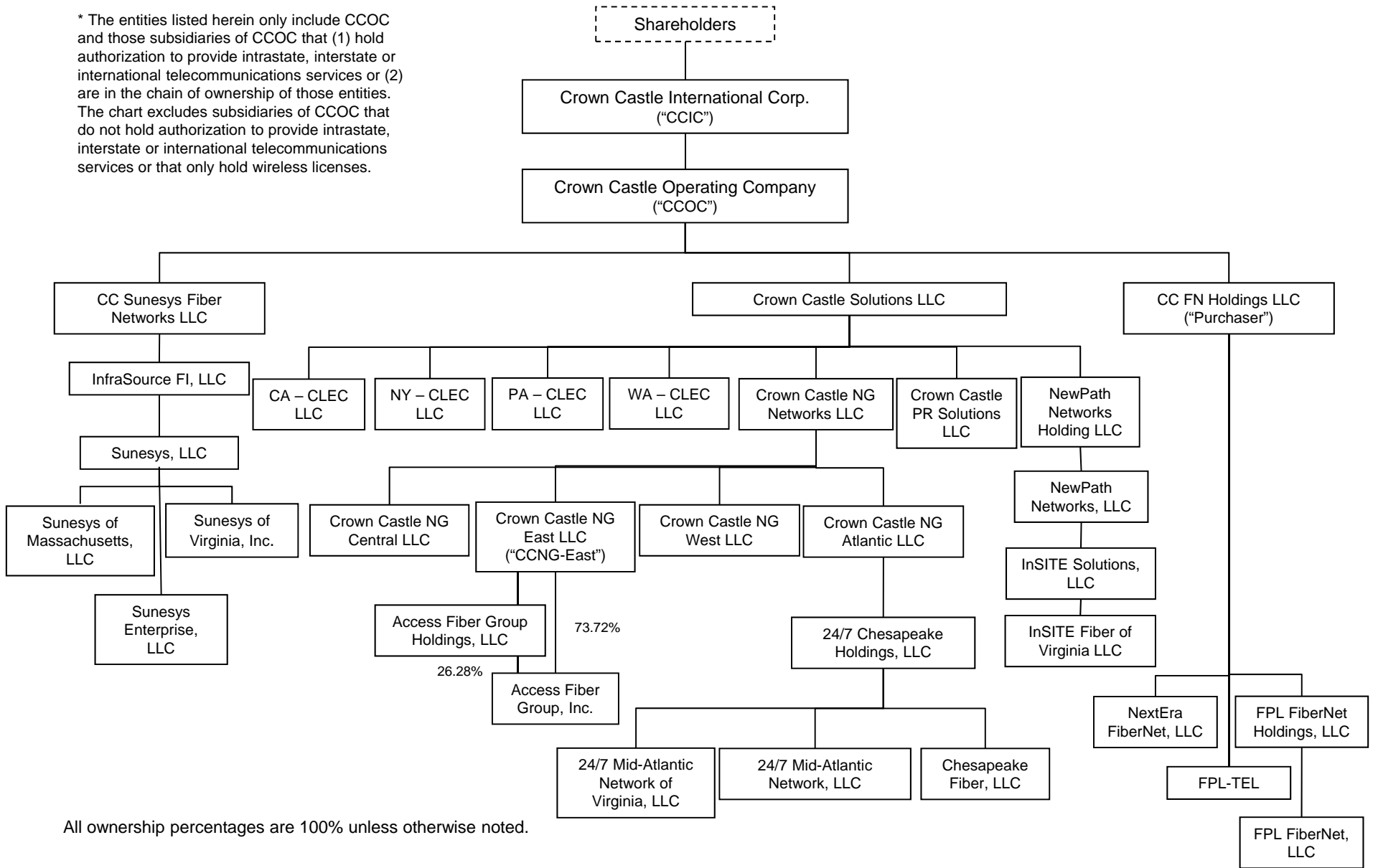


All ownership percentages are 100% unless otherwise noted.



# POST-CLOSING ORGANIZATIONAL CHART

\* The entities listed herein only include CCOC and those subsidiaries of CCOC that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of CCOC that do not hold authorization to provide intrastate, interstate or international telecommunications services or that only hold wireless licenses.



All ownership percentages are 100% unless otherwise noted.

## EXHIBIT B

### OpCos

OpCos are currently authorized to provide intrastate telecommunications services in the following jurisdictions:

<b>Jurisdiction</b>	<b>Entity(ies)</b>
Alabama	Crown Castle NG East LLC; Access Fiber Group, Inc.
Arizona	Crown Castle NG West LLC; NewPath Networks, LLC
Arkansas	Crown Castle NG Central LLC
California	Crown Castle NG West, LLC; CA-CLEC LLC; NewPath Networks, LLC; Sunesys, LLC
Colorado	NewPath Networks, LLC
Connecticut	Crown Castle NG East LLC
Delaware	Crown Castle NG East LLC; Chesapeake Fiber, LLC; Sunesys, LLC
District of Columbia	Crown Castle NG Atlantic LLC; 24/7 Mid-Atlantic Network, LLC; Sunesys, LLC
Florida	Crown Castle NG East LLC; NewPath Networks, LLC; Sunesys, LLC
Georgia	Crown Castle NG East LLC; NewPath Networks, LLC; Access Fiber Group Holdings, LLC; Access Fiber Group, Inc.; Sunesys, LLC
Hawaii	Crown Castle NG West LLC
Idaho	Crown Castle NG West LLC
Illinois	Crown Castle NG Central LLC; Sunesys, LLC
Indiana	Crown Castle NG East LLC
Iowa	InSITE Solutions, LLC dba NewPath Networks, LLC
Kansas	Crown Castle NG Central LLC
Kentucky	Crown Castle NG Central LLC; Access Fiber Group, Inc.
Louisiana	Crown Castle NG Central LLC; NewPath Networks, LLC
Maryland	Crown Castle NG Atlantic LLC; InSITE Solutions, LLC; NewPath Networks, LLC; 24/7 Mid-Atlantic Network, LLC; Sunesys, LLC
Massachusetts	Crown Castle NG East LLC
Michigan	Crown Castle NG Central LLC
Minnesota	Crown Castle NG Central LLC; NewPath Networks, LLC
Mississippi	Crown Castle NG Central LLC
Missouri	Crown Castle NG Central LLC; Access Fiber Group, Inc.
Nebraska	Crown Castle NG Central LLC
Nevada	Crown Castle NG West LLC; NewPath Networks, LLC
New Hampshire	Crown Castle NG East LLC
New Jersey	Crown Castle NG East LLC; Sunesys, LLC
New Mexico	Crown Castle NG West LLC; NewPath Networks, LLC

<b>Jurisdiction</b>	<b>Entity(ies)</b>
New York	Crown Castle NG East LLC; NY-CLEC LLC; Sunesys, LLC
North Carolina	Crown Castle NG East LLC; NewPath Networks, LLC; Access Fiber Group, Inc.; Sunesys, LLC
North Dakota	Crown Castle NG Central LLC
Ohio	Crown Castle NG East LLC; Sunesys, LLC
Oklahoma	Crown Castle NG Central LLC
Oregon	Crown Castle NG West LLC; NewPath Networks, LLC
Pennsylvania	Crown Castle NG East LLC; PA-CLEC LLC d/b/a Pennsylvania CLEC LLC; Sunesys, LLC
Puerto Rico	Crown Castle PR Solutions LLC
Rhode Island	Crown Castle NG East LLC
South Carolina	Crown Castle NG East LLC
South Dakota	Crown Castle NG Central LLC
Tennessee	Crown Castle NG Central LLC; Access Fiber Group, Inc.
Texas	Crown Castle NG Central LLC; Sunesys, LLC dba CC Sunesys, LLC
Utah	Crown Castle NG West LLC; NewPath Networks, LLC
Virginia	Crown Castle NG Atlantic LLC, NewPath Networks, LLC, 24/7 Mid-Atlantic Network of Virginia, LLC, InSITE Fiber of Virginia, LLC; Sunesys of Virginia, Inc.
Washington	Crown Castle NG West LLC; WA-CLEC LLC
West Virginia	Crown Castle NG Central LLC
Wisconsin	Crown Castle NG Central LLC; Access Fiber Group, Inc.

## VERIFICATION

I, Kenneth J. Simon state that I am the Senior Vice President and General Counsel of Crown Castle International Corp., Crown Castle Operating Company and CC FN Holdings 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 are true and correct to my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 21 day of November 2016.



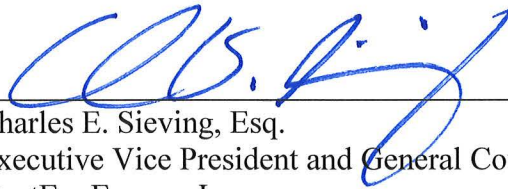
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Kenneth J. Simon  
Senior Vice President and General Counsel of:  
Crown Castle International Corp.  
Crown Castle Operating Company  
CC FN Holdings LLC

## VERIFICATION

I, Charles E. Sieving, state that I am the Executive Vice President and General Counsel of NextEra Energy, Inc. (“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 are true and correct to my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 21 day of November 2016.



Charles E. Sieving, Esq.  
Executive Vice President and General Counsel  
NextEra Energy, Inc.

## VERIFICATION

I, Carmen Perez, state that I am the President of FN Investments, LLC, FPL FiberNet, LLC, and NextEra FiberNet, 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 are true and correct to my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 21 day of November 2016.



---

Carmen Perez  
President

FN Investments, LLC, FPL FiberNet, LLC, and NextEra  
FiberNet, LLC