

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

| | | |
|---|---|--------------------------------|
| In the Matter of the Joint Application of |) | |
| |) | |
| Crown Castle International Corp., |) | WC Docket No. 17-_____ |
| <i>Transferee,</i> |) | |
| |) | |
| LTS Group Holdings LLC, |) | IB File No. ITC-T/C-2017-_____ |
| <i>Transferor,</i> |) | |
| |) | |
| and |) | |
| |) | |
| Fiber Technologies Networks, L.L.C., |) | |
| Lightower Fiber Networks I, LLC, and |) | |
| Lightower Fiber Networks II, LLC, |) | |
| <i>Licensees</i> |) | |
| |) | |
| For Grant of 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 Indirect Control of Companies |) | |
| Holding Domestic or International Section 214 |) | |
| Authorizations |) | |

JOINT APPLICATION

Crown Castle International Corp. (“CCIC” or “Transferee”); LTS Group Holdings LLC (“Transferor”); and Fiber Technologies Networks, L.L.C. (“Fibertech”), Lightower Fiber Networks I, LLC (“LFN I”), and Lightower Fiber Networks II, LLC (“LFN II” and together with Fibertech and LFN I, the “Licensees”) (Transferee, Transferor and Licensees collectively, the “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 and 63.24, request Commission approval to transfer indirect control of Licensees to Transferee.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. Crown Castle International Corp.

CCIC is a publicly traded (NYSE: CCI) Delaware corporation. 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 CCOC provide transport, backhaul, and distributed antenna system (“DAS”)/small cell services as well as dedicated point-to-point telecommunications services. (See Exhibit A for a list of subsidiaries of CCOC that provide telecommunications services (collectively, the “OpCos”).) Subsidiaries of CCOC deploy small cell nodes supported by approximately 29,000 route miles of fiber in the United States. 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.¹

B. LTS Group Holdings LLC and Licensees

Transferor and Licensees (collectively referred to herein as “Lighttower”) together operate as a competitive provider of fiber network services that serve enterprise, government, carrier and data center customers. Lighttower’s network consists of approximately 30,000 route miles, providing access to over 20,000 service locations in the Northeast, Mid-Atlantic and Midwest.

¹ In addition, a wholly owned subsidiary of CCOC is authorized to provide intrastate telecommunications services in the Commonwealth of Puerto Rico.

A summary of the current ownership of Transferor is provided in Exhibit B.

III. DESCRIPTION OF THE TRANSACTION

Pursuant to a certain Agreement and Plan of Merger dated July 18, 2017, the parties thereto will complete a series of mergers, including the merger of LTS Group Holdings Merger Sub, Inc. (“Merger Sub”)² with and into Transferor, with Transferor as the surviving entity (the “Transaction”). As a result of the Transaction, Transferor will be a direct, wholly owned subsidiary of CCOC; Licensees will be indirect, wholly owned subsidiaries of CCOC, and ultimately of CCIC. Diagrams depicting the pre- and post-Transaction corporate ownership structure of Licensees are provided as Exhibit C.

IV. PUBLIC INTEREST CONSIDERATIONS

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 and systems 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, as governed by existing contracts. 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. Finally, the transfer of control of the Licensees to Transferee will not have an adverse effect on competition because Licensees and OpCos largely provide different services.

² Merger Sub is a newly formed Delaware corporation and a direct, wholly owned subsidiary of CCOC.

A. The Transaction Satisfies the Commission’s Public Interest Test.

Under Section 214(a) of the Act, the Commission must determine whether the proposed transfer of indirect control of Commission authorizations is consistent with the public interest, convenience, and necessity.³

The Transaction fully satisfies the public interest standard. The Commission considers the following in making its public interest assessment: (1) whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission rules; (2) whether the transaction would result in public interest harms by substantially frustrating or impairing the objectives of the Act or related statutes; and (3) whether the transaction promises to yield affirmative public interest benefits.⁴

The Transaction satisfies all the elements of the Commission’s test. The Application demonstrates that the Transaction satisfies the first element because it does not violate any provision of the Act or any Commission rule. In assessing the remaining elements, the Commission “employs a balancing test, weighing any potential public interest harms of the proposed transaction against the potential public interest benefits.”⁵

The proposed Transaction does not frustrate or otherwise interfere with the objectives of the Act or other statutes. Instead, as explained more fully below, it will yield substantial public interest benefits and will not result in any harm to customers or competition. Accordingly, the Commission should promptly approve this Application.

³ 47 U.S.C. § 214(a); *see Applications Filed for the Transfer of control of tw telecom inc. to Level 3 Communications, Inc.*, Memorandum Opinion and Order, 29 FCC Rcd 12842 at 12842, ¶ 2 (Wireline Comp. Bur. 2014) (“*twt-Level 3 Order*”).

⁴ *twt-Level 3 Order* at 12844-12845, ¶ 8.

⁵ *Id.*

B. The Transaction is Likely to Generate Public Interest Benefits.

1. The Transaction is Expected to Expedite the Expansion of Wireless Broadband Infrastructure.

The Transaction will combine the individual strengths of Crown Castle and Lightower, thereby accelerating the growth of wireless broadband infrastructure. For example, in Lightower's service areas, the OpCos primarily provide DAS and/or small cell nodes to the four nationwide wireless carriers. Three of the OpCos, Sunesys, LLC and Sunesys of Virginia, Inc. (together, "Sunesys") and 24/7 Mid-Atlantic Network, LLC, provide dedicated point-to-point telecommunications services in Lightower service areas, but the overlap between Crown Castle and Lightower otherwise is minimal; indeed, Lightower's fiber footprint is largely complementary to Crown Castle's existing fiber in markets where OpCos' fiber and Licensees' fiber overlap. The Transaction will combine Lightower's dense metro fiber footprint with Crown Castle's industry-leading small cell platform and thus expand the small cell opportunities available to Crown Castle and Lightower customers, reducing the time and capital required to serve the existing Lightower footprint. Similarly, Lightower's experience in fiber build-outs, together with the OpCos' DAS and small cell platform, may help reduce the time for small cell deployment to new areas and markets. The Transaction, therefore, is expected to expand the combined company's ability to meet the small cell deployment needs of its wireless carrier customers.

Lightower's existing fiber-to-the-tower and other wireless backhaul solutions will further augment Crown Castle's existing small cell nodes and tower businesses. Together, the combined company will be able to provide its customers better and more comprehensive service offerings in the highly competitive wireless infrastructure market.

2. The Transaction Will Bring Lightower's Experience with High-Bandwidth Fiber Solutions to CCIC's Existing Fiber Subsidiaries.

Lightower's fiber platform (people, systems, and processes) is recognized as a leading platform in the industry. Lightower has over 20 years of experience in providing highly reliable and scalable, all-fiber networking solutions to thousands of customers, including some of the largest enterprises, carriers, educational institutions, and government customers. Lightower's operational platform can be scaled to support a national fiber business and incorporate Crown Castle's other recent, smaller fiber business acquisitions,⁶ including Sunesys and 24/7 Mid-Atlantic Network, LLC, the only OpCos offering fiber solutions in Lightower service territory.⁷ Lightower's experienced management team has successfully integrated multiple acquisitions into its fiber solutions business, which requires processes, systems, marketing and management to provide individualized services. Extending that platform to Crown Castle's recently acquired fiber subsidiaries' footprint⁸ is expected to improve Crown Castle's existing fiber solutions business and point-to-point fiber and data center services offered to its customers thus enhancing the service options available to enterprise, wireline carrier and government customers in these areas.

⁶ See *infra* note 8.

⁷ Pro forma, Crown Castle estimates that Lightower will add \$850-870 million in revenues in the first full year of ownership. See Q2 2017 Earnings Presentation, at 10 available at <http://investor.crowncastle.com/phoenix.zhtml?c=107530&p=quarterlyearnings>. In contrast, Crown Castle reported that Sunesys added \$112.6 million in consolidated net revenues in 2016. 10-K for the fiscal year ended December 31, 2016, at n.4.

⁸ In addition to the 2015 Sunesys acquisition, Crown Castle acquired FiberNet and Wilcon in 2017. See *Application of Crown Castle International Corp. and NextEra Energy, Inc. for Authority to Transfer Control of FPL FiberNet, LLC and NextEra FiberNet, LLC*, WC Docket No. 16-394 and IB File Nos. ITC-T/C-20161121-00333 and ITC-T/C-20161121-00332; *Application of Wilshire Connection, LLC, Freedom Telecommunications, LLC and Crown Castle International Corp. For Authority to Transfer Control of Domestic Service Carriers*, WC Docket No. 17-120. FiberNet and Wilcon fiber facilities do not overlap with Lightower's fiber network.

3. The Network Efficiencies the Transaction Generates Will Expand Services Available to Customers.

The Transaction will directly benefit business, government and wholesale customers by offering them services that today are only offered by either Crown Castle or Lightower. The combined company will be able to offer a wider range of services to their respective customers than Crown Castle and Lightower currently do as unaffiliated companies. Customers of Crown Castle will gain access to Lightower's suite of products and Lightower service locations; Lightower's customers will gain access to Crown Castle's small cell platform. Nationwide, Crown Castle manages approximately 40,000 towers and rooftop installations and has approximately 50,000 small cell nodes on air or in deployment. In contrast, service to cell sites and small cells is a relatively minor part of Lightower's business: Lightower has approximately 5,500 cell towers and 2,200 small cells connected or in deployment. However, Lightower's dense metro fiber footprint is well-located and has ample capacity to accommodate significant small cell opportunities with the backing of Crown Castle's small cell platform experience.

Multi-location customers of each company also will have access to the combined company's services in additional locations given the expanded Tier 1 and Tier 2/3 geographic reach of the combined company. Lightower will gain access to new markets served by OpCos, including Southern California, Texas, Florida, and Georgia. The OpCos will gain access to new markets in the mid-west (*e.g.*, Detroit), upstate New York (*e.g.*, Buffalo) and New England, and to Lightower's broader, complementary fiber network in the New York City and Boston metro areas. Customers will also benefit from the companies' complementary fiber footprints in Baltimore, Chicago, Philadelphia, Pittsburgh, and the District of Columbia. The combined company will have a metro fiber footprint in all of the top ten and 23 of the top 25 U.S. markets, increasing its ability to offer customers competitive service offerings.

C. The Transaction Will Not Reduce Competition or Harm Retail or Wholesale Customers.

The transfer of control 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. Crown Castle serves primarily the four nationwide wireless service providers, while Licensees serve thousands of customers with the primary focus on service to enterprise, government and wireline carriers. In 2016, Crown Castle's towers segment represented 88% of its revenues and its small cells segment represented 12%. The majority of the OpCos business consists of providing DAS and/or small cell platforms to the four nationwide wireless carriers. As Crown Castle explained in its 10-K for the fiscal year ended December 31, 2016, "[t]o a lesser extent, the small cells segment [which includes Sunesys and 24/7 Mid-Atlantic Network, LLC] also offers fiber based solutions."⁹ By contrast, the overwhelming majority of Licensees' revenue is generated by the provision of fiber-based transport services to a wide range of customers, with service to cell sites and small cells representing less than 13% of Licensees' revenue.

Lighttower's service area overlaps with the OpCo's service area primarily in the following metropolitan areas: Baltimore, Boston, Chicago, New York, Philadelphia, Pittsburgh, and Washington DC. In these major metropolitan markets, Lighttower and the OpCos compete with the incumbent local exchange carrier or their affiliates (*e.g.*, AT&T, CenturyLink, Lumos, Verizon (including XO), and Windstream); multiple-system operators (*e.g.*, Charter, Comcast, and LightPath (Altice)); competitive local exchange carriers and national independent fiber providers (*e.g.*, Cogent Communications, ExteNet, FirstLight, Level 3, RCN, Uniti, and Zayo);

⁹ 10-K available at http://investor.crowncastle.com/phoenix.zhtml?c=107530&p=irol-sec&secCat01.1_rs=49&secCat01.1_rc=6&control_searchbox=&control_year=0&control_select_group=0

and regional fiber providers (*e.g.*, AiNET, Atlantech Online, Cleareon, Cross River Fiber, DQE, Hudson Fiber Networks, and OCG). Based on a review and comparison of Crown Castle's and Lighttower's on-net locations, Applicants have determined that an OpCo and Lighttower own or control a fiber-based connection to the same enterprise location in, at most, only 1.2% of the total on-net locations where their fiber networks today overlap.¹⁰ This should not be surprising. After all, as explained herein, Crown Castle is primarily a tower and DAS/small cell provider to (primarily) four customers while Lighttower primarily provides all-fiber networking solutions to enterprise customers. None of the Applicants or their respective affiliates provides traditional switched telecommunications services. To the extent Lighttower and Crown Castle's recently acquired fiber providers act as competitive local exchange carriers (LECs), the Commission has consistently found that transactions combining CLECs will enhance competition.¹¹

The Transaction will be largely seamless to Licensees' customers, all of whom will continue to receive their services pursuant to their current contracts. Post-Transaction, the parties will continue to honor all contracts with their customers. The Transaction itself is not expected to affect adversely the rates or other terms of service that customers currently experience, nor is it expected to have any adverse effect on the already high quality of service that Licensees' customers currently receive. As the parties integrate their operations, they expect to be able to

¹⁰ On-Net Locations include Towers, Data Centers, ILEC Central Offices, Mobile Switching Centers, Carrier Hotels, Commercial Buildings, and Government Buildings where an OpCo or Lighttower has a fiber presence. Enterprise locations consist of Commercial Buildings (including educational institutions) where an OpCo or Lighttower has a fiber presence. Fiber presence includes fiber located in or at the location (*i.e.* attached to a small cell on the outside of the building).

¹¹ See Public Notice, *Application Granted for the Transfer of Control of Unite Private Networks, LLC and Unite Private Networks-Illinois, LLC to Cox Communications, Inc.*, WC Docket No. 16-241, DA 16-1206 (rel. Oct. 20, 2016) (citing numerous approvals finding that a merger of competitive LECs would create a stronger competitor to the incumbent LEC and enhance competition).

offer each other's unique services to all the customers of the combined company, thus increasing the competitive service offerings available to existing and potential 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:

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

Transferee:

Crown Castle International Corp. FRN: 0008925232
1220 Augusta Drive, Suite 600
Houston, TX 77057
Tel: 713-570-3000

Transferor:

LTS Group Holdings LLC FRN: 0026741371
80 Central Street
Boxborough, MA 01719
Tel: 401-965-3006

Licensees:

Fiber Technologies Networks, L.L.C. FRN: 0006797849
Lightower Fiber Networks I, LLC FRN: 0020165080
Lightower Fiber Networks II, LLC FRN: 0006254403
80 Central Street
Boxborough, MA 01719
Tel: 401-965-3006

(b) Jurisdiction of Organizations:

Transferee: CCIC is a corporation formed under the laws of Delaware.

Transferor: Transferor is a limited liability company formed under the laws of Delaware.

Licensees: Fibertech is a limited liability company formed under the laws of New York.

LFN I is a limited liability company formed under the laws of Delaware.

LFN II is a limited liability company formed under the laws of New York.

(c) (Answer to Question 10) Correspondence concerning this Application should be

sent to:

For Transferee:

Tamar E. Finn
Brett P. Ferenchak
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20004-2541
202-739-3000 (tel)
202-739-3001 (fax)
tamar.finn@morganlewis.com
brett.ferenchak@morganlewis.com

For Transferor and Licensees:

Yaron Dori
Michael Beder
Covington & Burling LLP
One CityCenter
850 Tenth Street, N.W.
Washington, DC 20001
202-662-6000 (tel)
202-662-6291 (fax)
ydori@cov.com
mbeder@cov.com

With copies for Transferee to:

Mark Mazzei, Esq.
Associate General Counsel
Crown Castle
ATTN: Michelle Salisbury, Legal Dept.
2000 Corporate Drive
Canonsburg, PA 15317
mark.mazzei@crowncastle.com

With copies for Transferor and Licensees to:

David L. Mayer, Esq.
General Counsel & Exec. Vice President
Lightower Fiber Networks
80 Central Street
Boxborough, MA 01719
dmayer@lightower.com

(d) Section 214 Authorizations

Transferee: CCIC does not hold domestic or international Section 214 authority. However, each of the following subsidiaries of CCIC is authorized to provide interstate service by virtue of blanket domestic Section 214 authority, 47 C.F.R. § 63.01: Crown Castle Solutions LLC; Crown Castle NG Atlantic LLC; Crown Castle NG East LLC; Crown Castle NG Central LLC; Crown Castle NG West LLC; NewPath Networks, LLC; InSITE Solutions LLC; CA - CLEC LLC; PA - CLEC LLC; WA - CLEC LLC; 24/7 Mid-Atlantic Network LLC; Sunesys, LLC; Sunesys of Virginia, Inc.; Fibernet Direct Florida LLC (“Fibernet-FL”), Fibernet Direct Texas LLC (“Fibernet-TX”); Freedom Telecommunications, LLC; and Wilshire Connection, LLC. In addition, the following subsidiaries of CCIC hold international Section 214 authority:

Fibernet-FL holds international Section 214 authority to provide global resale and facilities-based service granted in File No. ITC-214-20101014-00406.

Fibernet-TX holds international Section 214 authority to provide global resale and facilities-based service granted in File No. ITC-214-20101117-00470.

Transferor: Transferor is a holding company with no operations and does not hold domestic or international Section 214 authority.

Licensees: Fibertech is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. Fibertech does not hold international Section 214 authority.

LFN I is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. LFN I does not hold international Section 214 authority.

LFN II holds international Section 214 authority to provide (1) global or limited global facilities-based and resale services granted in IB File No. ITC-214-20001128-00698 and (2) global of limited global facilities-based services granted in IB File No. ITC- 214-20101019-00408. LFN II also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

(h) *(Answer to Questions 11 & 12)* The following entities will hold, directly or indirectly, a ten percent (10%) or greater interest¹² in Licensees upon completion of the Transaction as calculated pursuant to the Commission’s ownership attribution rules for wireline and international telecommunications carriers:

(1) The following entities currently wholly own, and upon completion of the Transaction will continue to wholly own, **Fiber Technologies Networks, L.L.C.:**

| | |
|---------------------|---|
| Name: | Fibertech Networks, LLC |
| Address: | 80 Central Street Boxborough, MA 01719 |
| Citizenship: | U.S. (Delaware) |
| Principal Business: | Telecommunications |
| % Interest: | 100% (directly in Fibertech) |

¹² Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Name: Fibertech Holdings Corp.
Address: 80 Central Street
Boxborough, MA 01719
Citizenship: U.S. (Delaware)
Principal Business: Telecommunications
% Interest: 100% (indirectly, as 100% direct owner of Fibertech Networks, LLC)

- (2) The following entities currently wholly own, and upon completion of the Transaction will continue to wholly own, **Lightower Fiber Networks II, LLC** and **Fibertech Holdings Corp.:**

Name: Sidera Networks, Inc.
Address: 80 Central Street
Boxborough, MA 01719
Citizenship: U.S. (Delaware)
Principal Business: Telecommunications
% Interest: 100% (directly)

Name: Yankee Metro Parent, Inc.
Address: 80 Central Street
Boxborough, MA 01719
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
% Interest: 100% (indirectly, as 100% direct owner of Sidera Networks, Inc.)

- (3) The following entity currently wholly owns, and upon completion of the Transaction will continue to wholly own, **Lightower Fiber Networks I, LLC:**

Name: Light Tower Holdings LLC
Address: 80 Central Street
Boxborough, MA 01719
Citizenship: U.S. (Delaware)
Principal Business: Holdings Company
% Interest: 100% (directly)

- (4) The following entities currently wholly own, and upon completion of the Transaction will continue to wholly own, **Yankee Metro Parent, Inc.** and **Light Tower Holdings LLC:**

Name: LTS Buyer LLC
Address: 80 Central Street
Boxborough, MA 01719
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
% Interest: 100% (directly)

Name: LTS Intermediate Holdings C LLC (“LTS Int-C”)
Address: 80 Central Street
Boxborough, MA 01719
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
% Interest: 100% (indirectly, as 100% direct owner of LTS Buyer LLC)

Name: LTS Intermediate Holdings B LLC (“LTS Int-B”)
Address: 80 Central Street
Boxborough, MA 01719
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
% Interest: 100% (indirectly, as 100% direct owner of LTS Int-C)

Name: LTS Intermediate Holdings A LLC (“LTS Int-A”)
Address: 80 Central Street
Boxborough, MA 01719
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
% Interest: 100% (indirectly, as 100% direct owner of LTS Int-B)

Name: LTS Group Holdings LLC (“Transferor”)
Address: 80 Central Street
Boxborough, MA 01719
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
% Interest: 100% (indirectly, as 100% direct owner of LTS Int-A)

- (5) Upon completion of the Transaction, the following entities will hold, directly or indirectly, a ten percent (10%) or greater interest¹³ in **LTS Group Holdings LLC**:

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

¹³ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Name: Crown Castle International Corp.
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 the SEC Schedules 13G filed with respect to CCIC as of February 13, 2017 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>.

Transferee does not have any interlocking directorates with a foreign carrier.

(i) **(Answer to Question 14)** Transferee certifies that it is not a foreign carrier, nor is Transferee affiliated with foreign carriers, nor will Transferee become affiliated with foreign carriers as a result of this Transaction.

(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.

(k) Not applicable.

(m) Not applicable.

(n) 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.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(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.

V. INFORMATION REQUIRED BY SECTION 63.04

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 to transfer control of Licensee to Transferee in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) (i) Collectively, Licensees provide intrastate or interstate telecommunications services primarily in Connecticut, Delaware, the District of Columbia, Illinois, Indiana, Kentucky, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, Vermont, and Virginia. Licensees also provide *de minimis* interstate services to locations in the following states through network

services obtained from third party carriers: Arizona, California, Colorado, Florida, Georgia, Iowa, Kansas, Minnesota, Missouri, Nebraska, Nevada, New Mexico, South Carolina, Tennessee, Texas, Utah and Washington.

Fibertech is authorized to provide intrastate telecommunications services in the following states: Connecticut, Delaware, Indiana, Kentucky, Maryland, Massachusetts, Michigan, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, West Virginia, and Wisconsin. A subsidiary of Fibertech, Fibertech Facilities Corp, holds a certificate to provide intrastate telecommunications services in New York but does not have any end user or carrier customers other than Fibertech.

LFN-I is authorized to provide intrastate telecommunications in the following jurisdictions: Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Rhode Island, and Virginia.

LFN-II is authorized to provide intrastate telecommunications in the following jurisdictions: Connecticut, Delaware, District of Columbia, Illinois, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, Vermont, and Virginia.

(ii) Transferee is not authorized to provide domestic telecommunications. One or more subsidiaries of Transferee (see Exhibit A for 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, West Virginia, 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, and South Dakota.

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

Crown Castle NG West LLC: Millimeter Wave 70/80/90 GHz;

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

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

Sunesys Enterprise LLC: Experimental 3.5 GHz license (Call sig WI2XQK).

(iii) To Transferee's knowledge, Transferee is not Affiliated with any other telecommunications carriers.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(ii) because, immediately following the Transaction, (i) neither Transferee nor Licensee (nor their Affiliates, as defined in the Act) is dominant with respect to any services, (ii) Transferee (and its Affiliates, as defined in the Act) will have a market share in the interstate, interexchange market of less than ten percent (10%), and (ii) Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party (or affiliate to a party) to the Transaction.

(a)(9) Other than the Section 214 authorizations described in this Application, Licensees do not hold any other authorizations or licenses from the Commission.

(a)(10) Although no 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.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience, and necessity is provided in Section IV above.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application to transfer ownership and control of Licensee to Transferee.

Respectfully submitted,

/s/ Yaron Dori

Yaron Dori
Michael Beder
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Counsel for Transferee

Dated: August 8, 2017

EXHIBIT A

OpCos

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

| Jurisdiction | Entity(ies) |
|----------------------|--|
| 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; Freedom Telecommunications, LLC; Wilshire Connection, 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; Fibernet Direct Florida LLC |
| Georgia | Crown Castle NG East LLC; NewPath Networks, LLC; Access Fiber Group Holdings, LLC; Access Fiber Group, Inc.; Sunesys, LLC; Fibernet Direct Florida 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; Fibernet Direct Texas 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 |

| Jurisdiction | Entity(ies) |
|---------------------|---|
| 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; Fibernet Direct Texas 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; Fibernet Direct Texas 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. |

EXHIBIT B

Current Ownership of Transferor

The following entities currently hold, directly or indirectly, a ten percent (10%) or greater interest¹⁴ in Transferor as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:

| | |
|--------------------|--|
| Name: | Berkshire Partners LLC |
| Address: | 200 Clarendon Street, 35th Floor Boston, MA 02116 |
| Citizenship: | U.S. (Delaware) |
| Principal Business | Investment Company |
| % Interest: | 43.02% (equity); 73.03% (voting) (indirectly via various funds ¹⁵ and general partners, ¹⁶ each of which is a U.S. entity) |

Affiliates of Berkshire Partners LLC hold an indirect 43.02% equity interest and 73.03% voting interest (including via proxy) in LTS Group Holdings LLC through Berkshire's management of various funds, each of which is ultimately controlled by Berkshire's Managing Directors, acting by a majority in voting interest. There are 24 Managing Directors, all of whom are U.S. citizens. The principal business of all the Berkshire entities is private equity, and all are located at 200 Clarendon Street, 35th Floor, Boston, MA 02116.

| | |
|---------------------|--|
| Name: | HarbourVest Partners, LLC |
| Address: | One Financial Center, 44th Floor Boston, MA 02111 |
| Citizenship: | U.S. (Delaware) |
| Principal Business: | Investment Company |
| % Interest: | 11.16% (indirectly via various funds, general partners and managing members, each of which is a U.S. entity) |

¹⁴ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

¹⁵ The following Berkshire funds hold a 10% or greater direct ownership interest in Transferor: Berkshire Fund VII, L.P., a Delaware limited partnership; and Berkshire Fund VIII, L.P., a Delaware limited partnership.

¹⁶ The following general partners hold a 10% or greater indirect ownership interest in Transferor through certain Berkshire funds: Seventh Berkshire Associates LLC, a Massachusetts limited liability company; and Eighth Berkshire Associates LLC, a Delaware limited liability company.

HarbourVest Partners, LLC holds an indirect 9.96% interest in LTS Group Holdings LLC (in addition to a 1.2% interest held through Pamlico Capital II, L.P.). Each of the HarbourVest entities is a U.S. entity, and no single entity owns a 10% or greater interest (directly or indirectly) in LTS Group Holdings LLC. A majority of the ownership of HarbourVest Partners, LLC, the ultimate controlling entity of the HarbourVest funds, is held by 26 individuals (18 managing directors and eight former managing directors owning 92% in aggregate), all but three of whom are U.S. citizens. Of the remaining individuals, one is a Canadian citizen, one is a U.K. citizen, and one is an Indian citizen. The non-U.S. citizens collectively hold less than 16 percent of the ownership interests in HarbourVest (and thus an indirect interest in LTS of 2% or less).

Name: Pamlico Capital GP II, LLC
Address: 150 N. College Street, Suite 2400
Charlotte, NC 28202
Citizenship: U.S. (Delaware)
Principal Business: Investment Company
% Interest: 8.47% (equity); 21.22% (voting)

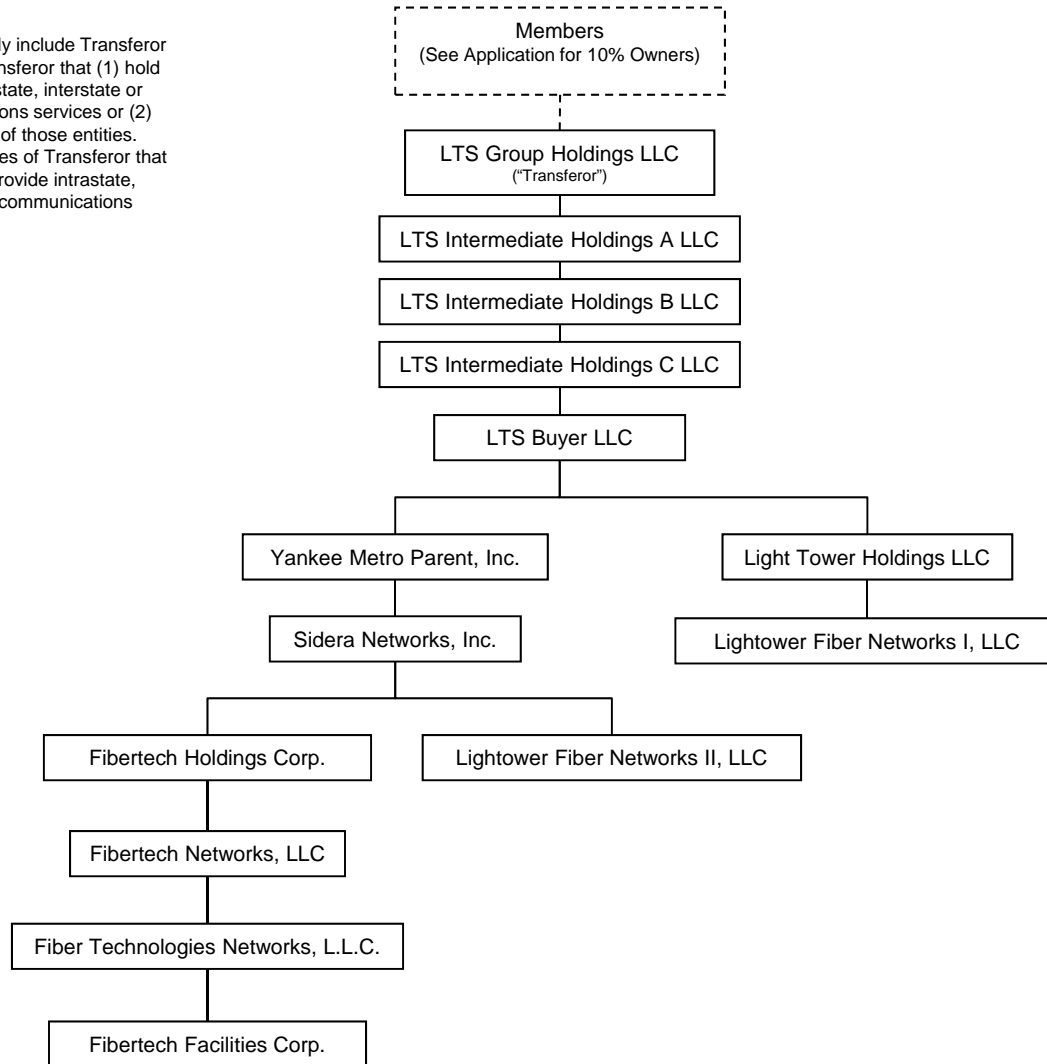
Pamlico Capital GP II, LLC holds an indirect 8.47% equity interest (via Pamlico Capital II, L.P.) and a 21.22% voting interest (including via proxy) in LTS Group Holdings, LLC. Pamlico Capital GP II, LLC is controlled by a Board of Managers consisting of three Managing Partners, all of whom are U.S. citizens. The Pamlico entities and the three Managers all are located at 150 N. College Street, Suite 2400, Charlotte, NC 28202.

EXHIBIT C

Pre- and Post-Transaction Corporate Ownership Structure Charts

PRE-TRANSACTION OWNERSHIP STRUCTURE OF LIGHTOWER*

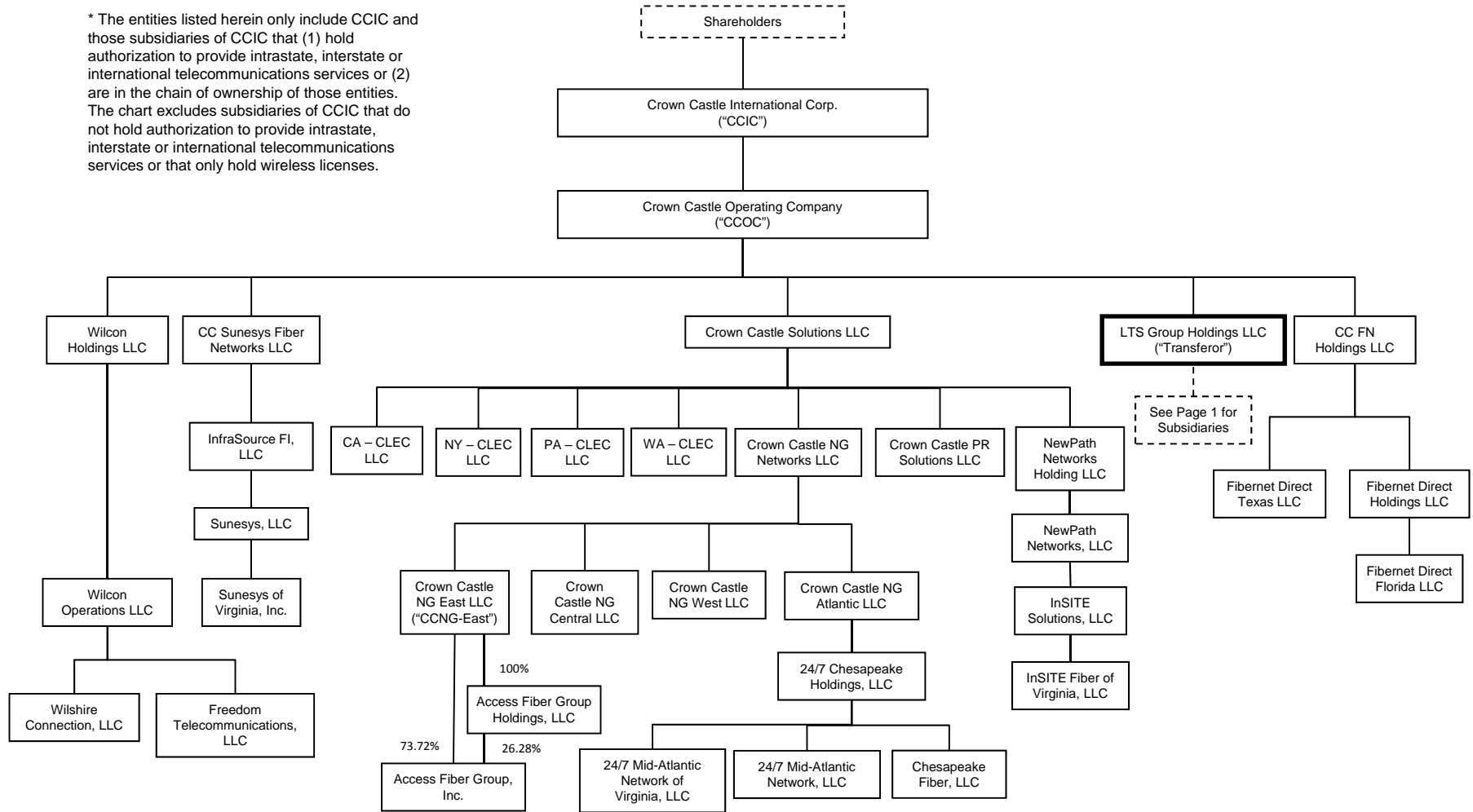
* The entities listed herein only include Transferor and those subsidiaries of Transferor that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of Transferor that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



Unless otherwise indicated all ownership percentages are 100%.

POST-TRANSACTION OWNERSHIP STRUCTURE OF CROWN CASTLE AND LIGHTTOWER*

* The entities listed herein only include CCIC and those subsidiaries of CCIC 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 CCIC that do not hold authorization to provide intrastate, interstate or international telecommunications services or that only hold wireless licenses.



Unless otherwise indicated all ownership percentages are 100%.

VERIFICATIONS

VERIFICATION

I, Kenneth J. Simon, state that I am the Senior Vice President and General Counsel of Crown Castle International 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 and its subsidiaries 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 8th day of August 2017.

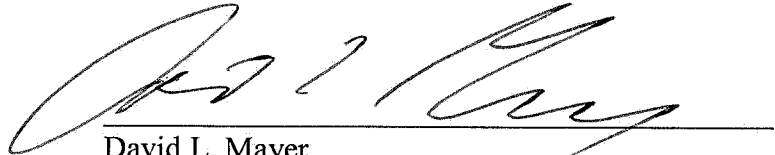


Kenneth J. Simon
Senior Vice President and General Counsel
Crown Castle International Corp.

VERIFICATION

I, David L. Mayer, state that I am General Counsel and Executive Vice President of LTS Group Holdings LLC and its subsidiaries (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 with respect to the Company 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 ^{25th} day of July, 2017.

A handwritten signature in black ink, appearing to read "David L. Mayer", written over a horizontal line.

David L. Mayer
General Counsel and Executive Vice President
LTS Group Holdings LLC