

Morgan, Lewis & Bockius LLP
2020 K Street, NW
Washington, District of Columbia 20006-1806
Tel. 202.373.6000
Fax: 202.373.6001
www.morganlewis.com

Morgan Lewis

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PUBLIC SERVICE
COMMISSION

Catherine Wang
Brett P. Ferenczak
catherine.wang@morganlewis.com
brett.ferenczak@morganlewis.com

March 30, 2015

VIA OVERNIGHT DELIVERY

Jeff Derouen, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-8294

Re: Notification of Crown Castle NG Central LLC Regarding a *Pro Forma* Change in Indirect Ownership

Dear Mr. Derouen:

Crown Castle NG Central LLC (Utility ID 5057090) (“CCNG-Central”), by undersigned counsel, notifies the Commission of a *pro forma* change in its indirect ownership that occurred in connection with the conversion of CCNG-Central’s ultimate, publicly held, parent company (“Holdco”) into a publicly held real estate investment trust (“REIT”). While the *pro forma* change resulted in a change to the ultimate parent of CCNG-Central, the *pro forma* change did not result in a change to the direct parent of CCNG-Central or to the ultimate owners of the CCNG-Central (i.e., the shareholders of Holdco). Pursuant to the Order issued in Admin. Case No. 370 on January 8, 1998 and 807 KAR 5:011, Section 11, prior action by the Commission is not required for the transaction described herein. Accordingly, CCNG-Central submits this letter for informational purposes.

Description of CCNG-Central

CCNG-Central is a Delaware limited liability company and indirect wholly owned subsidiary of Crown Castle Solutions Corp. (“Solutions”), a Delaware corporation. Solutions is a direct wholly owned subsidiary of Crown Castle Operating Company (“CCOC”), a Delaware corporation and direct wholly owned subsidiary of Crown Castle International Corp. (formerly known as Crown Castle REIT Inc. and the surviving entity of the REIT Transaction described below) (“REIT-Parent” and, collectively with its subsidiaries, “Crown Castle”). REIT-Parent is currently a publicly traded (NYSE: CCI) Delaware corporation that, to its knowledge, does not have any 10% or greater owners. Crown Castle has executive offices at 1220 Augusta Drive, Suite 600, Houston, Texas 77057-2261. REIT-Parent, through certain of its indirect subsidiaries, owns, operates, leases, and manages over 39,600 towers and rooftop sites for wireless

Jeff Derouen, Executive Director
March 30, 2015
Page 2

communications with a significant presence in the top 100 U.S. markets. Solutions and its subsidiaries, including CCNG-Central, have deployed approximately 14,000 distributed antenna system (“DAS”) small cell nodes supported by approximately 7,000 miles of fiber. Wholly-owned subsidiaries of Solutions hold authorizations to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Maine, Montana, South Dakota, Vermont, and Wyoming. In Kentucky, Solutions has one subsidiary authorized to provide intrastate telecommunications services:¹ CCNG-Central is authorized as competitive local exchange carrier (Utility ID 5057090). CCNG-Central is also authorized by the FCC to provide interstate telecommunications services.

Contacts

For the purposes of this filing, contacts are as follows:

Catherine Wang
Brett P. Ferenchak
Morgan, Lewis & Bockius LLP
2020 K Street, N.W., Suite 1100
Washington, DC 20006-1806
202-373-6000 (tel)
202-373-6001 (fax)
catherine.wang@morganlewis.com
brett.ferenchak@morganelewis.com

Mark E. Mazzei
Associate General Counsel
Crown Castle
ATTN: Michelle Salisbury, Legal Dept.
2000 Corporate Drive
Canonsburg, PA 15317
510-290-3086 (tel)
mark.mazzei@crowncastle.com

Description of the Pro Forma Change

A *pro forma* change to the ultimate parent of CCNG-Central occurred on December 15, 2014, in connection with the conversion of Holdco into a REIT. Specifically, in order to facilitate compliance with the rules governing real estate investment trusts by ensuring the effective adoption of certain charter provisions that implement ownership limitations and transfer restrictions related to its capital stock, (1) REIT-Parent was formed as a direct wholly owned subsidiary of CCNG-Central’s prior ultimate parent company that was also named Crown Castle International Corp. (“Predecessor-CCIC”), and then (2) REIT-Parent merged with and into Predecessor-CCIC, whereupon the separate existence of Predecessor-CCIC ceased and REIT-Parent was the surviving entity (the “*Pro Forma Change*” or “REIT Transaction”). The name of REIT-Parent was then changed to “Crown Castle International Corp.” The ultimate owners of CCNG-Central (i.e., the shareholders of Holdco) did not change since the shareholders of

¹ CCNG-Central’s affiliate, Crown Castle NG East LLC, recently notified the Commission that it will acquire Access Fiber Group, Inc. (“AFG”). See Notification of the Proposed Transfer of Control of Access Fiber Group, Inc. to Crown Castle NG East LLC (filed Feb. 6, 2015). Upon completion of that transaction, AFG will also be a subsidiary of Solutions authorized to provide intrastate telecommunications services in Kentucky.

Jeff Derouen, Executive Director
March 30, 2015
Page 3

Predecessor-CCIC automatically converted to shareholders of REIT-Parent in the REIT Transaction. Further, the direct parent company of CCNG-Central did not change. For the Commission's reference, charts depicting the pre- and post-REIT Transaction corporate ownership structure of CCNG-Central are provided as Exhibit A. The REIT Transaction was entirely transparent to CCNG-Central's customers and did not result in any change in their services. In particular, the rates, terms and conditions of their services did not change as a result of the purely *pro forma* change to CCNG-Central's indirect ultimate parent.

* * * *

An original and four (4) copies of this letter are enclosed for filing. Please date-stamp the extra copy and return it in the envelope provided. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



Catherine Wang
Brett P. Ferenchak

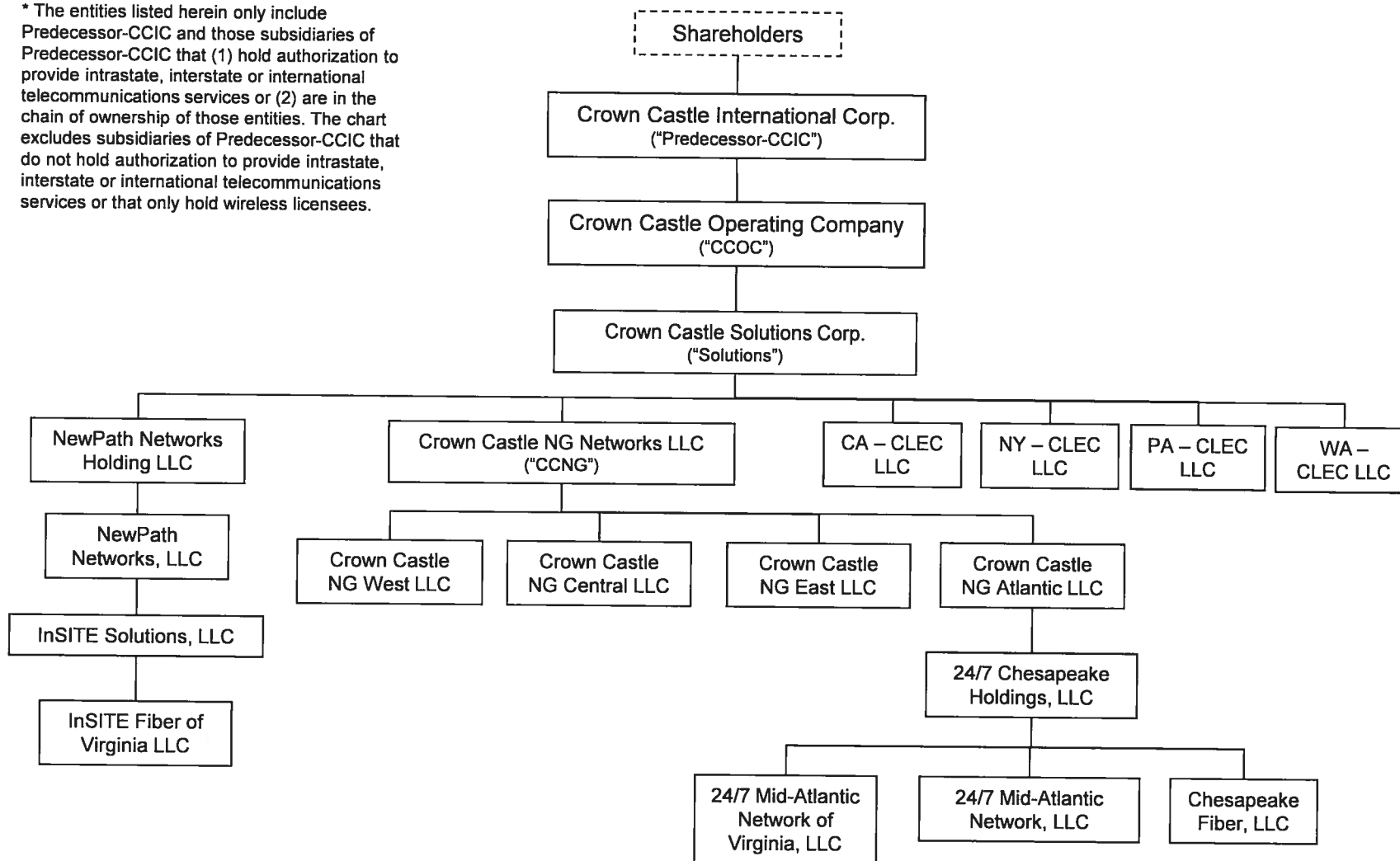
Counsel to Crown Castle NG Central LLC

EXHIBIT A

Pre- and Post-REIT Transaction Corporate Structure

Pre-REIT Transaction Corporate Structure

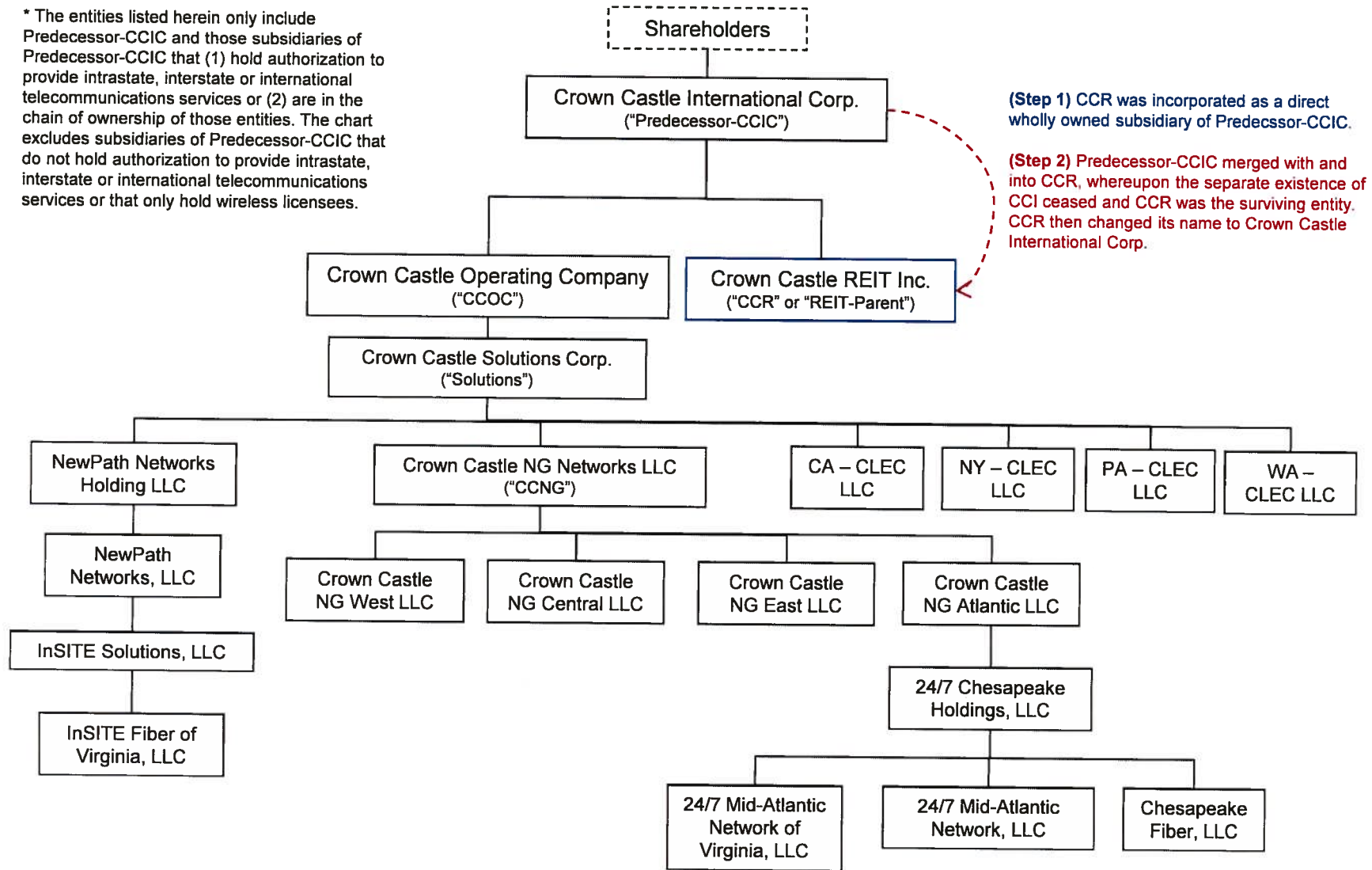
* The entities listed herein only include Predecessor-CCIC and those subsidiaries of Predecessor-CCIC that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of Predecessor-CCIC 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%.

REIT Transaction

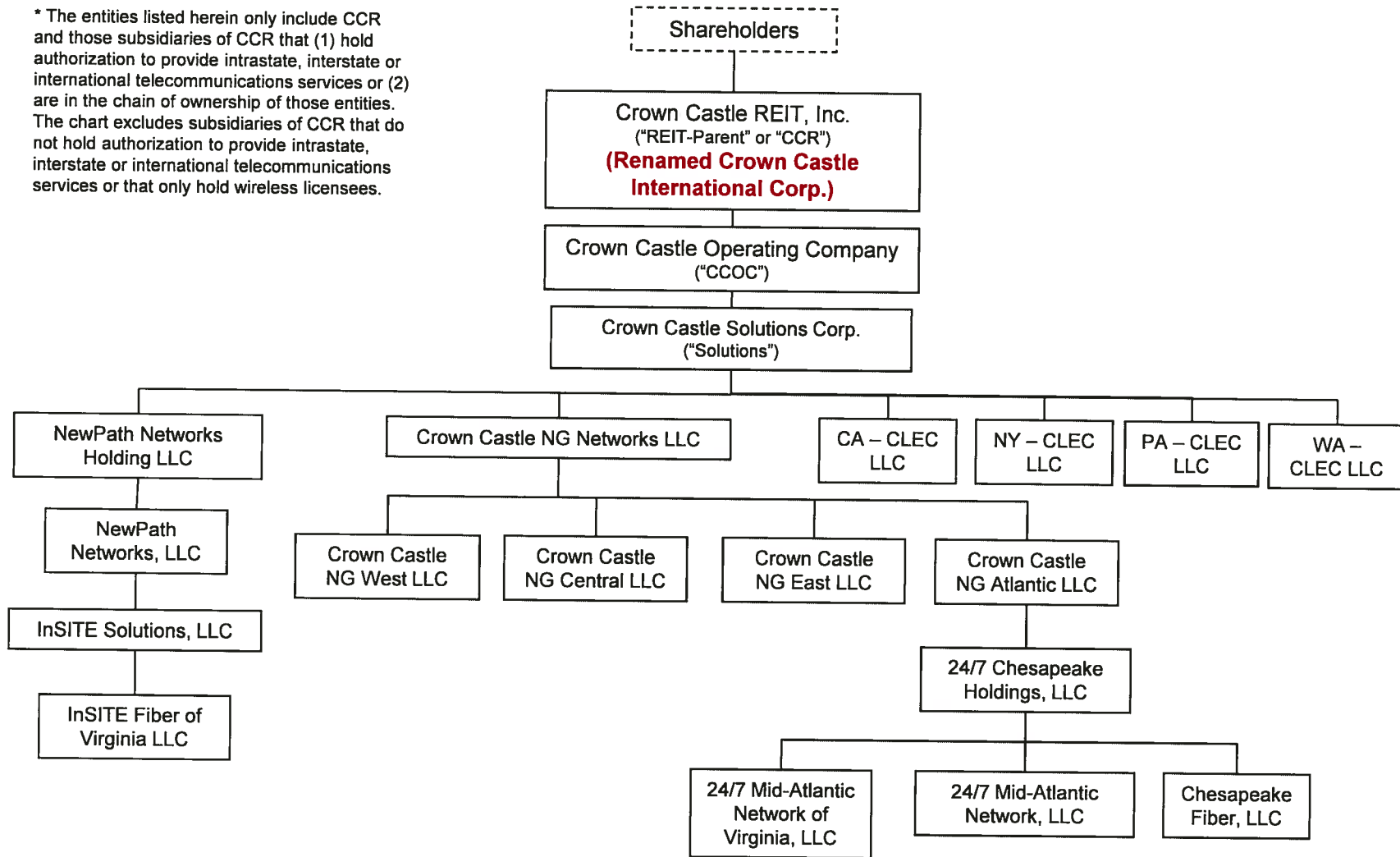
* The entities listed herein only include Predecessor-CCIC and those subsidiaries of Predecessor-CCIC that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of Predecessor-CCIC 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%.

Current Corporate Structure

* The entities listed herein only include CCR and those subsidiaries of CCR 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 CCR 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%.

COMMONWEALTH OF PENNSYLVANIA §
COUNTY OF WASHINGTON §

VERIFICATION

I, Monica Gambino, state that I am the Vice President - Legal of CA - CLEC LLC, NY - CLEC LLC, PA - CLEC LLC, WA - CLEC LLC, Crown Castle NG Atlantic LLC, Crown Castle NG Central LLC, Crown Castle NG East LLC, Crown Castle NG West LLC, InSITE Solutions, LLC, NewPath Networks, LLC, 24/7 Mid-Atlantic Network, LLC, Chesapeake Fiber, 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.

Monica Gambino

Monica Gambino
Vice President - Legal
CA - CLEC LLC
NY - CLEC LLC
PA - CLEC LLC
WA - CLEC LLC
Crown Castle NG Atlantic LLC
Crown Castle NG Central LLC
Crown Castle NG East LLC
Crown Castle NG West LLC
InSITE Solutions, LLC
NewPath Networks, LLC
24/7 Mid-Atlantic Network, LLC
Chesapeake Fiber, LLC,

Sworn and subscribed before me this 27th day of March, 2015.

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Rosa M. Morrison, Notary Public
Cecil Twp., Washington County
My Commission Expires May 11, 2016
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

Rosa M. Morrison
Notary Public

My commission expires May 11, 2016