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January 17, 2012

Via eFiling

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120

Re: Joint Application for All Approvals Under the Pennsylvania Public Utility Code of NextG Networks of NY, Inc., NextG Networks, Inc., and Crown Castle Solutions Corp. for Approval of a Transfer of Indirect Control of NextG Networks of NY, Inc. to Crown Castle Solutions Corp.

Dear Ms. Chiavetta:

On behalf of Crown Castle Solutions Corp. NextG Networks of NY, Inc. dba NextG Networks East and NextG Networks, Inc. (collectively the "Applicants"), enclosed for filing is the above-referenced Application. A filing fee of \$350.00 is being paid by credit card through the Commission's eFiling system.

A paper copy and a date-stamp copy of this filing will be delivered by overnight courier. Please date-stamp and return the extra copy in the attached self-addressed, postage prepaid envelope. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak

cc: Service List

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**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application for All Approvals Under :
the Pennsylvania Public Utility Code of :
NextG Networks of NY, Inc., : **Docket No. A-2011-_____**
NextG Networks, Inc., and :
Crown Castle Solutions Corp. :
for Approval of a Transfer of Indirect Control :
of NextG Networks of NY, Inc. to :
Crown Castle Solutions Corp. :

**JOINT GENERAL RULE APPLICATION OF
NEXTG NETWORKS OF NY, INC., NEXTG NETWORKS, INC., AND CROWN
CASTLE SOLUTIONS CORP. FOR APPROVAL OF AN INDIRECT TRANSFER
OF CONTROL OF NEXTG NETWORKS OF NY, INC. TO CROWN CASTLE
SOLUTIONS CORP.**

TO THE HONORABLE PENNSYLVANIA PUBLIC UTILITY COMMISSION:

THIS JOINT APPLICATION (“Application”) is filed, as a General Rule Transaction pursuant to 52 Pa. Code §63.324, by **Crown Castle Solutions Corp. (“Solutions”)**, in the sole limited capacity of the acquiring entity and not as a regulated entity, **NextG Networks of NY, Inc. dba NextG Networks East (“NextG-NY”)**, and **NextG Networks, Inc. (“NextG Networks”)** (collectively with Solutions and NextG-NY, the “Applicants”). The Applicants seek all approvals by the Pennsylvania Public Utility Commission (the “Commission”), including the following, in connection with the proposed indirect transfer of control of NextG-NY through the acquisition by Solutions of NextG-NY’s corporate parent, NextG Networks:

- (1) The issuance to **NextG-NY** of a Certificate of Public Convenience pursuant to Sections 1102 and 1103 of the Pennsylvania Public Utility Code, 66 Pa.C.S. §§1102 and 1103, and the Commission’s Statement of Policy – Utility Stock Transfers Under 66 Pa.C.S. § 1102(a)(3), 52 Pa. Code §69.901 and its

Abbreviated Procedures for Review and Approval of Transfer of Control For Telecommunications Public Utilities, 52 Pa. Code § 63.324, for the transfer of control of NextG-NY to Solutions, and ultimately to Crown Castle International Corp. (“CCI”), the ultimate parent of Solutions, through Solutions’ acquisition of NextG Networks; and

- (2) Such other approvals, certificates, registrations and other relief, if any, under the Pennsylvania Public Utility Code with respect to the transaction described in this Application.

Closing this transaction as soon as possible will materially serve important business interests for the Applicants, including synergies and operating efficiencies that, in turn, will inure to the ultimate benefit of Pennsylvania consumers. Therefore, the Applicants respectfully request such expedited review and approval of this Application as the Commission may deem available. In support of these requests, Applicants state as follows:

INTRODUCTION

As discussed below, NextG Networks and CCI have entered into an agreement pursuant to which Crown Castle NG Acquisitions Corp. (“Merger Sub”), a wholly-owned direct subsidiary of Solutions and indirect subsidiary of CCI, will merge with and into NextG Networks. NextG Networks will continue as the surviving corporation, and NextG-NY will become a wholly-owned indirect subsidiary of Solutions and CCI as a result. The transaction will not result in any loss or impairment of service for any customers.

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

DESCRIPTION OF THE APPLICANTS

A. NextG-NY and NextG Networks

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

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

NextG-NY holds blanket domestic Section 214 authority from the Federal Communications Commission (“FCC”). In addition, NextG-NY holds authority to provide a range of competitive telecommunications services in 13 states and in Puerto Rico.¹ In Pennsylvania, NextG-NY is a competitive access provider holding a certificate of public

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

convenience and necessity issued in Docket No. A-311354F0002. Other NextG Networks operating subsidiaries hold blanket domestic section 214 authority from the FCC and, moreover, hold authority to provide intrastate telecommunications services on a competitive basis in 22 states and the District of Columbia.² NextG-NY and these other NextG Networks operating subsidiaries are the only subsidiaries of NextG Networks that offer domestic telecommunications services at this time.

At present, investment funds affiliated with Madison Dearborn Partners, LLC (“Madison Dearborn”) collectively hold 63.3 percent of the ownership interests in NextG Networks and thus in NextG-NY.³ No other entity holds a 20 percent or greater ownership interest in NextG Networks or NextG-NY. The principal business of Madison Dearborn is investments; the address for Madison Dearborn and its affiliated funds is Three First National Plaza, Suite 4600, Chicago, Illinois 60602. A diagram showing the current corporate structure of NextG-NY is provided in **Exhibit A**.

B. Solutions

Solutions is a Delaware corporation and wholly-owned indirect subsidiary of CCI, a publicly traded (NYSE: CCI) Delaware corporation. Solutions and CCI have principal offices at 1220 Augusta Drive, Suite 500, Houston, Texas 77057-2261. CCI, through its indirect subsidiaries, owns, operates and leases towers and other infrastructure for wireless carriers,

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

³ The Commission approved the ownership of NextG-NY by Madison Dearborn entities in Docket No. A-2009-2110767.

offering significant wireless coverage to 92 of the top 100 U.S. markets. CCI, through its subsidiaries, owns, operates and manages over 22,300 tower and rooftop sites throughout the United States and is one of the largest tower operators in the country. Solutions and its subsidiaries have deployed forty DAS networks with several additional DAS networks in development or under consideration. Wholly-owned subsidiaries of Solutions hold authorization to provide intrastate telecommunications services in the District of Columbia and the following 22 states: Arizona, California, Colorado, Florida, Georgia, Illinois, Iowa, Maryland, Massachusetts, Michigan, Minnesota, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Oregon, Pennsylvania, Utah, Virginia and Washington.

In Pennsylvania, a direct wholly-owned subsidiary of Solutions, PA – CLEC LLC d/b/a Pennsylvania-CLEC LLC (“Pennsylvania-CLEC LLC”), is a competitive access provider holding a certificate of public convenience and necessary issued in Docket No. A-311363. Subsidiaries of Solutions are also authorized by the Federal Communications Commission to provide domestic interstate telecommunications services. Additional information concerning Solutions’ legal, technical, managerial and financial qualifications to complete the Transaction was submitted to the Commission with various prior filings with respect to Pennsylvania-CLEC LLC’s certification and various corporate and financial transactions and is therefore already a matter of public record. Applicants request that the Commission take official notice of these existing descriptions of Solutions’ qualifications and incorporate them by reference. In support of its financial qualifications, Solutions provides a copy of CCI’s consolidated audited financial statements from its most recent SEC Form 10-Q as **Exhibit B**. Additional information regarding Solutions and its management is provided in CCI’s current proxy which is available at: <http://www.crowncastle.com/investor/proxy/CurrentProxy.pdf>.

Diagrams showing the current corporate structure of Solutions are provided in Exhibit C.

REQUIRED INFORMATION PURSUANT TO 52 PA. CODE § 63.324(d)

1. Name, address and telephone number of each party or applicant to the transaction:

NextG Networks of NY, Inc. d/b/a NextG Networks East
NextG Networks, Inc.
52 Second Avenue, Suite 2200
Waltham, MA 02451
Tel: (781) 790-0700

Crown Castle Solutions Corp.
1220 Augusta Drive, Suite 500
Houston, TX 77057
Tel: 713-570-3000

2. Government, state or territory under the laws of which each corporate or partnership applicant to the transaction is organized:

NextG-NY - Delaware corporation
NextG Networks - Delaware corporation
Solutions - Delaware corporation

3. The name, title, post office address and telephone number of the officer or contact point, including legal counsel in this Commonwealth, to whom correspondence concerning the transaction is to be addressed:

For Solutions:

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
Tel: (202) 373-6000
Fax: (202) 373-6001
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

with a copy to:

Monica Gambino
VP Legal
Crown Castle
2000 Corporate Drive
Canonsburg, PA 15317
Tel: (724) 419-2516
Monica.Gambino@crowncastle.com

For NextG-NY and NextG Networks:

Henry T. Kelly
Joan M. Griffin
Winafred Brantl
Kelley Drye & Warren LLP
3050 K Street, N.W. #400

with copy to:

H. Anthony Lehv
General Counsel and Secretary
NextG Networks, Inc.
52 Second Avenue, Suite 2200
Waltham, MA 02451

Washington, DC 20007
Tel: (202) 342-8819
Fax: (202) 342-8451
wbrantl@kelleydrye.com

Tel: (781) 790-0703
Fax: (781) 790-0739
alehv@nextgnetworks.net

4. The name, address, citizenship and principal place of business of any person, party or entity that directly or indirectly owns more than 20% of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest 1%):

NextG-NY is a wholly-owned (100%) subsidiary of NextG Networks. The address and citizenship of NextG Networks is provided above in response to questions 1 and 2. The entities that currently have a 20% or greater interest in NextG Networks are provided in the description of NextG-NY and NextG Networks, above.

Following the transaction, NextG Networks will be 100% wholly owned by Solutions. The address and citizenship of Solutions is provided above in response to questions 1 and 2.

The following entities currently have and, upon completion of the transaction, will continue to have a 20% or greater direct interest in Solutions:

Name: Crown Castle Operating Company (“CCOC”)
Address: 1220 Augusta Drive, Suite 500
Houston, TX 77057
Ownership Interest: 100% (directly in Solutions)
Citizenship: Delaware

Name: Crown Castle International Corp. (“CCI”)
Address: 1220 Augusta Drive, Suite 500
Houston, TX 77057
Ownership Interest: 100% (indirectly in Solutions as 100% owner of CCOC)
Citizenship: Delaware

CCI is a public company and to Applicants’ knowledge, no person or entity holds more than 20% or greater interest in CCI. Therefore, following the transaction, no other persons or entities will hold a 20% or greater ownership interest in NextG-NY.

5. A summary description of the transaction:

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

subsidiaries, including NextG-NY, will become wholly-owned indirect subsidiaries of CCI.

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

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

6. A summary of the services and the service territories in this Commonwealth that will be affected by the transaction:

No services or service territories in Pennsylvania will be affected because immediately following the transaction, NextG-NY will continue to provide the same services in the same locations as it does at present.

7. A verified statement as to how the transaction fits into one or more of the categories subject to the general rule for notification:

The transaction falls into the general rule transaction category under § 52 Pa. Code §§ 63.324(a)(2) and (3), as a transfer of control of more than 20%, which requires a § 1102(a) certificate.

8. Identification of other transactions related to the transaction:

There are no jurisdictional financing or other transactions, other than the transaction described in this Application.

9. A verified statement whether the transaction warrants special consideration because either party to the transaction is facing imminent business failure:

None of the Applicants is facing imminent business failure.

10. Identification of a separately filed waiver request sought in conjunction with the transaction:

No waiver is sought.

11. A verified statement containing facts and allegations establishing:

(i) For a merger or similar transaction, how the transaction will affirmatively promote the service, accommodation, convenience, or safety of the public in some substantial way as required by State law.

(ii) Findings that approval for a transaction subject to 66 Pa.C.S. 1103(a) (relating to procedure to obtain certificates of public convenience) is necessary or proper for the service, accommodation, convenience, or safety of the public.

(iii) The impact of the transaction on competition.

Applicants confirm and verify the discussion below in the “Public Interest Statement” section demonstrating the public interest benefits of the proposed transfer.

12. A verified statement affirming that the applicant is in compliance with Commission obligations and filings and a listing of all State and Federal proceedings when:

NextG-NY verifies that, to its knowledge, NextG-NY is in compliance with all Commission obligations and filings.

(i) Within the 3-year period prior to filing the application, the applicant was found to have violated either State or Federal requirements.

NextG-NY verifies that has not been found to have violated either State, including Pennsylvania, or Federal requirements associated with the provision of telecommunications services.

(ii) Within the 3-year period prior to filing the application, the applicant is alleged to have violated either State or Federal requirements.

NextG-NY verifies that it has not been party to any such state or federal proceedings. Out of an abundance of caution, NextG-NY discloses that its affiliates have been party to certain state proceedings described in **Exhibit C**.

13. A verified statement affirming that customers received prior notice. Notice shall be accomplished using a notice approved by the Commission's Bureau of Consumer Services (BCS). Any disagreement between the applicant and BCS shall be addressed by an appeal from an action of staff mirroring the process in 5.44 (relating to petitions for appeal from actions of the staff) of the Commission's rules of practice and procedure.

Pursuant to § 63.324(g)(1) customer notice is not required for this transaction as it does not involve any change in conditions of service or rates. Further, customers of NextG-NY will remain customers of that entity following the transaction, and no transfer of the customer base will result from this transaction. See 52 Pa. Code §

63.324(g)(2). Consequently, Applicants believe that notice to customers regarding the Transaction is not warranted or necessary.

14. A verified statement containing a copy of any Commonwealth utility certificates held by the applicant:

NextG-NY verifies that in the Commonwealth, NextG-NY is a competitive access provider, and holds a certificate of public convenience and necessity issued on April 7, 2005 in Docket No. A-311354F0002.

15. A verified statement on the effect of the transaction on existing Commonwealth tariffs. If applicable or in response to a request from staff, an applicant shall provide a red-line document identifying changes in existing Commonwealth tariffs before and after the transaction for which the applicant seeks approval from the Commission:

Applicants verify that this transaction will have no immediate impact on existing tariffs. Any subsequent tariff changes made by NextG-NY will be made pursuant to normal Commission procedures.

16. A verified statement on the transaction's effect on the existing affiliate interest agreements of the applicant:

Applicants verify that the proposed transaction described in this Application will have no impact on NextG-NY's existing affiliate interest agreements.

17. A verified statement establishing that no State or Federal regulatory agency is expected to undertake an informal or formal investigation, complaint or proceeding relating to the transaction:

Applicants verify that they are seeking advance approval or alternative relief from the FCC and commissions in the following states with respect to this transaction: California, Delaware, District of Columbia, Georgia, Hawaii, Indiana, Louisiana, Maryland, Minnesota, Mississippi, New Jersey, New York, Ohio, Pennsylvania, Texas, Utah, and Virginia. Other states require only notice of the transaction. Applicants anticipate that the applications will be reviewed and approved by these agencies through their normal processes. It is not expected that the level of review by any State or Federal agency will exceed the minimum scrutiny required under each agency's regulations.

18. Organizational charts showing the effect on the applicant's organization before and after the transaction:

See **Exhibit A**.

19. A copy of the application filed at the FCC or a notice filed with the U.S. DOJ, if any, including the electronic location on the agency's web site:

A copy of Applicants' FCC Application is attached as **Exhibit B**. The FCC Application, which was assigned WC Docket No. 11-209, has been placed on Public Notice and is expected to be automatically on or about February 6, 2012. The Application can be accessed at [http://fjallfoss.fcc.gov/ecfs/comment_search/execute?proceeding=11-209&applicant=&lawfirm=&author=&disseminated.minDate=&disseminated.maxDate=&recieved.minDate=&recieved.maxDate=&address.city=&address.state.stateCd=&address.zip=&daNumber=&fileNumber=&bureauIdentificationNumber=&submissi onTypeId=&_checkbox_exParte=true](http://fjallfoss.fcc.gov/ecfs/comment_search/execute?proceeding=11-209&applicant=&lawfirm=&author=&disseminated.minDate=&disseminated.maxDate=&recieved.minDate=&recieved.maxDate=&address.city=&address.state.stateCd=&address.zip=&daNumber=&fileNumber=&bureauIdentificationNumber=&submissionTypeId=&_checkbox_exParte=true).

The Applicants are not required to make any filings with the U.S. DOJ.

20. A verified statement setting forth the expected public effect of the transaction on the capital structure of the applicant over the next 5 years:

Applicants verify that as the transaction is occurring at the parent company level, there is no expected public effect of the transaction on the capital structure of NextG-NY over the next 5 years.

21. For an applicant subject to a broadband deployment commitment under Federal or State law, a verified statement affirming that the applicant is in compliance with that commitment:

Applicants are not ILECs and, therefore, are not subject to the applicable broadband deployment commitments.

22. For an applicant with eligible telecommunications carrier status under Federal and State law, a verified statement affirming that the applicant is in compliance with the law and that the applicant will continue to be in compliance with the law:

Applicants do not have eligible telecommunications carrier status in Pennsylvania.

23. A verified statement affirming that the transaction complies with the prohibition against cross-subsidization imposed under Federal and State law:

This item is not applicable, as none of the Applicants is an ILEC in the Commonwealth.

PUBLIC INTEREST STATEMENT

The acquisition of NextG Networks by Solutions fully meets the requirement of 66 Pa. C.S. § 1103(a) that proposed mergers shall “affirmatively promote the service, accommodation, convenience, or safety of the public in some substantial way.” NextG Networks and Solutions,

through their respective operating subsidiaries, are already leaders in the DAS service market. The financial, technical, and managerial resources that Solutions and CCI will bring to NextG Networks and its subsidiaries, including NextG-NY, is expected to further enhance the ability of the NextG companies to compete in the national telecommunications marketplace.

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

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

Section 1103(a) of the Public Utility Code, 66 Pa. C.S. § 1103(a) authorizes the Commission to issue a certificate of public convenience approving a merger upon a finding that "the granting the such certificate is necessary or proper for the service, accommodation, convenience or safety of the public." In issuing the certificate, the Commission must determine

that the transactions will "affirmatively promote the service, accommodation, convenience, or safety of the public in some substantial way." *City of York v. Pennsylvania Public Utility Commission*, 449 Pa. 136, 151, 295 A.2d 825, 828 (1972). This standard is satisfied by a simple preponderance of the evidence of benefits, and such burden can be met by showing a likelihood or probability of public benefits that need not be quantified or guaranteed. *Popowsky v. Pennsylvania Public Utility Commission*, 594 Pa. 583, 611, 937 A.2d 1040, 1057 (2007). As explained in this section, the proposed Transaction will affirmatively promote the service, accommodation and convenience of the public in a substantial way. A certificate of public convenience should be issued by the Commission pursuant to Section 1103.

For all these reasons, it is expected that the transfer of indirect control of NextG-NY to Solutions will result in beneficial intra-company synergies and operating efficiencies which, in turn, will inure to the ultimate benefit of Pennsylvania consumers. Consequently the Transaction is entirely consistent with the public interest.

CONCLUSION

For the reasons stated above, Applicants respectfully request that the Commission find the transaction described in this Application is necessary or proper for the service, accommodation, convenience or safety of the public, and affirmatively promotes the public interest in the Commonwealth. Accordingly, Applicants respectfully request that the Commission grant, on an expedited basis, all approvals to permit them to complete the proposed transaction and provide such further relief as may be deemed appropriate.

Respectfully submitted,

**NEXTG NETWORKS, INC.
NEXTG NETWORKS OF NY, INC.**

H. Anthony Lehv
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Fax: (781) 790-0739
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CROWN CASTLE SOLUTIONS CORP.



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monica.gambino@crowncastle.com

Dated: January 17, 2012

CONCLUSION

For the reasons stated above, Applicants respectfully request that the Commission find the transaction described in this Application is necessary or proper for the service, accommodation, convenience or safety of the public, and affirmatively promotes the public interest in the Commonwealth. Accordingly, Applicants respectfully request that the Commission grant, on an expedited basis, all approvals to permit them to complete the proposed transaction and provide such further relief as may be deemed appropriate.

Respectfully submitted,

**NEXTG NETWORKS, INC.
NEXTG NETWORKS OF NY, INC.**



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CROWN CASTLE SOLUTIONS CORP.

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VP Legal
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Fax: (724) 416-4516
monica.gambino@crowncastle.com

Dated: January 13, 2012

LIST OF EXHIBITS

Exhibit A Organization Charts (Before and After)

Exhibit B FCC Application

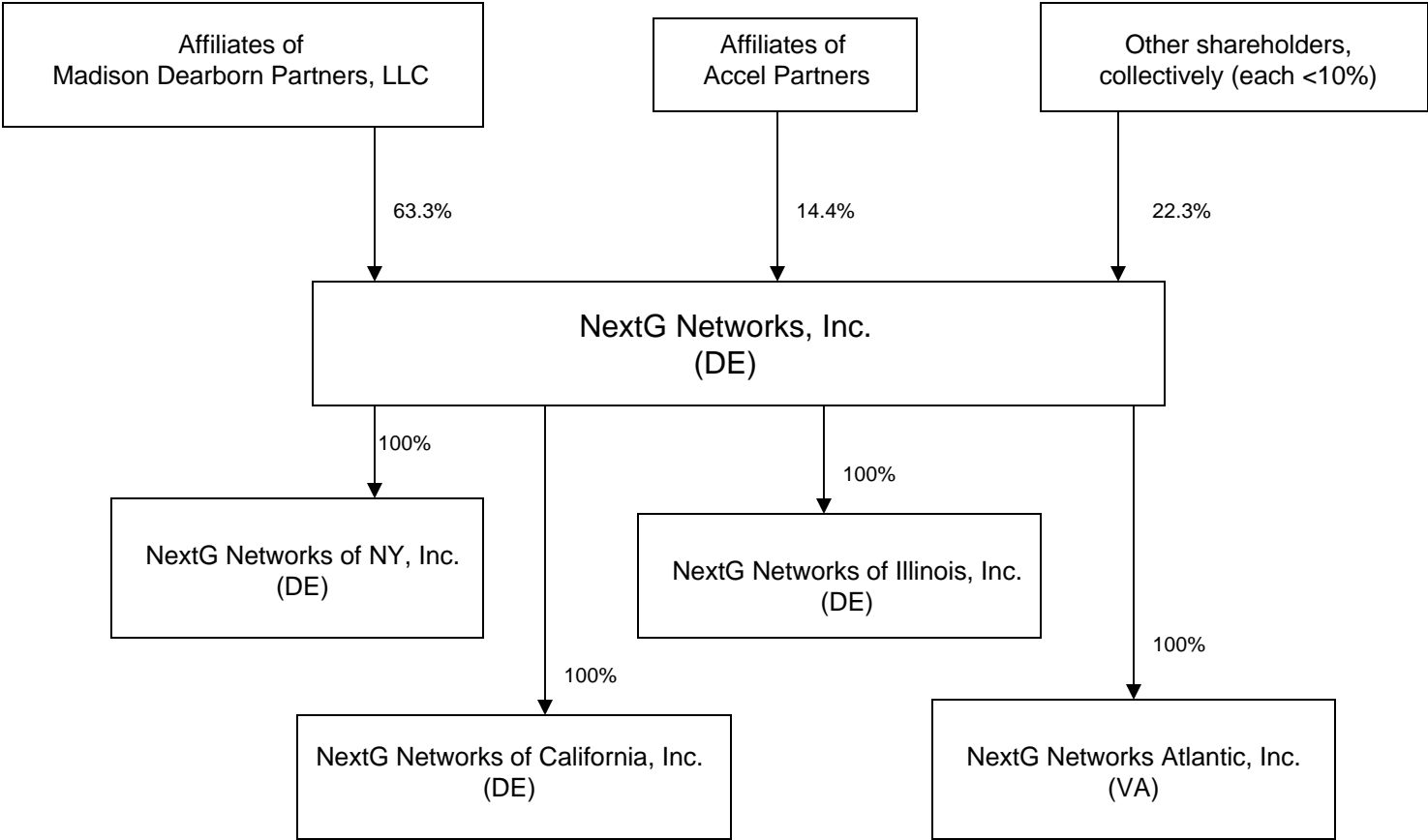
Exhibit C State Proceedings

Verifications

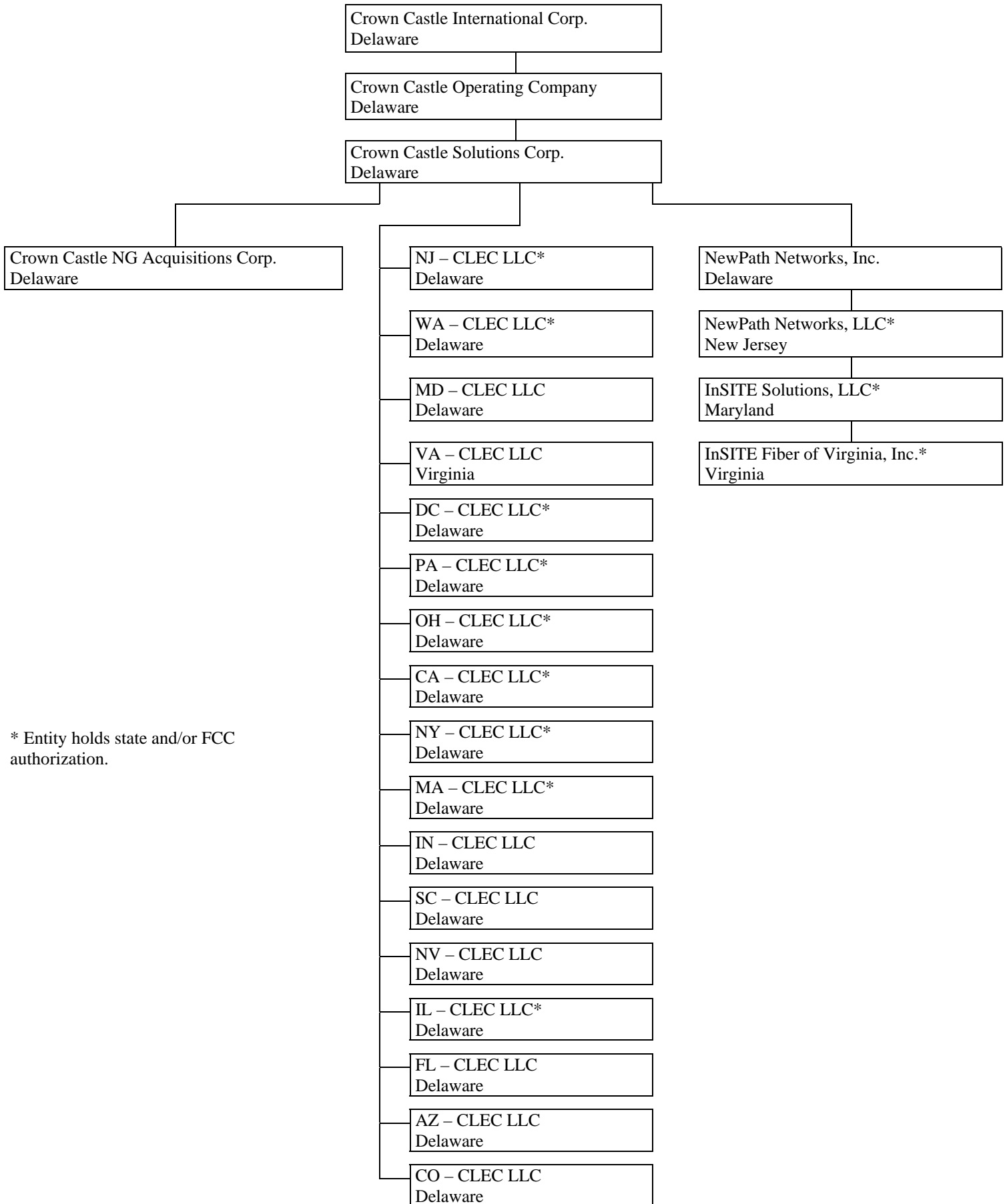
EXHIBIT A

Organization Charts (Before and After)

Current Corporate Structure of the NextG Subsidiaries

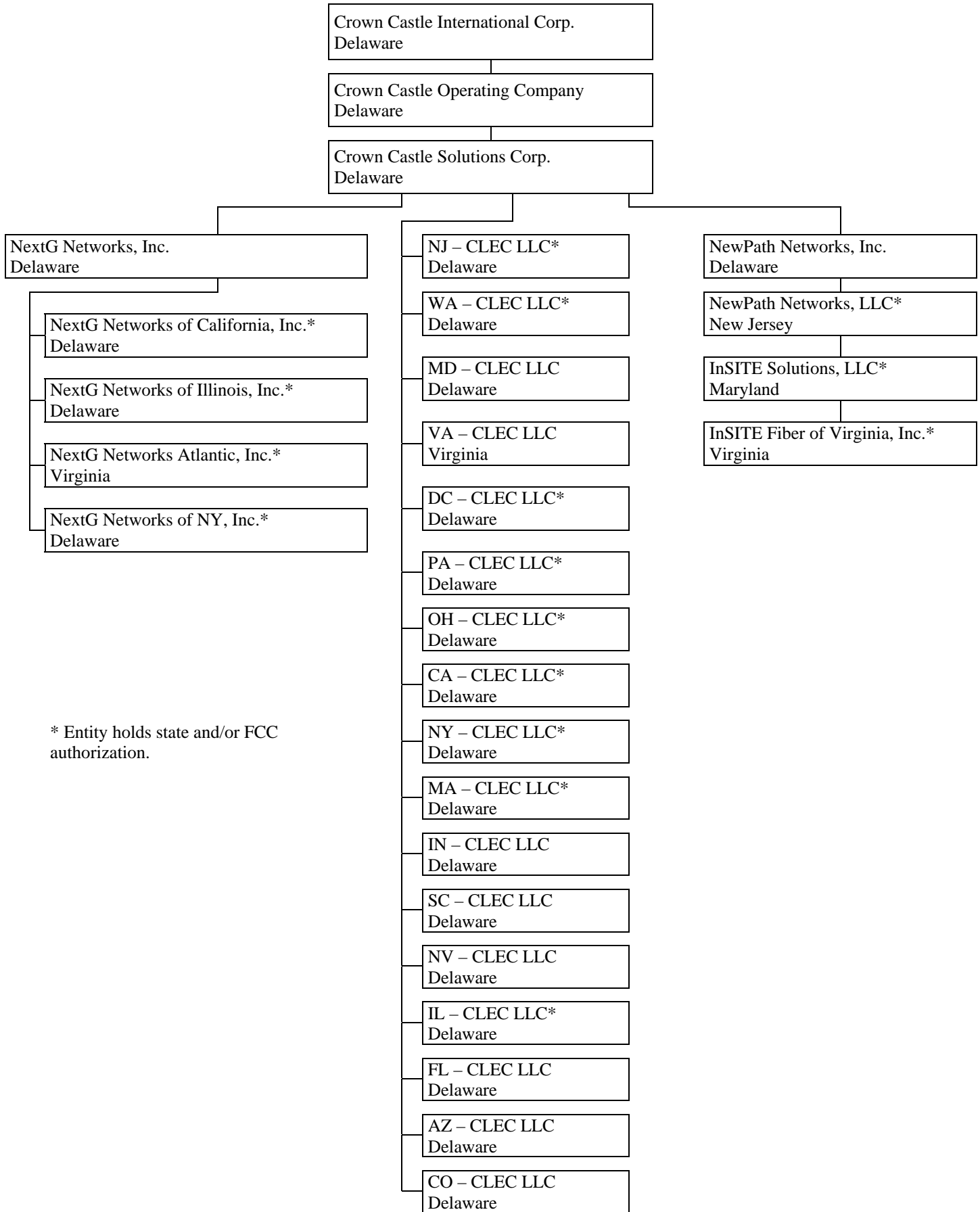


Current Corporate Structure of Solutions



* Entity holds state and/or FCC authorization.

Corporate Structure of Solutions and NextG Networks Post-Close



* Entity holds state and/or FCC authorization.

EXHIBIT B

FCC Application

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

WASHINGTON HARBOUR, SUITE 400

3050 K STREET, NW

WASHINGTON, D.C. 20007-5108

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EMAIL: jgriffin@kelleydrye.com

US BANK/FCC DEC 27 2011

December 23, 2011

VIA OVERNIGHT COURIER

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

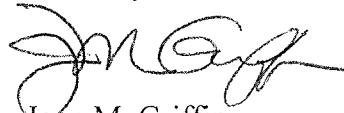
Re: Application of NextG Networks of NY, Inc., NextG Networks of California, Inc., NextG Networks of Illinois, Inc., and NextG Networks Atlantic, Inc. for Consent to Transfer Indirect Control of Companies Holding Blanket Domestic Section 214 Authority Pursuant to Section 214 of the Communications Act of 1934 as Amended

Dear Ms. Dortch:

Enclosed for filing are the original and six (6) copies of an application for authority to transfer control of NextG Networks of NY, Inc., NextG Networks of California, Inc., NextG Networks of Illinois, Inc., and NextG Networks Atlantic, Inc., companies holding blanket domestic Section 214 authority, pursuant to Section 214 of the Communications Act and Section 63.04 of the FCC Rules. A completed Fee Remittance Form 159, including credit card information to cover the associated filing fee of \$1,050.00, is appended. In addition, a duplicate of the filing has been provided for date-stamp and return in the enclosed prepaid UPS envelope.

If you have any questions regarding this filing, please contact the undersigned counsel.

Sincerely,



Jean M. Griffin

cc: Jodie May, Tracey Wilson

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

In the Matter of)	
)	
NextG Networks of NY, Inc.)	
NextG Networks of California, Inc.)	WC Docket No. 11-____
NextG Networks of Illinois, Inc.)	
NextG Networks Atlantic, Inc.)	
and)	
Crown Castle Solutions Corp.)	
)	
Application for Consent to Transfer Indirect)	
Control of Companies Holding Blanket)	
Domestic Section 214 Authority Pursuant to)	
Section 214 of the Communications Act of 1934,)	
as Amended)	

JOINT APPLICATION

NextG Networks of NY, Inc. d/b/a NextG Networks East (“NextG East”), NextG Networks of California, Inc. d/b/a NextG Networks West (“NextG West”), NextG Networks of Illinois, Inc. d/b/a NextG Networks Central (“NextG Central”), NextG Networks Atlantic, Inc. (“NextG Atlantic”; and collectively with NextG East, NextG West, and NextG Central, the “NextG Subsidiaries”) and Crown Castle Solutions Corp. (“Solutions”; and collectively with the NextG Subsidiaries, the “Applicants”) hereby respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. §214, and Section 63.04 of the Commission’s Rules, 47 CFR § 63.04, to transfer indirect control of the NextG Subsidiaries to Solutions and ultimately to Crown Castle International Corp. (“CCI”), the ultimate parent of Solutions. The NextG Subsidiaries are wholly-owned subsidiaries of NextG Networks, Inc. (“NextG Networks”).

As discussed below, NextG Networks and CCI have entered into an agreement pursuant to which Crown Castle NG Acquisitions Corp. (“Merger Sub”), a wholly-owned direct subsidiary of Solutions and indirect subsidiary of CCI, will merge with and into NextG Networks. NextG Networks will continue as the surviving corporation, and thus the NextG Subsidiaries will become wholly-owned indirect subsidiaries of Solutions and CCI as a result. The transaction will not result in any loss or impairment of service for any customers.

The Applicants request streamlined treatment of this Application pursuant to Section 63.03 of the Commission’s Rules, 47 C.F.R. § 63.03. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission’s Rules because (i) the proposed transaction will result in the Applicants (including their Affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (ii) the Applicants (including their 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 to the transaction; and (iii) neither the Applicants nor any of their Affiliates are regulated as dominant with respect to any service.

I. DESCRIPTION OF THE APPLICANTS

A. The NextG Subsidiaries

NextG East, NextG West, and NextG Central are corporations organized under the laws of Delaware, while NextG Atlantic is a Virginia corporation. The NextG Subsidiaries are wholly-owned subsidiaries of NextG Networks, a Delaware corporation. The principal place of business of the NextG Subsidiaries and NextG Networks is 52 Second Avenue, Suite 2200, Waltham, MA 02451.

Through the NextG Subsidiaries, NextG Networks is one of the largest providers of outdoor distributed antenna system (“DAS”) solutions in the U.S. A DAS is a network of

antennas and repeaters connected by fiber to a communications hub designed to facilitate wireless communications services for multiple operators. NextG Networks employs DAS to provide transport and backhaul services to wireless carriers. At present, NextG Networks has over 7,000 nodes on-air and approximately 1,500 nodes under construction. In addition, NextG Networks has rights to over 4,600 miles of fiber. Through the NextG Subsidiaries, NextG Networks currently provides DAS service to wireless carriers in Arizona, California, Florida, Georgia, Illinois, Indiana, Kansas, Maryland, Massachusetts, Michigan, Mississippi, Nevada, New Jersey, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, Texas, Utah, Washington, and Wisconsin.

The NextG Subsidiaries hold blanket domestic Section 214 authority. In addition, the NextG Subsidiaries hold certificates of public convenience and necessity or equivalent authorizations to provide local, interexchange and/or other intrastate telecommunications services on a competitive basis in Arizona, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Kansas, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, Puerto Rico, Rhode Island, South Carolina, Texas, Utah, Virginia, Washington, Wisconsin, and the District of Columbia. At this time, the NextG Subsidiaries are the only subsidiaries of NextG Networks that offer domestic telecommunications services.

At present, certain investment funds hold a 10 percent or greater ownership interest in NextG Networks. Investment funds affiliated with Madison Dearborn Partners, LLC (“Madison Dearborn”) collectively hold 63.3 percent of the ownership interests in NextG Networks. The principal business of Madison Dearborn is investment; the address for Madison Dearborn and

affiliated entities is Three First National Plaza, Suite 4600, Chicago, Illinois 60602. In addition, affiliates of Accel Partners (“Accel”), a global venture capital investment firm, collectively hold 14.4 percent of the ownership interests in NextG Networks. The address of Accel and its affiliates is 428 University Avenue, Palo Alto, California 94301.

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

B. Solutions

Solutions is a Delaware corporation and wholly-owned indirect subsidiary of CCI, a publicly traded (NYSE: CCI) Delaware corporation. Solutions and CCI have principal offices at 1220 Augusta Drive, Suite 500, Houston, Texas 77057-2261. CCI, through its indirect subsidiaries, owns, operates and leases towers and other infrastructure for wireless communications, offering significant wireless coverage to 92 of the top 100 U.S. markets. CCI, through its subsidiaries, owns, operates and manages over 22,300 tower and rooftop sites throughout the United States and is one of the largest tower operators in the country. Solutions and its subsidiaries have deployed forty DAS networks with several additional DAS networks in development or under consideration. Wholly-owned subsidiaries of Solutions hold authorizations to provide intrastate telecommunications services in the District of Columbia and the following 23 states: Arizona, California, Colorado, Florida, Georgia, Illinois, Iowa, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Oregon, Pennsylvania, Utah, Virginia and Washington. In addition, the following subsidiaries of Solutions hold blanket domestic 214 authority: CA-CLEC, LLC; InSITE Solutions, LLC; NewPath Networks, LLC; Pennsylvania-CLEC LLC; and WA-CLEC, LLC.

Diagrams showing the current corporate structure of Solutions are provided in Exhibit B.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of an Agreement and Plan of Merger (“Agreement”) dated December 15, 2011, by and among CCI, Merger Sub, NextG Networks, and Madison Dearborn Capital Partners V-A, L.P. (as representative of the equity holders of NextG Networks), Merger Sub will merge with and into NextG Networks. NextG Networks will continue as the surviving corporation, and thus NextG Networks will become a wholly-owned direct subsidiary of Solutions and the NextG Subsidiaries will become wholly-owned indirect subsidiaries of CCI. Once the proposed transaction is closed, Madison Dearborn and Accel will not, as a result of the consummation of the transactions contemplated by the Agreement, have any ongoing equity interests in CCI, NextG Networks, or the NextG Subsidiaries.

The transaction is expected to be transparent to the customers of the NextG Subsidiaries at closing. In particular, the proposed transaction will not affect the rates, terms and conditions under which the current customers of the NextG Subsidiaries receive service immediately following closing, nor is the transaction expected to result in any discontinuance of service. Furthermore, immediately following the transaction, the NextG Subsidiaries will continue to operate pursuant to their existing domestic Section 214 authorizations and applicable state authorizations. The operations of CCI’s existing subsidiaries are not expected to be affected by the proposed transaction.

A diagram of the corporate structure of Solutions after its acquisition of the NextG Subsidiaries is provided in Exhibit C.

III. PUBLIC INTEREST STATEMENT

The transaction described in this Application will serve the public interest. The financial, technical, and managerial resources that Solutions and CCI will bring to the NextG Subsidiaries

is expected to further enhance the ability of the NextG Subsidiaries to compete in the telecommunications marketplace.

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

Furthermore, the proposed transaction does not present any anti-competitive concerns. The acquisition of the NextG Subsidiaries by Solutions, through the merger of Merger Sub into NextG Networks, will not have an adverse effect on competition in the markets for intrastate or interstate telecommunications services. As stated above, the NextG Subsidiaries and Solutions' subsidiaries provide DAS services to wireless carriers. Upon completion of the transaction, neither the Applicants nor their affiliates will provide traditional switched telecommunications services. Therefore, there will be no effect on the intrastate or interstate switched telecommunications service market. The state authorizations of the NextG Subsidiaries and subsidiaries of Solutions overlap in the District of Columbia and the following states: Arizona, California, Colorado, Florida, Georgia, Illinois, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Oregon, Pennsylvania, Utah, Virginia and Washington.

IV. INFORMATION REQUIRED BY SECTION 63.04(a) OF THE COMMISSION'S RULES

The Applicants submit the following information pursuant to Section 63.04(a) of the Commission's Rules:

- (1) Name, address and telephone number of the Applicants:

Licensees

NextG Networks of NY, Inc. d/b/a NextG Networks East
FRN: 0010120715

NextG Networks of California, Inc. d/b/a NextG Networks West
FRN: 0010120806

NextG Networks of Illinois, Inc. d/b/a NextG Networks Central
FRN: 0010120830

NextG Networks Atlantic, Inc.
FRN: 0010120863

c/o NextG Networks, Inc.
52 Second Avenue, Suite 2200
Waltham, MA 02451
Tel: (781) 790-0700

Transferee

Crown Castle Solutions Corp.
1220 Augusta Drive, Suite 500
Houston, TX 77057
Tel: 713-570-3000
FRN: 0019609783

- (2) NextG East, NextG West, and NextG Central are corporations organized under the laws of Delaware, while NextG Atlantic is a Virginia corporation. Solutions is a Delaware corporation.

- (3) Correspondence concerning this Application should be sent to:

For the NextG Subsidiaries:

H. Anthony Lehv
General Counsel and Secretary
NextG Networks, Inc.
52 Second Avenue, Suite 2200
Waltham, MA 02451
Tel: (781) 790-0703
Fax: (781) 790-0739
alehv@nextgnetworks.net

with copy to:

Joan M. Griffin
Kelley Drye & Warren LLP
3050 K Street, NW
Washington, DC 20007
Tel: (202) 342-8573
jgriffin@kelleydrye.com

For Solutions:

Monica Gambino
VP Legal
Crown Castle
2000 Corporate Drive
Canonsburg, PA 15317
Tel: (724) 419-2516
Monica.Gambino@crowncastle.com

with copy to:

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
Tel: (202) 373-6000
Fax: (202) 373-6001
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

(4) The following entities will hold, directly or indirectly, a 10% or greater interest in NextG Networks (and thus indirectly the NextG Subsidiaries) as calculated pursuant to the Commission ownership attribution rules for wireline telecommunications carriers:

Upon completion of the transaction, the following entity will hold 100% of the stock of NextG Networks:

Name: Crown Castle Solutions Corp.
Address: 1220 Augusta Drive, Suite 500
Houston, TX 77057
Ownership Interest: 100% (directly in NextG Networks)
Citizenship: U.S.
Principal Business: Holding Company

The following entities currently have a 10% or greater direct interest in Solutions and the transaction will not have an impact on the ownership structure:

1) Name: Crown Castle Operating Company (“CCOC”)
Address: 1220 Augusta Drive, Suite 500
Houston, TX 77057
Ownership Interest: 100% (directly in Solutions)
Citizenship: U.S.
Principal Business: Holding Company

2) Name: Crown Castle International Corp.
Address: 1220 Augusta Drive, Suite 500
Houston, TX 77057
Ownership Interest: 100% (indirectly in Solutions as 100% owner of CCOC)
Citizenship: U.S.
Principal Business: Holding Company

3) Name: William E. Oberndorf
Address: 591 Redwood Highway, Suite 3215
Mill Valley, CA 94941
Ownership Interest: Approx. 10.0% (indirectly in Solutions as (a) one of three managing directors of SPO Advisory Corp. (the general partner of two entities that are the general partners of two funds that each own less than 10% of CCI), (b) the person with power to vote shares held by various trusts that each own less than 10% of CCI and (c) as the direct owner of less than 1% of CCI)
Citizenship: U.S.
Principal Business: Individual

CCI is a publicly traded company (NYSE: CCI) whose stock ownership varies on a daily basis. Except as stated above, to CCI's knowledge no other person or entity currently holds a ten percent (10%) or greater interest in CCI. Additional information regarding CCI's ownership is available at <http://www.crowncastle.com/investor/proxy/CurrentProxy.pdf>.

No other persons or entities, as a result of the consummation of the transactions contemplated by the Agreement, are expected to hold a 10 percent or greater ownership interest in the NextG Subsidiaries pursuant to the Commission's attribution rules.

- (5) As evidenced by the signature of each Applicant to this Application, each Applicant certifies that, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (6) A description of the transaction is provided in Section II above.
- (7) The Applicants and their affiliates offer domestic telecommunications services in the U.S. as follows.

The NextG Subsidiaries. The NextG Subsidiaries currently provide transport and backhaul services to wireless carriers in Arizona, California, Florida, Georgia, Illinois, Indiana, Kansas, Maryland, Massachusetts, Michigan, Mississippi, Nevada, New Jersey, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, Texas, Utah, Washington, and Wisconsin. The NextG Subsidiaries are authorized to provide local, intrastate interexchange and/or other intrastate telecommunications services on a competitive basis in Arizona, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Kansas, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, Puerto Rico, Rhode Island, South Carolina, Texas, Utah, Virginia, Washington, Wisconsin, and the District of Columbia.

Solutions. Solutions does not itself provide any telecommunications services. Collectively, Solutions' subsidiaries (see Exhibit B for a list of subsidiaries that provide telecommunications services) provide DAS services in the following states where they are authorized to provide intrastate service or that does not regulate DAS services: Arizona, California, Colorado, Florida, Louisiana, Maryland, Nevada, Oregon, Pennsylvania, Virginia and Washington. In addition, these subsidiaries are authorized to provide intrastate services in the District of Columbia and the following states: Georgia, Illinois, Iowa, Massachusetts, Michigan, Minnesota, Missouri, New Jersey, New Mexico, New York, North Carolina, Ohio and Utah.

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

Crown Castle USA Inc.: IG - Below 800 MHz Industrial/Business Pool, Private, Conventional;

Crown Communication LLC: IG - Below 800 MHz Industrial/Business Pool, Private, Conventional; GB - Business, 806-821/851-866 MHz, Conventional; and CF - Point to Point Microwave, Common Carrier;

Crown Castle International de Puerto Rico: CF - Point to Point Microwave, Common Carrier;

OP LLC: BC - 1670-1675 MHz Band, Market Area and MG - Point to Point Microwave, Private, Industrial/Business; and

Pinnacle Towers LLC: MG - Point to Point Microwave , Private, Industrial/Business ; and IG - Below 800 MHz Industrial/Business Pool, Private, Conventional.

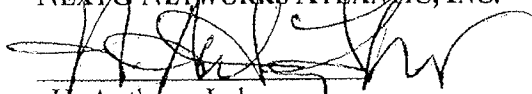
- (8) This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules because (i) the proposed transaction will result in the Applicants (including their Affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (ii) the Applicants (including their Affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (iii) neither the Applicants nor any of their Affiliates are regulated as dominant with respect to any service.
- (9) There are no other FCC applications related to the proposed transaction.
- (10) The Applicants are not requesting special consideration because either party to the transaction is facing imminent business failure.
- (11) The Applicants are not requesting any waivers in conjunction with the proposed transaction.
- (12) A statement showing how grant of the Application will serve the public interest is provided in Section III above.

V. 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,

NEXTG NETWORKS OF NY, INC.
NEXTG NETWORKS OF CALIFORNIA, INC.
NEXTG NETWORKS OF ILLINOIS, INC.
NEXTG NETWORKS ATLANTIC, INC.



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General Counsel and Secretary
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Its Attorney

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jim.young@crowncastle.com

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brett.ferenchak@bingham.com

Its Attorneys

Date: December 22, 2011

V. CONCLUSION

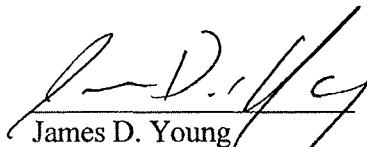
Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

**NEXTG NETWORKS OF NY, INC.
NEXTG NETWORKS OF CALIFORNIA, INC.
NEXTG NETWORKS OF ILLINOIS, INC.
NEXTG NETWORKS ATLANTIC, INC.**

CROWN CASTLE SOLUTIONS CORP.

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brett.ferenchak@bingham.com

Its Attorney

Its Attorneys

Date: December 23, 2011

LIST OF EXHIBITS

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

Current Corporate Structure of the NextG Subsidiaries

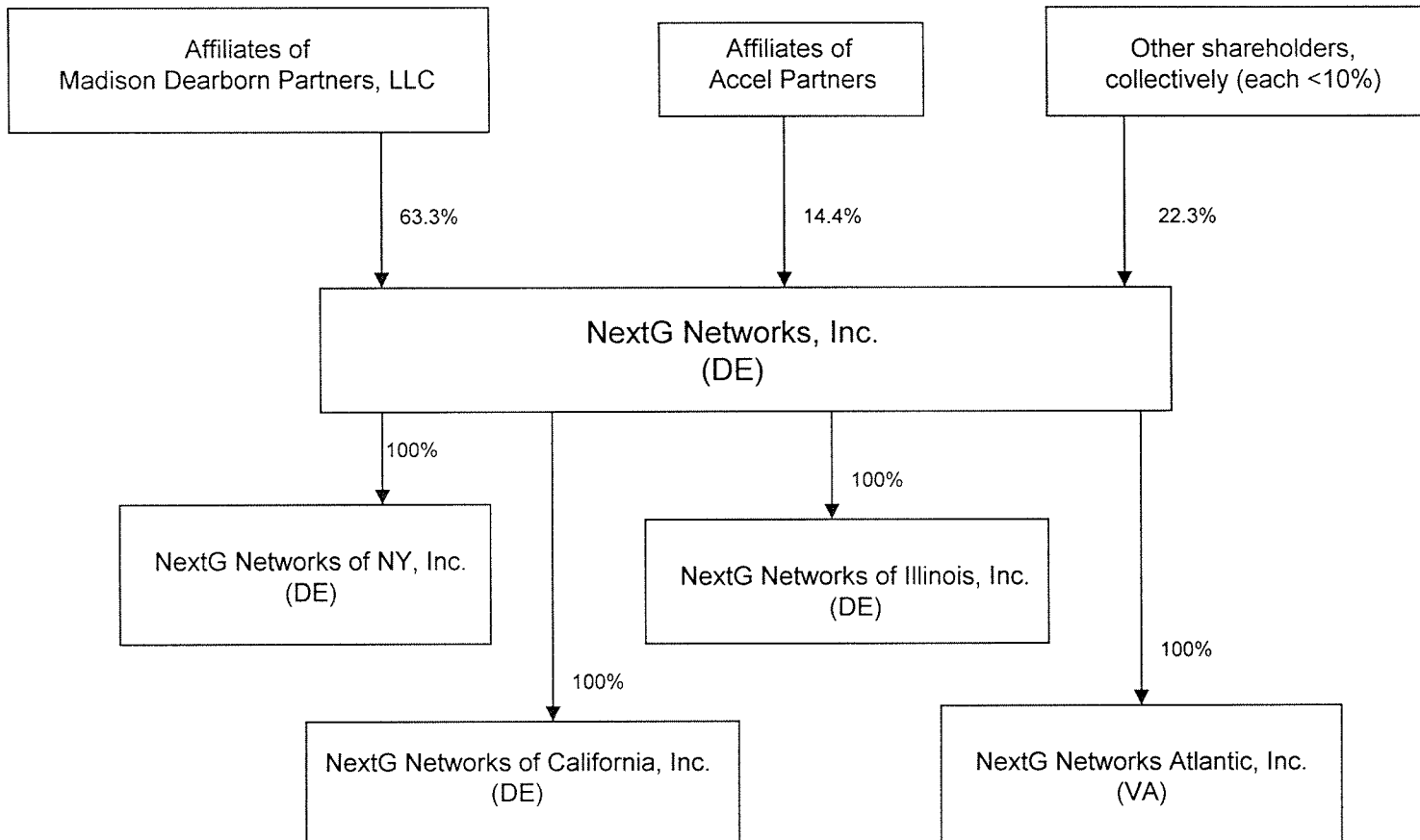
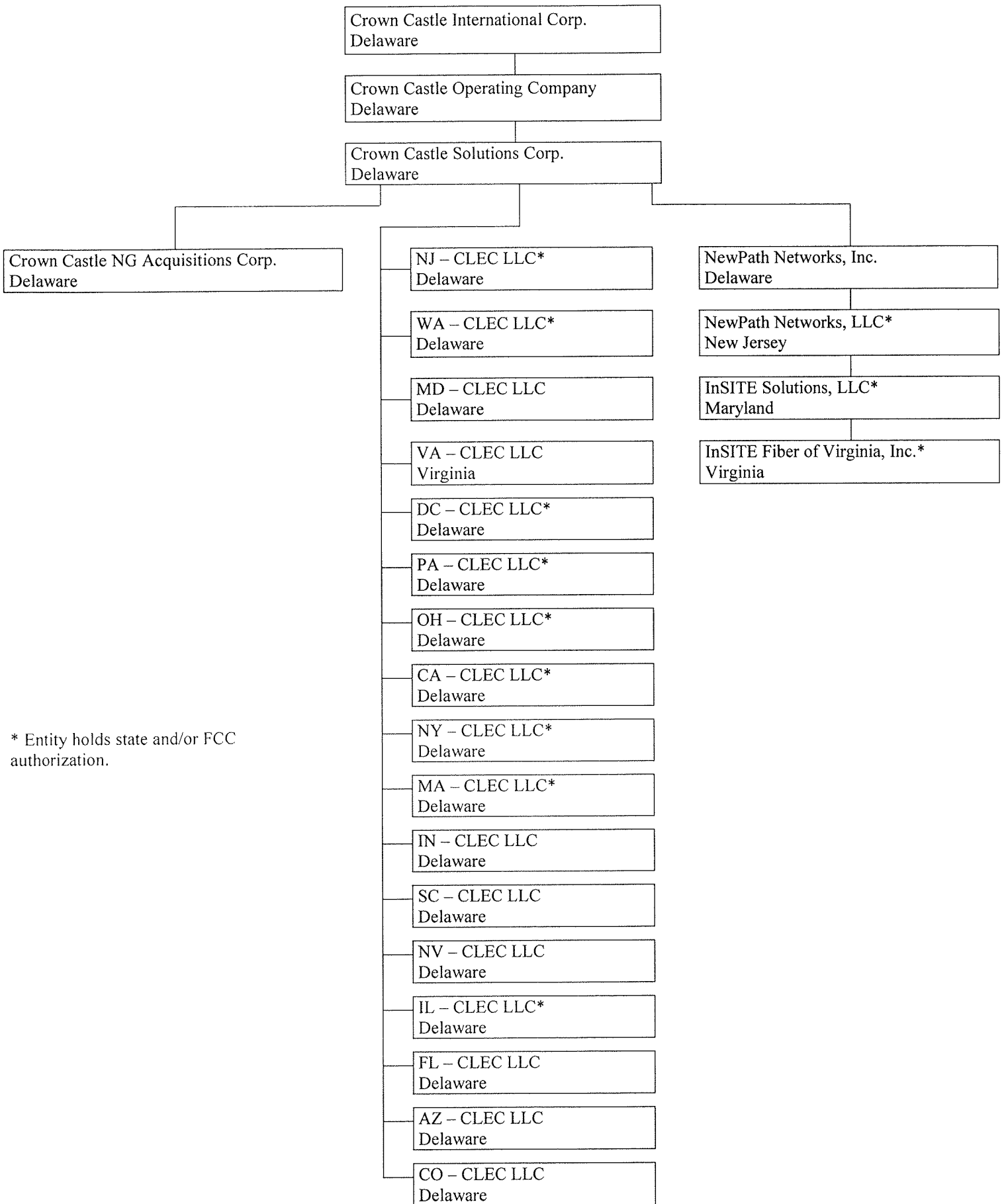
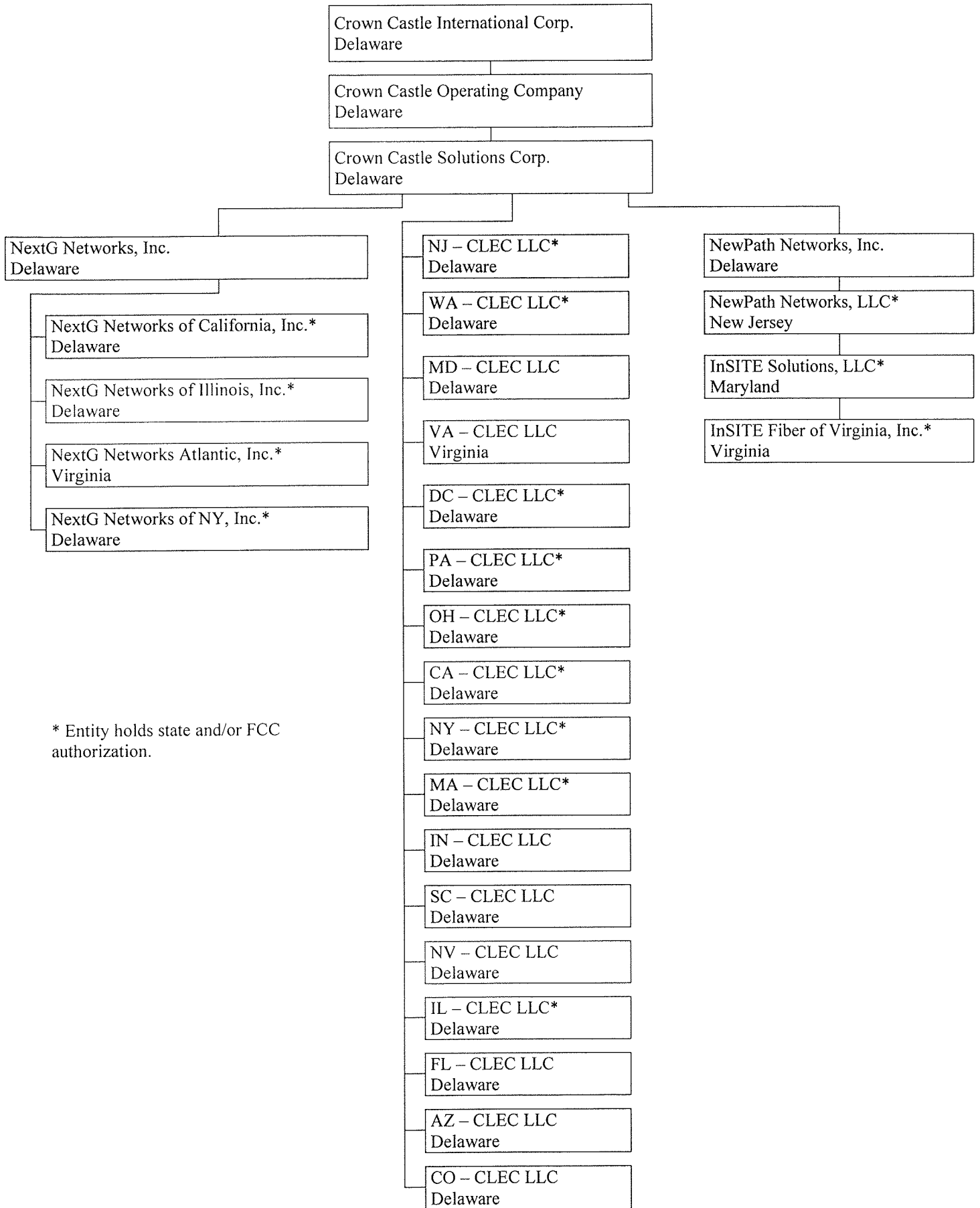


Exhibit B



* Entity holds state and/or FCC authorization.

Exhibit C



* Entity holds state and/or FCC authorization.

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

(1) LOCKBOX # 979091	SPECIAL USE ONLY
FCC USE ONLY	

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Kelley Drye & Warren LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00	
(4) STREET ADDRESS LINE NO. 1 3050 K Street, NW			
(5) STREET ADDRESS LINE NO. 2 #400			
(6) CITY Washington		(7) STATE D C	(8) ZIP CODE 20007
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-342-8573		(10) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN) 0006554778	(12) FCC USE ONLY
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IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)
COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(13) APPLICANT NAME NextG Networks of NY, Inc. d/b/a NextG Networks East			
(14) STREET ADDRESS LINE NO. 1 52 Second Avenue			
(15) STREET ADDRESS LINE NO. 2 Suite 2200			
(16) CITY Waltham		(17) STATE MA	(18) ZIP CODE 02451
(19) DAYTIME TELEPHONE NUMBER (include area code) 781-790-0700		(20) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) 0010120715	(22) FCC USE ONLY
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COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	

(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT
I, WINIFRED BHOWLE, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE *Winifred Bhowle* DATE 12/23/11

SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD _____ VISA _____ AMEX DISCOVER _____

ACCOUNT NUMBER *** REDACTED *** EXPIRATION DATE _____

I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.

SIGNATURE _____ DATE _____

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
FORM 159-C

SPECIAL USE
FCC USE ONLY

Page No 2 of 5

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME
NextG Networks of California, Inc. d/b/a NextG Networks West

(14) STREET ADDRESS LINE NO. 1
52 Second Avenue

(15) STREET ADDRESS LINE NO. 2
Suite 2200

(16) CITY
Waltham

(17) STATE
MA

(18) ZIP CODE
02451

(19) DAYTIME TELEPHONE NUMBER (include area code)
781-790-0700

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)
0010120806

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID | (24A) PAYMENT TYPE CODE | (25A) QUANTITY

(26A) FEE DUE FOR (PTC) | (27A) TOTAL FEE | FCC USE ONLY

(28A) FCC CODE 1 | (29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID | (24B) PAYMENT TYPE CODE | (25B) QUANTITY

(26B) FEE DUE FOR (PTC) | (27B) TOTAL FEE | FCC USE ONLY

(28B) FCC CODE 1 | (29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID | (24C) PAYMENT TYPE CODE | (25C) QUANTITY

(26C) FEE DUE FOR (PTC) | (27C) TOTAL FEE | FCC USE ONLY

(28C) FCC CODE 1 | (29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID | (24D) PAYMENT TYPE CODE | (25D) QUANTITY

(26D) FEE DUE FOR (PTC) | (27D) TOTAL FEE | FCC USE ONLY

(28D) FCC CODE 1 | (29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID | (24E) PAYMENT TYPE CODE | (25E) QUANTITY

(26E) FEE DUE FOR (PTC) | (27E) TOTAL FEE | FCC USE ONLY

(28E) FCC CODE 1 | (29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID | (24F) PAYMENT TYPE CODE | (25F) QUANTITY

(26F) FEE DUE FOR (PTC) | (27F) TOTAL FEE | FCC USE ONLY

(28F) FCC CODE 1 | (29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
FORM 159-C

SPECIAL USE
FCC USE ONLY

Page No 3 of 5

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB- ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME
NextG Networks of Illinois, Inc. d/b/a NextG Networks Central

(14) STREET ADDRESS LINE NO. 1
52 Second Avenue

(15) STREET ADDRESS LINE NO. 2
Suite 2200

(16) CITY
Waltham

(17) STATE
MA

(18) ZIP CODE
02451

(19) DAYTIME TELEPHONE NUMBER (include area code)
781-790-0700

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)
0010120830

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID | (24A) PAYMENT TYPE CODE | (25A) QUANTITY

(26A) FEE DUE FOR (PTC) | (27A) TOTAL FEE | FCC USE ONLY

(28A) FCC CODE 1 | (29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID | (24B) PAYMENT TYPE CODE | (25B) QUANTITY

(26B) FEE DUE FOR (PTC) | (27B) TOTAL FEE | FCC USE ONLY

(28B) FCC CODE 1 | (29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID | (24C) PAYMENT TYPE CODE | (25C) QUANTITY

(26C) FEE DUE FOR (PTC) | (27C) TOTAL FEE | FCC USE ONLY

(28C) FCC CODE 1 | (29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID | (24D) PAYMENT TYPE CODE | (25D) QUANTITY

(26D) FEE DUE FOR (PTC) | (27D) TOTAL FEE | FCC USE ONLY

(28D) FCC CODE 1 | (29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID | (24E) PAYMENT TYPE CODE | (25E) QUANTITY

(26E) FEE DUE FOR (PTC) | (27E) TOTAL FEE | FCC USE ONLY

(28E) FCC CODE 1 | (29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID | (24F) PAYMENT TYPE CODE | (25F) QUANTITY

(26F) FEE DUE FOR (PTC) | (27F) TOTAL FEE | FCC USE ONLY

(28F) FCC CODE 1 | (29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
FORM 159-C

SPECIAL USE
FCC USE ONLY

Page No 4 of 5

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME
NextG Networks Atlantic, Inc.

(14) STREET ADDRESS LINE NO. 1
52 Second Avenue

(15) STREET ADDRESS LINE NO. 2
Suite 2200

(16) CITY Waltham	(17) STATE MA	(18) ZIP CODE 02451
-----------------------------	-------------------------	-------------------------------

(19) DAYTIME TELEPHONE NUMBER (include area code) 781-790-0700	(20) COUNTRY CODE (if not in U.S.A.)
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FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) 0010120863	(22) FCC USE ONLY
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COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
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(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
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(28A) FCC CODE 1	(29A) FCC CODE 2
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(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
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(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
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(28B) FCC CODE 1	(29B) FCC CODE 2
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(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
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(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
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(28C) FCC CODE 1	(29C) FCC CODE 2
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(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
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(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
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(28D) FCC CODE 1	(29D) FCC CODE 2
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(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
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(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
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(28E) FCC CODE 1	(29E) FCC CODE 2
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(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
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(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
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(28F) FCC CODE 1	(29F) FCC CODE 2
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FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINATION SHEET)
FORM 159-C

SPECIAL USE
FCC USE ONLY

Page No 5 of 5

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME
Crown Castle Solutions Corp.

(14) STREET ADDRESS LINE NO. 1
1220 Augusta Drive

(15) STREET ADDRESS LINE NO. 2
Suite 500

(16) CITY Houston	(17) STATE TX	(18) ZIP CODE 77057
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(19) DAYTIME TELEPHONE NUMBER (include area code) 713-570-3000	(20) COUNTRY CODE (if not in U.S.A.)
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FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) 0019609783	(22) FCC USE ONLY
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COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

EXHIBIT C

State Proceedings

1) In January, 2009, the California Public Utilities Commission (“CPUC”) filed an Order Instituting Investigation ordering an investigation into the cause of a 2007 Malibu Canyon fire (CPUC Docket No. I.09-01-018). The CPUC’s Consumer Protection and Safety Division has asserted that NextG Networks of California, Inc. (“NextG-CA”), an affiliate of NextG-NY, and other co-respondent pole owners (Verizon Wireless, AT&T Wireless, Sprint, and a large electric utility, Southern California Edison) may have contravened certain CPUC rules with regard to the placement and maintenance of facilities on jointly owned telephone poles in Malibu Canyon. NextG-CA and the other co-respondent pole owners vigorously deny all allegations of violations. No findings have been made in this matter, which it is currently scheduled for hearing in March, 2012.

2) *NextG Networks of California, Inc. vs. City of Huntington Beach, California*, Case No. 30 2009-00119646, Superior Court of Orange County, California.

On March 6, 2009, NextG Networks of California, Inc. (“NextG CA”) filed a complaint in Orange County, California, Superior Court challenging the City of Huntington Beach’s (“Huntington Beach”) Wireless Ordinance and Undergrounding Ordinance on the grounds that they violate NextG CA’s right to install its telephone facilities in the public rights of way pursuant to §§ 7901 and 7901.1 of the California Public Utilities Code. NextG CA also challenged Huntington Beach’s Wireless Ordinance to the extent it imposes on NextG CA an annual franchise fee requirement in violation of § 50030 of the California Government Code. One element of Huntington Beach’s defense to NextG CA’s claims was to challenge whether NextG CA is a “telephone corporation,” as defined by the California Public Utilities Code, and to argue that NextG CA should not have been granted a Certificate of Public Convenience and Necessity by the CPUC.

On February 24, 2011, the Superior Court denied NextG CA’s motion for summary judgment on its claims under Public Utilities Code §§ 7901 and 7901.1 and denied Huntington Beach’s cross-motion for summary judgment on the same counts. The Court granted NextG CA summary adjudication on its claim that Huntington Beach’s

franchise fee demand violates § 50030 of the Government Code. The Court held that the CPUC had held in orders that NextG CA is a “telephone corporation,” that those orders were binding on the Superior Court, and that § 50030, therefore, prohibited Huntington Beach’s franchise fee. The matter was scheduled for trial beginning on May 23, 2011.

On April 4, 2011, Huntington Beach filed a Petition for Writ of Mandate, Prohibition, or Other Appropriate Relief, seeking to have the California Court of Appeal for the Fourth District reverse the Superior Court’s grant of summary adjudication to NextG CA. Huntington Beach also sought a stay of trial and consolidation of the Petition with another currently pending Petition filed by Huntington Beach (see no. 3 below). NextG CA did not oppose the stay of trial but opposed the motion to consolidate Huntington Beach’s Petitions. The Court of Appeal rejected Huntington Beach’s motion to consolidate and stayed the proceeding pending the outcome of no. 3 below. NextG CA and Huntington Beach have filed a stipulation with the Superior Court seeking to stay the trial pending resolution of Huntington Beach’s Petition to the Court of Appeal, which the Superior Court has granted.

2. *City of Huntington Beach vs. NextG Networks of California, Inc.*, CPUC Case No. 08-04-037.

On April 23, 2008, Huntington Beach filed a complaint against NextG CA alleging that NextG CA violated the California Environmental Quality Act (“CEQA”) and CPUC Decision 07-04-045 by filing for and obtaining CPUC authorization to construct certain new poles and antennae in the public way in Huntington Beach. The complaint also alleged that NextG CA is not a telephone corporation within the meaning of PU Code § 7901. The complaint seeks declaratory and injunctive relief against NextG CA. NextG CA subsequently filed a motion to dismiss Huntington Beach’s complaint. On November 6, 2008, the CPUC assigned Commissioner and Administrative Law Judge issued a joint ruling granting in part and denying in part NextG CA’s motion to dismiss. The joint ruling dismissed Huntington Beach’s cause of action alleging that NextG CA is not a telephone corporation within the meaning of Public Utilities Code § 7901 and held, contrary to Huntington Beach’s claim, that NextG CA has rights as a telephone corporation to use public rights of way in California under § 7901. On December 31, 2008, Huntington Beach and NextG CA jointly filed a stipulation in order to resolve the remaining issues in dispute between the parties in this Complaint Proceeding. The

stipulation required NextG CA to file a Proponent's Environmental Assessment ("PEA") and application for CPUC authorization for the Huntington Beach network facilities. The Application and PEA were filed on March 3, 2009, and the CPUC issued a draft Negative Declaration for public comment on November 19, 2009.

On October 18, 2010, the CPUC issued Decision 10-10-007, addressing claims by Huntington Beach challenging NextG CA's status as a telephone corporation and finding, among other things, that NextG CA is a telephone corporation within the meaning and for the purposes of California Public Utilities Code §§ 234(a) and 7901, and issued the Negative Declaration. Huntington Beach moved for rehearing. On January 14, 2011, the CPUC issued Decision 11-01-027, denying Huntington Beach's petition for rehearing and modifying Decision 10-10-007. On February 14, 2011, Huntington Beach filed a Petition For Writ of Review and requested a stay of the CPUC decisions. The Court of Appeal has denied Huntington Beach's request for a stay. The matter is otherwise pending before the California Court of Appeal for the Fourth Appellate District.

3. *NextG Networks of California, Inc. vs. City of Scottsdale, AZ*, Arizona Superior Court No. CV2010-000832; US District Court for D. Arizona, CV 10-029-PHX-JWS.

On January 7, 2010, NextG CA filed suit against the City of Scottsdale, Arizona ("Scottsdale") in Arizona Superior Court, challenging the charges imposed by Scottsdale for access to the public rights of way as unlawful and discriminatory taxes in violation of Arizona Revised Statutes §§ 9-582 and 9-583. Scottsdale's defense, in part, asserts that NextG CA is not a telecommunications corporation as defined by Arizona statutes and should not have been granted a Certificate of Convenience and Necessity by the Arizona Corporation Commission ("ACC") because, Scottsdale argues, NextG provides Commercial Mobile Radio Service.

On September 20, 2010, NextG CA filed a motion for summary judgment, and on October 13, 2010, Scottsdale opposed NextG CA's motion and filed a cross motion for summary judgment. On March 8, 2011, the Court denied NextG CA's motion for summary judgment, holding that there were triable issues of fact, but did not rule on Scottsdale's cross-motion. On March 16, 2011, NextG CA filed a motion for reconsideration of the Court's March 8, 2011, order, which was denied.

On November 18, 2011, the Court stayed the case pursuant to the primary jurisdiction doctrine on the grounds that the Federal Communications Commission

(“FCC”) has primary jurisdiction to determine whether NextG CA provides Commercial Mobile Radio Service. Pursuant to the Court’s order, on December 21, 2011, NextG CA filed a petition for declaratory ruling at the FCC asking for a declaration that its service is not Commercial Mobile Radio Service. The petition is pending.

4. *In the Matter of the Application of NextG Networks of California, Inc. dba NextG Networks West for Approval of a Certificate of Convenience and Necessity for Transport and Backhaul Services to Other Carriers, including but not Limited to Wireless Telecommunications Services Providers and Potentially to Wireless Information Services Providers*, Docket No. T 20377A-05-0484 (Arizona Corporation Commission).

On August 31, 2010, Scottsdale filed before the ACC a joint (1) application for intervention, (2) application for rescission, modification, and/or alteration of NextG CA’s certificate of convenience and necessity (“CC&N”), (3) complaint against NextG CA, and (4) request for hearing (“Application”). In Scottsdale’s Application, it asks the ACC, fundamentally, to find that NextG CA is not a telecommunications provider and to rescind NextG CA’s CC&N authorizing NextG CA to operate as a telecommunications provider in Arizona. Scottsdale also complains that NextG CA has failed to comply with certain ACC reporting requirements. NextG CA disputes Scottsdale’s assertions.

On September 15, 2010, NextG CA filed its opposition to Scottsdale’s Application to intervene and on October 12, 2010, NextG CA filed its “answer” to the “complaint” component of Scottsdale’s Application. On February 24, 2011, the Administrative Law Judge entered an order denying Scottsdale’s application for intervention, holding that only the Commission can grant Scottsdale’s request that a hearing be scheduled to determine if NextG’s CC&N should be rescinded, modified, or altered in accordance with A.R.S. § 40-252, and ordering that in regard to Scottsdale’s request that the ACC order NextG CA to disclose financial records and contracts in accordance with A.R.S. § 40-365, Scottsdale was directed to make a filing specifying which, if any, rules and regulations prescribed by the ACC with which NextG CA has failed to comply. Scottsdale filed a supplemental submission pursuant to the Order on March 2, 2011, claiming that NextG CA had failed to comply with certain rules requiring the submission of NextG CA’s customer contracts. NextG CA submitted to ACC Staff a copy of its customer contract. Scottsdale has since filed a motion for release of NextG CA’s customer contract, and NextG CA has opposed the motion. NextG CA continues to oppose Scottsdale’s claims.

VERIFICATION

STATE OF MA

§

COUNTY OF SUFFOLK

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§

I, Anthony Lehw, state that I am Secretary of NextG Networks, Inc. ("NextG"); that I am authorized to make this Verification on behalf of NextG and its subsidiaries (collectively, the "Company"); that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

[Handwritten Signature]

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

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

[Handwritten Signature]
Notary Public

My commission expires: 4/16/15



CERTIFICATE OF SERVICE

I, Brett P. Ferenczak, hereby certify that on this 17th day of January 2012, a copy of the foregoing Joint Application for All Approvals Under the Pennsylvania Public Utility Code of NextG Networks of NY, Inc., NextG Networks, Inc., and Crown Castle Solutions Corp. for Approval of a Transfer of Indirect Control of NextG Networks of NY, Inc. to Crown Castle Solutions Corp. was served by first class, prepaid postage mail delivery upon the following:

Consumer Advocate
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923

Small Business Advocate
Office of Small Business Advocate
Commerce Building
300 North Second Street, Suite 1102
Harrisburg, PA 17101

Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265