

NOV 29 2018

PUBLIC SERVICE
COMMISSION

Tamar E. Finn

Brett P. Ferenchak

Patricia Cave

tamar.finn@morganlewis.com

brett.ferenchak@morganlewis.com

patricia.cave@morganlewis.com

November 28, 2018

Via Overnight Courier

Gwen R. Pinson
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-8294
PSC.Reports@ky.gov

Re: Notice of a Proposed *Pro Forma* Consolidation Affecting Crown Castle Fiber LLC, Crown Castle NG Central LLC, Access Fiber Group, Inc., and Fiber Technologies Networks, L.L.C.

Dear Director Pinson:

By this letter, Crown Castle Fiber LLC ("Crown Castle Fiber"), Crown Castle NG Central LLC ("CCNG-Central"), Access Fiber Group, Inc. ("AFG") and Fiber Technologies Networks, L.L.C. ("FiberTech") (collectively, the "Parties") notify the Commission of a proposed *Pro Forma* Consolidation (as defined below) that will result in (1) the *pro forma* consolidation of CCNG-Central, AFG, and FiberTech (collectively, the "Consolidating Entities") into Crown Castle Fiber and (2) *pro forma* changes in the ownership chain of Crown Castle Fiber. The *Pro Forma* Consolidation is part of a series of intra-company transactions that will simplify the corporate structure of the Parties' ultimate parent company, Crown Castle International Corp. ("CCIC"). Subject to receipt of applicable regulatory approvals, the *Pro Forma* Consolidation will be completed no later than December 31, 2018.

Pursuant to the Order issued in Admin. Case No. 359 on June 21, 1996 and Admin. Case No. 370 on January 8, 1998 and 807 KAR 5:011, Section 11, prior action by the Commission is not required to complete the *Pro Forma* Transaction described herein. Accordingly, the Parties submit this letter for informational purposes.

Description of the Parties

Crown Castle Fiber and FiberTech are New York limited liability companies. CCNG-Central is a Delaware limited liability company. AFG is a Delaware corporation. The Parties are indirect wholly owned subsidiaries of CCIC, a publicly traded (NYSE: CCI) Delaware corporation. The

Morgan, Lewis & Bockius LLP

1111 Pennsylvania Avenue, NW
Washington, DC 20004
United States

T +1.202.739.3000
F +1.202.739.3001

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Parties' corporate headquarters is located at 1220 Augusta Drive, Suite 600, Houston, TX 77057.

Collectively, the Parties and their affiliates are authorized to provide telecommunications services in the District of Columbia and all states except Alaska and Wyoming. In Kentucky, Crown Castle Fiber is registered as a Competitive Local Exchange Carrier under Utility ID 5057830 and a Long Distance Carrier under Utility ID 5179930; CCNG-Central is registered as a Competitive Local Exchange Carrier under Utility ID 5057090; AFG is registered as a Competitive Local Exchange Carrier under Utility ID 5056250; and FiberTech is registered as a Competitive Local Exchange Carrier under Utility ID 5056890 and as a Long Distance Carrier under Utility ID 5195970.

In addition to Kentucky, Crown Castle Fiber also is currently authorized to provide intrastate telecommunications service in Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Idaho, Illinois, Iowa, Kansas, Maine, Maryland, Massachusetts, Michigan, Missouri, Montana, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, Texas, Utah, Vermont, and Virginia, as well as by the Federal Communications Commission to provide interstate and international telecommunications service. Upon completion of the *Pro Forma* Consolidation, Crown Castle Fiber will be authorized to provide telecommunications services in the same jurisdictions as its affiliates.

Contacts

Inquiries or copies of any correspondence, orders, or other materials pertaining to this filing should be directed to:

Tamar E. Finn
Brett P. Ferenchak
Patricia Cave
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, NW
Washington, DC 20004
Phone: (202) 739-3000
Fax: (202) 739-3001
tamar.finn@morganlewis.com
brett.ferenchak@morganlewis.com
patricia.cave@morganlewis.com

With copies to:
Fernanda Biehl
Manager, Regulatory Affairs – Fiber
Crown Castle Fiber
2000 Corporate Drive
Canonsburg, PA 15317
Tel: 703-434-8533
Fax: 703-434-8510
PUC.Correspondence@crowncastle.com

Description of the *Pro Forma* Consolidation

The "*Pro Forma* Consolidation" will involve a series of planned intra-company transactions whereby certain of Crown Castle Fiber's operating company affiliates, including the Consolidating Entities, will be consolidated into Crown Castle Fiber and certain of Crown Castle Fiber's parent companies also will be consolidated. The *Pro Forma* Consolidation is being undertaken, in part, to streamline the corporate structure and operations of over 20 operating

entities of CCIC that provide fiber-based services into a single unified and rebranded operating entity:¹ Crown Castle Fiber LLC.

The *Pro Forma* Consolidation also will result in a change in the intermediate corporate holding company structure between CCIC and Crown Castle Fiber. Upon completion of the *Pro Forma* Consolidation, Crown Castle Fiber will be a direct, wholly owned subsidiary of Crown Castle Fiber Holdings Corp., a Delaware corporation, which is currently a Delaware limited liability company named LTS Group Holdings, LLC² and a direct, wholly owned subsidiary of Crown Castle Operating Company ("CCOC"). CCOC is a Delaware corporation and a direct, wholly owned subsidiary of CCIC. Charts depicting the current and post-*Pro Forma* Consolidation ownership structure of the Parties are attached as Exhibit A.

Upon completion of the *Pro Forma* Consolidation, the Consolidating Entities will cease to exist and Crown Castle Fiber will continue providing fiber-based services to the Consolidating Entities' existing wholesale and enterprise customers pursuant to the same contracts and other service arrangements as those customers currently have with the Consolidating Entities. The *Pro Forma* Consolidation will be seamless to customers and will not result in any change to their services, including to the rates, terms and conditions of those services. All customers have been notified of the *Pro Forma* Consolidation pursuant to their contracts with the Consolidating Entities consistent with the sample notice provided in Exhibit B.

As noted above, upon completion of the proposed *Pro Forma* Consolidation, the Consolidating Entities will no longer individually provide any telecommunications services in Kentucky since the Consolidating Entities will be consolidated into Crown Castle Fiber and Crown Castle Fiber will be the service provider of record for their customers. Following completion of the *Pro Forma* Consolidation, Crown Castle Fiber also will **surrender the authorizations** of the Consolidating Entities.

Public Interest Considerations

The *Pro Forma* Consolidation is entirely internal. The *Pro Forma* Consolidation will simplify CCIC's existing corporate structure and reduce its reporting and accounting burdens and provide other operational efficiencies. The *Pro Forma* Consolidation will also allow CCIC's business units to take advantage of their core focus and strengths to the benefit of their customers. As a result of the efficiencies and focus, CCIC and its subsidiaries will become stronger competitors to the ultimate benefit of consumers.

Following completion of the *Pro Forma* Consolidation, Crown Castle Fiber will continue to provide high-quality communications services to the customers of the Parties without interruption. The *Pro Forma* Consolidation will be seamless to customers and will not result in any change to their services. The rates, terms and conditions of their services will not change as a result of these purely intra-company changes. The only change for customers will be that

¹ Certain other operating entities that do not operate in Kentucky may be retained for other reasons.

² As part of the *Pro Forma* Consolidation, LTS Group Holdings, LLC will convert from a Delaware limited liability company into a Delaware corporation and be renamed Crown Castle Fiber Holdings Corp. Upon completion of the *Pro Forma* Consolidation, Crown Castle Fiber Holdings Corp. will be a direct, wholly owned subsidiary of CCOC.

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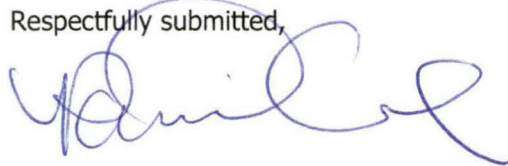
invoices following consummation of the *Pro Forma* Consolidation will be sent using Crown Castle Fiber LLC.

The proposed simplification of CCIC's corporate structure will provide the company with greater flexibility for future equity and debt transactions, which will increase its access to capital and benefit the Parties' customers. In sum, these corporate structure changes will increase the overall company's efficiency and make it more attractive to potential investors, which should improve its access to debt and equity capital. This, in turn, will enable both the holding company and its operating subsidiaries to keep their cost of capital low.

* * * *

An original and four (4) copies of this notification letter are enclosed. Please date-stamp and return the extra copy in the envelope provided. This letter has also been filed via e-mail. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,

A handwritten signature in blue ink, appearing to be 'Tamar E. Finn', written over the text 'Respectfully submitted,'.

Tamar E. Finn
Brett P. Ferencak
Patricia Cave

Counsel for the Parties

Enclosure

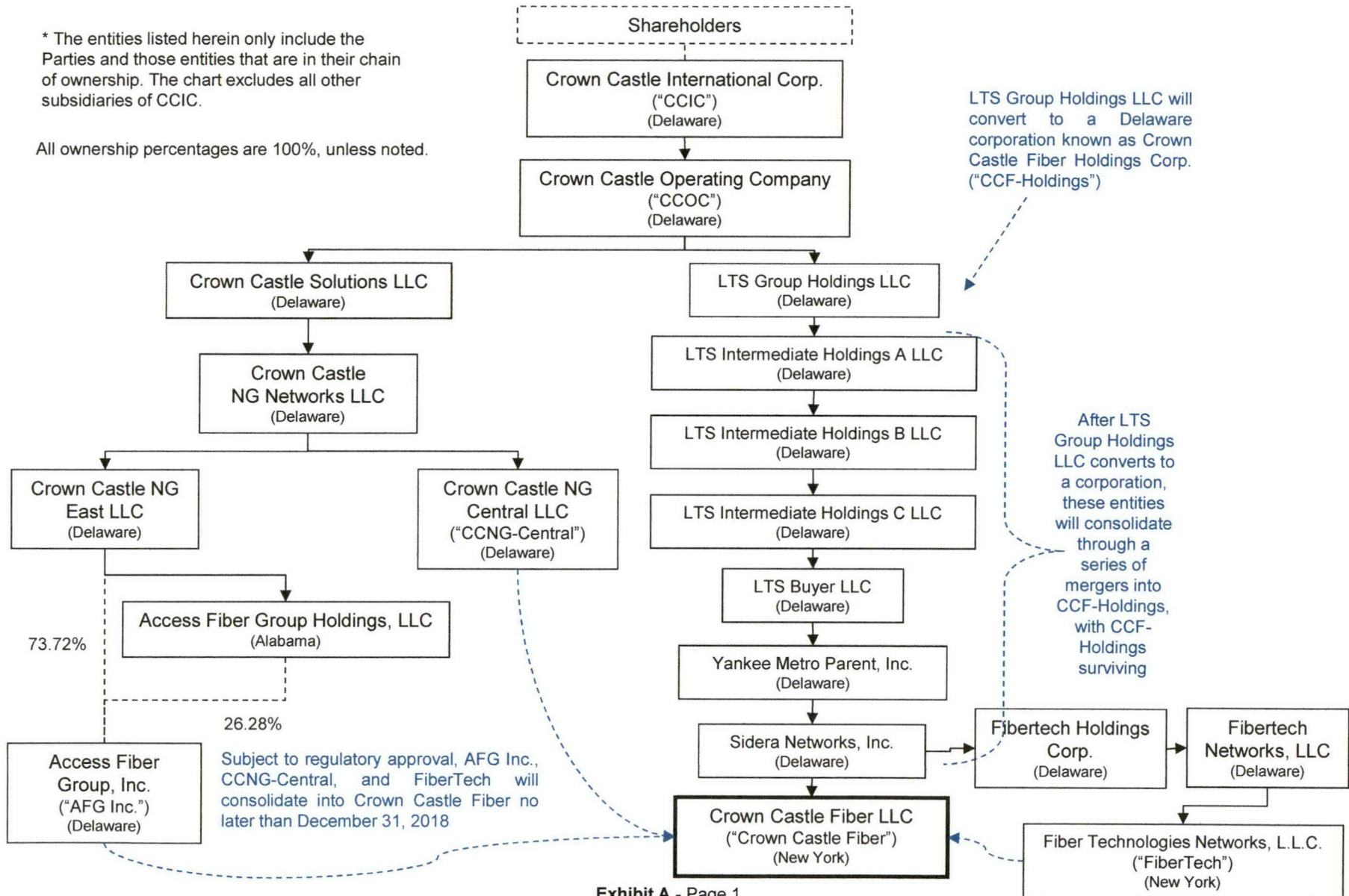
EXHIBIT A

Current and Post-*Pro Forma* Consolidation Ownership Structure Charts

Current Corporate Ownership Structure of the Parties*

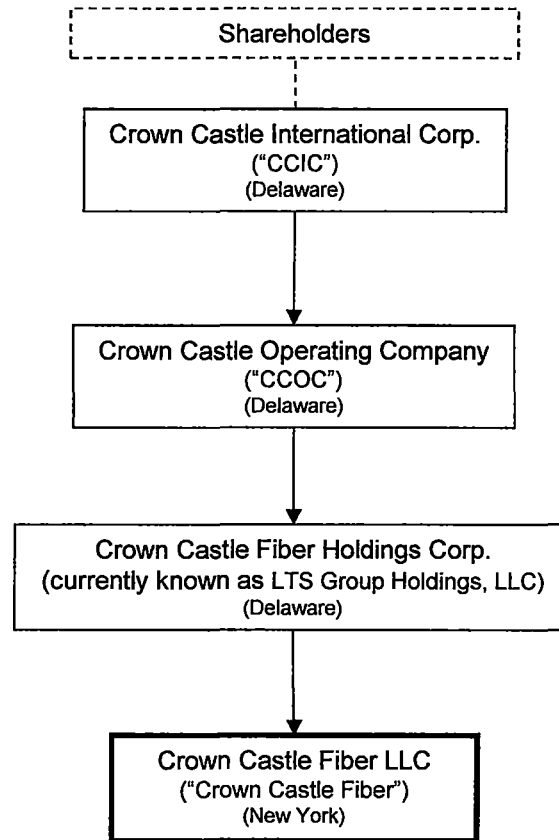
* The entities listed herein only include the Parties and those entities that are in their chain of ownership. The chart excludes all other subsidiaries of CCIC.

All ownership percentages are 100%, unless noted.



Post-Pro Forma Consolidation Corporate Ownership Structure of Crown Castle Fiber*

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



All ownership percentages are 100%.

EXHIBIT B

Sample Customer Notice



October 24, 2018

Dear Valued Customer:

Effective January 1, 2019, as a result of an internal consolidation of our legal entities, Crown Castle Fiber LLC will provide you with the solutions currently provided to you by our affiliates listed below. This consolidation makes it easier for you to do business with us by reducing the number of affiliates.

Your existing service contract(s) remain unchanged, the consolidation will have no impact on your services or your rates, and all rights and obligations under the agreements between you and your current provider will continue unaffected. If necessary, we will notify you of any changes to your billing or payment address.

If you have any questions, please contact Legal-CustomerTeam1@crowncastle.com.

Sincerely,

Crown Castle Fiber LLC

On behalf of its affiliates below:

24/7 Mid-Atlantic Network of Virginia, LLC	InSITE Solutions LLC
24/7 Mid-Atlantic Network, LLC	IX2 Center, L.L.C.
Access Fiber Group Holdings, LLC	IX2 Wilshire, LLC
Access Fiber Group, Inc.	Light Tower Fiber New York, Inc.
CA - CLEC LLC dba Crown Castle CA-CLEC LLC	Light Tower Metro Fiber LLC
Chesapeake Fiber, LLC	Lighttower Fiber Infrastructure Corp.
Cross Connect Solutions, Inc.	Lighttower Fiber Networks I, LLC
Crown Castle NG Atlantic LLC	NEON Transcom, Inc.
Crown Castle NG Central LLC	NewPath Networks, LLC
Crown Castle NG East LLC ¹	NY-CLEC LLC
Crown Castle NG West LLC	PA-CLEC LLC d/b/a Pennsylvania CLEC LLC
Crown Castle Solutions LLC ¹	Sidera Networks, Inc.
Fiber Technologies Networks, L.L.C.	Sunesys of Massachusetts, LLC
Fiber Technologies New York Networks, Inc.	Sunesys of Virginia, Inc.
Fibernet Direct Florida LLC	Sunesys, LLC
Fibernet Direct TEL LLC	WA-CLEC LLC
Fibernet Direct Texas LLC	Wilcon Operations LLC
Fibertech Networks, LLC	Wilcon Services, LLC
Freedom Telecommunications, LLC	Wilshire Connection, LLC
InSITE Fiber of Virginia, LLC	

¹ This entity expected to consolidate after January 1, 2019. Additional information will be provided in subsequent correspondence.

VERIFICATION

COMMONWEALTH OF PENNSYLVANIA §
 §
COUNTY OF WASHINGTON §

VERIFICATION

I, Neil Dickson, state that I am the Vice President – Corporate and Commercial Transactions of Crown Castle Fiber LLC, Crown Castle NG Central LLC, Access Fiber Group, Inc. and Fiber Technologies Networks, L.L.C. (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the facts set forth in the attached filing are true and correct to the best of my knowledge, information and belief.



Neil Dickson
Vice President – Corporate and Commercial
Transactions
Crown Castle Fiber LLC
Crown Castle NG Central LLC
Access Fiber Group, Inc.
Fiber Technologies Networks, L.L.C.

Sworn and subscribed before me this 26th day of November, 2018.

Sally Dioguardi
Notary Public

My commission expires April 1, 2020

Commonwealth of Pennsylvania - Notary Seal
Sally Dioguardi, Notary Public
Washington County
My commission expires April 1, 2020
Commission number 1240888
Member, Pennsylvania Association of Notaries

