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From: Griffin, Joan M. [JGriffin@KelleyDrye.com]
Sent: Friday, February 03, 2012 12:36 PM
To: Filings@psc.state.fl.us
Subject: NextG -- informational filing re change of ownership to FL PSC - 02-03-2012
Attachments: NextG Transfer Notification to FL PSC - 02-03-2012.pdf

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February 3, 2012

Ms. Ann Cole
Commission Clerk
Florida Public Service Commission
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Tallahassee, FL 32399

electronically filed
(filings@psc.state.fl.us)

Re: Notification Regarding the Transfer of Indirect Control of NextG Networks of NY, Inc. to Crown Castle Solutions Corp.

Dear Ms. Cole:

NextG Networks of NY, Inc. dba NextG Networks East ("NextG-NY"), NextG Networks, Inc. ("NextG Networks") and Crown Castle Solutions Corp. ("Solutions") (collectively, the "Parties"), by undersigned counsel, hereby notify the Florida Public Service Commission ("Commission") of a proposed transaction involving the transfer of indirect control of NextG-NY to Solutions and ultimately to Crown Castle International Corp. ("CCI"), the ultimate parent of Solutions. NextG-NY is a wholly-owned subsidiary of 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 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.

It is the Parties' understanding that Commission approval is not required prior to the Parties completing the Transaction. Therefore, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission's records. Should the Commission believe that any further action is required, the Parties respectfully request that the Commission notify the undersigned at its earliest convenience. In the absence of any response from the Commission, the Parties will proceed with their plans to consummate the transaction as contemplated.

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In support, the Parties state as follows:

Description of the Parties

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. In Florida, NextG-NY is authorized to provide competitive local exchange telecommunications services and alternative access services pursuant to Orders PSC-04-0907-CO-TX and PSC-04-0908-CO-TA issued September 24, 2004.¹ NextG-NY holds blanket domestic Section 214 authority from the Federal Communications Commission ("FCC"). 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 an additional 22 states and the District of Columbia.

At present, certain investment funds affiliated with Madison Dearborn Partners, LLC ("Madison Dearborn") collectively hold 63.3 percent of the ownership interests in NextG Networks.² The principal business of Madison Dearborn is investments; the address for Madison

¹ In addition, NextG Networks of NY, Inc. (in some states dba NextG Networks East) is authorized to provide intrastate telecommunications services in Puerto Rico and the following states: Connecticut, Delaware, Georgia, Indiana, Massachusetts, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island and South Carolina.

² The Commission was notified of the ownership of NextG-NY by Madison Dearborn and Accel in a notice filed June 4, 2009.

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Dearborn and its funds is Three First National Plaza, Suite 4600, Chicago, Illinois 60602. No other entity holds a 25% or greater ownership interest in NextG Networks of NextG-NY.

A diagram showing the current corporate structure of NextG Networks 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, 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,³ Georgia, Illinois, Iowa, Maryland, Massachusetts, Michigan, Minnesota, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Oregon, Pennsylvania, Utah, Virginia and Washington. Subsidiaries of Solutions are also authorized by the FCC to provide domestic interstate telecommunications services. 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 B**.

Contacts

Questions or inquiries concerning this Notice may be directed to:

³ An indirect subsidiary of Solutions, NewPath Networks, LLC ("NewPath"), formerly held IXC Registration Code TK302, which registration was cancelled by de-regulation. A direct subsidiary of Solution, FL - CLEC, LLC, recently sought to cancel its AAV Certificate No. 8705 and CLEC Certificate No. 8706. See Docket No. 110318-TP.

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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 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

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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 C**.

Public Interest Considerations

The transaction described in this filing will serve the public interest. 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.

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Conclusion

Based on the foregoing, the Parties respectfully submit that the public interest, convenience, and necessity would be furthered by the Transaction. Should you have any questions regarding this filing, please do not hesitate to contact us.

Respectfully submitted,



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NextG Networks East and NextG Networks, Inc.*

Attachments

Current Corporate Structure of the NextG Subsidiaries

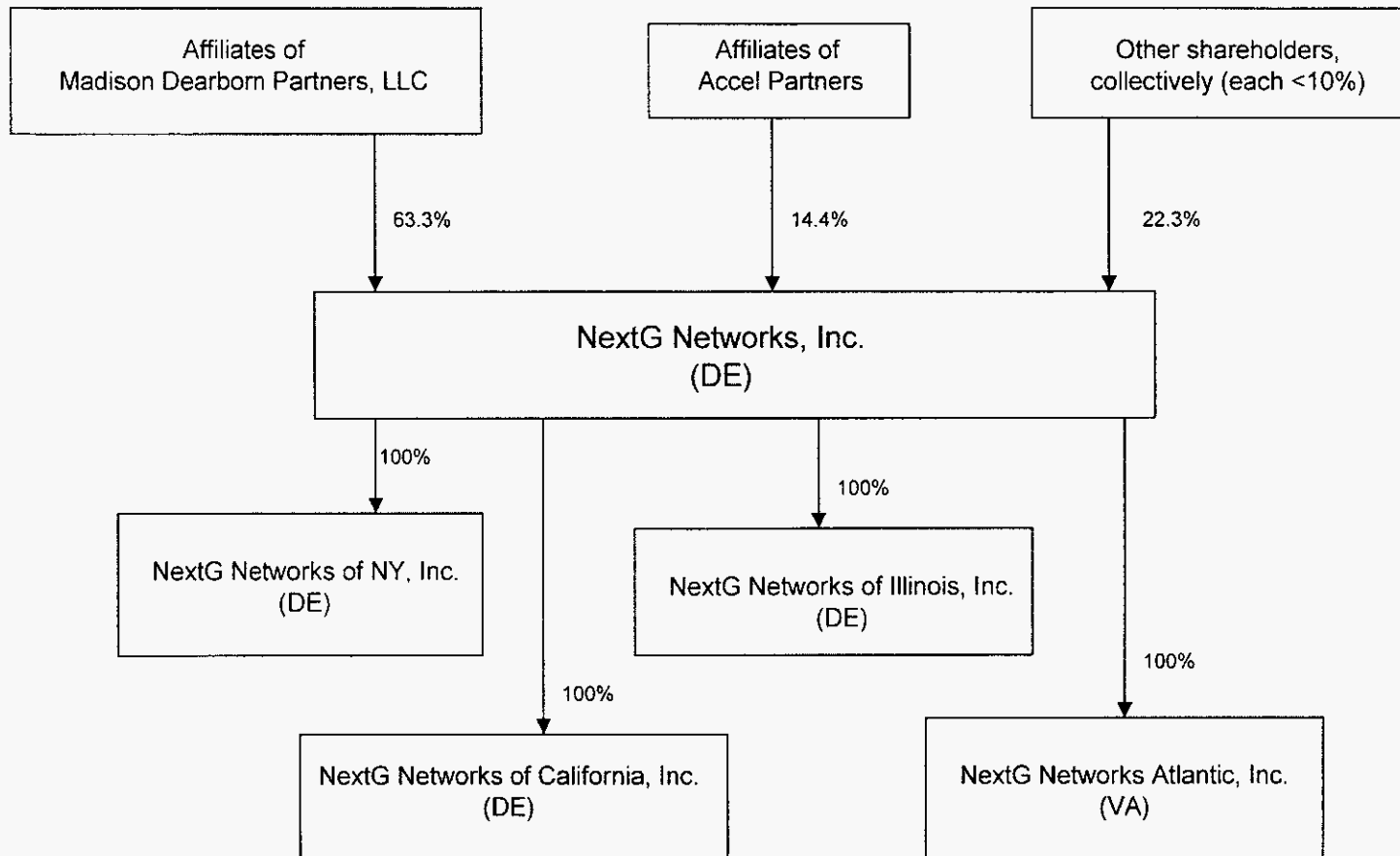


Exhibit B

Crown Castle International Corp.
Delaware

Crown Castle Operating Company
Delaware

Crown Castle Solutions Corp.
Delaware

Crown Castle NG Acquisitions Corp.
Delaware

NJ – CLEC LLC
Delaware

WA – CLEC LLC
Delaware

MD – CLEC LLC
Delaware

VA – CLEC LLC
Virginia

DC – CLEC LLC
Delaware

PA – CLEC LLC
Delaware

CA – CLEC LLC
Delaware

NY – CLEC LLC
Delaware

MA – CLEC LLC
Delaware

IN – CLEC LLC
Delaware

SC – CLEC LLC
Delaware

NV – CLEC LLC
Delaware

IL – CLEC LLC
Delaware

FL – CLEC LLC
Delaware

AZ – CLEC LLC
Delaware

CO – CLEC LLC
Delaware

NewPath Networks, Inc.
Delaware

NewPath Networks, LLC
New Jersey

InSITE Solutions, LLC
Maryland

InSITE Fiber of Virginia, Inc.
Virginia

