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January 30, 2012

Via E-Filing

David Danner, Executive Secretary
Washington Utilities and Transportation Commission
1300 S. Evergreen Park Drive
Olympia, Washington 98504-7250
records@wutc.wa.gov

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

Dear Mr. Danner:

NextG Networks of California, Inc. dba NextG Networks West (“NextG-CA”), NextG Networks, Inc. (“NextG Networks”) and Crown Castle Solutions Corp. (“Solutions”) (collectively, the “Parties”), by undersigned counsel, notify the Commission of a proposed transaction involving the transfer of indirect control of NextG-CA to Solutions and ultimately to Crown Castle International Corp. (“CCI”), the ultimate parent of Solutions. NextG-CA 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-CA 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.

In support, the Parties state as follows:

Description of the Parties

A. NextG-CA and NextG Networks

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

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Washington

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Through its operating subsidiaries, including NextG-CA, 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 Washington, NextG-CA is authorized to provide intrastate telecommunications services as a Competitive Telecommunications Company pursuant to the Certificate of Registration granted by the Commission in Docket No. UT-050988.¹ NextG-CA 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 25 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. The principal business of Madison Dearborn is investments; the address for Madison 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 or NextG-CA

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

¹ In addition, NextG Networks of California, Inc. (in some states dba NextG Networks West) is authorized to provide intrastate telecommunications service in Arizona, California, Colorado (general authority under the Telecommunications Act), Hawaii, Idaho, New Mexico, Oregon and Utah.

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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 Washington, WA-CLEC, LLC, a direct wholly-owned subsidiary of Solutions, is authorized to provide intrastate telecommunications services as a Competitive Telecommunications Company pursuant to a Certificate of Registration issued in Docket No. UT-050161. 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:

For Solutions:

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brett.ferenchak@bingham.com

with a copy to:

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Crown Castle
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For NextG-CA and NextG Networks:

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with copy to:

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

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

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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-CA, will become wholly-owned indirect subsidiaries of CCI.

The transaction is expected to be transparent to the customers of NextG-CA at closing. Immediately following the transaction, NextG-CA 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-CA 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-CA, 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-CA, 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-CA. 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-CA.

Conclusion

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

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak

Counsel for Crown Castle Solutions Corp.

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LIST OF EXHIBITS

EXHIBIT A – Current Corporate Structure of NextG Networks

EXHIBIT B -- Current Corporate Structure of Solutions

EXHIBIT C -- Corporate Structure of Solutions and NextG Networks Post-Close

EXHIBIT A

Current Corporate Structure of NextG Networks

Current Corporate Structure of the NextG Subsidiaries

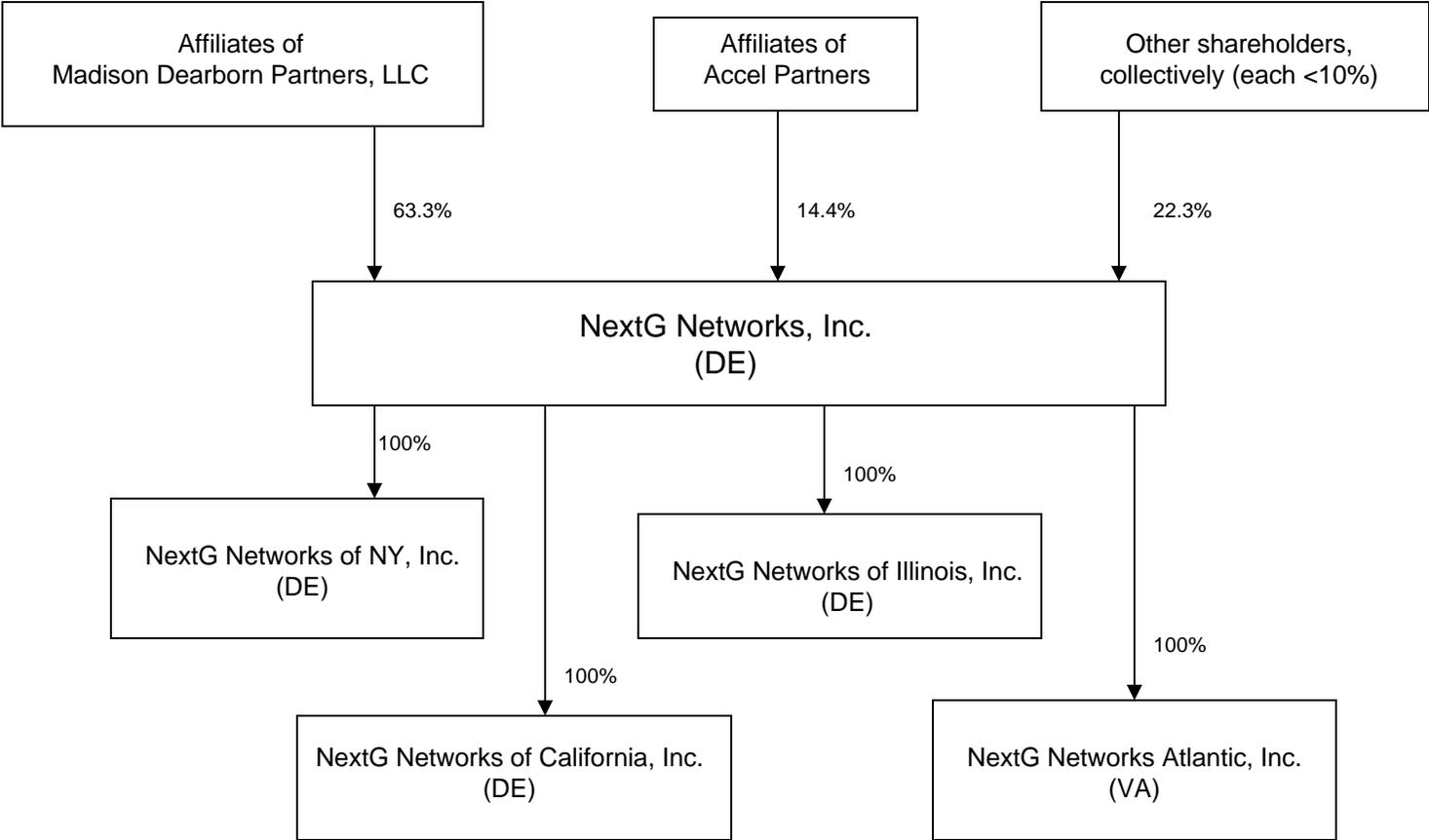
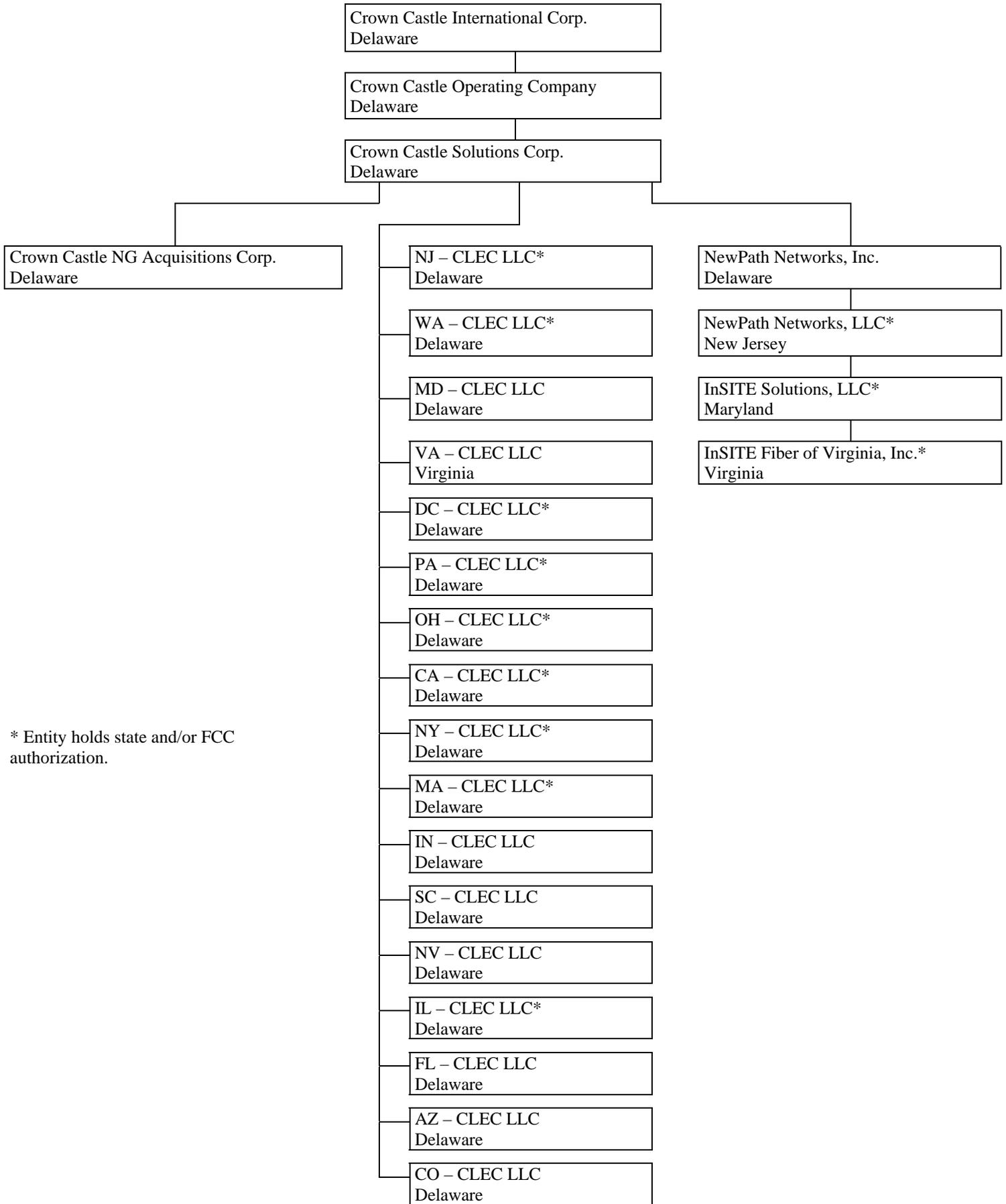


EXHIBIT B

Current Corporate Structure of Solutions

Current Corporate Structure of Solutions

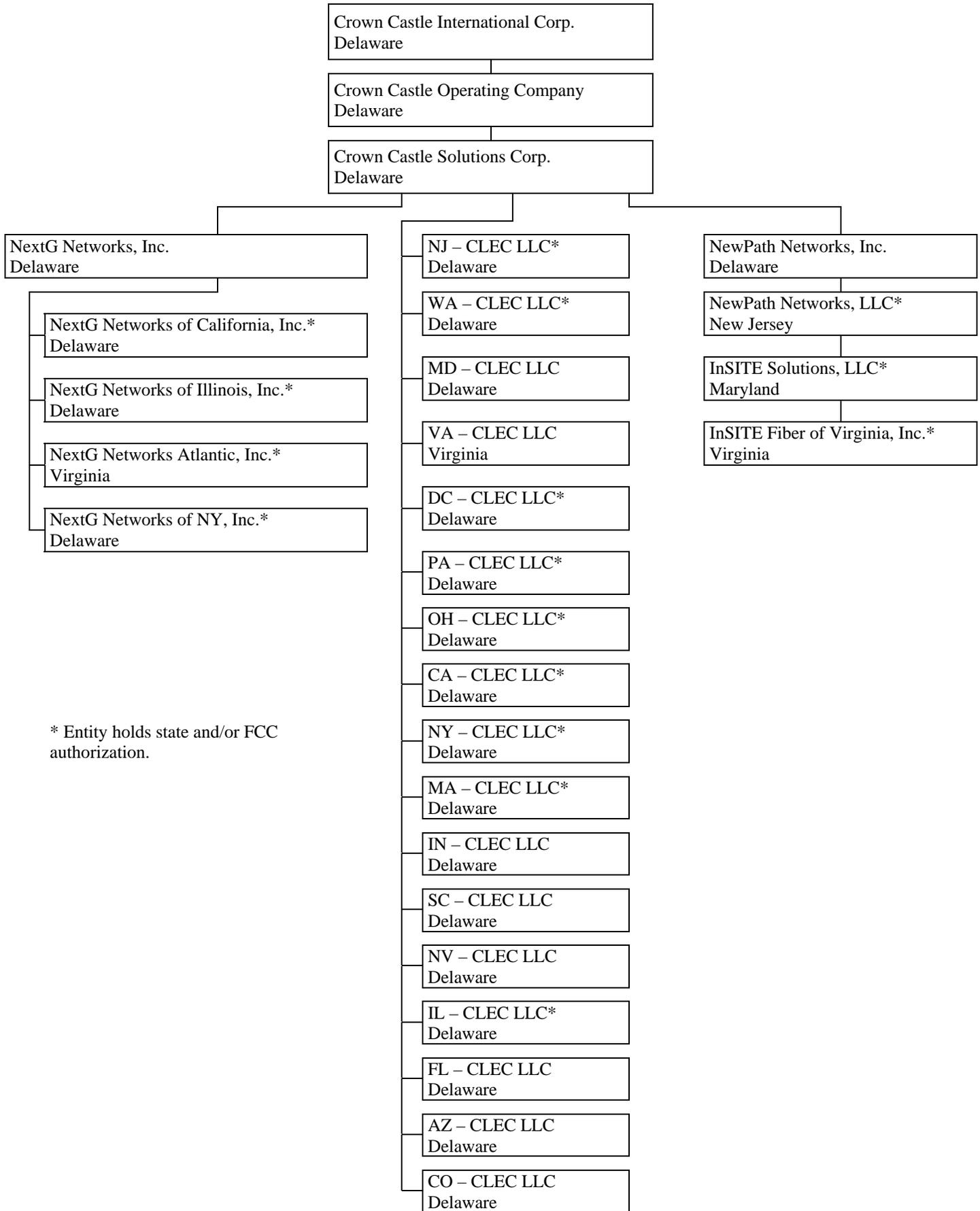


* Entity holds state and/or FCC authorization.

EXHIBIT C

Corporate Structure of Solutions and NextG Networks Post-Close

Corporate Structure of Solutions and NextG Networks Post-Close



* Entity holds state and/or FCC authorization.

VERIFICATION

I, Anthony Lehn, 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 statements with respect to the Company in the foregoing document are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 31st day of December, 2011.

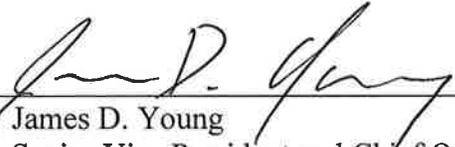


Name: Anthony Lehn
Title: Secretary
Company: NextG Networks, Inc.

VERIFICATION

I, James D. Young, state that I am Senior Vice President and Chief Operating Officer of Crown Castle Solutions Corp. (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the statements with respect to the Company in the foregoing document are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 31st day of December, 2011.



Name: James D. Young
Title: Senior Vice President and Chief Operating Officer
Crown Castle Solutions Corp.