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March 30, 2015

**VIA E-FILING**

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

**Re: Notification of Crown Castle NG West LLC and WA - CLEC LLC Regarding a Pro Forma Change in Indirect Ownership**

Dear Mr. Danner:

Crown Castle NG West LLC (“CCNG-West”) and WA - CLEC LLC (“WA-CLEC”) (together, the “Parties”), by undersigned counsel, notify the Commission of a *pro forma* change in their indirect ownership that occurred in connection with the conversion of the Parties’ ultimate, publicly held, parent company (“Holdco”) into a publicly held real estate investment trust (“REIT”). While the *pro forma* change resulted in a change to the ultimate parent of the Parties, the *pro forma* change did not result in a change to their direct parents or ultimate owners (i.e., the shareholders of Holdco). The Parties understand that Commission action is not required in connection with the *pro forma* change described herein. Accordingly, the Parties submit this letter for informational purposes.

**Description of the Parties**

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

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wireless communications with a significant presence in the top 100 U.S. markets. Solutions and its subsidiaries, including the Parties, have deployed approximately 14,000 distributed antenna system (“DAS”) small cell nodes supported by approximately 7,000 miles of fiber. Wholly owned subsidiaries of Solutions hold authorizations to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Maine, Montana, South Dakota, Vermont, and Wyoming. In Washington, Solutions has two subsidiaries authorized to provide telecommunications services: CCNG-West is authorized to provide intrastate telecommunications services as a competitive provider pursuant to the Certificate of Registration granted in Docket No. UT-050988 and amended in Docket No. IT-143955 to reflect its current name; and WA-CLEC is to provide intrastate telecommunications services as a competitive provider pursuant to Certificate of Registration granted in Docket No. UT-050161. The Parties are also authorized by the FCC to provide interstate telecommunications services.

## Contacts

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

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## Description of the *Pro Forma* Change

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

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ownership structure of the Parties are provided as Exhibit A. The REIT Transaction was entirely transparent to the Parties' customers and did not result in any change in their services. In particular, the rates, terms and conditions of their services did not change as a result of the purely *pro forma* change to the Parties' indirect ultimate parent.

\* \* \* \*

Please acknowledge receipt and acceptance of this filing. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



Catherine Wang  
Brett P. Ferenchak

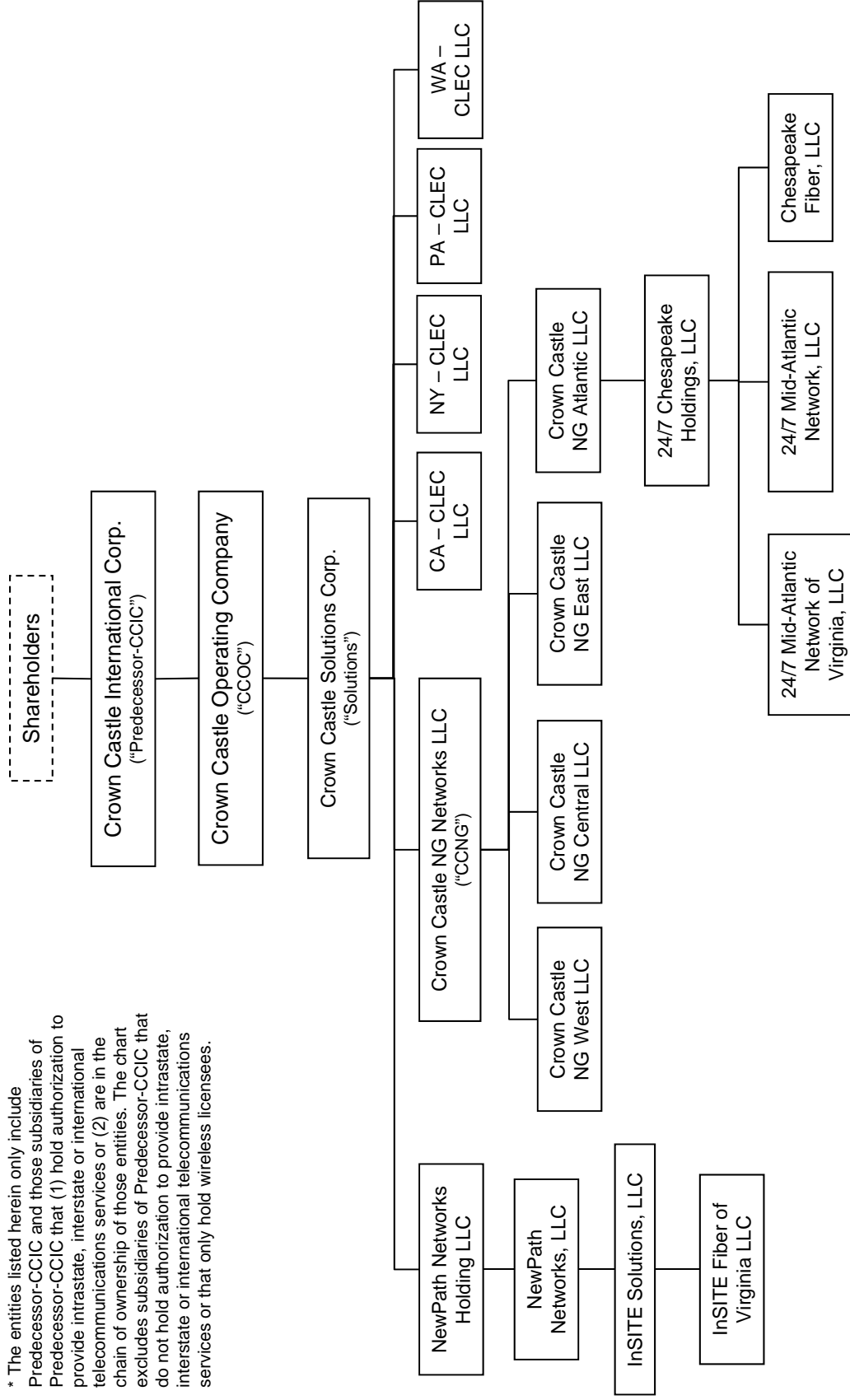
Counsel to the Parties

**EXHIBIT A**

Pre- and Post-REIT Transaction Corporate Structure

## Pre-REIT Transaction Corporate Structure

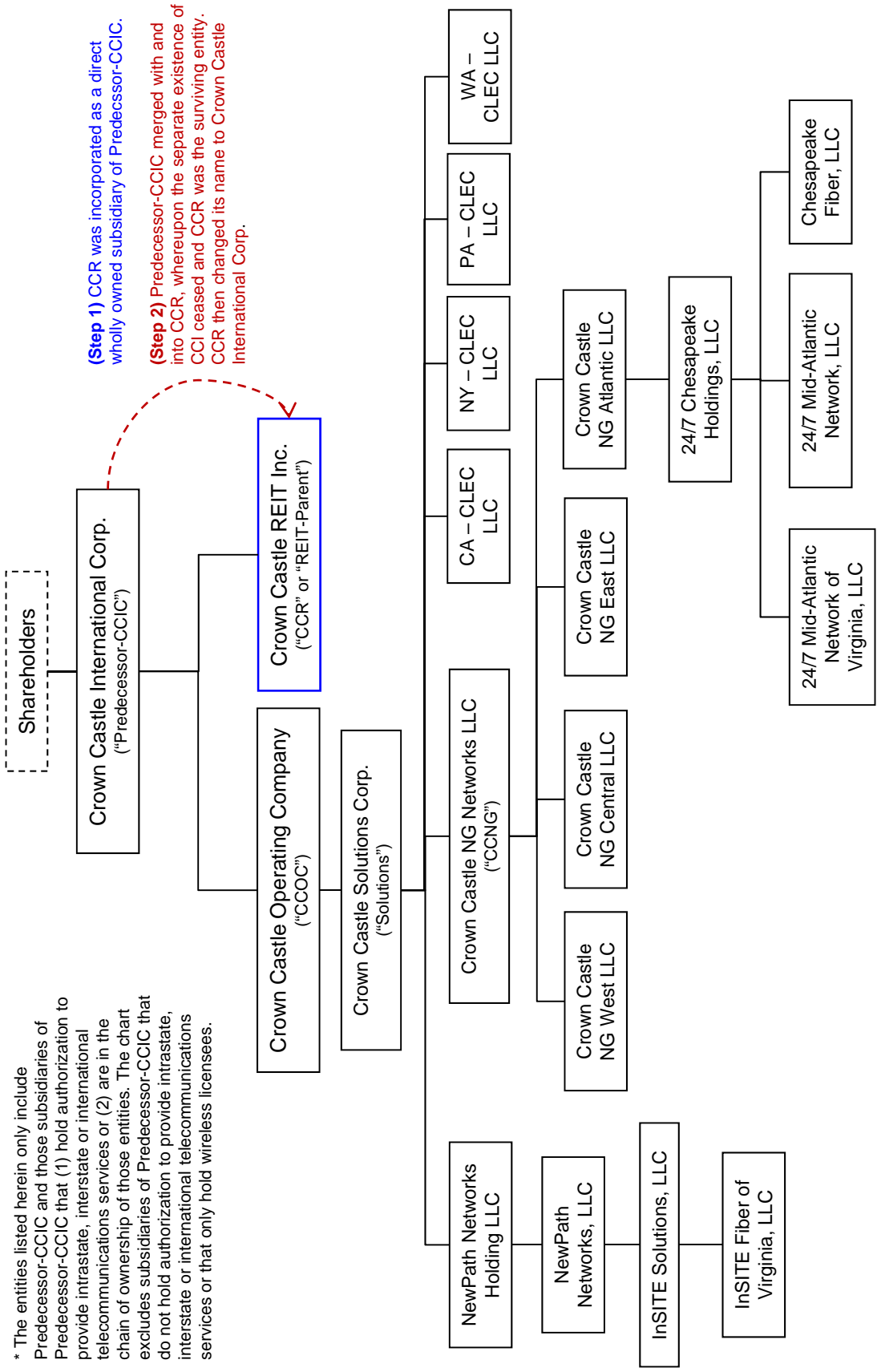
\* The entities listed herein only include Predecessor-CCIC and those subsidiaries of Predecessor-CCIC that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of Predecessor-CCIC that do not hold authorization to provide intrastate, interstate or international telecommunications services or that only hold wireless licenses.



Unless otherwise indicated all ownership percentages are 100%.

# REIT Transaction

\* The entities listed herein only include Predecessor-CCIC and those subsidiaries of Predecessor-CCIC that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of Predecessor-CCIC that do not hold authorization to provide intrastate, interstate or international telecommunications services or that only hold wireless licenses.

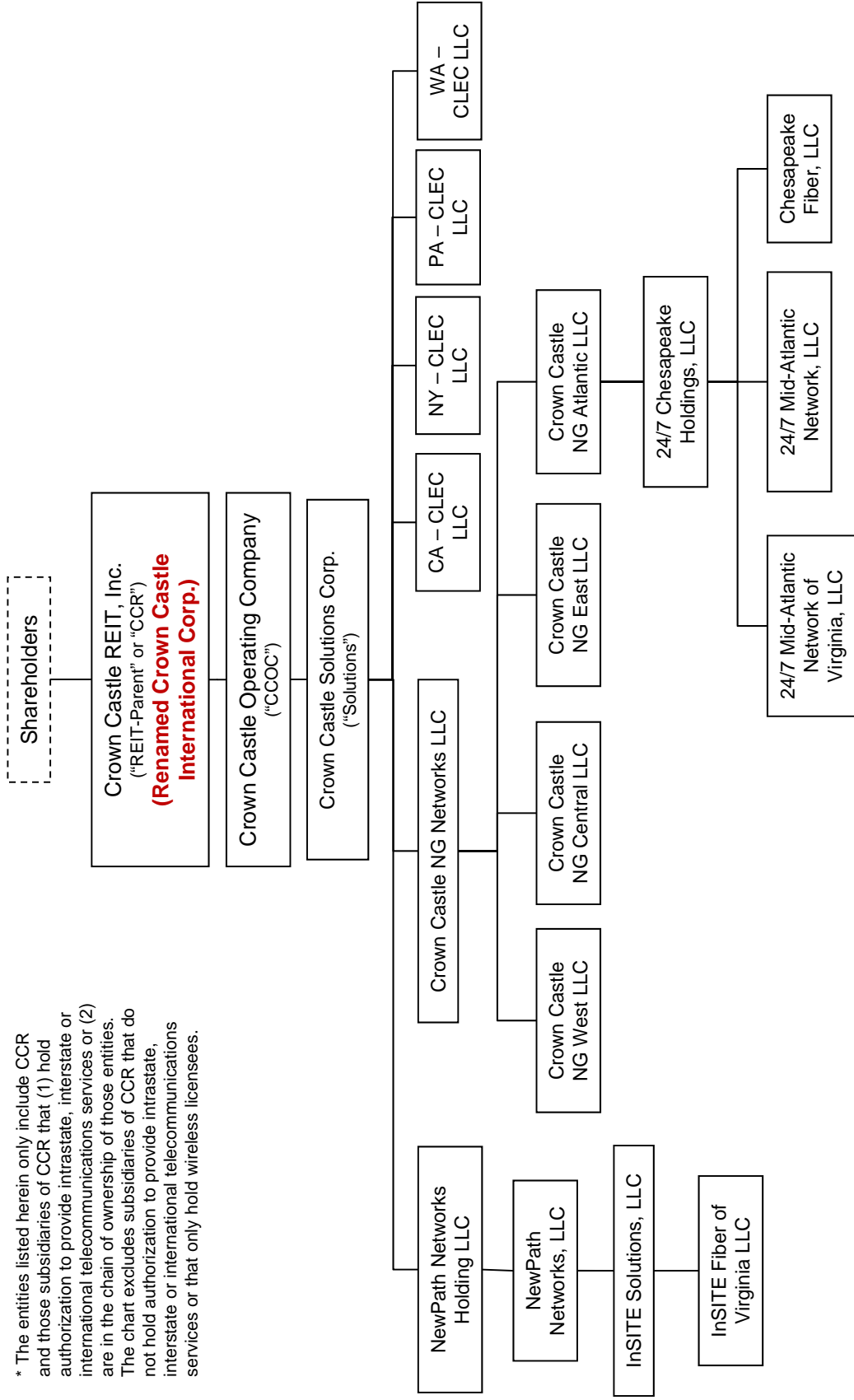


**(Step 1)** CCR was incorporated as a direct wholly owned subsidiary of Predecessor-CCIC.

**(Step 2)** Predecessor-CCIC merged with and into CCR, whereupon the separate existence of CCI ceased and CCR was the surviving entity. CCR then changed its name to Crown Castle International Corp.

Unless otherwise indicated all ownership percentages are 100%.

Current Corporate Structure



\* The entities listed herein only include CCR and those subsidiaries of CCR that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of CCR that do not hold authorization to provide intrastate, interstate or international telecommunications services or that only hold wireless licenses.

Unless otherwise indicated all ownership percentages are 100%.

COMMONWEALTH OF PENNSYLVANIA §  
§  
COUNTY OF WASHINGTON §

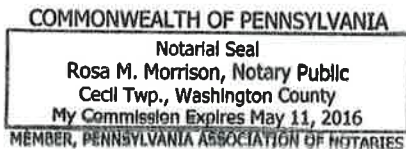
**VERIFICATION**

I, Monica Gambino, state that I am the Vice President - Legal of CA - CLEC LLC, NY - CLEC LLC, PA - CLEC LLC, WA - CLEC LLC, Crown Castle NG Atlantic LLC, Crown Castle NG Central LLC, Crown Castle NG East LLC, Crown Castle NG West LLC, InSITE Solutions, LLC, NewPath Networks, LLC, 24/7 Mid-Atlantic Network, LLC, Chesapeake Fiber, LLC, (collectively, the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to my knowledge, information, and belief.

*Monica Gambino*

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

Sworn and subscribed before me this 27<sup>th</sup> day of March, 2015.



*Rosa M. Morrison*  
Notary Public

My commission expires May 11, 2016