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September 27, 2017

***Via Overnight Courier***

Mr. John S. Lyons  
Acting Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, KY 40602-8294  
[PSC.Reports@ky.gov](mailto:PSC.Reports@ky.gov)

**Re: Notification of the Proposed Transfer of Indirect Control of Fiber Technologies Networks, L.L.C. to Crown Castle International Corp.**

Dear Mr. Lyons:

By this letter, Crown Castle International Corp. ("CCIC" or "Transferee"), LTS Group Holdings LLC ("Transferor"), and Fiber Technologies Networks, L.L.C. ("Fibertech") (Transferee, Transferor and Fibertech collectively, the "Parties") notify the Commission of the proposed transfer of indirect control of Fibertech to Transferee. 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 for the transaction described herein. Accordingly, the Parties submit this letter for informational purposes.

**Description of the Parties**

**A. Crown Castle International Corp.**

CCIC is a publicly traded (NYSE: CCI) Delaware corporation that does not have a majority owner. The corporate headquarters of CCIC is located at 1220 Augusta Drive, Suite 600, Houston, Texas 77057. Since January 1, 2014, CCIC has operated as a real estate investment trust ("REIT") for U.S. federal income tax purposes. CCIC, through certain of its indirect subsidiaries, owns, operates, leases, or manages approximately 40,000 towers and rooftop sites for wireless communications equipment with a significant presence in the top 100 U.S. markets. (CCIC and its subsidiaries are collectively referred to as "Crown Castle".)

Subsidiaries of Crown Castle Operating Company ("CCOC"), itself a direct, wholly owned subsidiary of CCIC, provide transport, back-haul, and distributed antenna system ("DAS")/small cell services as well as dedicated point-to-point telecommunications services. Subsidiaries of CCOC deploy

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small cell nodes supported by approximately 29,000 route miles of fiber in the United States. Wholly owned subsidiaries of CCOC hold authorizations to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Maine, Montana, Vermont, and Wyoming.<sup>1</sup> In Kentucky, the following subsidiaries of CCOC (the "KY OpCos") are authorized to provide intrastate telecommunications services:

Crown Castle NG Central LLC ("CCNG-Central") is registered as a Competitive Local Exchange Carrier under Utility ID 5057090.

Access Fiber Group, Inc. ("AFG") is registered as a Competitive Local Exchange Carrier under Utility ID 5056250.

CCNG-Central and AFG (along with other subsidiaries of CCOC) also provide domestic interstate telecommunications services as competitive carriers pursuant to Federal Communications Commission ("FCC") regulations.

Additional information regarding CCIC, including its most recent SEC Forms 10-K and 10-Q as filed with the Securities and Exchange Commission, is available at <http://investor.crowncastle.com/phoenix.zhtml?c=107530&p=irol-irhome>. Biographies of CCIC's senior management team can be found at <http://www.crowncastle.com/leadership.aspx>.

## **B. LTS Group Holdings LLC and Fibertech**

Transferor is a limited liability company formed under the laws of Delaware, and Fibertech is a limited liability company formed under the laws of New York. The corporate headquarters of Transferor and Fibertech (collectively referred to herein as "Lighttower") is located at 80 Central Street, Boxborough, MA 01719. Lighttower operates as a competitive provider of fiber network services that serve enterprise, government, carrier and data center customers. Lighttower's network consists of approximately 30,000 route miles, providing access to over 20,000 service locations in the Northeast, Mid-Atlantic and Midwest.

In Kentucky, Fibertech is registered as a Competitive Local Exchange Carrier under Utility ID 5056890 and as a Long Distance Carrier under Utility ID 519570. Fibertech is also authorized to provide interstate telecommunications services by the FCC.

### **Designated Contacts**

Questions, correspondence or other communications concerning this filing should be directed to:

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<sup>1</sup> In addition, a wholly owned subsidiary of CCOC is authorized to provide intrastate telecommunications services in the Commonwealth of Puerto Rico.

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For Transferee to:

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For Transferor and Fibertech:

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Michael Beder  
Covington & Burling LLP  
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With copies for Transferee:

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Crown Castle  
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[mark.mazzei@crowncastle.com](mailto:mark.mazzei@crowncastle.com)

With copies for Transferor and Fibertech:

David L. Mayer, Esq.  
General Counsel & Exec. Vice President  
Lighttower Fiber Networks  
80 Central Street  
Boxborough, MA 01719  
[dmayer@lighttower.com](mailto:dmayer@lighttower.com)

### **Description of the Transaction**

Pursuant to a certain Agreement and Plan of Merger dated July 18, 2017, the parties thereto will complete a series of mergers, including the merger of LTS Group Holdings Merger Sub, Inc. ("Merger Sub")<sup>2</sup> with and into Transferor, with Transferor as the surviving entity (the "Transaction"). As a result of the Transaction, Transferor will be a direct, wholly owned subsidiary of CCOC; Fibertech will be an indirect, wholly owned subsidiary of CCOC and ultimately of CCIC. Diagrams depicting the pre- and post-Transaction corporate ownership structure of Fibertech are provided as Exhibit A.

The financial, technical, and managerial resources that CCIC will bring to Fibertech are expected to enhance the ability of Fibertech to compete in the telecommunications marketplace. Further, the existing network of Fibertech will enhance the ability of CCIC's other indirect subsidiaries, including the KY OpCos, to serve their customers. At the same time, the proposed Transaction will have no adverse impact on the customers of Fibertech. Immediately following the Transaction, Fibertech will continue to provide service at the same rates, terms, and conditions, as governed by existing contracts. The Transaction will be transparent to customers because the only change immediately following the closing from a customer's perspective is that ultimately CCIC will be the new indirect owner of Fibertech.

\* \* \* \*

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<sup>2</sup> Merger Sub is a newly formed Delaware corporation and a direct, wholly owned subsidiary of CCOC.

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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,



Tamar E. Finn  
Brett P. Ferencak

*Counsel for Transferee*

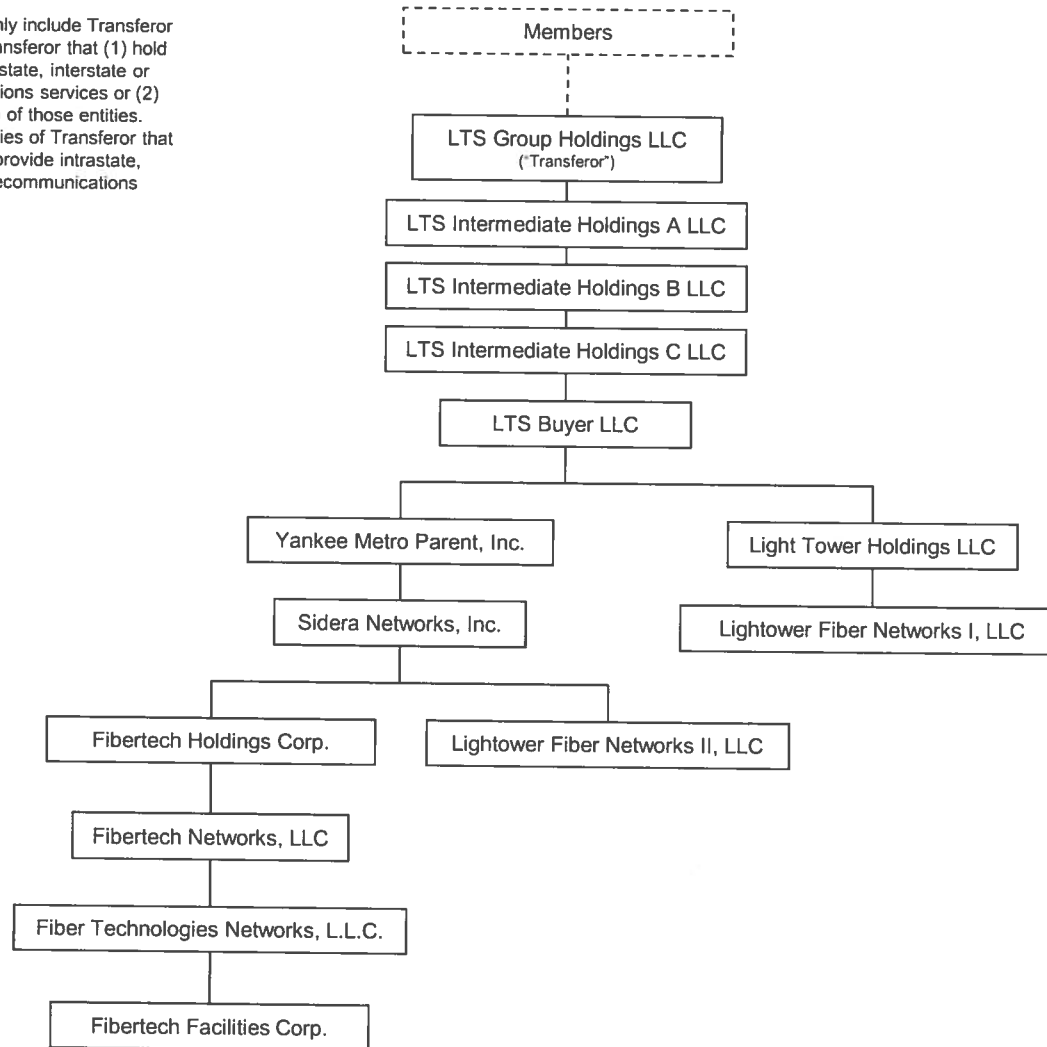
Cc: Yaron Dori (Counsel for Transferor and Fibertech)

**EXHIBIT A**

**Pre- and Post-Transaction Corporate Ownership Charts**

## PRE-TRANSACTION OWNERSHIP STRUCTURE OF LIGHTOWER\*

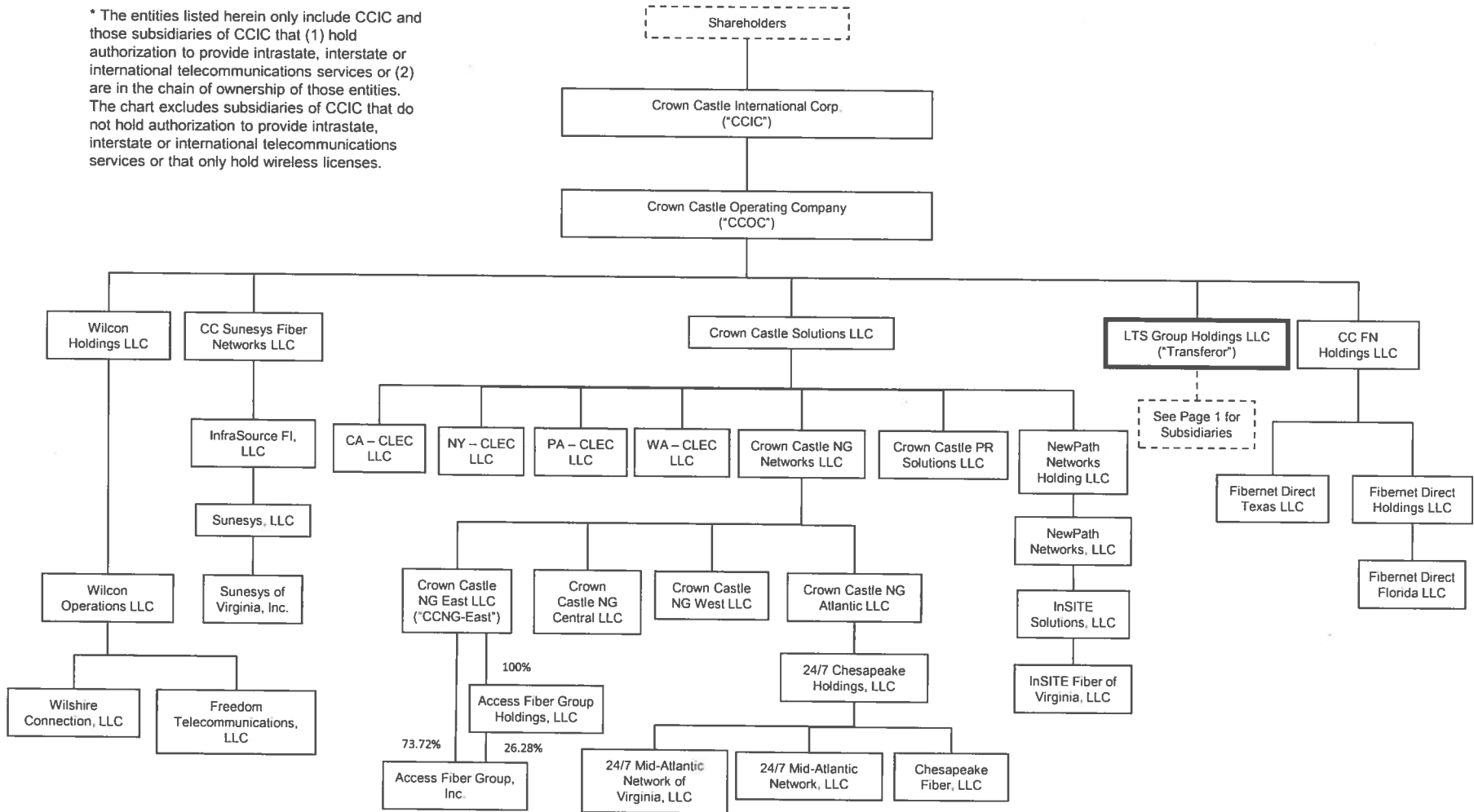
\* The entities listed herein only include Transferor and those subsidiaries of Transferor that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of Transferor that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



Unless otherwise indicated all ownership percentages are 100%.

# POST-TRANSACTION OWNERSHIP STRUCTURE OF CROWN CASTLE AND LIGHTTOWER\*

\* The entities listed herein only include CCIC and those subsidiaries of 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 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%.

## **Verifications**




STATE OF TEXAS

§  
§  
§

COUNTY OF HARRIS

**VERIFICATION**

I, Kenneth J. Simon, state that I am the Senior Vice President and General Counsel of Crown Castle International 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 contents with respect to the Company and its subsidiaries are true and correct to my knowledge, information, and belief.



Kenneth J. Simon  
Senior Vice President and General Counsel  
Crown Castle International Corp.

Sworn and subscribed before me this 20 day of September, 2017.

  
Notary Public

My commission expires 10-10-2020

