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1919 Pennsylvania Avenue NW  
Washington, DC 20006-3401

**Jennifer Frewer**  
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Docket NO. 13-00117

August 30, 2013

**BY ELECTRONIC MAIL AND FEDERAL EXPRESS**

Chairman, Tennessee Regulatory Authority  
c/o Sharla Dillon, Dockets and Records Manager  
460 James Robertson Parkway  
Nashville, TN 37243

**Re: Crown Castle NG Central Inc. Application for Certificate to Provide  
Competing Local Telecommunications Services**

Dear Ms. Dillon:

Enclosed please find one (1) original and four (4) hard copies of Crown Castle NG Central Inc.'s Application for Certificate to Provide Competing Local Telecommunications Services and a check in the amount of \$25.00 for the application fee. Although this application already has been filed electronically, it is our understanding that a hard-copy filing is required. As required by the TRA's rules for telecommunications service providers, Exhibit G contains the original security bond issued by Liberty Mutual Insurance Company. The confidential financial information submitted as Exhibit F is enclosed with this application in a sealed envelope.

Also enclosed is an additional "Stamp and Return" copy of this Application. Please date-stamp this copy and return it in the enclosed self-addressed stamped envelope.

If you have any questions regarding this filing, please contact the undersigned.

Sincerely,

A handwritten signature in blue ink, appearing to read 'J. Frewer', is positioned above the printed name.

Jennifer Toland Frewer  
Davis Wright Tremain LLP

Enclosures

**BEFORE THE TENNESSEE REGULATORY AUTHORITY**

**IN THE MATTER OF THE APPLICATION  
OF CROWN CASTLE NG CENTRAL INC. FOR  
A CERTIFICATE TO PROVIDE COMPETING  
LOCAL TELECOMMUNICATIONS SERVICE**

**APPLICATION FOR CERTIFICATE TO PROVIDE  
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), Crown Castle NG Central Inc. ("Applicant" or "Crown Castle") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant to Crown Castle authority to provide competing local telecommunications services within the State of Tennessee. Crown Castle is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local telecommunications services. TCA 65-4-201.

In support of its Application, Crown Castle submits the following:

1. The full name and address of the Applicant is:

Crown Castle NG Central Inc.  
2000 Corporate Drive  
Canonsburg, PA 15317  
Phone: (724) 416-2000  
Fax: (724) 416-4239  
Web: <http://www.crowncastle.com>  
Toll-Free Customer Service: 1-800-788-7011

Questions regarding this application should be directed to:

Scott Thompson  
Jennifer Toland Frewer  
Davis Wright Tremaine LLP  
1919 Pennsylvania Ave., N.W.  
Suite 800  
Washington, DC 20006  
Phone: (202) 973-4200  
Fax: (202) 973-4499  
Email: [scottthompson@dwt.com](mailto:scottthompson@dwt.com)  
[jennifertoland@dwt.com](mailto:jennifertoland@dwt.com)

Contact name and address at the Company is:

Robert Millar  
Associate General Counsel  
Crown Castle NG Central Inc.  
2000 Corporate Drive  
Canonsburg, PA 15317  
Phone: (724) 416-2000  
Fax: (724) 416-4239  
Email: robert.millar@crowncastle.com

2. Organizational Chart of Corporate Structure:

See **Exhibit A**.

3. Corporate information:

The Applicant, Crown Castle NG Central Inc., is a duly formed corporation, organized under the laws of the State of Delaware. Applicant was originally formed under the name "NextG Networks of Illinois, Inc." on October 4, 2002. On May 3, 2012, the Applicant filed a Certificate of Amendment to change its name to "Crown Castle NG Central Inc." See **Exhibit B**.

A copy of Applicant's Articles of Incorporation is provided in **Exhibit B**. A copy of Applicant's Authority to transact business in the State of Tennessee is provided in **Exhibit C**. The names and addresses of the principal officers are in **Exhibit D**. There are no officers in Tennessee. The biographies of the principal officers and any other key technical staff are included in **Exhibit E**.

4. Applicant possesses the managerial, technical, and financial ability to provide local telecommunications service in the State of Tennessee as demonstrated below:

a. Financial Qualifications:

To demonstrate its financial ability to provide the proposed services, Applicant hereby submits as **Exhibit F** its 2012 financial statements.

With regard to Applicant's projected capital expenditures, Crown Castle does not plan to deploy a system until a customer is under contract. Crown Castle operates on a customer demand basis. Each network will have a unique build-out plan and equipment requirement based on the conditions and technical requirements. Crown Castle cannot estimate the cost of proposed facilities until a build-out plan has been identified. A Corporate Surety Bond in the amount of \$20,000 is provided as **Exhibit G**.

b. Managerial Ability:

As shown in **Exhibit E** to this Application, Applicant has the managerial expertise to successfully operate a telecommunications enterprise in Tennessee. As described in the attached biographical information, Crown Castle's management team has extensive management and business experience in telecommunications.

c. Technical Qualifications:

Crown Castle has the technical qualifications to provide telecommunications services in Tennessee. Applicant's management has extensive telecommunications experience and training which allows Crown Castle to design and manage its facilities to meet its high service quality standards. (See **Exhibit E**.)

Although Crown Castle generally establishes a relationship with its customers through duly executed individual case basis contracts, the Company will file and maintain tariffs in the manner proscribed by the TRA. Applicant will not require customers to purchase Customer Provided Equipment, which cannot be used with the Incumbent Local Exchange Carrier's systems.

5. Proposed Service Area:

To date, Applicant has been granted authority to provide telecommunications services in Illinois, Kansas, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Oklahoma, Texas and Wisconsin. Applicant's affiliates have been authorized to provide service in Arizona, California, Connecticut, Delaware, the District of Columbia, Florida, Georgia, Hawaii, Idaho, Indiana, Maryland, Massachusetts, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Oregon, Pennsylvania, Rhode Island, South Carolina, Utah, Virginia and Washington. Crown Castle has not been denied authority in any state.

Crown Castle proposes to offer its services throughout the State of Tennessee. Applicant does not plan to offer any form of switched local voice service to either residential or business customers. Crown Castle intends to offer its services through the use of a combination of its own facilities and facilities to be leased from a variety of telecommunications carriers on a technical platform known as a "Distributed Antenna System," or "DAS," which will be explained more fully in the service description provided below in section 6 of this Application.

6. Types of Local Exchange Service to be provided:

By this Application, Applicant seeks authority to provide facilities-based local transport services (hereinafter referred to as "Services") to customers throughout the State of

Tennessee. Crown Castle proposes to provide these Services through a combination of its own facilities and facilities to be leased from a variety of telecommunications carriers.

Applicant's Services will be both jurisdictionally intrastate and interstate and will typically rely on a technical platform known as a "Distributed Antenna System," or "DAS." Crown Castle's "RF transport services" will use fiber optic technology, including multi-wavelength optical technology over dedicated transport facilities, to provide telecommunications companies with transport options. RF transport services connect wireless capacity equipment (i.e., antennas) to bi-directional, RF-to-optical conversion equipment at a hub facility. The hub facility can be customer or Crown Castle-provided. The conversion equipment allows Crown Castle to accept RF traffic from the customer and then send bi-directional traffic transmissions across the appropriate optical networks. At the remote end, Crown Castle or the customer company will provide RF-to-optical conversion equipment to allow bi-directional conversion between optical signals and RF signals. RF signals can be received and radiated at this remote node by the customer company.

The Services are customized to the transport and backhaul needs of individual customers. Tariffed rates will be available for all non-custom services. Applicant does not intend to furnish switched residential or business telephone service.

7. Repair and Maintenance:

Crown Castle recognizes the importance of effective customer service and strives to resolve customer problems in an expeditious, efficient, and cost-effective manner. All of Crown Castle's carrier customers are assigned specific customer service representatives and contact information who handle all customer-specific inquiries. To the extent repair or other issues need to be reported, representatives are available in Crown Castle's Network Operations Center ("NOC") at a toll free number, 1-800-788-7011, twenty-four hours a day, seven days a week. Inquiries and complaints will be routed by the NOC to the appropriate Crown Castle representative.

8. Small and Minority-Owned Telecommunications Business Participation Plan: (65-5-212):

Applicant's Small and Minority-Owned Telecommunications Business Participation Plan is attached as **Exhibit H**.

9. Toll Dialing Parity Plan:

Applicant is a transport provider and does not intend to provide switched access dial tone voice service to either residential or business customers. Therefore, Applicant submits that it is not required to submit a toll dialing parity plan under Rule 1220-4-8-.04.

Service:

Applicant has served notice of this application to the eighteen (18) incumbent local exchange telephone companies in Tennessee with a statement regarding the Company's intention of operating geographically. See **Exhibit I** for the list.

10. Numbering Issues:

Applicant is a transport provider and does not intend to provide switched access dial tone voice service to either residential or business customers. Applicant does not have a need for NXXs because it will be transporting voice and data for other carriers. Therefore, Applicant submits that this section of the Application is not applicable. (See specific responses in **Exhibit J**.)

11. Tennessee Specific Operational Issues:

Crown Castle will not telemarket its services in Tennessee. Crown Castle is a transport provider and does not intend to provide switched access dial tone voice service to either residential or business customers. Crown Castle's customers are not individual retail consumers, but rather credit rated institutions (primarily major wireless carriers) who lease or purchase facilities and services from Crown Castle. Because Crown Castle is a voice and data transport provider, *i.e.*, a carrier's carrier, Crown Castle submits that the TRA's rules concerning billing for countywide calls and long distance charges do not apply. However, if in the future Crown Castle changes its business plan and decides to offer local voice services to either residential or business customers, Applicant agrees to fully abide by all applicable TRA rules and regulations, including those pertaining to billing and local calling areas. (See specific responses in **Exhibit K**.)

12. Public Interest:

Grant of this Application and Crown Castle's entry into the local telecommunications marketplace will further the goals of the Tennessee Legislature and further the public interest by expanding the availability of competitive telecommunications services in the State of Tennessee, thereby enhancing the telecommunications infrastructure in the State and facilitating economic development. Moreover, Crown Castle's services are designed in part to enable wireline telecommunications to fill in gaps in wireless coverage without requiring the construction of large towers. Additionally, Crown Castle's presence in Tennessee will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and operate more efficiently.

13. Miscellaneous:

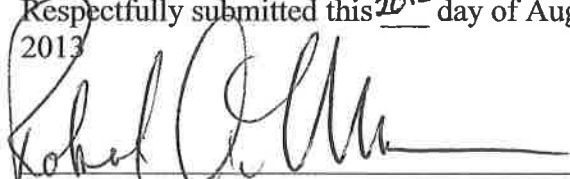
- a. Pre-filed Testimony: A copy of Applicant's sworn pre-filed testimony is attached hereto as **Exhibit L**.
- b. Deposits: Applicant does not intend to require customer deposits.

- c. State and federal regulatory complaints: Crown Castle NG Central Inc. has not been subject to any state or federal complaints.
- d. A copy of our tariff is enclosed, and upon approval of this application an official copy of the tariff will be filed.

**CONCLUSION:**

Crown Castle respectfully requests that the TRA enter an order granting it a certificate of convenience and necessity to operate as a competing telecommunications service provider and authority to provide facilities-based competitive local transport services, access and nondominant interexchange services throughout the State of Tennessee. For the reasons stated above, Crown Castle's provision of these services would promote the public interest by providing high-quality service at competitive prices and by creating greater economic incentives for the development and improvement for all competing providers.

Respectfully submitted this 20<sup>th</sup> day of August,  
2013




Counsel for Crown Castle NG Central Inc.

**VERIFICATION**

State of California                    )  
  )  
County of Alameda                    )

Robert A. Millar, being duly sworn, states that he files this application as Associate General Counsel; that in such capacity, he is qualified and authorized to file and verify such Application; that he has carefully examined all the statements and matters contained in the application; and that all such statements made and matters set forth therein are true and correct to the best of his knowledge, information and belief. Affiant further states that the application is made in good faith, with the intention of presenting evidence in support thereof in every particular.

  
Robert A. Millar

~~Subscribed and sworn to before me, a  
Notary Public in and for the State and  
County named above, this \_\_\_\_\_ day  
of \_\_\_\_\_, 2013.~~

~~  
(Notary Public)~~

State of California County of Alameda  
Subscribed & sworn to (or affirmed)  
Before me on this 20 day of Sept, 2013, by Robert A. Millar  
proved to me on the basis of satisfactory evidence  
to be the person(s) who appeared before me.

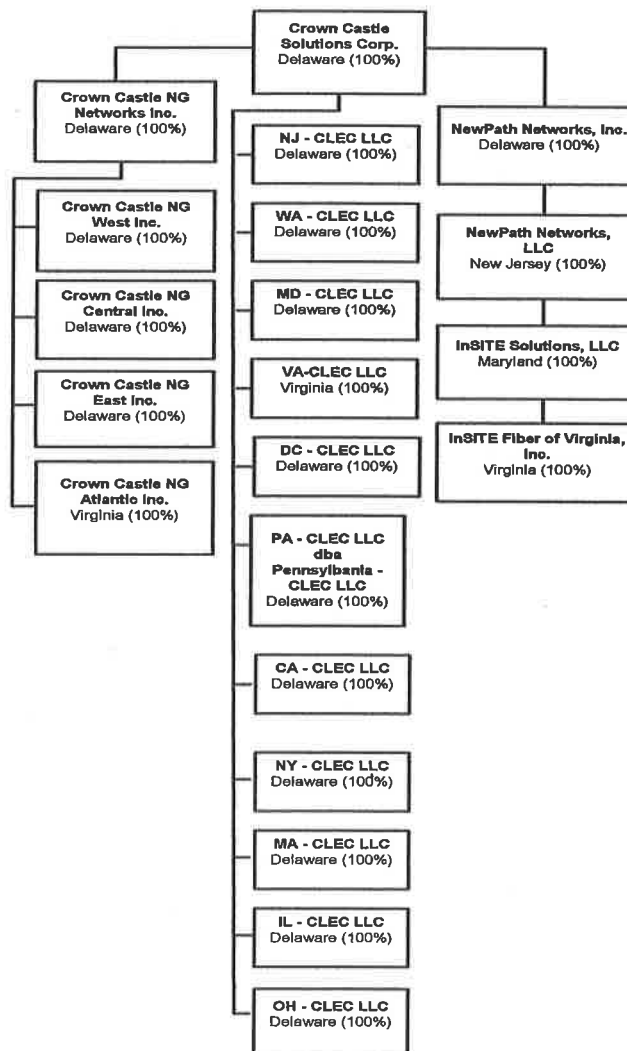




## EXHIBIT A

### CROWN CASTLE NG CENTRAL INC.

#### ORGANIZATIONAL CHART OF CORPORATE STRUCTURE



**EXHIBIT B**

**CROWN CASTLE NG CENTRAL INC.**

**CERTIFICATE OF FORMATION**

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NEXTG NETWORKS OF ILLINOIS, INC.", CHANGING ITS NAME FROM "NEXTG NETWORKS OF ILLINOIS, INC." TO "CROWN CASTLE NG CENTRAL INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF MAY, A.D. 2012, AT 7:22 O'CLOCK P.M.

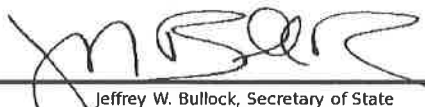
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3576829 8100

120509173

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9549766

DATE: 05-04-12

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
NEXTG NETWORKS OF ILLINOIS, INC.

NextG Networks of Illinois, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company") DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Company by Unanimous Written Consent has adopted a resolution that the Corporation amend Article 1 of its Certificate of Incorporation as on file with the Secretary of State of Delaware to read in its entirety as set forth below:

1. This corporation's name is Crown Castle NG Central Inc. (the "Company").

SECOND: That the amendment has been consented to and authorized by all the holders of the issued and outstanding capital stock of the Company by written consent given in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said NextG Networks of Illinois, Inc. has caused this Certificate to be signed this 3<sup>rd</sup> day of May, 2012.

NextG Networks of Illinois, Inc.

By 

E. Blake Hawk  
Executive Vice President

**EXHIBIT C**

**CROWN CASTLE NG CENTRAL INC.**

**LICENSE TO DO BUSINESS IN  
THE STATE OF TENNESSEE**



**STATE OF TENNESSEE**  
**Tre Hargett, Secretary of State**  
Division of Business Services  
William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

**CT CORPORATION**  
2390 E CAMELBACK ROAD  
PHOENIX, AZ 85016

June 18, 2013

**Request Type: Certificate of Existence/Authorization**  
Request #: 0100214

Issuance Date: 06/18/2013  
Copies Requested: 1

**Document Receipt**

Receipt #: 1069131 Filing Fee: \$22.25  
Payment-Credit Card - TennesseeAnytime Online Payment #: 150873491 \$22.25

**Regarding: CROWN CASTLE NG CENTRAL INC.**

Filing Type: Corporation For-Profit - Foreign

Formation/Qualification Date: 12/13/2012

Status: Active

Duration Term: Perpetual

Control #: 703052

Date Formed: 10/04/2002

Formation Locale: DELAWARE

Inactive Date:

**CERTIFICATE OF AUTHORIZATION**

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

**CROWN CASTLE NG CENTRAL INC.**

- \* a Corporation formed in the jurisdiction set forth above, is authorized to transact business in this State;
- \* has paid all fees, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;
- \* has appointed a registered agent and registered office in this State;
- \* has not filed an Application for Certificate of Withdrawal.

Tre Hargett  
Secretary of State

Processed By: Cert Web User

Verification #: 003240415

## **EXHIBIT D**

### **CROWN CASTLE NG CENTRAL INC.**

#### **CORPORATE OFFICERS**

<b>Name</b>	<b>Title</b>	<b>Title Role</b>
Abbio, Cliff	Vice President - Engineering and Operations	Officer
Boben, Ken	Area President - Midwest Area	Officer
Bone, Thomas D.	Vice President - Corporate Tax	Officer
Brown, Jay	Senior Vice President, Treasurer & Chief Financial Officer	Officer
Erickson, Robert	Director - DAS and Small Cell Networks	Officer
Gambino, Monica	Vice President – Legal	Officer
Hawk, E. Blake	Director	Director
Hawk, E. Blake	Executive Vice President	Officer
Howell, Lynn	Assistant Secretary	Officer
Hughes, Mike	Vice President - DAS and Small Cell RF Engineering	Officer
Kavanagh, Mike	President - DAS and Small Cell Sales	Officer
Kelley, Philip M.	Senior Vice President - Corporate Development and Strategy	Officer
McKone, Fiona	Vice President – Finance	Officer
Moreland, W. Benjamin	Director	Director
Moreland, W. Benjamin	President and Chief Executive Officer	Officer
Piekarski, Bo	Vice President - Product Management	Officer
Platt, Richard	Vice President - DAS and Small Cell Sales	Officer
Ramke, Mike	President - Alternative Site Development	Officer
Reid, Donald J.	Jr. Secretary	Officer
Schultz, Todd	Vice President - DAS and Small Cell Implementation	Officer
Slowey, Patrick	Senior Vice President and Chief Commercial Officer	Officer
Tomlin, Matt	National Director - DAS and Small Cell Sales	Officer
Ward, Robert D.	President - DAS and Small Cell Networks	Officer
Young, James	Senior Vice President and Chief Operating Officer	Officer

**EXHIBIT E**

**CROWN CASTLE NG CENTRAL INC.**

**RESUMES OF MANAGEMENT**



**James D. Young**  
**Chief Operating Officer**

Jim Young was appointed Chief Operating Officer in February 2009. Prior to this appointment, he served as President, U.S. Tower Operations from October 2005. He is responsible for the management of all operational groups including the four Areas, Property Management, Operations, Service Delivery, Performance Improvement, Information Technology, and National Site Development. Mr. Young also sits on the Board of Directors for Crown Castle's business in Australia. With more than 21 years of experience in the telecom industry, Mr. Young has served in several key capacities for various organizations. Prior to joining Crown Castle, he served as the Northeast Region Vice President of Network Operations for Sprint/Nextel, before that spending several years with GTE in a variety of leadership positions across multiple disciplines.

**Patrick Slowey**  
**Senior Vice President of Sales and Chief Commercial Officer**

Patrick Slowey was appointed Senior Vice President of Sales and Chief Commercial Officer in 2012. Prior to this appointment, he served as Senior Vice President of Sales and Customer Relations. Prior to that, he served as Vice President of National Sales of Crown Castle USA. Mr. Slowey joined Crown Castle in 2000 as Vice President of Business Development, Crown Castle USA. Before joining CCI, Mr. Slowey worked with the wireless carriers Nextel and McCaw Communications (ATT Wireless), as well as Air Products and Chemicals, in various Sales and Operations Management positions.

**Robert D. Ward**  
**President – DAS and Small Cell Networks**

Rob Ward has been the President of Crown Castle's newly combined DAS and Small Cell Networks organization since the acquisition of NextG in April of 2012. In this new role, Rob oversees all aspects of small cell network development, including product management, RF engineering, network real estate and system construction and implementation. Prior to this, Rob served for nearly seven years as Area President for the Midwest Area, which includes approximately 5800 sites that generated nearly \$300 Million in EBITDA and \$35 Million in service revenue in 2011. Prior to that, Rob was Vice President - Assets & Operations at Crown Castle, where his responsibilities included corporate oversight and management of Real Estate, Site Engineering, Licensing, Network Operations, and Operations Reporting & Analysis. Mr. Ward began his career with Crown Castle in 2000 as Vice President - Real Estate. Previously, Rob practiced law at Downs, Rachlin & Martin in Vermont, where he concentrated in Corporate Real Estate, Land Use, and Mergers & Acquisitions. While in private practice, Rob represented Crown Castle in its acquisitions of the BAMs, BellSouth, DCS, BST, Powertel, and GTE tower portfolios. Mr. Ward graduated *cum laude* from Tulane University with a Bachelors of Arts degree and received his Juris Doctor, *magna cum laude*, from Vermont Law School.

**Mike Hughes****Vice President - RF Engineering**

Mike Hughes has been working in the Wireless Telecommunications Industry for almost 25 years. He worked directly for major wireless carriers gaining 20 years of experience focusing on New Technology Development and Engineering and Operations. Mike also worked directly for industry vendors gaining 5 years of experience with DAS and Small Cell Networks. His longest tenure was held at Sprint for 15 years. The majority of time spent as Director of Engineering for their Northeast Region. He also held leadership roles within Planning and Logistics as well as Network Transformation Strategies. Mike worked for Bell Atlantic Mobile Systems prior to Sprint in their Wireless Technology Laboratory. More recently Mike was the Vice President of RF Engineering for NextG Networks and is continuing in that role at Crown Castle managing the combined organization and business. Mike obtained a BSEE degree and performed EE graduate work at Rutgers College of Engineering. He currently resides and works in the Northern Virginia area.

**Bo Piekarski****Vice President – Product Management and Development**

Bo Piekarski is the VP Product Management and Development for Small Cell Solutions at Crown Castle. With over 30 years of wireless industry experience, he has been involved with the design or the introduction of mobile telecom products for many of the major cellular standards, including: TDMA, GSM and 3G, the development of Software Defined Radio (SDR) Networks and most recently with using DAS systems to deploy 4G networks. He held various executive positions at Ericsson, Omnipoint (now T-Mobile), and Intel. As an advisor to several start-up companies and member of various wireless industry forums and organizations, Bo has helped in developing the strategic direction of mobile telecommunications. Mr. Piekarski has spoken at numerous wireless industry events - CTIA, PCIA, National Engineering Consortium, IEEE, as well as investor conferences. He holds BS and MS degrees from the University of Michigan.

**Michael J. Kavanagh****President – DAS and Small Cell Sales**

Mike was a co-founder & CEO of NewPath Networks since 2004. Mike has worked in the telecommunications industry for over 20 years focusing on wireless technology and infrastructure. He has gained broad experience as a wireless service provider, hardware/OEM manufacturer, and as an owner of wireless infrastructure & network operator. He has consistently worked with visionary technology products to optimize the efficiency of wireless network infrastructure.

Prior to founding NewPath Networks, Mr. Kavanagh was on the Executive Team at OpenCell Corporation (in 2003), where he oversaw the deployment of their digital neutral host hardware platform. In 1995, he co-founded Metawave Communications, a cellular infrastructure company focused on improving capacity and performance through the use of smart antennas. At Metawave, Mr. Kavanagh served in various executive roles in both sales and product

management. Earlier in his career, Mr. Kavanagh worked at US WEST NewVector (now part of Verizon Wireless) focusing on the commercialization of the CDMA technology. He has also worked overseas for Raytheon Corporation in the United Kingdom.

Mr. Kavanagh holds a Bachelor of Science degree from the Rochester Institute of Technology and a Masters in Business Administration from Seattle University.

Mike is the President of the DAS Division and has overall responsibility for the growth, operation, profitability of the DAS business (indoor and outdoor).

**Richard A. Platt**

**Vice President – DAS and Small Cell Sales**

Rick Platt was appointed Vice President of National Sales in January 2005, and is responsible for the Field Sales organization. In 2009, Rick assumed the responsibilities of Crown Castle SOLUTIONS' Distributed Antenna Systems business and oversees the day-to-day functions. Mr. Platt joined Crown Caste in 2001 as a Director of Sales, managing client accounts such as, Nextel, Nextel Partners, Sprint, Alltel and XM Radio. Prior to joining Crown, Rick worked with Nextel, Aerial Communications and McCaw Communications in various management positions. Rick graduated from the University of Pittsburgh with a Bachelor's degree in Economics.

**Technical Team**

**Ron Levy**

**Director Implementation (Public)**

Ron has over 20 years' experience in commercial construction management specializing in large scale developments. He brought his process driven expertise to the wireless industry in 2009. Ron attended Florida International University for Hospitality Management. Prior to joining Crown/NewPath Networks, Ron was a Development Manager for a very successful \$1.2 Billion multi use project in Bellevue, Washington, including a complete DAS system. He was a Senior Preconstruction Manager for 10 years in Denver, CO responsible for all estimating, budgeting, permitting and approvals for both public and private projects. Among many other projects, Ron was the lead Senior Preconstruction Manager for the @lightspeed data center.

In his current position as Director Implementation (Public), Ron leads a national team of Site Development Managers who are solely responsible for schedules and budgets. His group's role is to lead the process for developing and defining scopes of work, vendor selection, and managing complete build outs of all indoor and outdoor DAS projects including fiber and RF equipment installations.

**Mark Reudink**  
**Director, SCS**

Mark Reudink has over 20 years of experience in the wireless industry holding positions with several major service providers (AT&T, T-mobile) and infrastructure companies (Qualcomm, Metawave, Vectrad, Polaris Wireless). As Director of Engineering, Operations and Technology at Crown Castle, Mark is responsible for the engineering and operations of Crown Castle's distributed antenna system (DAS) networks and investigating new technologies that will enable more cost-effective and efficient deployments. Mark and his team are responsible for meeting SLAs by providing 365x7x24 monitoring of the DAS networks, quickly responding to outages and performing preventative maintenance.

Prior to joining Crown Castle, Mark was Director of Technical Operations at Polaris Wireless where he was responsible for building a scalable Operations organization by creating consistent processes and procedures and establishing relationships with outsource partners. While at AT&T, he was responsible for UMTS acceptance testing, leading up the launch of the first 3G network in North America. At Metawave Communications, Mark developed the initial Smart Antenna algorithms and led multiple customer demonstrations and acceptance tests.

Mark holds a B.S. in Engineering-Physics from Pacific Lutheran University and an M.S. in Electrical Engineering from Oregon State University. He has 16 patents granted and has authored 14 technical papers and presentations.

**Jim McLernon**  
**Manager/Architect RF**

James McLernon is a veteran of the telecommunications and wireless industry with more than 25 years' experience in those fields.

Prior to joining Crown Castle/NewPath Networks, Jim held positions with several major service provider (Westinghouse and Motorola NVG) and infrastructure companies (Motorola, Metawave, Spotwave).

As Manager of DAS Integration at Crown Castle, Jim is responsible for the implementation and operation of the distributed antenna system (DAS) networks. Jim and his team work with the wireless service providers (Verizon, AT&T, T-Mobile, Sprint, MetroPCS...) to configure and optimize the DAS network to ensure seamless integration into the WSP's macro network.

Throughout his career, Jim has focused on utilizing and applying cutting-edge technology to gain operational efficiencies, as well as the management of technical teams, for successful wireless network deployments. While at Motorola Corporation, he was involved with the commercialization of CDMA and was responsible for the build-out of Greenfield wireless networks in South America and the Middle East. At Metawave Communications, Jim was responsible for the development of a Field Engineering group that was responsible for the deployment and optimization of Smart Antennas.

Jim holds an Electrical Engineering degree from the University of Illinois.

**Rick Soto**  
**Principal Architect**

Rick has over 18 years of wireless engineering experience. Rick started at Airtouch working for Dr. William C.Y. Lee in designing and deploying the first microcells in the United States. Rick has also worked in many locations with Alltel including responsibilities in the advanced technology group and later served as RF Design and System Performance Manager for the Southeast region. Rick oversaw 9 CDMA overlays and PCS deployments in 9 markets within the Southeast region.

**Marco Morales**  
**Site Development Manager**

Mr. Morales has over 22 years of wireless experience through positions held at several engineering firms throughout the Northeast US. His experience has been concentrated in real estate and site acquisition, engineering design, development, implementation and construction through positions of Project Director, Engineering Branch Manager and a Board of Directors appointment with a regional engineering firm. Mr. Morales holds an Associate Degree in Engineering Science, and is completing his Bachelor of Science degree in Information Systems at Ramapo College in New Jersey.

**Ed May**  
**Project Manager**

Edward (Ed) F. May holds the position of Project Manager (PM), DAS for the Northeast & Midwest Areas. Ed is responsible for assisting and supporting Sales in developing new DAS opportunities and securing carrier commitments on proposed DAS projects, site acquisition, land use and building permits, regulatory management, construction, equipment procurement and installation, and coordination with Operations for optimization and system acceptance. Ed has been instrumental in deploying both in-building systems (Consol Energy Center, Amway Center Arena in Orlando) and is currently leading the deployment of several outdoor systems (Long Island Triangle, Colonial Williamsburg, and University of Indiana.) Ed is based out of the Schaumburg, IL district office.

Ed has over 13 years of Wireless experience through positions held at MCI WorldCom, Tellabs and DMN Americas. Ed's experience has been concentrated in Switch and Field Operations with his last 8 years spent as a Construction Manager and Lead Field Engineer.

Ed served in the US Marine Corps where his leadership and training in communication only strengthen the Crown Castle objectives.

**Bill LaSala**  
**Director, Sales Private Northeast Region**

Bill LaSala currently serves as the Sales Director for the northeastern region. He previously was half of the United States as well as the DAS National Account Manager for the entire U.S. He joined Crown in February, 2008 and spends his time working with the DAS deployment team.

Bill has over nine years of industry experience spanning all areas of site development work; Site Acquisition, Zoning, Construction Management, Project Management and Program Management. He helped develop approximately fifty Neutral Host In-Building DAS systems along the East Coast and Midwest which included major Casino/Hotel Resorts, shopping malls, and convention centers. He is currently working on multiple DAS networks for Crown. Bill received a BA in Social Science from The William Paterson University in Wayne, New Jersey.

**Robert Millar**  
**Associate General Counsel**

Robert Millar is currently Associate General Counsel for Crown Castle, with primary responsibility for Crown Castle's DAS regulatory matters before the FCC and State regulatory commissions. Prior to joining Crown Castle he worked in the telecommunications practice groups of Willkie Farr & Gallagher LLP and Davis Wright Tremaine LLP, and as a Director of Government Relations for Verizon Communications. Robert serves on the Executive Board of the Federal Communications Bar Association ("FCBA") and as a co-chair for the Northern California Chapter of the FCBA. Robert received his J.D. degree from Columbus School of Law, Catholic University of America and his B.A. degree from Seattle University.

**EXHIBIT F**

**CROWN CASTLE NG CENTRAL INC.**

**FINANCIAL STATEMENTS**

**CONFIDENTIAL**

**EXHIBIT G**

**CORPORATE SURETY BOND**



# TENNESSEE REGULATORY AUTHORITY

## TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: 016056205

**WHEREAS**, CROWN CASTLE NG CENTRAL INC. (the "Principal"), has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee; and

**WHEREAS**, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

**WHEREAS**, LIBERTY MUTUAL INSURANCE COMPANY (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

**NOW THEREFORE, BE IT KNOWN**, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

This bond shall become effective on the 22ND day of AUGUST, 2013 and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

### PRINCIPAL

CROWN CASTLE NG CENTRAL INC.

Name of Company authorized by the TRA

Company ID # as assigned by TRA

SIGNATURE OF PRINCIPAL

Name:

Title:

VP AND CONTROLLER

### SURETY

LIBERTY MUTUAL INSURANCE COMPANY

Name of Surety

175 BERKELEY ST. BOSTON, MA 02116

Address of Surety

SIGNATURE OF SURETY AGENT

Name: JANICE FENNEL

Title: ATTORNEY-IN-FACT

Address of Surety Agent:

265 BROOKVIEW CENTRE WAY, STE 505  
KNOXVILLE, TN 37919

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

ACKNOWLEDGMENT OF PRINCIPAL

COMMONWEALTH OF PENNSYLVANIA  
~~STATE OF TENNESSEE~~  
COUNTY OF WASHINGTON

Before me, a Notary Public of the State and County aforesaid, personally appeared Rob A. Fisher with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of Crown Castle NG Central Inc., and he acknowledged to me that he executed the same.

WITNESS my hand and seal this 27th day of August, 2013.

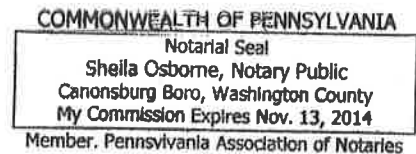
My Commission Expires:

November 13, 2014

Sheila Osborne  
Notary Public

ACKNOWLEDGMENT OF SURETY

STATE OF TENNESSEE  
COUNTY OF KNOX



Before me, a Notary Public of the State and County aforesaid, personally appeared JANICE FENNEL with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of LIBERTY MUTUAL \*, the within named Surety, a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so, executed the foregoing bond, by signing the name of the corporation by himself and as such individual.

\*INSURANCE COMPANY

WITNESS my hand and seal this 22ND day of AUGUST, 2013.

My Commission Expires:

MAY 7TH, ~~2017~~ 2017



Autumn N. Schneider

Notary Public  
AUTUMN N. SCHNEIDER

APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory Authority, State of Tennessee, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Name:

Title:

**THIS POWER OF ATTORNEY IS NOT VALID UNLESS IT IS PRINTED ON RED BACKGROUND.**

This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

**LIBERTY MUTUAL INSURANCE COMPANY  
BOSTON, MASSACHUSETTS  
POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS:** That Liberty Mutual Insurance Company (the "Company"), a Massachusetts stock insurance company, pursuant to and by authority of the By-law and Authorization hereinafter set forth, does hereby name, constitute and appoint

**WILLIAM K. HAMILTON, SUE J. HILL, JEREMY C. ROSE, RICHARD C. ROSE, JANICE FENNELL, ALL OF THE  
CITY OF KNOXVILLE, STATE OF TENNESSEE .....**

, each individually if there be more than one named, its true and lawful attorney-in-fact to make, execute, seal, acknowledge and deliver, for and on its behalf as surety and as its act and deed, any and all undertakings, bonds, recognizances and other surety obligations in the penal sum not exceeding **FIFTY MILLION AND 00/100\*\*\*\*\* DOLLARS (\$ 50,000,000.00\*\*\*\*\*)** each, and the execution of such undertakings, bonds, recognizances and other surety obligations, in pursuance of these presents, shall be as binding upon the Company as if they had been duly signed by the president and attested by the secretary of the Company in their own proper persons.

That this power is made and executed pursuant to and by authority of the following By-law and Authorization:

**ARTICLE XIII - Execution of Contracts: Section 5. Surety Bonds and Undertakings.**

Any officer of the Company authorized for that purpose in writing by the chairman or the president, and subject to such limitations as the chairman or the president may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact, subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Company by their signature and execution of any such instruments and to attach thereto the seal of the Company. When so executed such instruments shall be as binding as if signed by the president and attested by the secretary.

By the following instrument the chairman or the president has authorized the officer or other official named therein to appoint attorneys-in-fact:

Pursuant to Article XIII, Section 5 of the By-Laws, Garnet W. Elliott, Assistant Secretary of Liberty Mutual Insurance Company, is hereby authorized to appoint such attorneys-in-fact as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations.

That the By-law and the Authorization set forth above are true copies thereof and are now in full force and effect.

IN WITNESS WHEREOF, this Power of Attorney has been subscribed by an authorized officer or official of the Company and the corporate seal of Liberty Mutual Insurance Company has been affixed thereto in Plymouth Meeting, Pennsylvania this 26th day of August, 2010.

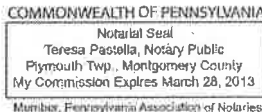
**LIBERTY MUTUAL INSURANCE COMPANY**

By Garnet W. Elliott  
Garnet W. Elliott, Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA ss  
COUNTY OF MONTGOMERY

On this 26th day of August, 2010, before me, a Notary Public, personally came Garnet W. Elliott, to me known, and acknowledged that he is an Assistant Secretary of Liberty Mutual Insurance Company; that he knows the seal of said corporation; and that he executed the above Power of Attorney and affixed the corporate seal of Liberty Mutual Insurance Company thereto with the authority and at the direction of said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my notarial seal at Plymouth Meeting, Pennsylvania, on the day and year first above written.



By Teresa Pastella  
Teresa Pastella, Notary Public

**CERTIFICATE**

I, the undersigned, Assistant Secretary of Liberty Mutual Insurance Company, do hereby certify that the original power of attorney of which the foregoing is a full, true and correct copy, is in full force and effect on the date of this certificate; and I do further certify that the officer or official who executed the said power of attorney is an Assistant Secretary specially authorized by the chairman or the president to appoint attorneys-in-fact as provided in Article XIII, Section 5 of the By-laws of Liberty Mutual Insurance Company.

This certificate and the above power of attorney may be signed by facsimile or mechanically reproduced signatures under and by authority of the following vote of the board of directors of Liberty Mutual Insurance Company at a meeting duly called and held on the 12th day of March, 1980.

VOTED that the facsimile or mechanically reproduced signature of any assistant secretary of the company, wherever appearing upon a certified copy of any power of attorney issued by the company in connection with surety bonds, shall be valid and binding upon the company with the same force and effect as though manually affixed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the said company, this 22ND day of AUGUST, 2013.



By David M. Carey  
David M. Carey, Assistant Secretary

Not valid for mortgage, note, loan, letter of credit, bank deposit, currency rate, interest rate or residual value guarantees.

To confirm the validity of this Power of Attorney call 1-610-832-8240 between 9:00 am and 4:30 pm EST on any business day.

**EXHIBIT H**

**SMALL AND MINORITY-OWNED TELECOMMUNICATIONS  
BUSINESS PARTICIPATION PLAN OF CROWN CASTLE NG CENTRAL INC.**

**SMALL AND MINORITY-OWNED TELECOMMUNICATIONS  
BUSINESS PARTICIPATION PLAN OF CROWN CASTLE NG CENTRAL INC.**

Pursuant to T.C.A. § 65-5-112, as amended, Crown Castle NG Central Inc. (“Crown Castle” or “Company”) submits this small and minority-owned Telecommunications business participation plan (the “Plan”) along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate and local exchange services in Tennessee.

**I. PURPOSE**

The purpose of § 65-5-112 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. Crown Castle is committed to the goals of § 65-5-112 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. Crown Castle will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, Crown Castle will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Crown Castle of such opportunities. Crown Castle’s representatives will contact the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, Crown Castle will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

## **II. DEFINITIONS**

As defined in § 65-5-112:

*Minority-Owned Business.* Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

*Small Business.* Small business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

## **III. ADMINISTRATION**

Crown Castle's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting Crown Castle's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Maureen Mannion

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with § 65-5-112 and the rules and orders of the Tennessee Regulatory Authority.
- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in § 65-5-112.

- (5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperating in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) Providing information and educational activities to persons within Crown Castle and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

#### **IV. RECORDS AND COMPLIANCE REPORTS**

Crown Castle will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, Crown Castle will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this Plan.

Crown Castle will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, Crown Castle will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

CROWN CASTLE NG CENTRAL INC.

By:



Maureen Mannion

## EXHIBIT I

### CROWN CASTLE NG CENTRAL INC.

#### Incumbent Local Exchange Service Providers Certified In Tennessee

<b>Ardmore Telephone Company, Inc.</b> P.O. Box 549 517 Ardmore Avenue Ardmore, TN 38449 (205) 423-2131 (205) 423-2208 (Fax)	<b>BellSouth</b> 333 Commerce Street Nashville, TN 37201-3300 (615) 214-3800 (615) 214-8820 (Fax)	<b>Century Telephone of Adamsville</b> P.O. Box 405 116 N. Oak Street Adamsville, TN 38310 (901) 632-3311 (901) 632-0232 (Fax)
<b>Century Telephone of Claiborne</b> P.O. Box 100 507 Main Street New Tazewell, TN 37825 (423) 626-4242 (423) 626-5224 (Fax)	<b>Century Telephone of Ooltewah-Collegedale, Inc.</b> P.O. Box 782 5616 Main Street Ooltewah, TN 37363 (423) 238-4102 (423) 238-5699 (Fax)	<b>Citizens Communications Company of Tennessee</b> P.O. Box 770 300 Bland Street Bluefield, WV 24701
<b>Loretto Telephone Company, Inc.</b> P.O. Box 130 Loretto, TN 38469 (931) 853-4351 (931) 853-4329 (Fax)	<b>Millington Telephone Company, Inc.</b> 4880 Navy Road Millington, TN 38053 (901) 872-3311 (901) 873-0022 (Fax)	<b>Sprint-United</b> 112 Sixth Street Bristol, TN 37620 (423) 968-8161 (423) 968-3148 (Fax)
<b>TDS Telecom-Concord Telephone Exchange, Inc.</b> P.O. Box 22610 701 Concord Road Knoxville, TN 37933-0610 (423) 966-5828 (423) 966-9000 (Fax)	<b>TDS Telecom-Humphreys County Telephone Company</b> P.O. Box 552 203 Long Street New Johnsonville, TN 37134-0552 (931) 535-2200 (931) 535-3309 (Fax)	<b>TDS Telecom-Tellico Telephone Company, Inc.</b> P.O. Box 9 102 Spence Street Tellico Plains, TN 37385-0009 (423) 671-4600 (423) 253-7080 (Fax)
<b>TDS Telecom-Tennessee Telephone Company</b> P.O. Box 18139 Knoxville, TN 37928-2139 (423) 922-3535 (423) 922-9515 (Fax)	<b>TEC-Crockett Telephone Company, Inc.</b> P.O. Box 7 Friendship, TN 38034 (901) 677-8181	<b>TEC-People's Telephone Company, Inc.</b> P.O. Box 310 Erin, TN 37061 (931) 289-4221 (931) 289-4220 (Fax)
<b>TEC-West Tennessee Telephone Company, Inc.</b> P.O. Box 10 244 E. Main Street Bradford, TN 38316 (901) 742-2211 (901) 742-2212 (Fax)	<b>United Telephone Company</b> P.O. Box 38 120 Taylor Street Chapel Hill, TN 37034 (931) 364-2289 (931) 364-7202 (Fax)	<b>Citizen's Communications Company of the Volunteer State</b> P.O. Box 770 300 Bland Street Bluefield, WV 24701



**EXHIBIT J**

**CRONW CASTLE NG CENTRAL INC.**

**NUMBERING ISSUES**

*(1) What is your company's expected demand for NXXs per NPA within a year of approval of your application?*

**N/A, Crown Castle does not plan to offer switched local voice service.**

*(2) How many NXXs do you estimate that you will request from NANPA when you establish your service footprint?*

**N/A, Crown Castle does not plan to offer switched local voice service.**

*(3) When and in what NPA do you expect to establish your service footprint?*

**N/A, Crown Castle does not plan to offer switched local voice service.**

*(4) Will the company sequentially assign telephone numbers within NXXs?*

**N/A, Crown Castle does not plan to offer switched local voice service.**

*(5) What measures does the company intend to take to conserve Tennessee numbering resources?*

**N/A, Crown Castle does not plan to offer switched local voice service.**

*(6) When ordering new NXXs for growth, what percentage fill of an existing NXX does the company use to determine when a request for a new NXX will be initiated?*

**N/A, Crown Castle does not plan to offer switched local voice service.**

**EXHIBIT K**

**CROWN CASTLE NG CENTRAL INC.**

**TENNESSEE SPECIFIC OPERATIONAL ISSUES**

*(1) How does the company intend to comply with TCA § 65-21-114? Explain technically how the company will not bill for countywide calls w/in Tennessee.*

**N/A, Crown Castle does not plan to offer switched local voice service.**

*(2) Is the company aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter your telephone numbers on the database?*

**N/A, Crown Castle does not plan to offer switched local voice service.**

*(3) Is your company aware of the local calling areas provided by the Incumbent Local Exchange Carriers in your proposed service areas?*

**N/A, Crown Castle does not plan to offer switched local voice service.**

*(4) Explain the procedures that will be implemented to assure that your customers will not be billed long distance charges for calls within the metro calling areas.*

**N/A, Crown Castle does not plan to offer switched local voice service.**

*(5) Please provide the name and telephone number of an employee of your company that will be responsible to work with the TRA on resolving customer complaints.*

**Robert Millar, Associate General Counsel, Phone: (724) 416-2000**

*(6) Does the company intend to telemarket its services in Tennessee? If yes is the company aware of the telemarketing statutes and regulations found in TCA § 65-4-401 et seq. and Chapter 1220-4-11?*

**No, Crown Castle does not intend to telemarket its services in Tennessee.**

**EXHIBIT L**

**CROWN CASTLE NG CENTRAL INC.**

**SWORN PRE-FILED TESTIMONY  
OF ROBERT A. MILLAR**

**BEFORE THE TENNESSEE REGULATORY AUTHORITY**

**IN THE MATTER OF THE APPLICATION  
CROWN CASTLE NG CENTRAL INC. FOR A CERTIFICATE  
TO PROVIDE COMPETING LOCAL  
TELECOMMUNICATION SERVICE**

**Sworn Pre-Filed Testimony of Robert A. Millar**

I, Robert A. Millar, do hereby testify as follows in support of the application of Crown Castle NG Central Inc. for a Certificate of Convenience and Necessity as a competing telecommunications services provider to provide telecommunication services throughout the State of Tennessee.

**Q. Please state your name, business address and title.**

A. My name is Robert A. Millar, and my business address is 695 River Oaks Parkway San Jose, CA 95134. My title is Associate General Counsel, for Crown Castle NG Central Inc. ("Crown Castle").

**Q. Please state your qualifications.**

A. In my role as Associate General Counsel, I have personal knowledge of the telecommunications services provided by Crown Castle, Crown Castle's equipment and network, and of their legal and regulatory status. I have been involved with this company and its predecessor for more than 5 years, and been specifically involved in the telecommunications industry since 2000. As a result of my duties in my positions, I have had personal experience and knowledge with requirements imposed by local governments for access to public rights-of-way by telecommunications providers in various communities around the country.

**Q. What is the purpose of your testimony?**

A. The purpose of my testimony is to present evidence describing the technical, managerial, and financial fitness of Crown Castle to provide resold and facilities-based local

exchange and interexchange telecommunications service within the State of Tennessee. This testimony will also describe the service to be provided by Crown Castle. Finally, my testimony will show that the public interest will be served by the approval of Crown Castle's Application.

**Q. Are all statements in Crown Castle's Application true and correct to the best of your knowledge, information and belief?**

A. Yes, to the best of my knowledge, information, and belief, all statements made in connection with Crown Castle's Application for a Certificate of Convenience and Necessity are true and accurate.

**Q. Please describe the current corporate structure of Crown Castle.**

A. Crown Castle NG Central Inc. is a duly formed corporation, organized under the laws of the State of Delaware on October 4, 2002. A copy of Crown Castle's Organizational Chart is attached as Exhibit A to Crown Castle's Application.

**Q. Does Crown Castle possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?**

A. Yes, Crown Castle possesses the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority.

**Q. Please describe Crown Castle's financial qualifications**

A. Crown Castle is financially qualified to render the proposed service. Crown Castle has sufficient capital on hand to commence operations in the State of Tennessee and the company has access to additional capital financing as may be needed to sustain future growth and expansion. Crown Castle's business plan calls for the Company to provide its RF transport services based upon direct customer demand. Under this plan, revenue from customers will be readily identified prior to any extensive outlay of capital.

**Q. Please describe Crown Castle's managerial and technical qualifications.**

A. Crown Castle's management team includes individuals with substantive experience in successfully developing and operating telecommunications business. Consequentially, the Company has the adequate internal technical resources to support its Tennessee operations. Specific details of the business and technical experience of Crown Castle's officers and management personnel were attached to the Application as Exhibit E.

**Q. What services will Crown Castle offer?**

A. Crown Castle will offer transport of voice and data signals via fiber optic lines, initially focused on serving wireless providers. Crown Castle's "RF transport services" use fiber optic technology, including multi-wavelength optical technology over dedicated transport facilities, to provide telecommunications companies with more efficient transport and greater overall network service options. RF transport services connect wireless capacity equipment to bi-directional, RF-to-optical conversion equipment at a hub facility. The hub facility can be customer or Crown Castle-provided. The conversion equipment will allow Crown Castle to accept RF traffic from the customer and then send bi-directional traffic transmission across the appropriate optical networks. At the remote end, Crown Castle or the customer company will provide RF-to-optical conversion equipment to allow bi-directional conversion between optical signals and RF signals. RF signals can be received and radiated at this remote node by the customer company.

**Q. Will Crown Castle offer service to all consumers w/in its service area?**

A. Crown Castle is a carrier's carrier. It does not plan to offer its services to individual residential or business consumers. Crown Castle's customers are primarily large wireless

carriers with which Crown Castle duly negotiates individual case basis contracts that meet each particular customer's individual needs.

**Q. Does Crown Castle plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines?**

A. Crown Castle is a provider of local transport services and seeks authority to provide these services to other carriers throughout the State of Tennessee. As a result, Crown Castle's proposed service area may overlap with an incumbent local exchange telephone company with fewer than 100,000 access lines. However, Crown Castle's services are not traditional switched access voice services, and Crown Castle does not offer access lines. Therefore, Crown Castle's services would not be offered in direct competition with any an incumbent local exchange telephone company.

**Q. Will the granting of a certificate of convenience and necessity to Crown Castle serve the public interest?**

A. A decision by the Tennessee Regulatory Authority to grant Crown Castle authority to provide local exchange and interexchange telecommunications service is in the best interest. The public interest will be served by expanding the availability of competitive telecommunications services and enhanced telecommunications infrastructure in the State of Tennessee, thereby facilitating economic development. Authorizing Crown Castle to enter the telecommunications service market will increase the competitive choices available, and in turn create incentives for all carriers to lower prices, provide new and better quality services, and be more responsive to customer issues and demands.

**Q. Does Crown Castle intend to comply with all TRA rules, statutes and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection services?**

A. Yes, Crown Castle intends to comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee to the extent that they are applicable to Crown Castle's local transport services.

**Q. Has any state ever denied Crown Castle or one of its affiliates authorization to provide intrastate service?**

A. No, no state has ever denied Crown Castle authorization to provide intrastate service.

**Q. Has any state ever revoked the certification of Crown Castle or one of its affiliates?**

A. No state has ever revoked Crown Castle's certification to provide service.

**Q. Has Crown Castle or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?**

A. Crown Castle has never been sanctioned or investigated by any regulatory authority for service or billing irregularities.

**Q. Who is knowledgeable about Crown Castle's operations and will serve as Crown Castle's regulatory and customer service contact?**

A. All ongoing compliance matters should be directed to my attention. Customer complaint and billing matters may also be directed to my attention.

**Q. Please explain in detail Crown Castle's proposed procedures for responding to information requests from the TRA and its staff.**

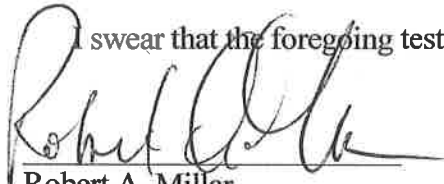
A. Crown Castle is prepared provide the TRA, and its staff, with any supplemental information required and answer any questions raised in order to facilitate the review and certification process. Any such inquiries should be directed to Crown Castle's counsel, attention of Scott Thompson, Davis Wright Tremaine LLP, 1919 Pennsylvania Avenue, NW, Washington, DC 20006, Telephone: 202-973-4282, Email: ScottThompson@dwt.com.

**Q. Does this conclude your testimony?**



A. Yes.

I swear that the foregoing testimony is true and correct to the best of my knowledge.



Robert A. Millar

Associate General Counsel

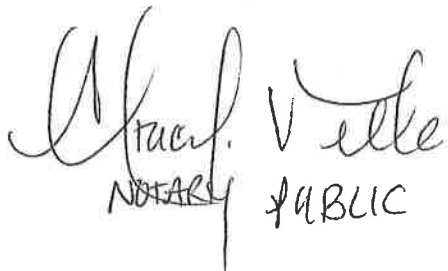
Subscribed and sworn to me this \_\_\_\_ day of \_\_\_\_\_, 2013.

Notary Public

State of California

County of Alameda

My commission expires May 17, 2016



NOTARY PUBLIC

State of California County of Alameda

Subscribed & sworn to (or affirmed)

Before me on this 10<sup>th</sup> day of April, 2013, by

proved to me on the basis of satisfactory evidence  
to be the person(s) who appeared before me.

