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May 6, 2015

Via Overnight Courier and Electronic Mail

Chairman Herbert H. Hilliard
c/o Sharla Dillon, Dockets and Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505
Sharla.Dillon@tn.gov

Re: Crown Castle NG Central LLC
Notification of Conversion and Resulting Name Change

Dear Chairman Hilliard:

Crown Castle NG Central LLC (formerly known as Crown Castle NG Central Inc.) (the "Company") hereby notifies the Authority that the Company's current name is "Crown Castle NG Central LLC" as a result of its conversion from a Delaware corporation to a Delaware limited liability company. The conversion of the Company to a limited liability company was merely a change in its corporate form accomplished through the filing of Certificate of Conversion in Delaware and did not entail any merger or other transactions that extinguish the existence of the Company. The Company, therefore, requests that the records of the Commission, including the Company's Certificate,¹ be updated to reflect its current name, "Crown Castle NG Central LLC." Attached hereto are the Company's conversion documents and authorization to transact business in Tennessee.

¹ The Company is authorized to provide resold and facilities-based local exchange and interexchange telecommunications services pursuant to a certificate granted in Docket No.13-00117 on November 12, 2013. The Company elected market regulation in Docket No. 14-00166 on December 23, 2014.

Chairman Herbert H. Hilliard
May 6, 2015
Page 2

An original and four copies of this letter are enclosed for filing. Please date-stamp the extra copy of this letter and return it in the envelope provided. Should you have any questions regarding this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,

A handwritten signature in blue ink that reads "Brett P. Ferencak". The signature is written in a cursive, flowing style.

Catherine Wang
Brett P. Ferencak

Counsel for the Company

ATTACHMENT

Conversion Documents and Authority to Transact Business



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

CFS
SUITE B
992 DAVIDSON DRIVE
NASHVILLE, TN 37205

Request Type: Certified Copies
Request #: 161867

Issuance Date: 05/05/2015
Copies Requested: 1

Document Receipt

Receipt #: 002042025 Filing Fee: \$20.00
Payment-Account - #00009 CFS, NASHVILLE, TN \$20.00

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that **Crown Castle NG Central LLC**, Control # 703052 was formed or qualified to do business in the State of Tennessee on 12/13/2012. Crown Castle NG Central LLC has a home jurisdiction of DELAWARE and is currently in an Active status. The attached documents are true and correct copies and were filed in this office on the date(s) indicated below.


Tre Hargett
Secretary of State

Processed By: Sheila Keeling

The attached document(s) was/were filed in this office on the date(s) indicated below:

<u>Reference #</u>	<u>Date Filed</u>	<u>Filing Description</u>
B0085-6054	04/07/2015	Conversion

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "CROWN CASTLE NG CENTRAL INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CROWN CASTLE NG CENTRAL INC." TO "CROWN CASTLE NG CENTRAL LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2013, AT 2:53 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 11:59 O'CLOCK P.M.



3576829 8100V

150469290

You may verify this certificate online
at corp.delaware.gov/authver.shtml

AUTHENTICATION: 2264693

DATE: 04-06-15

B0085-6054 04/07/2015 3:45 PM Received by Tennessee Secretary of State Tre Hargett

Certificate of Conversion
of
Crown Castle NG Central Inc.
to
Crown Castle NG Central LLC

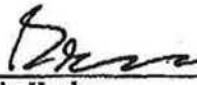
Pursuant to Section 18-214 of the Limited Liability Company Act

Crown Castle NG Central Inc., a Delaware corporation ("Company"), does hereby certify that:

1. **Name of Corporation to be Converted.** The name of the Company immediately prior to conversion is Crown Castle NG Central Inc., and the name under which the Company was originally formed was NextG Networks of Illinois, Inc.
2. **Original Date and Jurisdiction of Incorporation.** The original certificate of incorporation of the Company was filed on October 4, 2002 with the Secretary of State of the State of Delaware.
3. **Name of Limited Liability Company.** The name of the limited liability company into which the Company will be converted is Crown Castle NG Central LLC.
4. **Approval of Conversion.** This conversion has been approved by the board of directors and sole stockholder of the Company.
5. **Effective Time.** The conversion of the Company to a limited liability company shall be effective at 11:59 p.m. on December 31, 2013.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of December 19, 2013.

Crown Castle NG Central Inc.

By: 
E. Blake Hawk
Executive Vice President

19 Dec 2013

APPLICATION FOR CERTIFICATE OF AUTHORITY LIMITED LIABILITY COMPANY (ss-4233)

Page 1 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

For Office Use Only

To The Secretary of the State of Tennessee:

Pursuant to the provisions of T.C.A. §48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: Crown Castle NG Central LLC

If different, the name under which the certificate of authority is to be obtained is: _____

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of T.C.A. §48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to T.C.A. §48-249-106(d).

2. The state or country under whose law it is formed is: Delaware

and the date of its formation is: 10 / 04 / 2002 and the date it commenced doing business in Tennessee is: _____ / _____ / _____
Month Day Year Month Day Year

NOTE: Additional filing fees and proof of tax clearance confirming good standing may apply if the Limited Liability Company commenced doing business in Tennessee prior to the approval of this application. See T.C.A. §48-249-913(d) and T.C.A. §48-249-905(c)

3. This company has the additional designation of: LLC

4. The name and complete address of its registered agent and office located in the state of Tennessee is:

Name: C T Corporation System

Address: 800 S. Gay Street, Suite 2021,

City: Knoxville State: TN Zip Code: 37929 County: Knox

5. Fiscal Year Close Month: 12/31

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is: (Not to exceed 90 days)

Effective Date: _____ / _____ / _____ Time: _____
Month Day Year

7. The LLC will be: ☐ Member Managed ☒ Manager Managed ☐ Director Managed ☐ Board Managed ☐ Other

8. Number of Members at the date of filing: _____

9. Period of Duration: ☒ Perpetual ☐ Other _____ / _____ / _____
Month Day Year

10. The complete address of its principal executive office is:

Address: 1220 Augusta Drive, Suite 600

City: Houston State: TX Zip Code: 77057

APPLICATION FOR CERTIFICATE OF AUTHORITY LIMITED LIABILITY COMPANY (ss-4233)

Page 2 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Ross L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

For Office Use Only

The name of the Limited Liability Company is: Crown Castle NG Central LLC

11. The complete mailing address of the entity (If different from the principal office) is:

Address: 1220 Augusta Drive, Suite 600

City: Houston

State: TX

Zip Code: 77057

12. Non-Profit LLC (required only if the Additional Designation of "Non-Profit LLC" is entered in section 3.)

- ☐ I certify that this entity is a Non-Profit LLC whose sole member is a nonprofit corporation, foreign or domestic, incorporated under or subject to the provisions of the Tennessee Nonprofit Corporation Act and who is exempt from franchise and excise tax as not-for-profit as defined in T.C.A. §67-4-2004. The business is disregarded as an entity for federal income tax purposes.

13. Professional LLC (required only if the Additional Designation of "Professional LLC" is entered in section 3.)

- ☐ I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders.
☐ I certify that this entity meets the requirement of T.C.A. §48-249-1123(b)(3)

Licensed Profession: _____

14. Series LLC (required only if the Additional Designation of "Series LLC" is entered in section 3.)

- ☐ I certify that this entity meets the requirements of T.C.A. §48-249-309(i)

If the provisions of T.C.A. §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

15. Obligated Member Entity (list of obligated members and signatures must be attached)

- ☐ This entity will be registered as an Obligated Member Entity (OME) Effective Date: _____
Month Day Year

- ☐ I understand that by statute: THE EXECUTION AND FILING OF THIS DOCUMENT WILL CAUSE THE MEMBER(S) TO BE PERSONALLY LIABLE FOR THE DEBTS, OBLIGATIONS AND LIABILITIES FOR THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. CONSULT AN ATTORNEY.

16. Other Provisions: _____

1-29-15
Signature Date

W. Benjamin Maseland
Signature

Manager
Signer's Capacity (if other than individual capacity)

W. Benjamin Maseland
Name (printed or typed)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CROWN CASTLE NG CENTRAL LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF APRIL, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

3576829 8300

150469255

AUTHENTICATION: 2264684

DATE: 04-06-15

B0085-6058 04/07/2015 3:45 PM Received by Tennessee Secretary of State Tre Hargett

COMMONWEALTH OF PENNSYLVANIA

§

COUNTY OF WASHINGTON

§

§

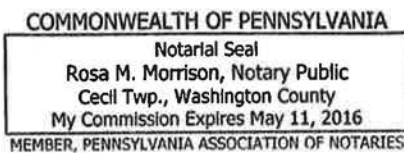
VERIFICATION

I, Monica Gambino, state that I am the Vice President - Legal of Crown Castle NG Central LLC (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 the best of my knowledge, information, and belief.



Monica Gambino
Vice President - Legal
Crown Castle NG Central LLC

Sworn and subscribed before me this 21 day of November, 2014.


Notary Public

My commission expires 5/11/16