

Morgan, Lewis & Bockius LLP
2020 K Street, NW
Washington, District of Columbia 20006-1806
Tel. 202.373.6000
Fax: 202.373.6001
www.morganlewis.com

Morgan Lewis
C O U N S E L O R S A T L A W

Catherine Wang
Brett P. Ferencsak
catherine.wang@morganlewis.com
brett.ferencsak@morganlewis.com

Docket No. 15-00018

February 6, 2015

Via Electronic Filing and Overnight Courier

Chairman Herbert H. Hilliard
c/o Sharla Dillon, Dockets and Records Manager
Tennessee Regulatory Authority
Andrew Jackson State Office Building
502 Deaderick Street, 4th Floor
460 James Robertson Parkway
Nashville, TN 37243
Sharla.Dillon@tn.gov

**Re: Notification of the Proposed Transfer of Control of Access Fiber Group, Inc. to
Crown Castle NG East LLC**

Dear Mr. Derouen:

By this letter, Crown Castle NG East LLC ("CCNG-East") and Access Fiber Group, Inc. ("AFG") (together, the "Parties") notify the Authority of that CCNG-East proposes to acquire direct ownership and control of AFG as described more fully below (the "Transaction"). Since AFG has elected to operate pursuant to market regulation, no action by the Authority is required for the Transaction. Accordingly, the Parties submit this letter for informational purposes.

Description of the Parties

A. Access Fiber Group, Inc.

AFG is a Delaware corporation. AFG is 73.72% owned by Daniel T. Moore and 26.28% owned by Access Fiber Group Holdings, LLC ("Holdings"), which in turn is primarily owned by Mr. Moore (98%). AFG has a principal office at 201 Summit Parkway, Birmingham, Alabama 35209. AFG and its affiliate, Holdings, operate in Alabama, Georgia, Kentucky, Missouri, North Carolina, Tennessee, and Wisconsin. AFG does not currently provide telecommunications services but rather leases dark fiber to government, education, financial, healthcare, commercial, and carrier customers. In Tennessee, AFG is authorized provide competing local telecommunications services, including facilities-based and resold local exchange, exchange access and interexchange telecommunications services, pursuant to a Certificate granted in

Chairman Herbert H. Hilliard
February 6, 2015
Page 2

Docket No. 08-00044. AFG elected to operate pursuant to market regulation on February 5, 2015. *See* Docket No. 15-00017.

B. Crown Castle NG East LLC

CCNG-East is a Delaware limited liability company and wholly owned subsidiary of Crown Castle Solutions Corp. (“Solutions”), a Delaware corporation. Solutions is wholly-owned indirect subsidiary of Crown Castle International Corp. (“CCI”), a publicly traded (NYSE: CCI) Delaware corporation. CCNG-Atlantic, Solutions, and CCI have principal offices at 1220 Augusta Drive, Suite 600, Houston, Texas 77057-2261. CCI, through certain of its indirect subsidiaries, owns, operates, leases, and manages over 39,600 towers and rooftop sites for wireless communications, enabling wireless coverage to 98 of the top 100 U.S. markets. Solutions and its subsidiaries, including CCNG-East, have deployed approximately 14,000 distributed antenna system (“DAS”) small cell nodes and over 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. CCNG-East is authorized to provide intrastate telecommunications services in Alabama, Connecticut, Delaware, Florida, Georgia, Indiana, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island and South Carolina. In Tennessee, Solutions has one subsidiary authorized to provide intrastate telecommunications services: Crown Castle NG Central LLC is authorized to provide competing local exchange service pursuant to a Certificate granted in Docket No. 13-00117 and elected to operate pursuant to market regulation in Docket No. 14-00166 on December 23, 2014.

CCNG-East, through its parent companies, continues to have the resources to control entities that hold Certificates to provide intrastate telecommunications services, including AFG. In support of CCNG-East’s financial qualifications to own and control AFG, CCI’s financial statements from its most recent SEC Forms 10-K and 10-Q are available at <http://investor.crowncastle.com/phoenix.zhtml?c=107530&p=irol-sec>. Biographies of CCI’s management team can be found at <http://www.crowncastle.com/leadership.aspx>.

Contacts

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

For CCNG-East:

Catherine Wang
Brett P. Ferencsak
Morgan, Lewis & Bockius LLP
2020 K Street, N.W.
Washington, DC 20006-1806
202-373-6000 (tel)
202-373-6001 (fax)
catherine.wang@morganlewis.com
brett.ferencsak@morganlewis.com

For AFG:

Norman B. Gerry
Friend, Hudak & Harris, LLP
Three Ravinia Drive, Suite 1700
Atlanta, GA 30346
770-399-9500 (tel)
cgerry@fh2.com

with a copy to:

Robert Millar
Associate General Counsel
Crown Castle
ATTN: Michelle Salisbury, Legal Dept.
2000 Corporate Drive
Canonsburg, PA 15317
510-290-3086 (tel)
Robert.Millar@CrownCastle.com

Description of the Transaction

Pursuant to the terms of an Equity Interest Purchase Agreement (“Agreement”) dated January 16, 2015, by and among AFG Holdings, AFG and Daniel T. Moore and Lisa Moore and CCNG-East, CCNG-East will acquire all of the issued and outstanding equity of AFG from AFG Holdings and Mr. Moore. As a result, AFG will become a direct wholly owned subsidiary of CCNG-East and, ultimately, an indirect wholly owned subsidiary of CCI. Diagrams of the pre- and post-transaction corporate structure of Applicants (and their affiliates) are provided in **Exhibits A** and **B**, respectively.

The Transaction will serve the public interest. The financial, technical, and managerial resources that CCNG-East and CCI will bring to AFG are expected to enhance the ability of AFG to compete in the telecommunications marketplace. Further, the existing network of AFG will enhance the ability of CCNG-East to serve its customers. At the same time, the proposed Transaction will have no adverse impact on the customers of AFG. Immediately following the Transaction, AFG will continue to provide its existing dark fiber facilities at the same rates, terms and conditions. The Transaction will be transparent to consumers since the only change

Chairman Herbert H. Hilliard
February 6, 2015
Page 4

immediately following the closing of the Transaction from a consumer's perspective is that CCNG-East, and ultimately CCI, will be the new owners of AFG.¹

* * * *

An original and four (4) copies of this letter are enclosed for filing. Please date-stamp the extra copy and return it in the envelope provided. Should you have any questions regarding this filing, please do not hesitate to contact us.

Sincerely yours,



Catherine Wang
Brett P. Ferenczak

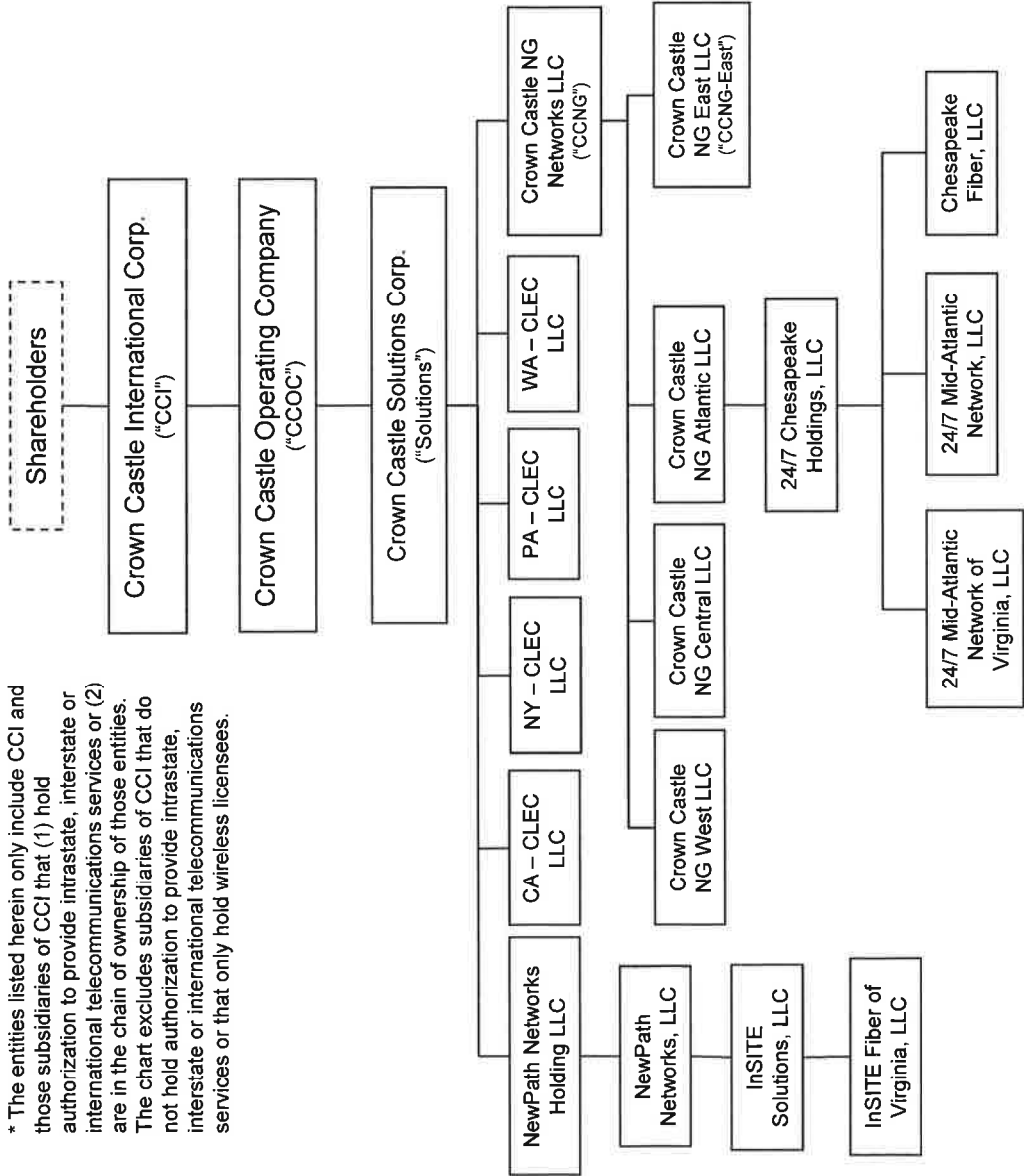
Counsel to Crown Castle NG East LLC

¹ CCNG-East expects that the all or some of the assets of AFG may be assigned to CCNG-East at some point following completion of the proposed transaction. The relevant parties will separately submit any required notices and applications as applicable for the future assignment.

Exhibit A - Pre-Transaction Corporate Structures

Crown Castle Corporate Structure

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

AFG Holdings & AFG Corporate Structure

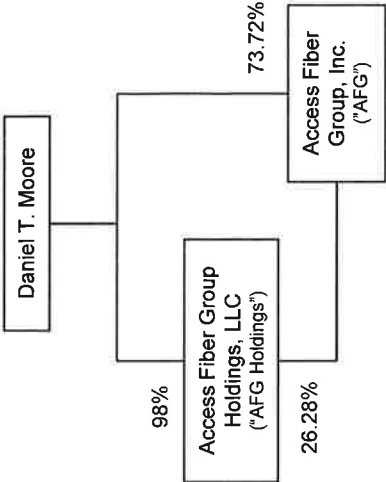
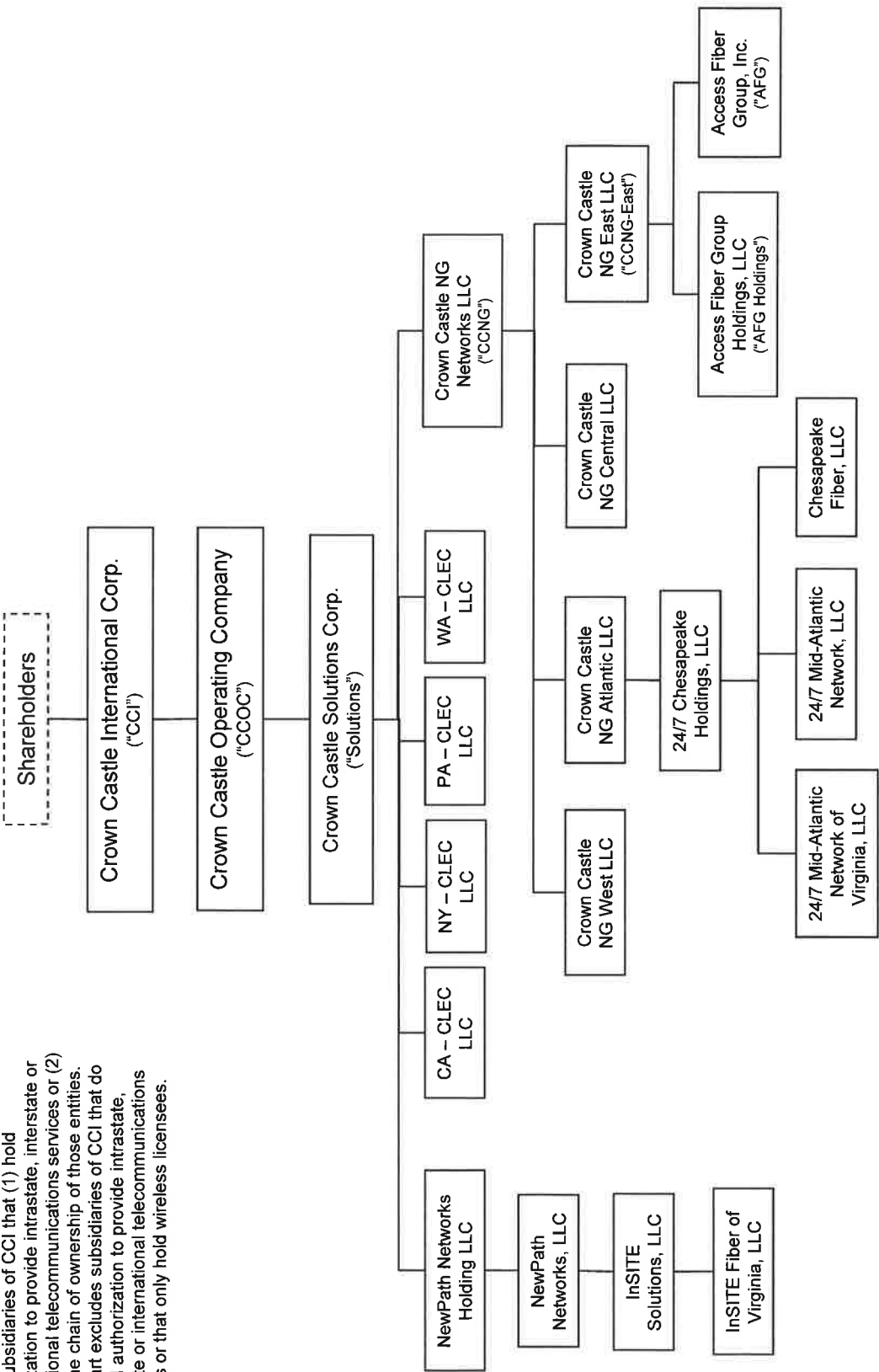


Exhibit B - Post-Transaction Corporate Structure

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