

# Morgan Lewis

**Tamar E. Finn**  
**Brett P. Ferenczak**  
**Patricia Cave**  
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2018 NOV -6 PM 3:02

TELEPHONE ROOM

18-00118

November 5, 2018

**Via Electronic Filing and Overnight Courier**

Chairman Robin L. Morrison  
c/o Ms. Sharla Dillon, Dockets and Records Manager  
Tennessee Public Utility Commission  
502 Deaderick Street, 4th Floor  
Nashville, TN 37243

**Re: Notice of Proposed *Pro Forma* Consolidation of Crown Castle NG Central LLC and Access Fiber Group, Inc. into Crown Castle Fiber LLC, Including the Associated Assumption of Crown Castle NG Central LLC's Certificate of Public Convenience and Necessity by Crown Castle Fiber LLC**

Dear Chairman Morrison:

Crown Castle Fiber LLC ("Crown Castle Fiber"), Crown Castle NG Central LLC ("CCNG-Central") and Access Fiber Group, Inc. ("AFG") (collectively, the "Parties"), by undersigned counsel, notify the Commission of a proposed *Pro Forma* Consolidation (as defined below) that will result in the consolidation of CCNG-Central and AFG into Crown Castle Fiber and the associated assumption of the Certificate of Convenience and Necessity ("CCN") of CCNG-Central by Crown Castle Fiber. To the extent necessary, the Parties request that the Commission change the name on CCNG-Central's CCN to Crown Castle Fiber LLC effective upon notice that the *Pro Forma* Consolidation was completed.

CCNG-Central and AFG have elected to operate pursuant to market regulation in Tennessee.<sup>1</sup> Therefore, approval is not required for the *Pro Forma* Consolidation described herein or the associated assumption of CCNG-Central's CCN by Crown Castle Fiber. Accordingly, the Parties submit this letter for informational purposes only to ensure continuing accuracy of the Commission's records.

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<sup>1</sup> See Docket Nos. 14-00166 & 15-00017.

**Morgan, Lewis & Bockius LLP**

1111 Pennsylvania Avenue, NW  
Washington, DC 20004  
United States

① +1.202.739.3000  
② +1.202.739.3001

### **Description of the Parties**

Crown Castle Fiber is a New York limited liability company. Crown Castle Fiber's formation documents are provided as **Exhibit A**. Crown Castle Fiber's certificate of authority to transact business in Tennessee is provided as **Exhibit B**. CCNG-Central is a Delaware limited liability company. AFG is a Delaware corporation. The Parties are indirect wholly owned subsidiaries of Crown Castle International Corp. ("CCIC"), a publicly traded (NYSE: CCI) Delaware corporation. The Parties' corporate headquarters is located at 1220 Augusta Drive, Suite 600, Houston, TX 77057.

Collectively, the Parties and their affiliates are authorized to provide telecommunications services in the District of Columbia and all states except Alaska, Montana and Wyoming. In Tennessee, CCNG-Central is authorized to provide resold and facilities-based local exchange and interexchange telecommunications services pursuant to a CCN granted in Docket No. 13-00117 on November 12, 2013 and elected to operate pursuant to market regulation in Docket No. 14-00166 on December 23, 2014; and AFG is authorized provide competing local telecommunications services, including facilities-based and resold local exchange, exchange access and interexchange telecommunications services, pursuant to a CCN granted in Docket No. 08-00044. AFG elected to operate pursuant to market regulation in Docket No. 15-00017 on February 5, 2015.

While Crown Castle Fiber is not yet authorized to provide intrastate telecommunications services in Tennessee, Crown Castle Fiber is currently authorized to provide intrastate telecommunications service in Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Idaho, Illinois, Kansas, Maine, Maryland, Massachusetts, Missouri, Nevada, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, Texas, Utah, Vermont, and Virginia, as well as by the Federal Communications Commission to provide interstate and international telecommunications service. Upon completion of the *Pro Forma* Consolidation, Crown Castle Fiber will be authorized to provide telecommunications services in the same jurisdictions as its affiliates, including Tennessee.

Crown Castle Fiber's operations in Tennessee will be directed by the existing corporate management, technical, and operations staffs responsible for the telecommunications operations of the Parties and their affiliates today. A description of the background of Crown Castle Fiber's key personnel, which demonstrates the extensive telecommunications experience of Crown Castle Fiber's management team, is provided as **Exhibit C**. In support of the financial qualifications of Crown Castle Fiber, the financial statements from CCIC's most recent SEC Forms 10-K and 10-Q are available at <http://investor.crowncastle.com/phoenix.zhtml?c=107530&p=irol-sec>.

### **Contacts**

Inquiries or copies of any correspondence, orders, or other materials pertaining to this filing should be directed to:

Tamar E. Finn  
Brett P. Ferenchak  
Patricia Cave  
Morgan, Lewis & Bockius LLP  
1111 Pennsylvania Avenue, NW  
Washington, DC 20004  
Phone: (202) 739-3000  
Fax: (202) 739-3001  
[tamar.finn@morganlewis.com](mailto:tamar.finn@morganlewis.com)  
[brett.ferenchak@morganlewis.com](mailto:brett.ferenchak@morganlewis.com)  
[patricia.cave@morganlewis.com](mailto:patricia.cave@morganlewis.com)

With copies to:

Fernanda Biehl  
Manager, Regulatory Affairs – Fiber  
Crown Castle Fiber  
2000 Corporate Drive  
Canonsburg, PA 15317  
Tel: 703-434-8533  
Fax: 703-434-8510  
[PUC.Correspondence@crowncastle.com](mailto:PUC.Correspondence@crowncastle.com)

### **Description of the *Pro Forma* Consolidation**

The "*Pro Forma* Consolidation" will involve a series of planned intra-company transactions whereby certain of Crown Castle Fiber's operating company affiliates, including CCNG-Central and AFG, will be consolidated into Crown Castle Fiber and certain of Crown Castle Fiber's parent companies also will be consolidated. The *Pro Forma* Consolidation is being undertaken, in part, to streamline the corporate structure and operations of over 20 operating entities of CCIC that provide fiber-based services into a single unified and rebranded operating entity:<sup>2</sup> Crown Castle Fiber LLC.

The *Pro Forma* Consolidation also will involve a change in the intermediate corporate holding company structure between CCIC and Crown Castle Fiber. Upon completion of the *Pro Forma* Consolidation, Crown Castle Fiber will be a direct, wholly owned subsidiary of Crown Castle Fiber Holdings Corp., a Delaware corporation, which is currently a Delaware limited liability company named LTS Group Holdings, LLC<sup>3</sup> and a direct, wholly owned subsidiary of Crown Castle Operating Company ("CCOC"). CCOC is a Delaware corporation and a direct, wholly owned subsidiary of CCIC.

Charts depicting the current and post-*Pro Forma* Consolidation ownership structure of the Parties are attached as **Exhibit D**.

Upon completion of the *Pro Forma* Consolidation, CCNG-Central and AFG will cease to exist and Crown Castle Fiber will continue providing fiber-based services to CCNG-Central and AFG's existing wholesale and enterprise customers pursuant to the same contracts and other service arrangements as those customers currently have with CCNG-Central and AFG. The *Pro Forma* Consolidation will be seamless to customers and will not result in any change to their services, including to the rates, terms and conditions of those services. All customers were notified of the *Pro Forma* Consolidation pursuant to their contracts with CCNG-Central and AFG consistent with the sample notice provided in **Exhibit E**.

As noted above, upon completion of the proposed *Pro Forma* Consolidation, CCNG-Central and AFG will no longer individually provide any telecommunications services in Tennessee since CCNG-Central and AFG will be consolidated into Crown Castle Fiber and Crown Castle Fiber will be the

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<sup>2</sup> Certain other operating entities that do not operate in Tennessee may be retained for other reasons.

<sup>3</sup> As part of the *Pro Forma* Consolidation, LTS Group Holdings, LLC will convert from a Delaware limited liability company into a Delaware corporation and be renamed Crown Castle Fiber Holdings Corp. Upon completion of the *Pro Forma* Consolidation, Crown Castle Fiber Holdings Corp. will be a direct, wholly owned subsidiary of CCOC.

service provider of record for their customers. Since CCNG-Central and AFG have elected to operate under market regulation and do not provide switched access services, Crown Castle Fiber does not need to file a tariff in order to continue providing services to their customers. All assets, contracts and property of the Parties will be owned by Crown Castle Fiber operating under CCNG-Central's CPCN following the *Pro Forma* Consolidation. The Parties request that the Commission change the name on CCNG-Central's CCN to Crown Castle Fiber LLC effective upon notification that the *Pro Forma* Consolidation was completed. Upon completion of the *Pro Forma* Consolidation, Crown Castle Fiber will file a replacement surety bond and Small and Minority Business Plan in connection with the transferred CCN.

Following completion of the *Pro Forma* Consolidation, Crown Castle Fiber also will surrender the CCN of AFG.

### **Public Interest Considerations**

The *Pro Forma* Consolidation is entirely internal. The *Pro Forma* Consolidation will simplify CCIC's existing corporate structure and reduce its reporting and accounting burdens and provide other operational efficiencies. The *Pro Forma* Consolidation will also allow CCIC's business units to take advantage of their core focus and strengths to the benefit of their customers. As a result of the efficiencies and focus, CCIC and its subsidiaries will become stronger competitors to the ultimate benefit of consumers.

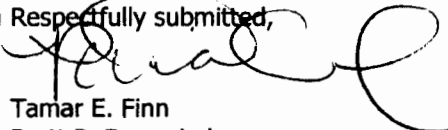
Following completion of the *Pro Forma* Consolidation, Crown Castle Fiber will continue to provide high-quality communications services to the customers of CCNG-Central and AFG without interruption. The *Pro Forma* Consolidation will be seamless to customers and will not result in any change to their services. The rates, terms and conditions of their services will not change as a result of these purely intra-company changes. The only change for customers will be that invoices following consummation of the *Pro Forma* Consolidation will be sent using Crown Castle Fiber LLC.

The proposed simplification of CCIC's corporate structure will provide the company with greater flexibility for future equity and debt transactions, which will increase its access to capital and benefit the Parties' customers. In sum, these corporate structure changes will increase the overall company's efficiency and make it more attractive to potential investors, which should improve its access to debt and equity capital. This, in turn, will enable both the holding company and its operating subsidiaries to keep their cost of capital low.

\* \* \* \*

An original and four (4) copies of this letter are enclosed for filing. This filing has also been submitted via email to [sharla.dillon@tn.gov](mailto:sharla.dillon@tn.gov). Please date-stamp the enclosed extra copy and return it in the self-addressed, stamped envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Tamar E. Finn  
Brett P. Ferencsak  
Patricia Cave

*Counsel for the Parties*

Enclosure

**EXHIBIT A**

Formation Documents of Crown Castle Fiber

***STATE OF NEW YORK***  
***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the  
Department of State, at the City of Albany, on  
May 16, 2018.

A handwritten signature in black ink, appearing to read "B. Fitzgerald", written over a horizontal line.

Brendan Fitzgerald  
Executive Deputy Secretary of State

CT07

180516000 525

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF ORGANIZATION  
OF  
LIGHTOWER FIBER NETWORKS II, LLC

Under Section 211 of the Limited Liability Company Law

FIRST: The name of the limited liability company is: Lightower Fiber Networks II, LLC

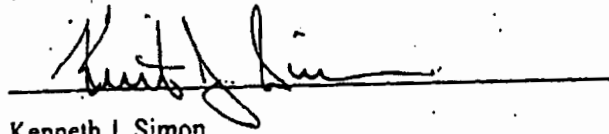
If the name of the limited liability company has been changed, the name under which it was organized: Con Edison Communications, LLC.

SECOND: The date of the filing of the articles of organization is: December 24, 2001.

THIRD: The amendment effected by this certificate of amendment is as follows:

Paragraph 1 of the Articles of Organization relating to the name of the limited liability company is hereby amended as follows FIRST: The name of the limited liability company is Crown Castle Fiber LLC.

Executed this 16th day of May, 2018 by:



Kenneth J. Simon

Authorized Person

CERTIFICATE OF RESERVATION

=====

ENTITY NAME: CROWN CASTLE FIBER LLC

DOCUMENT TYPE: RESERVATION FOR NAME CHANGE (DOM LLC)

=====

FILED: 04/20/2018 DURATION: 06/20/2018 CASH#: 180420000512 FILM #: 180420000471

FILER:

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LIGHTTOWER FIBER NETWORKS II, LLC  
C/O LYNN HOWELL  
1220 AUGUSTA DR STE 600  
HOUSTON, TX 77057-6801

ADDRESS FOR PROCESS:

-----

REGISTERED AGENT:

-----

\*\* SUBMIT RECEIPT WHEN FILING CERTIFICATE \*\*

APPLICANT NAME : LYNN HOWELL

=====

SERVICE COMPANY: C T CORPORATION SYSTEM - 07

SERVICE CODE: 07

FEES 45.00

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FILING 20.00  
TAX 0.00  
CERT 0.00  
COPIES 0.00  
HANDLING 25.00

PAYMENTS 45.00

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CASH 0.00  
CHECK 0.00  
CHARGE 0.00  
DRAWDOWN 45.00  
OPAL 0.00  
REFUND 0.00

=====

10937967SD

DOS-1025 (04/2007)



CT07

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CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF ORGANIZATION  
OF  
LIGHTOWER FIBER NETWORKS II, LLC  
Under Section 211 of the Limited Liability Company Law

Filers name and mailing address:

Lynn Howell  
Crown Castle  
1220 Augusta Drive, Suite 600  
Houston, TX 77057

1 CC

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED MAY 16 2018

TAXS

BY:

*[Signature]*

FILED

2018 MAY 16 PM 12:35

RECEIVED

2018 MAY 16 AM 11:52

DRAWDOWN  
Cst Ref: 10975593JC

543

**EXHIBIT B**

Certificate of Authority to Transact Business of Crown Castle Fiber



**Tre Hargett**  
Secretary of State

**Division of Business Services**  
**Department of State**  
**State of Tennessee**  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

Crown Castle Fiber LLC  
STE 600  
1220 AUGUSTA DR  
HOUSTON, TX 77057-6801

June 4, 2018

### Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

<b>SOS Control # :</b>	<b>000967039</b>	<b>Formation Locale:</b>	<b>NEW YORK</b>
<b>Filing Type:</b>	Limited Liability Company - Foreign	<b>Date Formed:</b>	12/24/2001
<b>Filing Date:</b>	06/04/2018 10:49 AM	<b>Fiscal Year Close:</b>	12
<b>Status:</b>	Active	<b>Annual Report Due:</b>	04/01/2019
<b>Duration Term:</b>	Perpetual	<b>Image # :</b>	B0538-4835
<b>Managed By:</b>	Manager Managed		

### Document Receipt

<b>Receipt # :</b>	004115245	<b>Filing Fee:</b>	\$300.00
<b>Payment-Check/MO -</b>	CFS-1, NASHVILLE, TN		\$300.00

**Registered Agent Address:**  
C T CORPORATION SYSTEM  
300 MONTVUE RD  
KNOXVILLE, TN 37919-5546

**Principal Address:**  
STE 600  
1220 AUGUSTA DR  
HOUSTON, TX 77057-6801

Congratulations on the successful filing of your **Application for Certificate of Authority for Crown Castle Fiber LLC** in the State of Tennessee which is effective on the date shown above. Please visit the Tennessee Department of Revenue website ([apps.tn.gov/bizreg](http://apps.tn.gov/bizreg)) to determine your online tax registration requirements. If you need to obtain a Certificate of Existence for this entity, you can request, pay for, and receive it from our website.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Processed By: Jeff Cook

  
Tre Hargett  
Secretary of State

# 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 Ross L. Parks AVE, 6th Fl.  
Nashville, TN 37243-1102  
(615) 741-2286

For Office Use Only

# FILED

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

**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 Fiber 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: New York

and the date of its formation is: 12 / 24 / 2001 and the date it commenced doing business in Tennessee is: 06 / 01 / 2018  
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: \_\_\_\_\_

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: 300 Montvue RD

City: Knoxville State: Tennessee Zip Code: 37919-5546 County: Knox

5. Fiscal Year Close Month: December

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: 1

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

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

Address: 1220 Augusta Dr Ste 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 Rosa L. Parks AVE, 6th Fl.  
Nashville, TN 37243-1102  
(615) 741-2286

For Office Use Only

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

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

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

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

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: \_\_\_\_\_

5/30/18  
Signature Date

\_\_\_\_\_  
Signer's Capacity (if other than individual capacity)

[Signature]  
Signature

Lynn Howell  
Name (printed or typed)

# State of New York Department of State } ss:

I hereby certify, that CON EDISON COMMUNICATIONS, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 12/24/2001, and that the Limited Liability Company is existing so far as shown by the records of the Department.

A Certificate of Amendment CON EDISON COMMUNICATIONS, LLC, changing its name to RCN NEW YORK COMMUNICATIONS, LLC, was filed 03/17/2006.

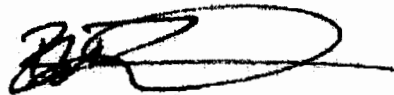
A Certificate of Amendment RCN NEW YORK COMMUNICATIONS, LLC, changing its name to SIDERA NETWORKS, LLC, was filed 11/17/2010.

A Certificate of Amendment SIDERA NETWORKS, LLC, changing its name to LIGHTOWER FIBER NETWORKS II, LLC, was filed 09/25/2014.

A Certificate of Amendment LIGHTOWER FIBER NETWORKS II, LLC, changing its name to CROWN CASTLE FIBER LLC, was filed 05/16/2018.

\*\*\*

*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 29th day of May  
two thousand and eighteen.*



Brendan W. Fitzgerald  
Executive Deputy Secretary of State



201805300276 \* EZ

## **EXHIBIT C**

### **Management Biographies of Crown Castle Fiber**

#### **James D. Young, Senior Vice President and Chief Operating Officer - Fiber**

James Young has been SVP and COO of Crown Castle Fiber since November 1, 2017. Mr. Young served as Crown Castle's President – Tower Operations from October 2005 until February 2009, at which time he was appointed as Crown Castle's Senior Vice President and Chief Operating Officer. He served in this capacity until his appointment to SVP and COO of Crown Castle Fiber. Prior to joining Crown Castle and since 2000, Mr. Young was Region Vice President – Engineering & Operations at Nextel where he oversaw site development, radio frequency engineering and fixed network elements for Nextel's network in the northeastern United States. From 1997 to 2000, Mr. Young was Vice President, Network/Operations – Florida with Nextel, during which time he oversaw site development, radio frequency and network support for Nextel's network in Florida.

#### **Philip Olivero, Fiber Solutions Chief Technology Officer**

As Chief Technology Officer at Crown Castle Fiber, Mr. Olivero oversees the company's product and market development. Mr. Olivero previously served in this capacity at Lighttower until its acquisition by Crown Castle in November 2017. Mr. Olivero came to the company during the merger with Sidera Networks where he served as Executive Vice President and Chief Technology Officer. Prior to this role, he was the Vice President of Engineering at AboveNet, where he was responsible for all aspects of engineering across AboveNet's fiber, optical and IP/Ethernet networks. Mr. Olivero also has served in executive level engineering and operations positions at FiberTower, XO Communications and Fundy Communications (Canada) and held several management positions of increasing responsibility at MCI and Bell Canada. Mr. Olivero holds a Bachelor of Science in Electrical Engineering from the University of Waterloo (Canada).

#### **David Mayer, Fiber Solutions General Counsel**

David Mayer brings over 25 years of telecommunications and law expertise to Crown Castle Fiber. Before joining the company, Mr. Mayer was Chief Executive Officer of the private equity fund Viridian Investment Partners. Prior to this, he served as the Executive Vice President of Corporate Development for One Communications. From 1999 through 2006, Mr. Mayer was General Counsel and Executive Vice President of Business Development for Conversent Communications. Before joining Conversent, Mr. Mayer was in private practice primarily to the communications industry. Mr. Mayer received a B.A. from Yale and a J.D. from the University of Texas.

#### **Peter Zarrella, Fiber Solutions Vice President Finance**

As the Vice President, Finance at Crown Castle Fiber, Peter is responsible for the integration of the various fiber acquisitions into one Fiber Solutions financial organization. Before he joined Crown Castle during 2017, Peter was a key member of the former Lighttower Fiber Networks Finance team where he played an integral role in helping build the department during a period of exceptional growth. Prior to joining the Lighttower team, Peter began his career with Ernst and Young and progressed through increasing leadership roles with several companies including Honeywell International. Peter has a Bachelor's degree in accounting from Bentley University and is a Certified Public Accountant.

**EXHIBIT D**

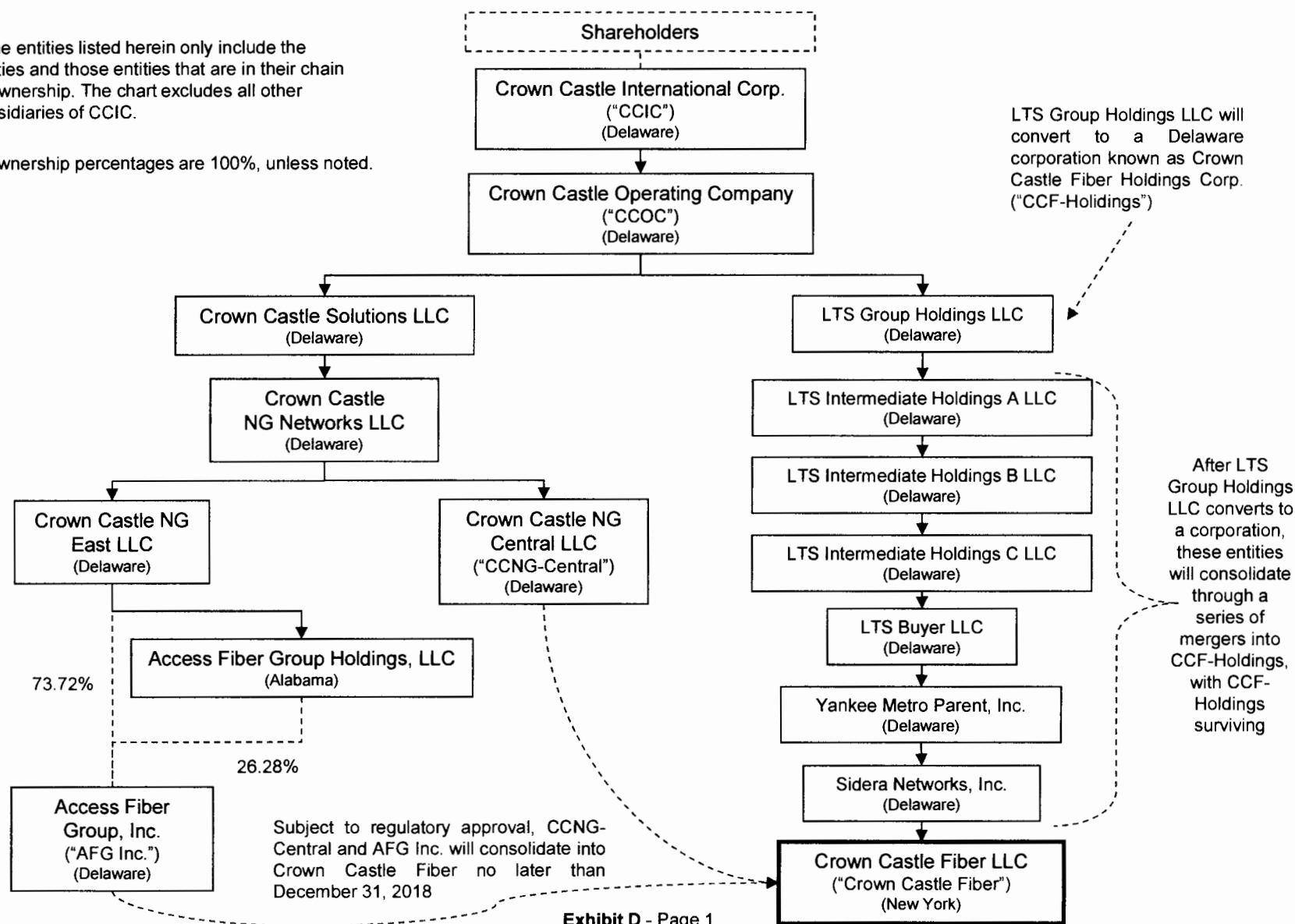
Current and Post-*Pro Forma* Consolidation Corporate Structure Charts



## Current Corporate Ownership Structure of the Parties\*

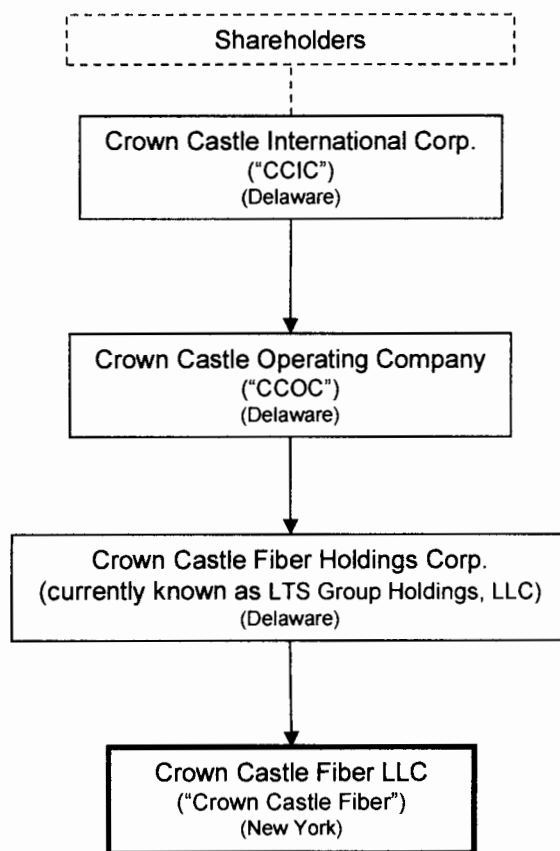
\* The entities listed herein only include the Parties and those entities that are in their chain of ownership. The chart excludes all other subsidiaries of CCIC.

All ownership percentages are 100%, unless noted.



## Post-Pro Forma Consolidation Corporate Ownership Structure of Crown Castle Fiber\*

\* The entities listed herein only include Crown Castle Fiber and those entities that are in its chain of ownership. The chart excludes all other subsidiaries of CCIC.



All ownership percentages are 100%.

**EXHIBIT E**

Sample Customer Notice



October 24, 2018

Dear Valued Customer:

Effective January 1, 2019, as a result of an internal consolidation of our legal entities, Crown Castle Fiber LLC will provide you with the solutions currently provided to you by our affiliates listed below. This consolidation makes it easier for you to do business with us by reducing the number of affiliates.

**Your existing service contract(s) remain unchanged, the consolidation will have no impact on your services or your rates, and all rights and obligations under the agreements between you and your current provider will continue unaffected. If necessary, we will notify you of any changes to your billing or payment address.**

If you have any questions, please contact [Legal-CustomerTeam1@crowncastle.com](mailto:Legal-CustomerTeam1@crowncastle.com).

Sincerely,

Crown Castle Fiber LLC

On behalf of its affiliates below:

24/7 Mid-Atlantic Network of Virginia, LLC  
24/7 Mid-Atlantic Network, LLC  
Access Fiber Group Holdings, LLC  
Access Fiber Group, Inc.  
CA - CLEC LLC dba Crown Castle CA-CLEC LLC  
Chesapeake Fiber, LLC  
Cross Connect Solutions, Inc.  
Crown Castle NG Atlantic LLC  
Crown Castle NG Central LLC  
Crown Castle NG East LLC<sup>1</sup>  
Crown Castle NG West LLC  
Crown Castle Solutions LLC<sup>1</sup>  
Fiber Technologies Networks, L.L.C.  
Fiber Technologies New York Networks, Inc.  
Fibernet Direct Florida LLC  
Fibernet Direct TEL LLC  
Fibernet Direct Texas LLC  
Fibertech Networks, LLC  
Freedom Telecommunications, LLC  
InSITE Fiber of Virginia, LLC

InSITE Solutions LLC  
IX2 Center, L.L.C.  
IX2 Wilshire, LLC  
Light Tower Fiber New York, Inc.  
Light Tower Metro Fiber LLC  
Lighttower Fiber Infrastructure Corp.  
Lighttower Fiber Networks I, LLC  
NEON Transcom, Inc.  
NewPath Networks, LLC  
NY-CLEC LLC  
PA-CLEC LLC d/b/a Pennsylvania CLEC LLC  
Sidera Networks, Inc.  
Sunesys of Massachusetts, LLC  
Sunesys of Virginia, Inc.  
Sunesys, LLC  
WA-CLEC LLC  
Wilcon Operations LLC  
Wilcon Services, LLC  
Wilshire Connection, LLC

<sup>1</sup> This entity expected to consolidate after January 1, 2019. Additional information will be provided in subsequent correspondence.

**VERIFICATION**

COMMONWEALTH OF PENNSYLVANIA

§

§

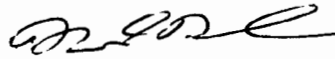
COUNTY OF WASHINGTON

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**VERIFICATION**

I, Neil Dickson, state that I am the Vice President – Corporate and Commercial Transactions of Crown Castle Fiber LLC, Crown Castle NG Central LLC and Access Fiber Group, Inc. (together, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the facts above set forth with respect to the Company are true and correct to the best of my knowledge, information and belief; and that I expect to be able to prove the same at a hearing held in this matter.

Dated: October 18, 2018



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Neil Dickson  
Vice President – Corporate and Commercial  
Transactions  
Crown Castle Fiber LLC  
Crown Castle NG Central LLC  
Access Fiber Group, Inc.