

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Joint Application of)
)
Crown Castle International Corp.,) WC Docket No. 17-204
Transferee,)
)
LTS Group Holdings LLC,)
Transferor,)
)
and)
)
Fiber Technologies Networks, L.L.C.,)
Lighttower Fiber Networks I, LLC, and)
Lighttower Fiber Networks II, LLC,)
Licensees)
)
For Grant of Authority Pursuant to Section 214 of)
the Communications Act of 1934, as amended, and)
Sections 63.04 and 63.24 of the Commission’s)
Rules to Transfer Indirect Control of Companies)
Holding Domestic or International Section 214)
Authorizations)

SUPPLEMENT TO JOINT APPLICATION

Crown Castle International Corp. (“CCIC” or “Transferee”);¹ LTS Group Holdings LLC (“Transferor”); and Fiber Technologies Networks, L.L.C. (“Fibertech”), Lighttower Fiber Networks I, LLC (“LFN I”), and Lighttower Fiber Networks II, LLC (“LFN II” and together with Fibertech and LFN I, the “Licensees”) (Transferee, Transferor and Licensees collectively, the “Applicants”), submit the following supplemental information at the request of Commission staff and in connection with the above-referenced application for authorization to transfer indirect control of Licensees to Transferee (the “Application”).

¹ CCIC and its subsidiaries are collectively referred to as “Crown Castle” and “OpCos” has the same meaning as in the Application.

As explained in the Application, Lighttower's service area overlaps with the OpCo's service area primarily in the following metropolitan areas: Baltimore, Boston, Chicago, New York, Philadelphia, Pittsburgh, and Washington, DC. In the metropolitan areas in which both parties operate, OpCos and Lighttower together provide fiber-based service to a total of 19,919 On-Net Locations.² However, OpCos and Lighttower both provide fiber-based service to only a very small subset of the same On-Net Locations; specifically, 454, of which only 235 are Enterprise Locations. In other words, of all On-Net Locations in metropolitan areas where both an OpCo and Lighttower operate fiber networks, the parties' overlap in the provision of fiber-based service is only 1.2% of their combined on-net Enterprise Locations.³ The chart below identifies the number of On-Net Locations and Enterprise Locations in the seven metropolitan areas in which an OpCo and Lighttower have ten or more overlapping fiber-based On-Net Locations.

² As stated in the Application, "On-Net Locations" include towers, data centers, ILEC central offices, mobile switching centers, carrier hotels, commercial buildings, and government buildings where an OpCo or Lighttower has a fiber presence. "Enterprise Locations" consist of commercial buildings (including educational and governmental institutions) where an OpCo or Lighttower has a fiber presence and include certain mixed-use locations that are primarily data centers or carrier hotels, but also serve enterprise customers. Fiber presence includes fiber located in or at the location (i.e., attached to a small cell on the outside of the building).

³ To be clear, this statement and similar statement on page 9 of the Application are based on an analysis of all 27 markets where OpCos and Lighttower have overlap and not just the seven metropolitan areas addressed in this Supplement. The remaining 20 core-based statistical areas ("CBSAs"), in each of which OpCo and Lighttower overlap in fewer than 10 locations, include locations where the parties' overlap is limited to a single cell site (Detroit, Michigan; Dover, Delaware; Raleigh, North Carolina; and Kingston, New York) or two cell sites (Worcester, Massachusetts).

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The competitors of the OpCos and Lighttower that provide fiber-based services in each market include at least the following companies:

Metro Area	Competitors	
Baltimore	AiNet AT&T Atlantech Blue Star Cogent Communications Comcast FiberLight	FTS Fiber Level 3 Maryland Broadband cooperative One Maryland ICBN Verizon Windstream Zayo
Boston	186 Communications AT&T Cogent Communications Comcast ExteNet	FirstLight Level 3 RCN Verizon Zayo
Chicago	AT&T Cogent Communications Comcast Level 3 RCN	TDS Telecom XO (Verizon) Windstream WOW! Zayo
New York	AT&T Charter Communications Cleareon Cogent Communications Cross River Fiber ExteNet Hudson Fiber Networks ION	Level 3 Lightpath OCG Verizon Windstream Zayo Zenfi

Metro Area	Competitors	
Philadelphia	AT&T Charter Communications Cogent Communications Comcast GTT iConnectiv Level 3	Lightpath RCN Verizon Windstream XO (Verizon) Zayo
Pittsburgh	Allied Fiber AT&T Cogent Communications Comcast DQE Level 3 Lumos	PennRen Verizon Windstream XO (Verizon) Zayo
Washington, DC	AiNet Atlantech Online AT&T Cogent Communications Comcast FiberLight Level 3	Lumos One Maryland ICBN RCN Verizon Windstream Zayo

The foregoing charts understate the number of fiber-based competitors to which customers can turn for competitive service in each of these markets given the ease with which fiber providers can expand into adjacent areas. For example, Cleareon recently began offering service in New York City, expanding its presence from New Jersey;⁴ AiNet recently announced plans to expand its network from Washington, DC to Baltimore;⁵ Verizon recently announced that it signed a definitive agreement to acquire WideOpenWest's fiber assets in Chicago;⁶ and Uniti recently acquired fiber networks, including Southern Light,⁷ in the Southeastern United

⁴ See <http://www.cleareon.com/cleareon-service-ready-pr> (last visited Aug. 17, 2017).

⁵ See <http://www.ai.net/ainet-investing-5-million-to-improve-downtown-baltimore-data-center-and-hutzlers-palace/> (last visited Aug. 17, 2017).

⁶ See <http://ir.wowway.com/investor-relations/news/press-release-details/2017/WOW-to-Sell-Chicago-Fiber-Network-to-Verizon/default.aspx> (last visited Aug. 17, 2017).

⁷ See <http://investor.uniti.com/phoenix.zhtml?c=253961&p=irol-newsArticle&ID=2284435> (last visited Aug. 17, 2017).

States.

As evidenced by the very limited amount of overlap between Lighttower and the OpCos , the two companies' fiber networks and operations are highly complementary and should not raise significant competitive concerns. OpCos and Lighttower have few overlapping customers and minimal overlapping On-Net Locations. Where the parties' fiber networks do overlap, there is and will continue to be robust competition from a variety of competitors. This Transaction is a response to growing demand in the telecommunications infrastructure industry for increased bandwidth and wireless connectivity. By increasing the ability of Crown Castle and Lighttower to address this demand, this Transaction will benefit both customers and consumers.

Respectfully submitted,

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