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US BANK/FCC SEP 03 2014

Jean L. Kiddoo
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brett.ferenczak@bingham.com

DATE - STAMP & RETURN

September 2, 2014

Via Overnight Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

Re: In the Matter of the Joint Application of GRI Fund #2, L.P. and Crown Castle NG Atlantic LLC for authority pursuant to Section 214 of the Communications Act of 1934, as amended, to Transfer Indirect Control of 24/7 Mid-Atlantic Network, LLC, a Domestic Carrier

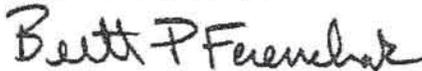
Dear Ms. Dortch:

GRI Fund #2, L.P. ("GRI Fund") and Crown Castle NG Atlantic LLC ("CCNG-Atlantic") (together, "Applicants") hereby file an original and six (6) copies of an application for approval to transfer indirect control of 24/7 Mid-Atlantic Network, LLC from GRI Fund to CCNG-Atlantic.

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$1,130.00, to the Federal Communications Commission, which satisfies the filing fee required for this Application under line 1 of Section 1.1105 of the Commission's Rules.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenczak

Counsel to CCNG-Atlantic

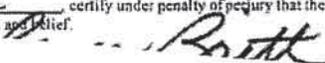
Boston
Chicago
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Los Angeles
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New York
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San Francisco
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Atlanta
Dallas
Denver
Houston
Los Angeles
Miami
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READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No. 1 of 2

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Crown Castle NG Atlantic LLC		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,130.00	
(4) STREET ADDRESS LINE NO 1 c/o Brett Ferenczak			
(5) STREET ADDRESS LINE NO 2 2020 K Street, NW			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-373-6000		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0010-1208-63		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Crown Castle NG Atlantic LLC			
(14) STREET ADDRESS LINE NO. 1 1220 Augusta Drive			
(15) STREET ADDRESS LINE NO 2 Suite 600			
(16) CITY Houston		(17) STATE TX	(18) ZIP CODE 77057
(19) DAYTIME TELEPHONE NUMBER (include area code) (713) 570-3000		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0010-1208-63		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,130.00	(27A) TOTAL FEE \$1,130.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, M. Renee Britt , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. 			
		DATE <u>9/2/2014</u>	

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
FORM 159-C

Page No. 2 of 2

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME
GRI Fund #2, L.P.

(14) STREET ADDRESS LINE NO. 1
904 South Broadway

(15) STREET ADDRESS LINE NO. 2

(16) CITY
Baltimore

(17) STATE
MD

(18) ZIP CODE
21231

(19) DAYTIME TELEPHONE NUMBER (include area code)
(410) 534-8044

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)
0023-9011-43

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID (24A) PAYMENT TYPE CODE (25A) QUANTITY

(26A) FEE DUE FOR (PTC) (27A) TOTAL FEE FCC USE ONLY

(28A) FCC CODE 1 (29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID (24B) PAYMENT TYPE CODE (25B) QUANTITY

(26B) FEE DUE FOR (PTC) (27B) TOTAL FEE FCC USE ONLY

(28B) FCC CODE 1 (29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID (24C) PAYMENT TYPE CODE (25C) QUANTITY

(26C) FEE DUE FOR (PTC) (27C) TOTAL FEE FCC USE ONLY

(28C) FCC CODE 1 (29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID (24D) PAYMENT TYPE CODE (25D) QUANTITY

(26D) FEE DUE FOR (PTC) (27D) TOTAL FEE FCC USE ONLY

(28D) FCC CODE 1 (29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID (24E) PAYMENT TYPE CODE (25E) QUANTITY

(26E) FEE DUE FOR (PTC) (27E) TOTAL FEE FCC USE ONLY

(28E) FCC CODE 1 (29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID (24F) PAYMENT TYPE CODE (25F) QUANTITY

(26F) FEE DUE FOR (PTC) (27F) TOTAL FEE FCC USE ONLY

(28F) FCC CODE 1 (29F) FCC CODE 2

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

In the Matter of the Application of)	
)	
GRI FUND #2, L.P.)	
)	
and)	WC Docket No. 14-_____
)	
CROWN CASTLE NG ATLANTIC LLC)	
)	
for authority pursuant to Section 214 of the)	
Communications Act of 1934, as amended, to)	
Transfer Indirect Control of 24/7 Mid-Atlantic)	
Network, LLC, a Domestic Carrier)	

JOINT APPLICATION

GRI Fund #2, L.P. (“Transferor”) and Crown Castle NG Atlantic LLC (“CCNG-Atlantic” or “Transferee,” and together with Transferor, “Applicants”) respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214, and Section 63.04 of the Commission’s Rules, 47 C.F.R. § 63.04, to transfer indirect control of 24/7 Mid-Atlantic Network, LLC (“24/7-MAN” or “Licensee”), an entity that holds domestic authority under Section 214, from Transferor to CCNG-Atlantic and ultimately to Crown Castle International Corp. (“CCI”), the ultimate parent of CCNG-Atlantic. Licensee is a wholly owned direct subsidiary of 24/7 Chesapeake Holdings, LLC (“Holdings”), which is majority owned by Transferor.

I. DESCRIPTION OF THE APPLICANTS

A. Transferor and Licensee

24/7-MAN is a Delaware limited liability company. Holdings, a Delaware limited liability company, is the sole member of Licensee. 24/7-MAN primarily operates in the

Baltimore/Washington, D.C. metropolitan area and, together with its affiliates, has over 800 route miles of fiber optic infrastructure in Maryland, Delaware, Virginia, and the District of Columbia. 24/7-MAN provides a variety of services including high-capacity optical transport, Internet protocol services, dark fiber, custom network design, and colocation services to government, education, financial, healthcare, commercial, and carrier customers.

Transferor is a Delaware limited partnership and a privately held investment fund.

The following entities directly or indirectly own or control 10% or more of the equity of Holdings:

Name: GRI Fund #2, L.P. ("GRI Fund")
Address: 904 South Broadway
Baltimore, MD 21231
Ownership Interest: 67.33% (directly in Holdings)
Citizenship: U.S. (Delaware)
Principal Business: Investments

Name: Georgia Rich
Address: c/o GRI Fund #2, L.P.
904 South Broadway
Baltimore, MD 21231
Attributable Interest: 67.33% (indirectly in Holdings as general partner of GRI Fund)
Citizenship: U.S.
Principal Business: Individual

Name: JMI Holdings, LLC (2011 Trust Series) ("JMI Holdings")
Address: 12265 El Camino Real Ste. 150
San Diego, CA 92130
Attributable Interest: 69.3% (indirectly in Holdings as 69.3% limited partner of GRI Fund)
Citizenship: U.S. (Delaware)
Principal Business: Investments

Name: Jennifer Ann Moores Trust
Address: 12265 El Camino Real, Ste. 150
San Diego, CA 92130
Ownership Interest: 15.4% (indirectly in Holdings as 15.4%
owner of JMI Holdings)
Citizenship: U.S. (California)
Principal Business: Trust

Name: John Jay Moores, Jr. Trust
Address: 12265 El Camino Real, Ste. 150
San Diego, CA 92130
Ownership Interest: 15.4% (indirectly in Holdings as 15.4%
owner of JMI Holdings)
Citizenship: U.S. (California)
Principal Business: Trust

The trustees for the Jennifer Ann Moores Trust and John Jay Moores, Jr. Trust are Evelyn Dixon, Rebecca Ann Moores and John Jay Moores. Each trustee is a U.S. citizen and can be reached through the address for the trusts.

Name: JMI Services, LLC ("JMI Services")
Address: 111 Congress Ave, Ste. 2600
Austin, TX 78701
Ownership Interest: 14.9% (indirectly in Holdings as 14.9% limited
partner of GRI Fund)
Citizenship: U.S. (Texas)
Principal Business: Investments

Name: John Moores
Address: 111 Congress Ave, Ste. 2600
Austin, TX 78701
Ownership Interest: 14.9% (indirectly in Holdings as greater
than 99% owner of JMI Services)
Citizenship: U.S.
Principal Business: Individual

Name: Rebecca Ann Moores Family Trust ("RAM Trust")
Address: 12265 El Camino Real, Ste. 150
San Diego, CA 92130
Ownership Interest: 14.9% (indirectly in Holdings as 14.9% limited
partner of GRI Fund)
Citizenship: U.S. (California)
Principal Business: Revocable Grantor Trust

Name: Rebecca Ann Moores
Address: 12265 El Camino Real, Ste. 150
San Diego, CA 92130
Ownership Interest: 14.9% (indirectly in Holdings as 100%
owner of RAM Trust)
Citizenship: U.S.
Principal Business: Individual

Name: Rich Family Ventures LLC ("RFV")
Address: 904 South Broadway
Baltimore, MD 21231
Ownership Interest: 32.67% (directly in Holdings)
Citizenship: U.S. (Delaware)
Principal Business: Investments

Name: George S Rich 2012 Irrevocable Trust f/b/o David
B Rich
Address: 904 South Broadway
Baltimore, MD 21231
Ownership Interest: 10.78% (indirectly in Holdings as 33% owner of
RFV)
Citizenship: U.S. (Maryland)
Principal Business: Trust

Name: George S Rich 2012 Irrevocable Trust f/b/o George
S Rich Jr.
Address: 904 South Broadway
Baltimore, MD 21231
Ownership Interest: 10.78% (indirectly in Holdings as 33% owner of
RFV)
Citizenship: U.S. (Maryland)
Principal Business: Trust

Name: George S Rich 2012 Irrevocable Trust f/b/o
Alexandra R Mills
Address: 904 South Broadway
Baltimore, MD 21231
Ownership Interest: 10.78% (indirectly in Holdings as 33% owner of
RFV)
Citizenship: U.S. (Maryland)
Principal Business: Trust

Alexandra R. Mills, a U.S. citizen, is the Trustee for each of the George S.
Rich 2012 Irrevocable Trusts.

A diagram showing the current corporate structure of the Licensee is provided in **Exhibit A**.

B. Crown Castle NG Atlantic LLC (Transferee)

Transferee is a Virginia limited liability company and wholly owned subsidiary of Crown Castle Solutions Corp. (“Solutions”), a Delaware corporation. Solutions is wholly-owned indirect subsidiary of CCI, a publicly traded (NYSE: CCI) Delaware corporation. Transferee, 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 Transferee, have deployed approximately 13,000 distributed antenna system (“DAS”) networks and small cell nodes; additional DAS and small cell nodes and fiber are under construction and/or under consideration.. Wholly-owned subsidiaries of Solutions hold authorizations to provide intrastate telecommunications services in the District of Columbia and in every state except Alaska, Maine, Montana, Nebraska (application pending for Crown Castle NG Central LLC), New Hampshire, South Dakota, Vermont, West Virginia (application pending for Crown Castle NG Central LLC), and Wyoming. In addition to Transferee, the following subsidiaries of Solutions hold blanket domestic 214 authority: Crown Castle NG East LLC; Crown Castle NG Central LLC; Crown Cast NG West LLC; CA-CLEC, LLC; InSITE Solutions, LLC; NewPath Networks, LLC; PA - CLEC LLC d/b/a Pennsylvania-CLEC LLC; and WA-CLEC, LLC.

Diagrams showing the current corporate structure of Transferee are provided in **Exhibit B**.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of an Equity Interest Purchase Agreement (“Agreement”) dated August 28, 2014, by and among Holdings, Transferor, Rich Family Ventures LLC (together with Transferor, the “Sellers”), and CCNG-Atlantic, CCNG-Atlantic will acquire all of the issued and outstanding membership units of Holdings from Sellers. As a result, Holdings will become a

direct wholly owned subsidiary of CCNG-Atlantic. Since Licensee will remain a wholly owned direct subsidiary of Holdings, Licensee will become a wholly-owned indirect subsidiary of CCNG-Atlantic and, ultimately, of CCI. A diagram of the pre- and post-transaction corporate structure of Licensee (and its affiliates) are provided in Exhibits A and C, respectively.

The transaction will be transparent to the customers of the Licensee at closing: the proposed transaction will not affect the rates, terms and conditions under which the current customers of the Licensee receive service immediately following closing, nor will it result in any interruption or discontinuance of service. Furthermore, immediately following the transaction, the Licensee will continue to operate pursuant to its existing domestic Section 214 authorization and applicable state authorizations. The operations of CCI's existing subsidiaries will not change as a result of the proposed transaction.

III. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Section 63.04 of the Commission's Rules, the Applicants submit the following information:

63.04(a)(1): Name, address and telephone number of each Applicant and Licensee:

Transferor

GRI Fund #2, L.P.
904 South Broadway
Baltimore, MD 21231
Tel: 410-534-8044

FRN: 0023901143

Licensee

24/7 Mid-Atlantic Network, LLC
111 Market Place, Suite 123
Baltimore, MD 21202
Tel: 443-921-0388

FRN: 0021683339

Transferee

Crown Castle NG Atlantic LLC
1220 Augusta Drive, Suite 600
Houston, TX 77057
Tel: 713-570-3000

FRN: 0010120863

63.04(a)(2): Jurisdiction of Organizations:

Transferor: Transferor is a Delaware limited partnership.

Licensees: 24/7-MAN is a Delaware limited liability company.

Transferee: CCNG-Atlantic is a Delaware limited liability company.

63.04(a)(3): Correspondence concerning this Application should be sent to:

For Transferor and Licensee:

Brian M. McDermott
Strategies Law Group, PLLC
1002 Parker Street
Falls Church, VA 22046
571-730-4970 (tel)
571-730-4971 (fax)
bmcdermott@stratlg.com

with a copy to:

Christopher Morris
111 Market Place, Suite 103
Baltimore, MD 21202
443-921-0388 (tel)
443-921-0572 (fax)
chrism@247midatlantic.com

For Transferee:

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006-1806
202-373-6000 (tel)
202-373-6001 (fax)
jean.kiddoo@bingham.com
brett.ferenchak@bingham.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

63.04(a)(4): Ownership Information

Upon completion of the transaction, Licensee will remain a wholly owned direct subsidiary of Holdings. The ownership of the Transferee will not change as a result of the proposed transaction. The following persons or entities directly or indirectly own 10% or greater

of Transferee as calculated pursuant to the Commission ownership attribution rules for wireline telecommunications carriers:

Upon completion of the transaction, the following entity will hold 100% of the stock of Holdings:

Name: Crown Castle NG Atlantic LLC (“Transferee”)
Address: 1220 Augusta Drive, Suite 600
Houston, TX 77057
Ownership Interest: 100% (directly in Holdings)
Citizenship: U.S. (Virginia)
Principal Business: Holding Company

The following entities currently have a 10% or greater direct or indirect interest in Transferee and the transaction will not have an impact on that ownership structure:

- 1) Name: Crown Castle NG Networks Inc. (“CCNG”)
Address: 1220 Augusta Drive, Suite 600
Houston, TX 77057
Ownership Interest: 100% (directly in Transferee)
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
- 2) Name: Crown Castle Solutions Corp. (“Solutions”)
Address: 1220 Augusta Drive, Suite 600
Houston, TX 77057
Ownership Interest: 100% (indirectly in Transferee as 100% owner of CCNG)
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
- 3) Name: Crown Castle Operating Company (“CCOC”)
Address: 1220 Augusta Drive, Suite 600
Houston, TX 77057
Ownership Interest: 100% (indirectly in Transferee as 100% owner of Solutions)
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
- 4) Name: Crown Castle International Corp. (“CCI”)
Address: 1220 Augusta Drive, Suite 600
Houston, TX 77057
Ownership Interest: 100% (indirectly in Transferee as 100% owner of CCOC)
Citizenship: U.S. (Delaware)
Principal Business: Holding Company

CCI is a publicly traded company (NYSE: CCI) whose stock ownership varies on a daily basis. Based on the SEC Schedules 13G filed with respect to CCI, to CCI's knowledge, no person or entity currently holds a ten percent (10%) or greater interest in CCI.¹ Additional information regarding CCI's ownership is available at <http://www.crowncastle.com/investor/proxy/CurrentProxy.pdf>.

No other person or entity is expected to hold a 10 percent or greater ownership interest in the Licensees pursuant to the Commission's attribution rules as a result of the consummation of the transaction contemplated by the Agreement.

63.04(a)(5): Anti-Drug Abuse Act Certification

As evidenced by the signature of each Applicant to this Application, each Applicant certifies that, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

63.04(a)(6): Description of the Transaction

A description of the proposed transaction is set forth in **Section II** above.

63.04(a)(7): Geographic Areas Served

The Applicants and their affiliates offer domestic telecommunications services in the U.S. as follows:

¹ T. Rowe Price Associates, Inc. ("TRP Associates"), a Maryland corporation located at 100 E. Pratt Street, Baltimore, Maryland 21202, filed with the Securities and Exchange Commission ("SEC") on February 13, 2014, an amendment to Schedule 13G indicating for purposes of the reporting requirements of the Securities Exchange Act of 1934 ("Exchange Act"), T. Rowe Price is a beneficial owner of 12.6% of the stock of CCI. TRP Associates has advised CCI that the stock is owned by various individual and institutional investors with respect to which TRP Associates serves as investment advisor with power to direct investments or sole power to vote the securities, or both. However, TRP Associates' voting power is limited to less than 4 percent of the CCI securities. Although for purposes of the Exchange Act TRP Associates is deemed to be a beneficial owner of CCI securities, TRP Associates specifically disclaims that it is, in fact, the beneficial owner of such securities. CCI therefore does not believe that TRP Associates owns or controls 10% or more of CCI's stock under the FCC's ownership attribution rules for wireline carriers.

Licensee. The Licensee currently provides telecommunications services in the District of Columbia and Maryland. Licensee is also authorized to provide intrastate telecommunications services in the District of Columbia but does not currently provide telecommunications services in the District. Affiliates of Licensee are also authorized to provide intrastate telecommunications services in Delaware (Chesapeake Fiber LLC) and Virginia (24/7 Mid-Atlantic of Virginia LLC), but neither of those entities currently provide telecommunications services in any state.

Transferee. Transferee and its affiliates (see Section II(B) and Exhibit B for a list of affiliates that provide telecommunications services) provide transport, backhaul, and DAS/Small Cell services. Transferee provides such services in the District of Columbia, Maryland, and Virginia, and is authorized to provide intrastate telecommunications services in those jurisdictions. Transferee does not hold authorization to provide intrastate telecommunications services in any other state. Affiliates of Transferee provide transport, backhaul and DAS/Small Cell services in Arizona, California, Colorado, Florida, Georgia, Illinois, Indiana, Kansas, Louisiana, Maryland, Massachusetts, Michigan, Mississippi Nevada, New Jersey, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, Texas, Utah, Virginia, Washington, and Wisconsin. In addition, one or more of these affiliates are authorized to provide intrastate telecommunications services, but do not currently provide such services, in Alabama, Arkansas, Connecticut, Delaware, the District of Columbia, Idaho, Iowa, Kentucky, Minnesota, Missouri, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, South Carolina, and Tennessee. Crown Castle NG Central LLC has applications pending to provide intrastate telecommunications services in Nebraska and West Virginia.

In addition, Transferee is affiliated through common ultimate ownership by CCI with the following companies that hold licenses or authorizations from the FCC:

Crown Communication LLC: CF - Point to Point Microwave, Common Carrier;

OP LLC: BC - 1670-1675 MHz Band, Market Area; and

Pinnacle Towers LLC: IG - Below 800 MHz Industrial/Business Pool, Private, Conventional.

63.04(a)(8): Streamlining Categorization

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules because (i) the proposed transaction will result in the Applicants (including their Affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (ii) the Applicants (including their Affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (iii) neither the Applicants nor any of their Affiliates are regulated as dominant with respect to any service.

63.04(a)(9): Additional FCC Applications

No other applications are being filed with the Commission with respect to this transaction.

63.04(a)(10): Special Consideration Requests

Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible and no later than October 31, 2014.

63.04(a)(11): Waiver Requests

No waiver requests are being filed in conjunction with the transaction.

63.04(a)(12): Public Interest Statement

The transaction described in this Application will serve the public interest. The financial, technical, and managerial resources that Transferee and CCI will bring to the Licensee is

expected to further enhance the ability of the Licensee to compete in the telecommunications marketplace. Further, the existing network of Licensee and its affiliates will enhance the ability of Transferee and its affiliates to serve their customers.

At the same time, the proposed transaction will have no adverse impact on the customers of the Licensee. Immediately following the transaction, those customers will continue to receive their existing services at the same rates, terms and conditions as currently provided. Future changes to the rates, terms, and conditions of service will be made consistent with applicable regulatory requirements. The transaction will be transparent to customers since the only change immediately following the closing of the transaction from the customers' perspective is that Transferee, and ultimately CCI, will be the new owners of Licensee.²

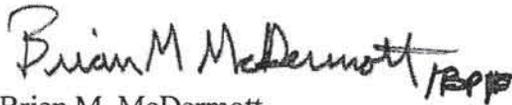
Furthermore, the proposed transaction does not present any anti-competitive concerns. The acquisition of the Licensee by Transferee will not have an adverse effect on competition in the markets for intrastate or interstate switched telecommunications services since Licensee, Transferee, and their respective affiliates do not provide traditional switched telecommunications services. Moreover, the combination of the networks of Licensee, Transferee and their affiliates will strengthen their ability to compete for customers with larger providers.

² Transferee expects that the all or some of the assets of Licensee and its affiliates may be assigned to Transferee and Crown Castle NG East LLC at some point following completion of the transaction that is the subject of this Application. The relevant parties will separately submit any required notices and applications as applicable to the assignment.

IV. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,



Brian M. McDermott
Strategies Law Group, PLLC
1002 Parker Street
Falls Church, VA 22046
571-730-4970 (tel)
571-730-4971 (fax)
bmcdermott@stratlg.com

Counsel for GRI Fund #2, L.P.



Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006-1806
202-373-6000 (tel)
202-373-6001 (fax)
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

Counsel for Crown Castle NG Atlantic LLC

Date: September 2, 2014

LIST OF EXHIBITS

EXHIBIT A – Current Corporate Structure of the Licensees
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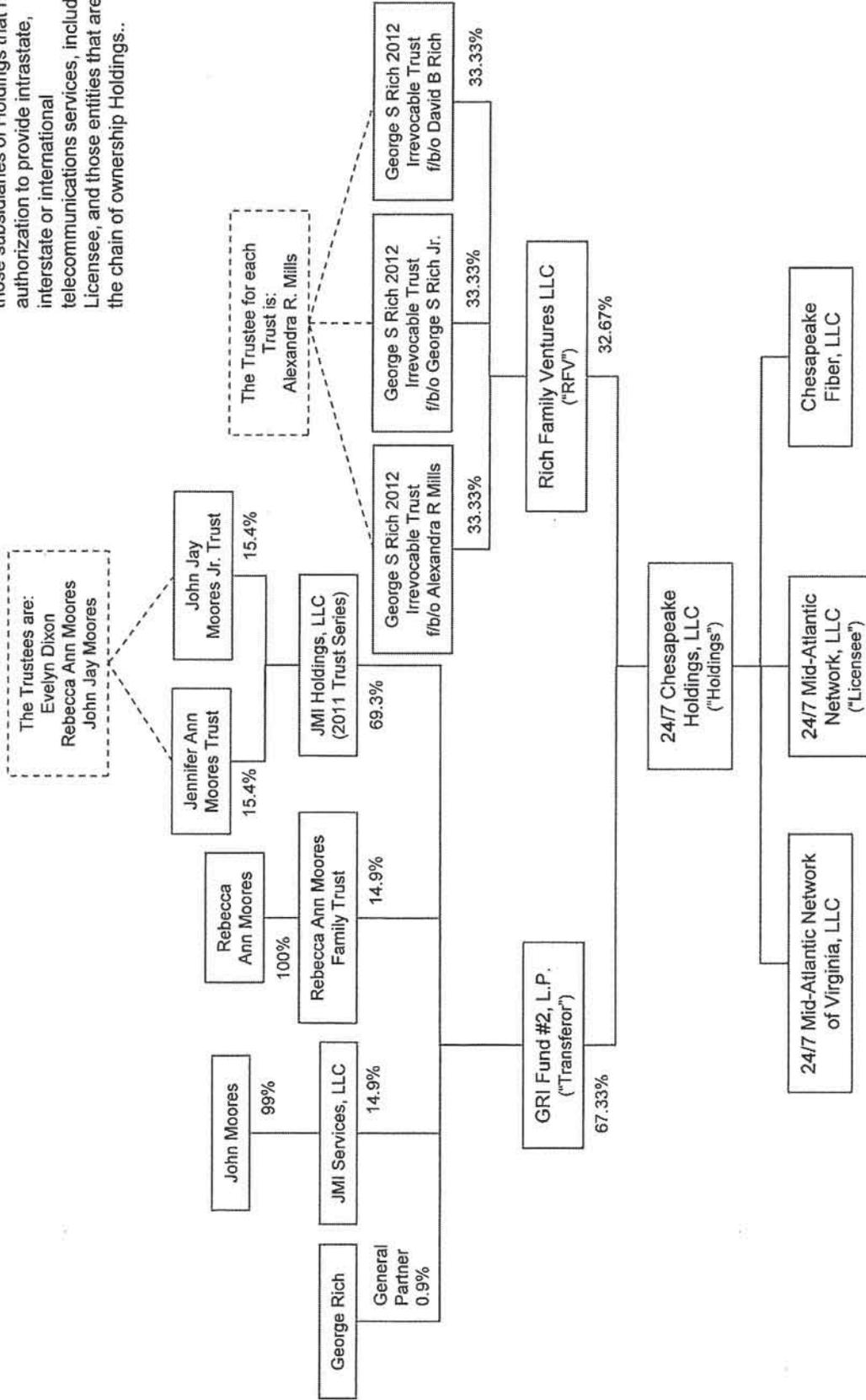
EXHIBIT B -- Current Corporate Structure of Transferee
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EXHIBIT C -- Corporate Structure of Transferee and the Licensee Post-Close
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EXHIBIT A

Current Corporate Structure of Licensee

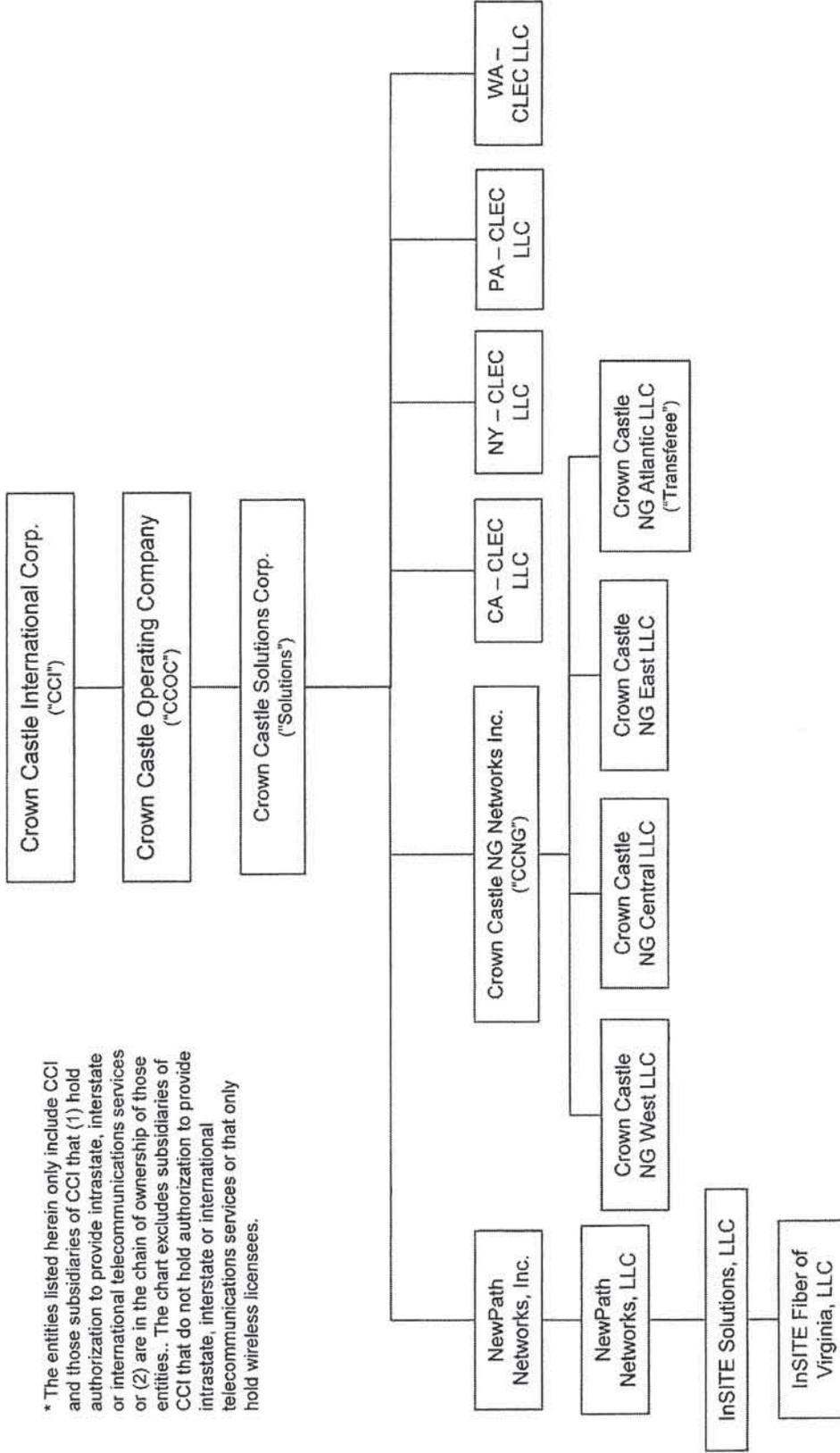
* The entities listed herein only include those subsidiaries of Holdings that hold authorization to provide intrastate, interstate or international telecommunications services, including Licensee, and those entities that are in the chain of ownership Holdings..



Unless otherwise indicated all ownership percentages are 100%.

EXHIBIT B

Current Corporate Structure of Transferee

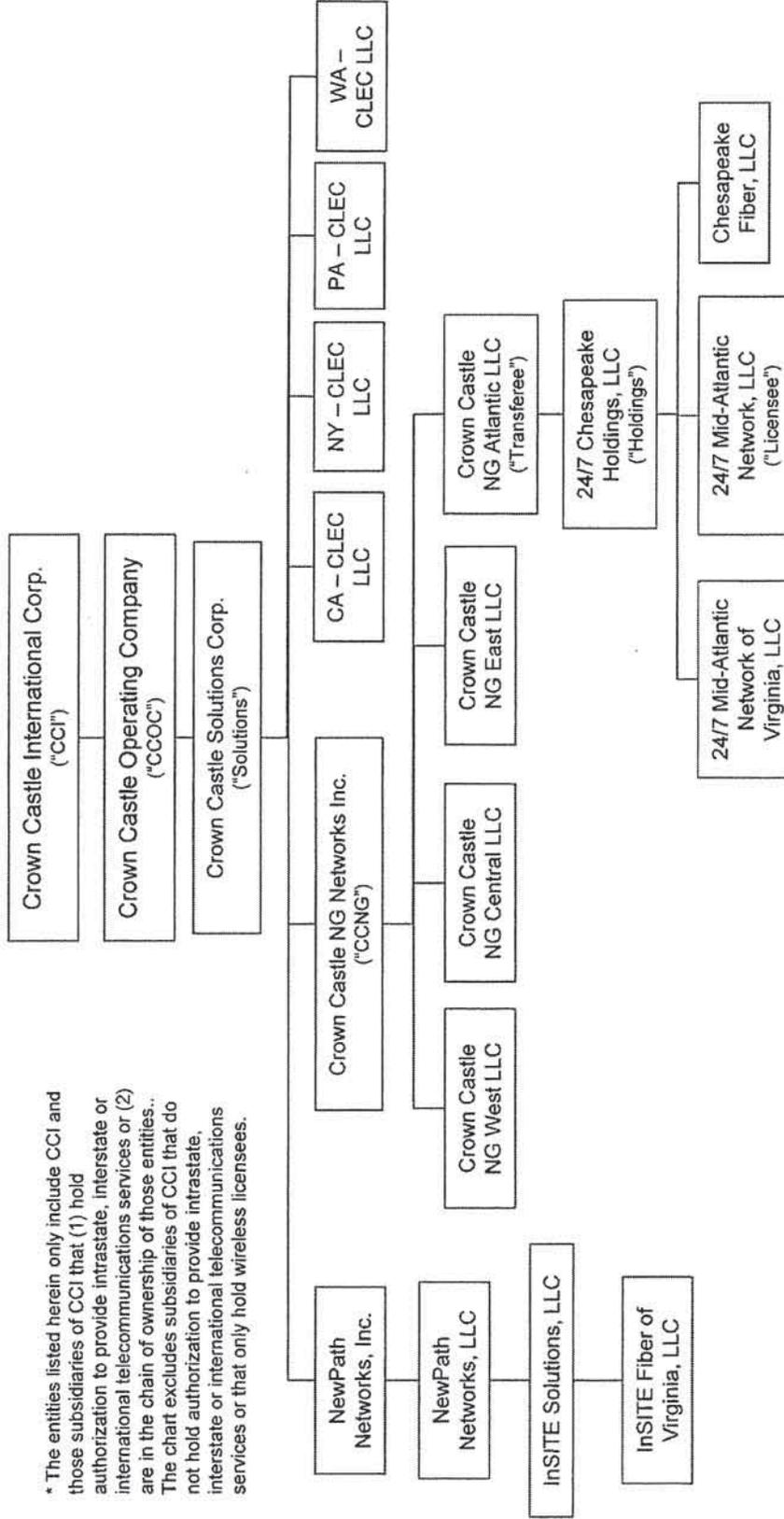


* The entities listed herein only include CCI and those subsidiaries of CCI that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of CCI that do not hold authorization to provide intrastate, interstate or international telecommunications services or that only hold wireless licenses.

Unless otherwise indicated all ownership percentages are 100%.

EXHIBIT C

Corporate Structure of Transferee and Licensee Post-Close



* 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%.

VERIFICATION

I, Monica Gambino, am Vice President - Legal of Crown Castle NG Atlantic LLC (together, 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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 29 day of August, 2014.



Monica Gambino
Vice President - Legal
Crown Castle NG Atlantic LLC

VERIFICATION

I, Brett Cameron, am chief executive officer of 24/7 Mid-Atlantic Network, LLC ("24/7 MAN"); that I am authorized to make this Verification on behalf of the 24/7 MAN; 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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 27th day of August, 2014.

A handwritten signature in black ink, appearing to read "Brett Cameron", is written over a horizontal line.

24/7 Mid-Atlantic Network, LLC

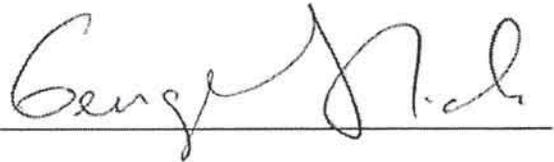
STATE OF MARYLAND
COUNTY OF BALTIMORE

§
§
§

VERIFICATION

I, George Rich, am the General Partner of GRI Fund #2, L.P. ("GRI"); that I am authorized to make this Verification on behalf of GRI; 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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 29th day of August, 2014.

A handwritten signature in cursive script, appearing to read "George Rich", is written above a horizontal line.

GRI Fund #2, L.P.

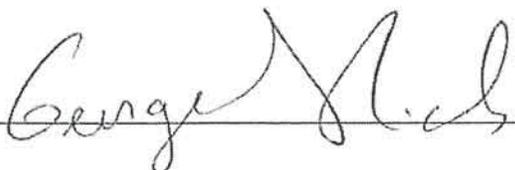
STATE OF MARYLAND
COUNTY OF BALTIMORE

§
§
§

VERIFICATION

I, George Rich, am the manager of 24/7 Chesapeake Holdings, LLC and its subsidiaries (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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 29th day of August, 2014.



A handwritten signature in cursive script, appearing to read "George Rich", is written over a horizontal line.

24/7 Chesapeake Holdings, LLC

VERIFICATION

I, Brett Cameron, am chief executive officer of 24/7 Mid-Atlantic Network, LLC ("24/7 MAN"); that I am authorized to make this Verification on behalf of the 24/7 MAN; 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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 27th day of August, 2014.

A handwritten signature in black ink, appearing to read "Brett Cameron", with a long horizontal flourish extending to the right.

24/7 Mid-Atlantic Network, LLC