

CC Holdings GS V LLC
f/k/a Global Signal Holdings V LLC

Consolidated Financial Statements

For the Nine Months Ended September 30, 2009 and 2008
(Unaudited)

CC HOLDINGS GS V LLC
f/k/a GLOBAL SIGNAL HOLDINGS V LLC
CONSOLIDATED BALANCE SHEET
(In thousands)

	September 30, 2009	December 31, 2008
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents.....	\$ —	\$ —
Restricted cash	70,995	35,613
Trade receivables, less allowance for doubtful accounts of \$2,007 and \$2,134, respectively	4,635	8,055
Deferred site rental receivables	3,281	2,846
Deferred income tax assets.....	13,373	12,632
Prepaid expenses and other current assets.....	22,237	15,440
Total current assets.....	114,421	74,586
Deferred site rental receivables	51,370	36,985
Amount due from parent	—	219,342
Property and equipment, net.....	1,283,154	1,308,462
Goodwill.....	1,337,985	1,337,985
Other intangible assets, net.....	1,867,125	1,949,618
Deferred financing costs and other assets	38,602	12,837
Total assets.....	4,692,657	4,939,815
LIABILITIES AND MEMBER'S EQUITY		
Current liabilities:		
Accounts payable and accrued expenses.....	\$ 20,865	\$ 13,263
Deferred revenues	35,068	33,717
Total current liabilities	55,933	46,980
Long-term debt	1,166,419	1,548,351
Amount due to parent.....	252,258	—
Deferred ground lease payables	37,629	27,675
Deferred income tax liabilities	419,831	473,986
Other liabilities.....	60,063	62,065
Total liabilities	1,992,133	2,159,057
Commitments and contingencies (note 9)		
Member's equity:		
Member's equity	2,849,833	2,849,833
Accumulated earnings (deficit)	(149,309)	(69,075)
Total member's equity	2,700,524	2,780,758
Total liabilities and equity.....	\$ 4,692,107	\$ 4,939,815

See condensed notes to consolidated financial statements.

CC HOLDINGS GS V LLC
f/k/a GLOBAL SIGNAL HOLDINGS V LLC
CONSOLIDATED STATEMENT OF OPERATIONS (Unaudited)
(In thousands)

	Nine Months Ended September 30,	
	2009	2008
Site rental revenues	\$ 342,104	\$ 329,904
Operating expenses:		
Cost of operations (excluding depreciation, amortization and accretion)	125,058	125,875
Management fee	24,647	23,770
Asset write-down charges	5,695	2,278
Depreciation, amortization and accretion	142,951	143,863
	<u>298,351</u>	<u>295,786</u>
Operating income	43,753	34,118
Interest and other income (expense)	(7)	(483)
Gain (loss) on debt repayments	(107,718)	—
Interest expense and amortization of deferred financing costs	(70,816)	(67,000)
Income (loss) before income taxes	(134,788)	(33,363)
Benefit (provision) for income taxes	54,554	11,420
Net income (loss)	<u>\$ (80,234)</u>	<u>\$ (21,945)</u>

See condensed notes to consolidated financial statements.

CC HOLDINGS GS V LLC
f/k/a GLOBAL SIGNAL HOLDINGS V LLC
CONSOLIDATED STATEMENT OF CASH FLOWS (Unaudited)
(In thousands)

	Nine Months Ended September 30,	
	2009	2008
Cash flow from operating activities:		
Net income (loss).....	\$ (80,234)	\$ (21,945)
Adjustments to reconcile net income (loss) to net cash provided by (used for) operating activities:		
Depreciation, amortization and accretion.....	142,951	143,862
Amortization of deferred financing costs and other non-cash interest.....	2,278	557
Asset write-down charges.....	5,695	1,540
(Gain) loss on debt repayments.....	107,718	—
Deferred income tax benefit (provision).....	(54,796)	(11,717)
Other adjustments.....	—	261
Changes in assets and liabilities:		
Increase (decrease) in accounts payable and accrued expenses.....	7,602	1,797
Increase (decrease) in deferred revenues, deferred ground lease payable and other liabilities.....	10,780	9,410
Decrease (increase) in receivables.....	3,420	(1,770)
Decrease (increase) in prepaid expenses, deferred site rental receivables and other current assets.....	(21,944)	(16,244)
Decrease (increase) in other assets.....	(4,112)	(14,843)
Net cash provided by (used for) operating activities.....	119,358	90,908
Cash flows from investing activities:		
Capital expenditures.....	(42,399)	(32,325)
Proceeds from disposition of property.....	—	24
Net cash provided by (used for) investing activities.....	(42,399)	(32,301)
Cash flows from financing activities:		
Proceeds from issuance of long-term debt.....	1,165,104	—
Repayments of long-term debt.....	(1,656,255)	—
Incurrence of financing costs.....	(22,026)	—
(Increase) decrease in amount due from parent.....	471,600	(67,421)
Net (increase) decrease in restricted cash.....	(35,382)	8,814
Net cash provided by (used for) financing activities.....	(76,959)	(58,607)
Net increase (decrease) in cash and cash equivalents.....	—	—
Cash and cash equivalents at beginning of period.....	—	—
Cash and cash equivalents at end of period.....	\$ —	\$ —
Supplemental disclosure of cash flow information		
Interest paid.....	\$ 59,641	66,443
Income taxes paid.....	—	—

See condensed notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—Unaudited (Continued)
(Tabular dollars in thousands)

1. General

The information contained in the following notes to the consolidated financial statements is condensed from that which would appear in the audited annual consolidated financial statements; accordingly, the consolidated financial statements included herein should be reviewed in conjunction with the consolidated financial statements for the fiscal year ended December 31, 2008, and related notes thereto.

The accompanying consolidated financial statements reflect the consolidated financial position, results of operations and cash flows of CC Holdings GS V LLC and its consolidated wholly-owned subsidiaries (“the Company,” f/k/a “Global Signal Holdings V LLC”). On April 30 2009, the Company was renamed CC Holdings GS V LLC. The Company is a wholly-owned subsidiary of Global Signal Operating Partnership, L.P., which is an indirect subsidiary of Crown Castle International Corp. (“CCIC” or “Crown Castle,” a Delaware corporation). All significant inter-company accounts, transactions and profits have been eliminated.

The Company owns, operates and leases towers and other communications structures (collectively, “towers”). The Company’s primary business is the renting of antenna space to wireless communication companies under long-term contracts. The Company’s towers and sites are geographically dispersed across the United States. Management services of the communications towers and other communications sites are performed by Crown Castle USA Inc. (“CCUSA”), an affiliate of the Company, under a management agreement, as the Company has no employees.

Basis of Presentation

The consolidated financial statements included herein are unaudited; however, they include all adjustments (consisting only of normal recurring adjustments) which, in the opinion of management, are necessary to present fairly the consolidated financial position of the Company at September 30, 2009, the consolidated results of operations for the nine months ended September 30, 2009 and 2008 and the consolidated cash flows for the nine months ended September 30, 2009 and 2008. Accounting measurements at interim dates inherently involve greater reliance on estimates than at year end. The results of operations for the interim periods presented are not necessarily indicative of results to be expected for the entire year.

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and use assumptions that affect the reported amounts of assets and liabilities and the disclosure for contingent assets and liabilities at the date of the financial statements as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The Company adopted certain presentation and disclosure requirements of the FASB Accounting Standards Codification (“ASC”) topic 810 (formerly SFAS No. 160). See note 2.

Summary of Significant Accounting Policies

The summary of significant accounting policies used in the preparation of the Company’s consolidated financial statements is disclosed in the Company’s audited annual consolidated financial statements.

2. New Accounting Pronouncements

During 2009, the Company adopted certain amendments to ASC 805 (formerly SFAS 141(R)), ASC 820 (formerly SFAS 157), ASC 825 (formerly FASB Staff Position No. FAS 107-1 and APB 28-1)), ASC 350 (formerly FSP 142-3), and ASC 855 (formerly SFAS No. 165). These amendments to the ASC did not have a material impact on the Company’s consolidated financial statements. In addition, amendments to ASC 810 (formerly SFAS No. 167) are effective January 1, 2010 and are not expected to have a material impact on the Company’s consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—Unaudited (Continued)
(Tabular dollars in thousands)

3. Property and Equipment

The major classes of property and equipment are as follows:

	Estimated Useful Lives	September 30, 2009	December 31, 2008
Land and buildings	40 years	\$ 76,963	\$ 77,330
Telecommunications towers	1-20 years	1,412,276	1,379,804
Construction in process	—	29,758	27,465
		1,518,997	1,484,599
Less: accumulated depreciation		(235,843)	(176,137)
		<u>\$ 1,283,154</u>	<u>\$ 1,308,462</u>

Depreciation expense was \$62.0 million and \$63.3 million for the nine months ended September 30, 2009 and 2008, respectively.

4. Intangible Assets

As of September 30, 2009, \$1.8 billion of the consolidated net intangible assets relate to site rental contracts. As of September 30, 2009, the accumulated amortization on the consolidated intangible assets was \$284.3 million.

Amortization expense related to intangible assets is classified as follows on the Company's consolidated statement of operations and comprehensive income (loss):

<u>Classification</u>	Nine Months Ended September 30,	
	2009	2008
Depreciation, amortization and accretion	\$ 80,069	\$ 80,071
Site rental costs of operations	2,366	2,635
Total amortization expense	<u>\$ 82,435</u>	<u>\$ 82,706</u>

5. Debt

The Company's outstanding debt as of December 31, 2008 consisted entirely of the February 2006 Mortgage Loan with a face value of \$1.550 billion. As of September 30, 2009 the Company's outstanding debt consists entirely of the 7.75% Senior Secured Notes with a face value of \$1.2 billion.

7.75% Secured Notes

On April 30, 2009, CC Holdings GS V LLC ("Issuer Entity") and Crown Castle GS III Corp. ("Co-Issuer Entity" and together with the Issuer Entity, "Issuers") issued \$1.2 billion aggregate principal amount of 7.75% Senior Secured Notes due 2017 ("7.75% Secured Notes"), pursuant to an indenture ("Indenture") dated as of April 30, 2009, by and among the Issuers, the Guarantors (as defined below) and The Bank of New York Mellon Trust Company, N.A., as trustee ("Indenture Trustee"). The 7.75% Secured Notes are guaranteed by the direct and indirect wholly-owned subsidiaries of the Issuer Entity, other than the Co-Issuer Entity (collectively, "Guarantors"). The 7.75% Secured Notes are not guaranteed by and will not constitute obligations of CCIC or any of its subsidiaries, other than the Issuers and the Guarantors. The 7.75% Secured Notes will be paid solely from the cash flows generated from operation of the towers held directly and indirectly by the Issuer Entity and the Guarantors. The 7.75% Secured Notes are secured on a first priority basis by a pledge of the equity interests of the Guarantors holding such towers and by certain other assets of the Guarantors.

The net proceeds of the offering were \$1.15 billion, inclusive of the \$34.9 million original issue discount and \$18.0 million of fees. The proceeds were used by the Guarantors, as well as an advance from an indirect subsidiary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—Unaudited (Continued)
(Tabular dollars in thousands)

of CCIC, to repay in full the February 2006 Mortgage Loan and the related prepayment considerations. The repayment of the February 2006 Mortgage Loan resulted in a loss of \$107.7 million in April 2009. The proceeds of such repayment were deposited with the trustee for the Certificates and will be distributed to the holders of such Certificates in accordance with the terms of the Trust. The repayment is inclusive of \$255.4 million that will ultimately be paid to CCIC for the portion of the February 2006 Mortgage Loan owned by CCIC (see note 5).

Some or all of the 7.75% Secured Notes, at the Issuer Entity's option, may be redeemed at any time prior to May 1, 2013 at a price equal to 100% of the principal amount of the 7.75% Secured Notes plus a "make-whole" premium. In addition, some or all of the 7.75% Secured Notes, at the Issuer Entity's option, may be redeemed at any time on or after May 1, 2013 at the redemption prices set forth in the Indenture. In addition, under certain circumstances, the Issuers may also be required to commence an offer to purchase 7.75% Secured Notes at par as a result of the sale of assets or the receipt of casualty and condemnation proceeds.

The Cash Management Agreement (as defined in the 7.75% senior notes indenture) provides that for so long as any Cash Trap Event (as described below) is continuing, all Excess Cash Flow will be deposited in a Cash Trap Reserve Sub-Account. A Cash Trap Event will occur as of the last day of any calendar quarter when the Consolidated Fixed Charge Coverage Ratio of the Issuer Entity is equal to or less than 1.35 to 1 and will continue to exist until such time as the Consolidated Fixed Charge Coverage Ratio exceeds 1.35 to 1 for two consecutive calendar quarters. As of September 30, 2009, the Consolidated Fixed Charge Coverage Ratio was 2.6.

If, at the end of any fiscal quarter, (i) the aggregate amount of funds deposited in the Cash Trap Reserve Sub-Account exceeds \$100.0 million and (ii) a Repayment Period (as described below) is in effect, the Issuers will be required to commence within 30 days following the end of such quarter an offer to purchase the maximum principal amount of 7.75% Secured Notes that may be purchased out of the aggregate amount of funds deposited in the Cash Trap Reserve Sub-Account. A Repayment Period will commence as of the last day of any calendar quarter if the Consolidated Fixed Charge Coverage Ratio is equal to or less than 1.20 to 1 and will continue to exist until the Consolidated Fixed Charge Coverage Ratio exceeds 1.20 to 1 as of the last day of any calendar quarter.

In connection with the issuance and sale of the 7.75% Secured Notes, the Issuer Entity and the Guarantors entered into a management agreement ("Management Agreement") dated as of April 30, 2009, with Crown Castle USA Inc. ("Manager"). The Manager is a wholly-owned indirect subsidiary of CCIC. Pursuant to the Management Agreement, the Manager will perform, on behalf of the Guarantors, those functions reasonably necessary to maintain, market, operate, manage and administer the assets of the Guarantors.

Also in connection with the issuance and sale of the 7.75% Secured Notes, the Issuer Entity, the Guarantors, the Indenture Trustee and the Manager entered into the Cash Management Agreement. Pursuant to the Cash Management Agreement, the Manager and Indenture Trustee will administer the reserve and allocation of funds.

Previously Outstanding Indebtedness

February 2006 Mortgage Loan. The Company used the net proceeds from the 7.75% senior secured notes, along with additional cash, to repay its \$1.550 billion February 2006 Mortgage Loan. The additional cash totaling approximately \$500 million was contributed to the Company by CCIC, the ultimate parent of GSL V, and was utilized in satisfying the prepayment consideration as well as funding the difference between the face value of the previous debt and the cash received from the issuance of the 7.75% Secured Notes in order to facilitate repayment of the February 2006 Mortgage Loan in full. This cash consideration contributed by CCIC is reflected as an amount due to parent by the Company.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—Unaudited (Continued)
(Tabular dollars in thousands)

Interest Expense and Amortization of Deferred Financing Costs

The components of “interest expense and amortization of deferred financing costs” are as follows:

	Nine Months Ended September 30,	
	2009	2008
Interest expense on debt obligations	\$ 68,538	\$ 66,443
Amortization of deferred financing costs.....	777	—
Amortization of discounts on long-term debt	1,501	—
Amortization of purchase price adjustments on long-term debt.....	—	557
Total.....	<u>\$ 70,816</u>	<u>\$ 67,000</u>

6. Member’s Equity

The following table provides a reconciliation of the beginning and ending carrying amounts of total equity.

	Member’s Equity	Accumulated Earnings (Deficit)	Total
Balance, January 1, 2009	\$ 2,849,833	\$ (69,075)	\$ 2,780,758
Net income (loss)	—	(80,234)	(80,234)
Balance, September 30, 2009	<u>\$ 2,849,833</u>	<u>\$ (149,309)</u>	<u>\$ 2,700,524</u>

7. Fair Value Disclosures

The fair value of cash and cash equivalents and restricted cash approximates the carrying value. The estimated fair value of the Company’s debt securities is based on indicative quotes (that is non-binding quotes) from brokers that require judgment to interpret market information including implied credit spreads for similar borrowings on recent trades or bid/ask prices. The estimated fair values of the Company’s financial instruments, along with the carrying amounts of the related assets (liabilities), are as follows:

	September 30, 2009		December 31, 2008	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Cash and cash equivalents	\$ —	\$ —	\$ —	\$ —
Restricted cash.....	70,995	70,995	35,613	35,613
Long-term debt	1,166,419	1,242,000	(1,548,351)	(1,268,754)

The Company’s assets and liabilities measured on a recurring basis consist of cash and cash equivalents and restricted cash that are classified as level 1 in the fair value hierarchy.

8. Income Taxes

For the nine months ended September 30, 2009, the Company recorded a tax benefit of \$54.6 million. The tax benefit for the nine months ended September 30, 2009 is inclusive of a \$8.7 million state reversal of state tax valuation allowances. The effective tax rate for the third quarter of 2009 differs from the federal statutory rate predominately due to these state tax benefits.

During the nine months ended September 30, 2008, the Company recorded an equity contribution of \$11.0 million, related to the use of net operating losses from members in its federal consolidated group that are not members of the Company’s group of companies.

9. Commitments and Contingencies

The Company is involved in various claims, lawsuits and proceedings arising in the ordinary course of business. While there are uncertainties inherent in the ultimate outcome of such matters, and it is impossible to presently

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—Unaudited (Continued)
(Tabular dollars in thousands)

determine the ultimate costs or losses that may be incurred, if any, management believes the resolution of such uncertainties and the incurrence of such costs should not have a material adverse effect on the Company's consolidated financial position or results of operations.

10. Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk are primarily restricted cash and trade receivables. The Company's restricted cash is held and directed by a trustee.

The following table summarizes the percentage of the Company's revenue for those customers accounting for more than 10% of the Company's revenues.

	Nine Months Ended September 30,	
	2009	2008
Sprint Nextel Corp.....	37%	37%
AT&T	14%	14%
T-Mobile.....	12%	10%
Verizon Wireless	10%	8%