

## **FINANCIAL CODE OF ETHICS** **(August 9, 2007)**

This Financial Code of Ethics (“Financial Code”) of Crown Castle International Corp. (“Company”) contains the ethical principles by which the chief executive officer, chief financial officer, principal accounting officer, controller and other senior financial officers (“Senior Officers”) are expected to conduct themselves when carrying out their respective duties and responsibilities. Senior Officers should also comply with the Company’s other ethics policies, including any amendments or supplements thereto (“Ethics Policies”).

### **Ethical Principles**

In carrying out his or her duties to and responsibilities for the Company, each Senior Officer should endeavor to:

- act ethically with honesty and integrity, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the United States Securities and Exchange Commission (“SEC”) and in other public communications that the Company makes;
- comply with applicable laws, rules and regulations of national, state, provincial and local governments and private and public regulatory agencies (including the New York Stock Exchange (“NYSE”)) having jurisdiction over the Company;
- act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing his or her independent judgment on behalf of the Company to be subordinated to other interests;
- promote honest and ethical behavior by others in the work environment;
- respect the confidentiality of information acquired in the course of his or her work except when authorized or otherwise legally obligated to disclose such information;
- responsibly use and maintain all assets and resources employed or entrusted to such Senior Officer;
- promptly report material violations of this Financial Code pursuant to the “Compliance Procedures” below; and
- accept accountability for adherence to this Financial Code.

## **Waivers**

Consents obtained pursuant to this Financial Code, or waivers of any provision of this Financial Code, shall be made only by the Board of Directors of the Company (“Board”) or a committee thereof. Persons seeking a waiver should be prepared to disclose all pertinent facts and circumstances, respond to inquiries for additional information, explain why the waiver is necessary, appropriate, or in the best interest of the Company, and be willing to comply with any procedures that may be required to protect the Company in connection with a waiver. If a waiver of this Financial Code is granted for any Senior Officer, appropriate disclosure will be made promptly in accordance with legal requirements and stock exchange regulations, including any applicable rules of the NYSE and SEC.

## **Compliance Procedures**

Enforcement of sound ethical standards is the responsibility of every officer and employee of the Company. Material violations and reasonable suspicions of material violations of this Financial Code should be reported promptly through the submission procedures described below. The reporting person should make full disclosure of all pertinent facts and circumstances, taking care to distinguish between matters that are certain and matters that are suspicions, worries, or speculation, and also taking care to avoid premature conclusions or alarmist statements since the situation may involve circumstances unknown to the reporting person. The Company does not permit retaliation of any kind for good faith reports of ethical violations. Persons making a report knowing it is false or willfully disregarding its truth, accuracy or completeness, or engaging in any other bad faith use of the reporting system, will generally be in violation of the Ethics Policies.

Submissions reporting (1) any violation of this Financial Code or any laws, rules or regulations, (2) any complaints regarding accounting, internal accounting controls or auditing matters or (3) any concerns regarding questionable accounting or auditing matters may be made, on an anonymous or non-anonymous basis, by calling 1-877-874-8416 or visiting <https://crowncastle.alertline.com/gcs/welcome> to make a submission describing such violation, complaint or concern.

A copy of each report, complaint or concern submitted relating to a Senior Officer will be sent to each member of the Audit Committee. Each report, complaint or concern relating to a Senior Officer will be tracked and handled by the Audit Committee according to its procedures regarding complaints and violations of this Financial Code as may be in effect from time to time. In the event the Audit Committee or Board concludes that a material violation of this Financial Code has occurred, the Audit Committee or Board may take such action as it deems appropriate under the circumstances.

## **Implementation**

Each director of the Company and Senior Officer should be provided with a copy of this Financial Code. This Financial Code may also be provided to any other employee as any Senior Officer or the Chief Legal Officer of the Company (“CLO”) deems appropriate. Each Senior Officer should sign a written affirmation acknowledging that the Senior Officer has received,

read and understood this Financial Code. Any Senior Officer, director, executive officer or employee to whom this Financial Code has been provided may be required, from time to time, to sign a written affirmation stating that the person (1) has received and read this Financial Code and understands its contents, (2) has not violated this Financial Code, and (3) has no knowledge of any violation of this Financial Code.

### **Violations**

Each person is accountable for his or her compliance with this Financial Code. Violations of this Financial Code may result in disciplinary action against the violator, including dismissal from employment when deemed appropriate. Each case will be judged on its own merits considering the duties of the person and the significance of the circumstances involved.

### **Amendment**

Any amendment to this Financial Code shall be made only by the Board. If an amendment to this Financial Code is made, appropriate disclosure should be made in accordance with legal requirements and stock exchange regulations, including NYSE and SEC requirements.

### **Legal Compliance**

This Financial Code is intended to, and shall be construed to, comply with applicable law (including Section 406 of the Sarbanes-Oxley Act of 2002) and concomitant rules and regulations of the SEC and NYSE.

**CROWN CASTLE INTERNATIONAL CORP.  
ITS AFFILIATES AND SUBSIDIARIES**

**COMPLIANCE CERTIFICATE  
FINANCIAL CODE OF ETHICS**

I have received, read and understand the CROWN CASTLE INTERNATIONAL CORP. (“Company”) Financial Code of Ethics (“Financial Code”). I agree that I will comply with the letter and spirit of the Financial Code during my employment with the Company or its subsidiaries, as applicable. I agree to submit promptly a written report through the submission procedures set forth in the Financial Code describing any circumstances in which:

- (i) I have reasonable basis for belief that a material violation of the Financial Code by any person has occurred;
- (ii) I have or may have engaged in any activity which violates the letter or the spirit of the Financial Code;
- (iii) I may be contemplating an activity which is likely to be in violation of the Financial Code.

I have not violated the Financial Code and am unaware of any material violations or suspected material violations of the Financial Code by any employee except as described below or on the attached sheet of paper. (If no exceptions are noted, please check the space provided below.)

\_\_\_\_\_ No exceptions

\_\_\_\_\_  
Name (typed or printed)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date