UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2002

Commission File Number 000-24737

CROWN CASTLE INTERNATIONAL CORP.
(Exact name of registrant as specified in its charter)

Delaware	76-0470458
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
510 Bering Drive Suite 500 Houston, Texas	77057-1457
(Address of principal executive offices)	(Zip Code)

(713) 570-3000
(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X]   No   [_]

Number of shares of common stock outstanding at November 1, 2002: 214,047,006

CROWN CASTLE INTERNATIONAL CORP.

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CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET
(In thousands of dollars, except share amounts)

	December 31, 2001	September 30, 2002
		(Unaudited)
ASSETS		
Current assets:		
Cash and cash equivalents	$ 804,602	$ 605,319
Receivables:		
Trade, net of allowance for doubtful accounts of $24,785 and $24,792 at December 31, 2001 and September 30, 2002, respectively	188,496	163,289
Other	2,364	7,886
Short-term investments	72,963	78,804
Inventories	102,771	77,556
Prepaid expenses and other current assets	44,865	58,446
Total current assets	1,216,061	991,300
Property and equipment, net of accumulated depreciation of $566,837 and $799,416 at December 31, 2001 and September 30, 2002, respectively	4,844,912	4,856,346
Investments	128,500	29,500
Goodwill, net of accumulated amortization of $152,451 at December 31, 2001	1,036,914	1,039,657
Deferred financing costs and other assets, net of accumulated amortization of $32,859 and $42,431 at December 31, 2001 and September 30, 2002, respectively	149,071	127,662
	$7,375,458	$ 7,044,465
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 104,149	$ 75,684
Accrued interest	60,081	32,122
Accrued compensation and related benefits	13,553	12,157
Deferred rental revenues and other accrued liabilities	204,584	218,506
Long-term debt, current maturities	29,086	369,091
Total current liabilities	411,453	707,560
Long-term debt, less current maturities	3,394,011	2,998,418
Other liabilities	157,549	166,948
Total liabilities	3,963,013	3,872,926
Commitments and contingencies		
Minority interests	168,936	169,174
Redeemable preferred stock	878,861	837,552
Stockholders' equity:		
Common stock, $.01 par value; 690,000,000 shares authorized; shares issued: December 31, 2001--218,804,363 and September 30, 2002--215,356,606	2,188	2,153
Additional paid-in capital	3,301,023	3,309,280
Accumulated other comprehensive loss	(43,246)	(2,650)
Accumulated deficit	(895,317)	(1,143,970)
Total stockholders' equity	2,364,648	2,164,813
	$7,375,458	$ 7,044,465

See condensed notes to consolidated financial statements.

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF OPERATIONS AND COMPREHENSIVE LOSS (Unaudited)
(In thousands of dollars, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2001	2002	2001	2002
Net revenues:				
Site rental and broadcast transmission	$ 146,222	$166,343	$ 420,064	$ 498,559
Network services and other	72,174	61,081	240,701	175,013
	218,396	227,424	660,765	673,572
Operating expenses:				
Costs of operations (exclusive of depreciation and amortization):				
Site rental and broadcast transmission	58,856	70,591	176,150	198,603
Network services and other	50,241	47,388	169,248	136,960
General and administrative	21,458	21,461	77,818	71,981
Corporate development	2,679	2,060	9,890	6,032
Restructuring charges	19,252	657	19,252	6,609
Asset write-down charges	3,738	14,540	16,010	47,246
Non-cash general and administrative compensation charges	1,949	1,351	4,724	3,991
Depreciation and amortization	78,525	77,280	227,372	225,167
	236,698	235,328	700,464	696,589
Operating income (loss)	(18,302)	(7,904)	(39,699)	(23,017)
Other income (expense):				
Interest and other income (expense)	(1,462)	20,579	6,174	18,329
Interest expense and amortization of deferred financing costs	(79,091)	(78,127)	(218,921)	(230,834)
Loss before income taxes and minority interests	(98,855)	(65,452)	(252,446)	(235,522)
Provision for income taxes	(11,727)	(101)	(11,787)	(5,444)
Minority interests	252	(75)	1,115	3,347
Net loss	(110,330)	(65,628)	(263,118)	(237,619)
Dividends on preferred stock, net of gains on repurchases of preferred stock	(19,000)	29,932	(58,770)	(11,034)
Net loss after deduction of dividends on preferred stock, net of gains on repurchases of preferred stock	$(129,330)	$(35,696)	$(321,888)	$(248,653)
Net loss	$(110,330)	$(65,628)	$(263,118)	$(237,619)
Other comprehensive income (loss):				
Foreign currency translation adjustments	37,776	2,963	(7,689)	43,153
Derivative instruments:				
Net change in fair value of cash flow hedging instruments	(6,986)	(4,325)	(10,004)	(6,978)
Amounts reclassified into results of operations	786	1,554	920	4,421
Comprehensive loss before cumulative effect of change in accounting	(78,754)	(65,436)	(279,891)	(197,023)
Cumulative effect of change in accounting principle for derivative financial instruments	--	--	178	--
Comprehensive loss	$ (78,754)	$(65,436)	$(279,713)	$(197,023)
Loss per common share--basic and diluted	$ (0.60)	$ (0.16)	$ (1.51)	$ (1.14)
Common shares outstanding--basic and diluted (in thousands)	214,986	216,656	213,413	218,991

See condensed notes to consolidated financial statements.

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS (Unaudited)
(In thousands of dollars)

	Nine Months Ended September 30, 2001	Nine Months Ended September 30, 2002
Cash flows from operating activities:		
Net loss	$ (263,118)	$(237,619)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	227,372	225,167
Amortization of deferred financing costs and discounts on long-term debt	68,085	74,859
Asset write-down charges	16,010	47,246
Equity in losses and write-downs of unconsolidated affiliates	3,002	27,710
Non-cash general and administrative compensation charges	4,724	3,991
Gains on purchases of long-term debt	--	(29,998)
Minority interests	(1,115)	(3,347)
Changes in assets and liabilities, excluding the effects of acquisitions:		
(Increase) decrease in receivables	(42,501)	31,812
(Increase) decrease in inventories, prepaid expenses and other assets	(68,911)	6,447
Increase (decrease) in accounts payable	811	(31,133)
Decrease in accrued interest	(2,624)	(28,467)
Increase (decrease) in deferred rental revenues and other liabilities	136,973	(4,295)
Net cash provided by operating activities	78,708	82,373
Cash flows from investing activities:		
Maturities of investments	211,000	250,963
Proceeds from disposition of property and equipment	--	22,476
Capital expenditures	(561,112)	(237,279)
Purchases of investments	(173,500)	(157,804)
Investments in affiliates and other, including escrow deposit	(415,249)	(13,940)
Acquisitions of businesses and assets, net of cash acquired	(152,127)	(1,197)
Net cash used for investing activities	(1,090,988)	(136,781)
Cash flows from financing activities:		
Proceeds from issuance of capital stock	352,724	909
Net borrowings (payments) under revolving credit agreements	281,829	(50,000)
Purchases of capital stock	--	(45,453)
Purchases of long-term debt	--	(45,300)
Principal payments on long-term debt	--	(15,245)
Proceeds from issuance of long-term debt	450,000	--
Proceeds from issuance of subsidiary stock to minority shareholder	16,434	--
Incurrence of financing costs	(12,058)	--
Net cash provided by (used for) financing activities	1,088,929	(155,089)
Effect of exchange rate changes on cash	6,213	10,214
Net increase (decrease) in cash and cash equivalents	82,862	(199,283)
Cash and cash equivalents at beginning of period	453,833	804,602
Cash and cash equivalents at end of period	$ 536,695	$ 605,319
Supplemental disclosure of cash flow information:		
Interest paid	$ 154,938	$ 183,128
Income taxes paid	60	298

See condensed notes to consolidated financial statements.

1. General

The information contained in the following notes to the consolidated financial statements is condensed from that which would appear in the 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, 2001, and related notes thereto, included in the Annual Report on Form 10-K/A-1 (the "Form 10-K/A-1") filed by Crown Castle International Corp. with the Securities and Exchange Commission. All references to the "Company" include Crown Castle International Corp. and its subsidiary companies unless otherwise indicated or the context indicates otherwise.

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, 2002, the consolidated results of operations for the three and nine months ended September 30, 2001 and 2002, and the consolidated cash flows for the nine months ended September 30, 2001 and 2002. 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 the results to be expected for the entire year. Certain reclassifications have been made to the prior period's financial statements to be consistent with the presentation in the current period.

2. New Accounting Pronouncements

Derivative Instruments

On January 1, 2001, the Company adopted the requirements of Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities ("SFAS 133"). SFAS 133 requires that derivative instruments be recognized as either assets or liabilities in the consolidated balance sheet based on their fair values. Changes in the fair values of such derivative instruments are recorded either in results of operations or in other comprehensive income (loss), depending on the intended use of the derivative instrument. The initial application of SFAS 133 is reported as the effect of a change in accounting principle. The adoption of SFAS 133 resulted in a net transition adjustment gain of approximately $178,000 in accumulated other comprehensive income (loss), the recognition of approximately $363,000 of derivative instrument assets and the recognition of approximately $185,000 of derivative instrument liabilities. The amounts for this transition adjustment are based on current fair value measurements at the date of adoption of SFAS 133. The Company expects that the adoption of SFAS 133 will increase the volatility of other comprehensive income (loss) as reported in its future financial statements.

The derivative instruments recognized upon the Company's adoption of SFAS 133 consist of interest rate swap agreements. Such agreements are used to manage interest rate risk on a portion of the Company's floating rate indebtedness, and are designated as cash flow hedging instruments in accordance with SFAS 133. The interest rate swap agreements have notional amounts aggregating $150,000,000 and effectively convert the interest payments on an equal amount of debt from a floating rate to a fixed rate. As such, the Company is protected from future increases in market interest rates on that portion of its indebtedness. To the extent that the interest rate swap agreements are effective in hedging the Company's interest rate risk, the changes in their fair values are recorded as other comprehensive income (loss). Amounts recorded as other comprehensive income (loss) are reclassified into results of operations in the same periods that the hedged interest costs are recorded in interest expense. The Company estimates that such reclassified amounts will be approximately $5,900,000 for the year ending December 31, 2002. To the extent that any portions of the interest rate swap agreements are deemed ineffective, the related changes in fair values are recognized in results of operations.

As of September 30, 2002, the accumulated other comprehensive loss in consolidated stockholders' equity includes $10,549,000 in losses related to derivative instruments.

Business Combinations, Goodwill and Long-Lived Assets

In June 2001, the Financial Accounting Standards Board (the "FASB") issued Statement of Financial Accounting Standards No. 141, Business Combinations ("SFAS 141"), and Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets ("SFAS 142"). SFAS 141 prohibits the use of the pooling-of-interests method of accounting for business combinations, and requires that the purchase method be used for all business combinations after June 30, 2001. SFAS 141 also changes the manner in which acquired intangible assets are identified and recognized apart from goodwill. Further, SFAS 141 requires additional disclosures regarding the reasons for business combinations, the allocation of the purchase price to recognized assets and liabilities and the recognition of goodwill and other intangible assets. The Company has used the purchase method of accounting since its inception, so the adoption of SFAS 141 will not change its method of accounting for business combinations. The Company has adopted the other recognition and disclosure requirements of SFAS 141 as of July 1, 2001 for any future business combinations. The transition provisions of SFAS 141 require that the carrying amounts for goodwill and other intangible assets acquired in prior purchase method business combinations be reviewed and reclassified in accordance with the new recognition rules; such reclassifications are to be made in conjunction with the adoption of SFAS 142. The application of these transition provisions of SFAS 141 as of January 1, 2002 resulted in a reclassification of other intangible assets with finite useful lives (the value of site rental contracts from the acquisition of Crown Communication) to deferred financing costs and other assets on the Company's consolidated balance sheet. The gross carrying amount, accumulated amortization and net book value of such reclassified intangible assets were $26,000,000, $11,483,000 and $14,517,000 at January 1, 2002, respectively, and $26,000,000, $12,572,000 and $13,428,000 at September 30, 2002, respectively. The net book value of these intangible assets will be amortized using a revised life of 10 years, resulting in amortization expense of $1,452,000 for each of the years ending December 31, 2002 through 2006. The Company has no other intangible assets from prior business combinations.

SFAS 142 changes the accounting and disclosure requirements for acquired goodwill and other intangible assets. The most significant provision of SFAS 142 is that goodwill and other intangible assets with indefinite useful lives will no longer be amortized, but rather will be tested for impairment on an annual basis. This annual impairment test will involve (1) a step to identify potential impairment at a reporting unit level based on fair values, and (2) a step to measure the amount of the impairment, if any. Intangible assets with finite useful lives will continue to be amortized over such lives, and tested for impairment in accordance with the Company's existing policies. SFAS 142 requires disclosures about goodwill and other intangible assets in the periods subsequent to their acquisition, including (1) changes in the carrying amount of goodwill, in total and by operating segment, (2) the carrying amounts of intangible assets subject to amortization and those which are not subject to amortization, (3) information about impairment losses recognized, and (4) the estimated amount of intangible asset amortization expense for the next five years. The provisions of SFAS 142 are effective for fiscal years beginning after December 15, 2001. In addition, the nonamortization provisions of SFAS 142 were to be immediately applied for goodwill and other intangible assets acquired in business combinations subsequent to September 30, 2001. The Company has adopted the requirements of SFAS 142 as of January 1, 2002. SFAS 142 requires that transitional impairment tests be performed at its adoption, and provides that resulting impairment losses for goodwill and other intangible assets with indefinite useful lives be reported as the effect of a change in accounting principle. The Company has completed its transitional impairment tests and has determined that no impairment losses for goodwill and other intangible assets were to be recorded upon the adoption of SFAS 142. The Company expects that its depreciation and amortization expense will decrease by approximately $60,617,000 per year as a result of the adoption of SFAS 142. If amortization of goodwill had not been recorded, and if amortization of other intangible assets had been recorded using the revised life, the Company's net loss and loss per share for the three and nine months ended September 30, 2001 would have been as follows:

	Three Months Ended September 30, 2001	Nine Months Ended September 30, 2001
	(In thousand of dollars, except per share amounts)	
Net loss, as reported	$(110,330)	$(263,118)
Add back: amortization of goodwill	15,209	45,348
Adjust: amortization of other intangible assets	287	861
Net loss, as adjusted	(94,834)	(216,909)
Dividends on preferred stock	(19,000)	(58,770)
Net loss applicable to common stock for basic and diluted computations, as adjusted	$(113,834)	$(275,679)
Per common share--basic and diluted:		
Net loss, as reported	$ (0.60)	$ (1.51)
Amortization of goodwill	0.07	0.21
Adjustment for amortization of other intangible assets	--	0.01
Net loss, as adjusted	$ (0.53)	$ (1.29)

A summary of goodwill by operating segment is as follows:

	Nine Months Ended September 30, 2002			
	CCUSA	CCUK	Crown Atlantic	Consolidated Total
	(In thousands of dollars)			
Balance at beginning of period	$164,023	$817,514	$55,377	$1,036,914
Effect of exchange rate changes	--	2,743	--	2,743
Balance at end of period	$164,023	$820,257	$55,377	$1,039,657

In June 2001, the FASB issued Statement of Financial Accounting Standards No. 143, Accounting for Asset Retirement Obligations ("SFAS 143"). SFAS 143 addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the related asset retirement costs. The fair value of a liability for an asset retirement obligation is to be recognized in the period in which it is incurred and can be reasonably estimated. Such asset retirement costs are to be capitalized as part of the carrying amount of the related long-lived asset and depreciated over the asset's estimated useful life. Fair value estimates of liabilities for asset retirement obligations will generally involve discounted future cash flows. Periodic accretion of such liabilities due to the passage of time is to be recorded as an operating expense. The provisions of SFAS 143 are effective for fiscal years beginning after June 15, 2002, with initial application as of the beginning of the fiscal year. The Company has not yet determined the effect that the adoption of SFAS 143 will have on its consolidated financial statements.

In August 2001, the FASB issued Statement of Financial Accounting Standards No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets ("SFAS 144"). SFAS 144 supersedes Statement of Financial Accounting Standards No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of ("SFAS 121"), but retains many of its fundamental provisions. SFAS 144 also clarifies certain measurement and classification issues from SFAS 121. In addition, SFAS 144 supersedes the accounting and reporting provisions for the disposal of a business segment as found in Accounting Principles Board Opinion No. 30, Reporting the Results of Operations - Reporting the Effects of Disposal of a Segment of a Business, and

Extraordinary, Unusual and Infrequently Occurring Events and Transactions ("APB 30"). However, SFAS 144 retains the requirement in APB 30 to separately report discontinued operations, and broadens the scope of such requirement to include more types of disposal transactions. The scope of SFAS 144 excludes goodwill and other intangible assets that are not to be amortized, as the accounting for such items is prescribed by SFAS 142. The provisions of SFAS 144 are effective for fiscal years beginning after December 15, 2001, and are to be applied prospectively. The adoption of the requirements of SFAS 144 as of January 1, 2002 had no impact on the Company's consolidated financial statements.

Other Pronouncements

In April 2002, the FASB issued Statement of Financial Accounting Standards No. 145, Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections ("SFAS 145"). SFAS 145 amends or rescinds a number of authoritative pronouncements, including Statement of Financial Accounting Standards No. 4, Reporting Gains and Losses from Extinguishment of Debt ("SFAS 4"). SFAS 4 required that gains and losses from extinguishment of debt that were included in the determination of net income or loss be aggregated and, if material, classified as an extraordinary item, net of related income tax effect. Upon adoption of SFAS 145, gains and losses from extinguishment of debt will no longer be classified as an extraordinary item, but rather will generally be classified as part of other income (expense) on the Company's consolidated statement of operations. Any such gains or losses classified as an extraordinary item in prior periods will be reclassified in future financial statement presentations. The provisions of SFAS 145 related to the rescission of SFAS 4 are effective for fiscal years beginning after May 15, 2002, with early application encouraged. The Company has adopted the provisions of SFAS 145 as of January 1, 2002. See Note 3.

In June 2002, the FASB issued Statement of Financial Accounting Standards No. 146, Accounting for Costs Associated with Exit or Disposal Activities ("SFAS 146"). SFAS 146 replaces the previous accounting guidance provided by Emerging Issues Task Force Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)" ("EITF 94-3"). SFAS 146 requires that costs associated with exit or disposal activities be recognized when they are incurred, rather than at the date of a commitment to an exit or disposal plan (as provided by EITF 94-3). Examples of costs covered by SFAS 146 include certain employee severance costs and lease termination costs that are associated with a restructuring or discontinued operation. The provisions of SFAS 146 are effective for exit or disposal activities initiated after December 31, 2002, and are to be applied prospectively. The Company will adopt the requirements of SFAS 146 as of January 1, 2003.

3. Long-term Debt

Long-term debt consists of the following:

	December 31, 2001	September 30, 2002
	(In thousands of dollars)	
2000 Credit Facility	$ 700,000	$ 700,000
CCUK Credit Facility	172,050	169,129
Crown Atlantic Credit Facility	300,000	250,000
9% Guaranteed Bonds due 2007	177,401	190,462
10 5/8% Senior Discount Notes due 2007, net of discount	229,321	244,438
10 3/8% Senior Discount Notes due 2011, net of discount	393,320	408,617
9% Senior Notes due 2011	180,000	174,000
111/4% Senior Discount Notes due 2011, net of discount.	196,005	185,833
91/2% Senior Notes due 2011	125,000	121,115
103/4% Senior Notes due 2011	500,000	486,040
9 3/8% Senior Notes due 2011	450,000	437,875
	3,423,097	3,367,509
Less: current maturities	(29,086)	(369,091)
	$3,394,011	$2,998,418

CCUK Credit Facility

In April 2002, ITV Digital ("ITVD", a significant customer of CCUK) announced plans to liquidate its assets and returned its digital terrestrial television multiplex licenses to the UK Independent Television Commission (See Note 10). The termination of the ITVD transmission contract is a Termination Event (a defined event of default) under the CCUK Credit Facility. The Company has entered into discussions with the banks in order to obtain an amendment to the CCUK Credit Facility such that the Termination Event would be cured. Based on these discussions, the Company does not currently believe that it will be required to prepay the outstanding borrowings under the CCUK Credit Facility as a result of this event of default. However, there can be no assurance that such an amendment can be obtained. As a result, the Company has reclassified all the outstanding borrowings under the CCUK Credit Facility as current liabilities on its consolidated balance sheet as of September 30, 2002.

If the Company is unable to obtain an amendment to the CCUK Credit Facility as discussed above, the uncured Termination Event could result in an event of default under the trust deed governing the 9% Guaranteed Bonds due 2007 (the "CCUK Bonds"). As a result, the Company has also reclassified the principal amount of the CCUK Bonds as a current liability on its consolidated balance sheet as of September 30, 2002. None of the Company's other debt instruments, including the public debt securities and the two U.S. bank credit facilities, contain default provisions related to the ITVD transmission contract. Furthermore, none of these other debt instruments contain cross default provisions with either of the CCUK debt instruments. As such, the events of default under the two CCUK debt instruments do not constitute events of default under any of the Company's other debt instruments.

Crown Atlantic Credit Facility

In September 2002, Crown Atlantic repaid $50,000,000 in outstanding borrowings under the Crown Atlantic Credit Facility. Crown Atlantic utilized cash provided by its operations to effect this repayment.

Repurchases of the Company's Debt Securities

In August and September of 2002, the Company began repurchasing its stock (both common and preferred) and debt securities in public market transactions (see Notes 4 and 5). Through September 30, 2002, the Company repurchased debt securities with an aggregate principal amount (at maturity) of $90,860,000. Such debt securities had an aggregate carrying value (net of unamortized discounts) of $81,856,000. The Company utilized $50,329,000 in cash from an Unrestricted investment subsidiary to effect these debt repurchases. The debt repurchases resulted in gains of $29,998,000 ($0.14 per share for both the three and nine months ended September 30, 2002). Such gains are included in interest and other income (expense) on the Company's consolidated statement of operations. The Company repurchased additional debt securities in October 2002 (see Note 11).

Reporting Requirements Under the Indentures Governing the Company's Debt Securities (the"Indentures") and the Certificate of Designations Governing the Company's 123/4% Senior Exchangeable Preferred Stock (the "Certificate")

The following information (as such capitalized terms are defined in the Indentures and the Certificate) is presented solely as a requirement of the Indentures and the Certificate; such information is not intended as an alternative measure of financial position, operating results or cash flow from operations (as determined in accordance with generally accepted accounting principles). Furthermore, the Company's measure of the following information may not be comparable to similarly titled measures of other companies.

Summarized financial information for (1) the Company and its Restricted Subsidiaries and (2) the Company's Unrestricted Subsidiaries is as follows:

	September 30, 2002			
	Company and Restricted Subsidiaries	Unrestricted Subsidiaries	Consolidation Eliminations	Consolidated Total
	(In thousands of dollars)			
Cash and cash equivalents	$ 200,808	$ 404,511	$ --	$ 605,319
Other current assets	240,780	145,201	--	385,981
Property and equipment, net	3,256,883	1,599,463	--	4,856,346
Investments	29,500	--	--	29,500
Investments in Unrestricted Subsidiaries	2,061,815	--	(2,061,815)	--
Goodwill	164,023	875,634	--	1,039,657
Other assets, net	103,654	24,008	--	127,662
	$6,057,463	$3,048,817	$(2,061,815)	$7,044,465
Current liabilities	$ 177,491	$ 530,069	$ --	$ 707,560
Long-term debt, less current maturities	2,748,418	250,000	--	2,998,418
Other liabilities	36,168	130,780	--	166,948
Minority interests	93,021	76,153	--	169,174
Redeemable preferred stock	837,552	--	--	837,552
Stockholders' equity	2,164,813	2,061,815	(2,061,815)	2,164,813
	$6,057,463	$3,048,817	$(2,061,815)	$7,044,465

	Three Months Ended September 30, 2002			Nine Months Ended September 30, 2002		
	Company and Restricted Subsidiaries	Unrestricted Subsidiaries	Consolidated Total	Company and Restricted Subsidiaries	Unrestricted Subsidiaries	Consolidated Total
	(In thousands of dollars)					
Net revenues	$121,958	$105,466	$227,424	$ 368,778	$304,794	$ 673,572
Costs of operations (exclusive of depreciation and amortization)	61,462	56,517	117,979	178,056	157,507	335,563
General and administrative	18,299	3,162	21,461	57,887	14,094	71,981
Corporate development	2,060	--	2,060	6,032	--	6,032
Restructuring charges	423	234	657	2,645	3,964	6,609
Asset write-down charges	11,954	2,586	14,540	36,272	10,974	47,246
Non-cash general and administrative compensation charges	872	479	1,351	2,616	1,375	3,991
Depreciation and amortization	50,368	26,912	77,280	148,992	76,175	225,167
Operating income (loss)	(23,480)	15,576	(7,904)	(63,722)	40,705	(23,017)
Interest and other income (expense)	30,802	(10,223)	20,579	23,320	(4,991)	18,329
Interest expense and amortization of deferred financing costs	(65,899)	(12,228)	(78,127)	(195,247)	(35,587)	(230,834)
Provision for income taxes	(108)	7	(101)	(298)	(5,146)	(5,444)
Minority interests	822	(897)	(75)	3,377	(30)	3,347
Net income (loss)	$(57,863)	$ (7,765)	$(65,628)	$(232,570)	$ (5,049)	$(237,619)

Tower Cash Flow and Adjusted Consolidated Cash Flow for the Company and its Restricted Subsidiaries is as follows under (1) the indenture governing the 10 5/8% Discount Notes and the Certificate (the "1997 and 1998 Securities") and (2) the indentures governing the 10 3/8% Discount Notes, the 9% Senior Notes, the 111/4% Discount Notes, the 91/2% Senior Notes, the 103/4% Senior Notes and the 9 3/8% Senior Notes (the "1999, 2000 and 2001 Securities"):

	1997 and 1998 Securities	1999, 2000 and 2001 Securities
	(In thousands of dollars)	
Tower Cash Flow, for the three months ended September 30, 2002	$ 48,977	$ 48,977
Consolidated Cash Flow, for the twelve months ended September 30, 2002	$ 172,299	$ 180,276
Less: Tower Cash Flow, for the twelve months ended September 30, 2002.	(194,483)	(194,483)
Plus: four times Tower Cash Flow, for the three months ended September 30, 2002	195,908	195,908
Adjusted Consolidated Cash Flow, for the twelve months ended September 30, 2002	$ 173,724	$ 181,701

Letters of Credit

In April 2002, CCUK issued a letter of credit to British Telecom in connection with a site acquisition agreement. The letter of credit was issued through one of CCUSA's lenders in the amount of (Pounds)50,000,000 (approximately $77,875,000) and expires on March 31, 2003.

In September 2002, the Company issued a letter of credit to one of its insurers in connection with certain contingent retirement obligations under various tower site land leases. The letter of credit was issued through one of CCUSA's lenders in the amount of $7,450,000 and expires on August 22, 2003.

4. Redeemable Preferred Stock

Redeemable preferred stock ($.01 par value, 20,000,000 shares authorized) consists of the following:

	December 31, 2001	September 30, 2002
	(In thousands of dollars)	
123/4% Senior Exchangeable Preferred Stock; shares issued: December 31, 2001--291,444 and September 30, 2002--311,442 (stated at mandatory redemption and aggregate liquidation value)....	$292,992	$313,097
81/4% Cumulative Convertible Redeemable Preferred Stock; shares issued: 200,000 (stated net of unamortized value of warrants; mandatory redemption and aggregate liquidation value of $200,000).............	195,793	196,101
6.25% Convertible Preferred Stock; shares issued: December 31, 2001--8,050,000 and September 30, 2002--6,761,000 (stated net of unamortized issue costs; mandatory redemption and aggregate liquidation value: December 31, 2001--$402,500 and September 30, 2002--$338,050)......................................	390,076	328,354
	$878,861	$837,552

In August and September of 2002, the Company began repurchasing its stock (both common and preferred) and debt securities in public market transactions (see Notes 3 and 5). Through September 30, 2002, the Company repurchased shares of preferred stock with an aggregate redemption amount of $73,219,000. Such shares of preferred stock had an aggregate carrying value (net of unamortized issue costs) of $71,352,000. The Company utilized $21,546,000 in cash from an Unrestricted investment subsidiary to effect these preferred stock repurchases. The preferred stock repurchases resulted in gains of $49,806,000. Such gains are offset against dividends on preferred stock in determining the net loss applicable to common stock for the calculation of loss per common share. The Company repurchased additional shares of preferred stock in October 2002 (see Note 11).

In June and September of 2002, the Company paid its quarterly dividends on the 81/4% Convertible Preferred Stock by issuing a total of 2,565,000 shares of its common stock. As allowed by the Deposit Agreement relating to dividend payments on the 81/4% Convertible Preferred Stock, the Company repurchased the 2,565,000 shares of common stock from the dividend paying agent for a total of $8,109,000 in cash. The Company utilized cash from an Unrestricted investment subsidiary to effect the stock repurchases. The Company may choose to continue such issuances and repurchases of stock in the future in order to avoid further dilution caused by the issuance of common stock as dividends on its preferred stock (see note 5).

5. Stockholders' Equity

In July of 2002, the Company repurchased 8,500,000 shares of its common stock for $18,275,000 in cash. The shares purchased by the Company represented all of the remaining shares previously owned by affiliates of France Telecom. The purchase was conducted through a privately negotiated transaction. The Company utilized cash from an Unrestricted investment subsidiary to effect the stock repurchase.

In August and September of 2002, the Company began repurchasing its stock (both common and preferred) and debt securities in public market transactions (see Notes 3 and 4). Through September 30, 2002, the Company repurchased a total of 201,300 shares of common stock. The Company utilized $399,000 in cash from an Unrestricted investment subsidiary to effect these common stock repurchases. The Company repurchased additional shares of common stock in October 2002 (see Note 11).

6. Per Share Information

Per share information is based on the weighted-average number of common shares outstanding during each period for the basic computation and, if dilutive, the weighted-average number of potential common shares resulting from the assumed conversion of outstanding stock options, warrants and convertible preferred stock for the diluted computation.

A reconciliation of the numerators and denominators of the basic and diluted per share computations is as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2001	2002	2001	2002
	(In thousands of dollars, except per share amounts)			
Net loss	$(110,330)	$(65,628)	$(263,118)	$(237,619)
Dividends on preferred stock	(19,000)	(19,874)	(58,770)	(60,840)
Gains on repurchases of preferred stock	--	49,806	--	49,806
Net loss applicable to common stock for basic and diluted computations	$(129,330)	$(35,696)	$(321,888)	$(248,653)
Weighted-average number of common shares outstanding during the period for basic and diluted computations (in thousands)	214,986	216,656	213,413	218,991
Loss per common share - basic and diluted	$ (0.60)	$ (0.16)	$ (1.51)	$ (1.14)

The calculations of common shares outstanding for the diluted computations exclude the following potential common shares as of September 30, 2002: (1) options to purchase 23,614,871 shares of common stock at exercise prices ranging from $-0- to $39.75 per share, (2) warrants to purchase 639,990 shares of common stock at an exercise price of $7.50 per share, (3) warrants to purchase 1,000,000 shares of common stock at an exercise price of $26.875 per share, (4) shares of the Company's 81/4% Cumulative Convertible Redeemable Preferred Stock which are convertible into 7,441,860 shares of common stock and (5) shares of the Company's 6.25% Convertible Preferred Stock which are convertible into 9,167,457 shares of common stock. The inclusion of such potential common shares in the diluted per share computations would be antidilutive since the Company incurred net losses for all periods presented.

7. 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 determine the ultimate costs that may be incurred, 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.

8. Operating Segments

The measurement of profit or loss currently used to evaluate the results of operations for the Company and its operating segments is earnings before interest, taxes, depreciation and amortization, as adjusted ("Adjusted EBITDA"). The Company defines Adjusted EBITDA as operating income (loss) plus depreciation and amortization, non-cash general and administrative compensation charges, asset write-down charges and restructuring charges. Adjusted EBITDA is not intended as an alternative measure of operating results or cash flow from operations (as determined in accordance with generally accepted accounting principles), and the Company's measure of Adjusted EBITDA may not be comparable to similarly titled measures of other companies. There are no significant revenues resulting from transactions between the Company's operating segments.

The financial results for the Company's operating segments are as follows:

	Three Months Ended September 30, 2002					
	CCUSA	CCAL	CCUK	Crown Atlantic	Corporate Office and Other	Consolidated Total
	(In thousands of dollars)					
Net revenues:						
Site rental and broadcast transmission	$ 80,950	$ 6,350	$ 55,230	$ 23,813	$ --	$ 166,343
Network services and other	34,031	627	19,226	7,197	--	61,081
	114,981	6,977	74,456	31,010	--	227,424
Costs of operations (exclusive of depreciation and amortization)	58,902	2,560	43,752	12,765	--	117,979
General and administrative	13,690	1,328	1,342	1,328	3,773	21,461
Corporate development	--	--	--	--	2,060	2,060
Adjusted EBITDA	42,389	3,089	29,362	16,917	(5,833)	85,924
Restructuring charges (credits)	(151)	--	284	(50)	574	657
Asset write-down charges	9,601	--	--	2,586	2,353	14,540
Non-cash general and administrative compensation charges	532	--	479	--	340	1,351
Depreciation and amortization	46,401	3,547	16,464	10,386	482	77,280
Operating income (loss)	(13,994)	(458)	12,135	3,995	(9,582)	(7,904)
Interest and other income (expense)	(57)	(14)	1,017	79	19,554	20,579
Interest expense and amortization of deferred financing costs	(9,658)	(864)	(7,419)	(4,809)	(55,377)	(78,127)
Provision for income taxes	--	(108)	7	--	--	(101)
Minority interests	74	748	--	(897)	--	(75)
Net income (loss)	$ (23,635)	$ (696)	$ 5,740	$ (1,632)	$(45,405)	$ (65,628)
Capital expenditures	$ 8,791	$ 420	$ 23,259	$ 5,471	$ 62	$ 38,003
Total assets (at period end)	$3,441,970	$267,595	$1,909,749	$846,317	$578,834	$7,044,465

	Nine Months Ended September 30, 2002					
	CCUSA	CCAL	CCUK	Crown Atlantic	Corporate Office and Other	Consolidated Total
	(In thousands of dollars)					
Net revenues:						
Site rental and broadcast transmission	$240,524	$17,533	$171,094	$ 69,408	$ --	$ 498,559
Network services and other	108,885	1,836	44,105	20,187	--	175,013
	349,409	19,369	215,199	89,595	--	673,572
Costs of operations (exclusive of depreciation and amortization)	170,414	7,642	118,993	38,514	--	335,563
General and administrative	42,605	4,107	9,415	4,058	11,796	71,981
Corporate development	--	--	--	--	6,032	6,032
Adjusted EBITDA	136,390	7,620	86,791	47,023	(17,828)	259,996
Restructuring charges (credits)	(428)	--	4,014	(50)	3,073	6,609
Asset write-down charges	33,919	--	431	10,543	2,353	47,246
Non-cash general and administrative compensation charges	1,595	--	1,375	--	1,021	3,991
Depreciation and amortization	137,651	10,166	44,863	30,999	1,488	225,167
Operating income (loss)	(36,347)	(2,546)	36,108	5,531	(25,763)	(23,017)
Interest and other income (expense)	(1,372)	281	(3,433)	250	22,603	18,329
Interest expense and amortization of deferred financing costs	(28,805)	(2,553)	(21,380)	(14,207)	(163,889)	(230,834)
Provision for income taxes	--	(298)	(5,146)	--	--	(5,444)
Minority interests	1,350	2,027	--	(30)	--	3,347
Net income (loss)	$(65,174)	$(3,089)	$ 6,149	$ (8,456)	$(167,049)	$(237,619)
Capital expenditures	$ 81,776	$ 4,563	$128,403	$ 22,146	$ 391	$ 237,279

	Three Months Ended September 30, 2001					
	CCUSA	CCAL	CCUK	Crown Atlantic	Corporate Office and Other	Consolidated Total
	(In thousands of dollars)					
Net revenues:						
Site rental and broadcast transmission	$ 68,888	$ 4,563	$ 52,013	$20,758	$ --	$ 146,222
Network services and other	57,070	621	5,972	8,511	--	72,174
	125,958	5,184	57,985	29,269	--	218,396
Costs of operations (exclusive of depreciation and amortization)	66,178	2,419	27,975	12,525	--	109,097
General and administrative	12,570	1,464	2,045	1,526	3,853	21,458
Corporate development	--	--	--	--	2,679	2,679
Adjusted EBITDA	47,210	1,301	27,965	15,218	(6,532)	85,162
Restructuring charges	7,142	--	1,839	969	9,302	19,252
Asset write-down charges	1,733	--	--	--	2,005	3,738
Non-cash general and administrative compensation charges	532	--	1,077	--	340	1,949
Depreciation and amortization	41,040	3,290	23,695	10,099	401	78,525
Operating income (loss)	(3,237)	(1,989)	1,354	4,150	(18,580)	(18,302)
Interest and other income (expense)	(20)	90	1,535	73	(3,140)	(1,462)
Interest expense and amortization of deferred financing costs	(12,799)	(823)	(6,566)	(5,999)	(52,904)	(79,091)
Provision for income taxes	--	--	(11,727)	--	--	(11,727)
Minority interests	98	898	--	(744)	--	252
Net loss	$(15,958)	$(1,824)	$(15,404)	$(2,520)	$(74,624)	$(110,330)
Capital expenditures	$ 83,119	$ 2,419	$ 42,828	$23,091	$ 961	$ 152,418

	Nine Months Ended September 30, 2001					
	CCUSA	CCAL	CCUK	Crown Atlantic	Corporate Office and Other	Consolidated Total
	(In thousands of dollars)					
Net revenues:						
Site rental and broadcast transmission	$195,673	$12,024	$152,075	$ 60,292	$ --	$ 420,064
Network services and other	192,000	1,146	21,988	25,567	--	240,701
	387,673	13,170	174,063	85,859	--	660,765
Costs of operations (exclusive of depreciation and amortization)	208,385	5,785	91,667	39,561	--	345,398
General and administrative	45,764	4,690	9,064	6,707	11,593	77,818
Corporate development	--	--	48	--	9,842	9,890
Adjusted EBITDA	133,524	2,695	73,284	39,591	(21,435)	227,659
Restructuring charges	7,142	--	1,839	969	9,302	19,252
Asset write-down charges	5,702	--	3,785	767	5,756	16,010
Non-cash general and administrative compensation charges	1,595	--	2,108	--	1,021	4,724
Depreciation and amortization	119,922	8,050	67,965	30,168	1,267	227,372
Operating income (loss)	(837)	(5,355)	(2,413)	7,687	(38,781)	(39,699)
Interest and other income (expense)	1,519	165	3,281	243	966	6,174
Interest expense and amortization of deferred financing costs	(40,064)	(1,618)	(20,098)	(16,162)	(140,979)	(218,921)
Provision for income taxes	--	--	(11,754)	(33)	--	(11,787)
Minority interests	(271)	2,674	--	(1,288)	--	1,115
Net loss	$(39,653)	$(4,134)	$(30,984)	$ (9,553)	$(178,794)	$(263,118)
Capital expenditures	$295,457	$ 3,076	$182,475	$ 76,440	$ 3,664	$ 561,112

9. Restructuring Charges and Asset Write-Down Charges

In July 2001, the Company announced a restructuring of its business in order to increase operational efficiency and better align costs with anticipated revenues. As part of the restructuring, the Company reduced its global staff by approximately 312 full-time employees, closed five offices in the United States and closed its development offices in Brazil and Europe. The actions taken for the restructuring were substantially completed as of the end of 2001. In connection with the restructuring, the Company recorded non-recurring cash charges of $19,252,000 for the nine months ended September 30, 2001 related to employee severance payments ($13,742,000) and costs of office closures ($5,510,000).

The Company recorded asset write-down charges of $16,010,000 during the nine months ended September 30, 2001 in connection with the restructuring of its business announced in July 2001. Such non-cash charges related to the write-down of certain inventories, property and equipment, and other assets that were deemed to have no value as a result of the restructuring. A summary of the asset write-down charges by operating segment is as follows:

	Nine Months Ended September 30, 2001				
	CCUSA	CCUK	Crown Atlantic	Corporate Office and Other	Consolidated Total
	(In thousands of dollars)				
Inventories..........	$ --	$3,785	$ --	$ --	$ 3,785
Property and equipment	5,702	--	767	1,226	7,695
Other assets..........	--	--	--	4,530	4,530
	$5,702	$3,785	$767	$5,756	$16,010

For the nine months ended September 30, 2002, the Company recorded cash charges of $4,014,000 in connection with a restructuring of its CCUK business announced in March 2002. Such charges relate to staff reductions and the disposition of certain service lines. The Company expects that the total charges reflected in its 2002 results of operations for this CCUK restructuring will be between approximately $6,000,000 and $8,000,000. For the nine months ended September 30, 2002, the Company also recorded cash charges of $3,073,000 related primarily to additional employee severance payments at its corporate office in connection with the July 2001 restructuring. At December 31, 2001 and September 30, 2002, other accrued liabilities includes $6,591,000 and $1,667,000, respectively, related to restructuring charges. A summary of the restructuring charges by operating segment is as follows:

	Nine Months Ended September 30, 2002				
	CCUSA	CCUK	Crown Atlantic	Corporate Office and Other	Consolidated Total
	(In thousands of dollars)				
Amounts accrued at beginning of period:					
Employee severance...........................	$ 1,126	$ 357	$ 230	$ 3,568	$ 5,281
Costs of office closures and other...........	1,075	--	235	--	1,310
	2,201	357	465	3,568	6,591
Amounts charged (credited) to expense:					
Employee severance...........................	--	3,683	--	2,971	6,654
Costs of office closures and other...........	(428)	331	(50)	102	(45)
Total restructuring charges (credits).....	(428)	4,014	(50)	3,073	6,609
Amounts paid:					
Employee severance...........................	(893)	(3,727)	(168)	(5,952)	(10,740)
Costs of office closures and other...........	(364)	(278)	(82)	(69)	(793)
	(1,257)	(4,005)	(250)	(6,021)	(11,533)
Amounts accrued at end of period:					
Employee severance...........................	233	313	62	587	1,195
Costs of office closures and other...........	283	53	103	33	472
	$ 516	$ 366	$ 165	$ 620	$ 1,667

During the nine months ended September 30, 2002, the Company abandoned a portion of its construction in process related to certain open projects, cancelled certain build-to-suit agreements and wrote down the value of the related construction in process, wrote down the value of certain inventories, and wrote down the value of three office buildings. As a result, the Company has recorded asset write-down charges of $33,919,000 for CCUSA, $10,543,000 for Crown Atlantic and $2,353,000 for the corporate office. For the nine months ended September 30, 2002, the Company also recorded asset write-down charges of $431,000 for CCUK related to certain inventories and property and equipment.

10. Digital Terrestrial Television Network

From 1999 to March 2002, pursuant to a digital transmission contract with an original term of twelve years, CCUK was responsible for the transmission of the ITV Digital ("ITVD") signal through the CCUK-owned digital terrestrial television ("DTT") network to approximately 1.2 million subscribers in the U.K. In April 2002, ITVD announced plans to liquidate its assets and returned its DTT multiplex licenses to the UK Independent Television Commission ("ITC"). CCUK had gross revenues of approximately $27,600,000 annually under the ITVD transmission contract. ITVD represented approximately 12% of the 2001 gross revenues of CCUK and approximately 3% of the 2001 consolidated gross revenues of the Company.

Following the return of the licenses by ITVD, the ITC conditionally awarded the license for one multiplex to the BBC and the licenses for two multiplexes to CCUK. No license fees were paid to the UK government with respect to the award of the multiplex licenses other than an approximately $38,000 application fee per multiplex. The licenses were formally granted on August 16, 2002 for a term of twelve years, and CCUK has the right to renew the licenses for an additional term of twelve years subject to satisfaction of certain performance criteria. On October 30, 2002, the BBC and CCUK launched their multi-channel digital TV and radio broadcasting services, under the brand "Freeview". Digital TV Services Ltd ("DTVSL"), a joint venture in which CCUK, the BBC and British Sky Broadcasting ("BSkyB") are equal shareholders, has been created specifically to market Freeview. In addition to being the licensed broadcast operator of the two multiplexes awarded to CCUK, CCUK provides the transmission of the DTT program signals for the two CCUK and two BBC multiplexes through the CCUK-owned DTT network.

Following the award of the DTT licenses and in connection with the launch of Freeview, in August 2002 CCUK entered into an agreement with the BBC to provide transmission and distribution service for the multiplex awarded to the BBC. Also in August 2002, CCUK entered into an agreement with BSkyB to provide transmission, distribution and multiplexing service in relation to 75% of the capacity of one of the CCUK multiplexes. Both of these agreements are for an initial period of six years with an option by the BBC and BSkyB for an additional six-year term. In addition, CCUK has entered into agreements to provide transmission, distribution and multiplexing services to a number of TV and radio content providers (EMAP, Flextech, Guardian Media Group, Viacom, Oneword and UKTV) through the two multiplexes awarded to CCUK. Agreements with the TV channel providers are also for six-year terms, with renewal options, while agreements with radio providers are generally for shorter terms. Through such agreements, CCUK is currently providing content with respect to approximately 90% of its licensed capacity and is currently in negotiations with content providers with respect to the remaining capacity. CCUK has contracted annual revenues of at least $37,500,000 for the provision of transmission, distribution and multiplexing services related to the new multiplex licenses in 2003.

CCUK has invested, as a result of its previous contract with ITVD, substantially all of the capital required to provide the services described above. CCUK is already incurring, again by virtue of its previous contract with ITVD, a large proportion of the operating costs required to provide these services (including payments to British

Telecom for distribution circuits and payments to NTL for site rental). Since CCUK will offer a more complete end-to-end service to content providers than was provided to ITVD, CCUK expects to incur certain additional operating costs including (1) payments to BBC's technology division for multiplexing services and (2) payments to DTVSL for marketing and operational services to the platform. CCUK will incur additional annual operating expenses of between approximately $7,500,000 and $9,000,000, above the costs incurred for the provision of broadcast services to ITVD, in 2003. The termination of the ITVD transmission contract is a Termination Event under the CCUK credit facility (see Note 3).

11. Subsequent Events

Repurchases of the Company's Stock and Debt Securities

In October of 2002, the Company continued repurchasing its stock (both common and preferred) and debt securities in public market transactions (see Notes 3, 4 and 5). During October 2002, the Company repurchased debt securities with an aggregate principal amount (at maturity) of $150,280,000. Such debt securities had an aggregate carrying value (net of unamortized discounts) of $141,661,000. The Company utilized $90,214,000 in cash ($46,180,000 from an Unrestricted investment subsidiary and $44,034,000 from CCIC) to effect these October debt repurchases. The October debt repurchases resulted in gains of $48,472,000. For the period from August through October of 2002, the Company's repurchases of its debt securities were as follows:

			Cash Paid			
	Principal Amount	Carrying Value	CCIC	Unrestricted Subsidiary	Total	Gains on Repurchases
	(In thousands of dollars)					
10 5/8% Senior Discount Notes due 2007	$ 11,840	$ 11,701	$ 4,335	$ 4,149	$ 8,484	$ 2,859
10 3/8% Senior Discount Notes due 2011	47,425	40,296	10,430	12,188	22,618	16,994
9% Senior Notes due 2011	14,300	14,300	3,105	5,798	8,903	5,054
111/4% Senior Discount Notes due 2011	56,950	46,595	11,587	15,304	26,891	19,137
91/2% Senior Notes due 2011	10,735	10,735	1,718	5,296	7,014	3,537
103/4% Senior Notes due 2011	57,115	57,115	12,859	26,520	39,379	16,178
9 3/8% Senior Notes due 2011	42,775	42,775	--	27,254	27,254	14,711
	$241,140	$223,517	$44,034	$96,509	$140,543	$78,470

During October 2002, the Company repurchased shares of preferred stock with an aggregate redemption amount of $87,634,000. Such shares of preferred stock had an aggregate carrying value (net of unamortized issue costs) of $87,060,000. The Company utilized $38,043,000 in cash from an Unrestricted investment subsidiary to effect these October preferred stock repurchases. The October preferred stock repurchases resulted in gains of $49,017,000. For the period from August through October of 2002, the Company's repurchases of its preferred stock were as follows:

	Shares	Redemption Amount	Carrying Value	Cash Paid From Unrestricted Subsidiary	Gains on Repurchases
	(In thousands of dollars)				
123/4% Senior Exchangeable Preferred Stock	76,403	$ 76,403	$ 76,403	$35,344	$41,059
6.25% Convertible Preferred Stock	1,689,000	84,450	82,009	24,245	57,764
		$160,853	$158,412	$59,589	$98,823

During October 2002, the Company repurchased a total of 1,309,600 shares of common stock. The Company utilized $2,568,000 in cash from an Unrestricted investment subsidiary to effect these common stock repurchases.

Letter of Credit

In October 2002, the Company issued a letter of credit to one of its insurers in connection with certain contingent retirement obligations under a tower site land lease. The letter of credit was issued through one of CCUSA's lenders in the amount of $1,000,000 and expires on October 8, 2003.

Restructuring Charges

In October 2002, the Company announced a restructuring of its U.S. business in order to flatten its organizational structure to better align with customer demand and enhance our regional focus to improve customer service. As part of the restructuring, the Company is reducing its U.S. workforce by approximately 250 employees and is closing some smaller offices. The actions taken for the restructuring will be substantially completed by the end of the first quarter of 2003. In connection with the restructuring, the Company will record cash charges of approximately $7,000,000 to $10,000,000 in the fourth quarter of 2002 related to employee severance payments and costs of office closures.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to assist in understanding our consolidated financial condition as of September 30, 2002 and our consolidated results of operations for the three- and nine-month periods ended September 30, 2001 and 2002. The statements in this discussion regarding the industry outlook, our expectations regarding the future performance of our businesses and the other nonhistorical statements in this discussion are forward-looking statements. These forward-looking statements are subject to numerous risks, assumptions and uncertainties, including but not limited to the uncertainties relating to decisions on capital expenditures to be made in the future by wireless carriers and broadcasters, the success or failure of our efforts to implement our business strategy and the following:

- Our substantial level of indebtedness could adversely affect our ability to react to changes in our business and limit our ability to use debt to fund future capital needs.
- If we are unable to service our indebtedness, our indebtedness may be accelerated.
- Our business depends on the demand for wireless communications, which may be lower or slower than anticipated.
- The continuation of the current economic and telecommunications industry slowdown could materially and adversely affect our business and the business of our customers.
- We may be unable to manage our significant growth.
- The loss, consolidation or financial instability of any of our limited number of customers could materially decrease revenues.
- Restrictive covenants on our debt instruments may limit our ability to take actions that may be in our best interests.
- We operate in an increasingly competitive industry and many of our competitors have significantly more resources than we do or have less debt than we do.
- Technology changes may significantly reduce the demand for towers.
- 2.5G/3G and other technologies, including digital terrestrial television, may not deploy or be adopted by customers as rapidly or in the manner projected.
- Carrier consolidation or reduced carrier expansion may significantly reduce the demand for towers and wireless communication sites.
- Network sharing and other agreements among our customers may act as alternatives to leasing sites from us.
- We may not be able to construct or acquire new towers in the locations that we desire.
- Demand for our network services business is very volatile which causes our network services operating results to vary significantly for any particular period.
- Future expansion of our business may require significant capital expenditures, and we may need additional financing which may not be available at such time.
- We generally lease or sublease the land under our towers and may not be able to maintain these leases at commercially viable rates. The loss of any of our ground leases could also result in retirement obligations.
- Extensive regulations, which could change at any time, govern our business and industry, and we could fail to comply with these regulations.
- We could suffer from future claims if radio frequency emissions from equipment on our towers are demonstrated to cause negative health effects.
- Our international operations expose us to changes in foreign currency exchange rates.
- We are heavily dependent on our senior management.
- Disputes with customers and suppliers may adversely affect our results.
- Sales or issuances, including as dividends, of a substantial number of shares of our common stock could adversely affect the market price of our common stock.
- The carrying value of our sites and related goodwill may be subject to impairment in the future if we are unable to add sufficient additional tenants to the sites.

Should one or more of these risks materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those expected. More information about potential factors which could affect the

Company's financial results is included in the Risk Factors sections of the Company's filings with the Securities and Exchange Commission.

The following discussion should be read in conjunction with the response to Part I, Item 1 of this report and the consolidated financial statements of the Company, including the related notes, and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in the Form 10-K/A-1. Any capitalized terms used but not defined in this Item have the same meaning given to them in the Form 10-K/A-1.

Results of Operations

During 2001 we completed the transactions with BellSouth and BellSouth DCS. Results of operations of these acquired towers are included in our consolidated financial statements for the periods subsequent to the respective dates of acquisition. In addition, we have various transactions recorded in our financial statements (as described below) that are non-recurring in nature. As such, our results of operations for the three and nine months ended September 30, 2001 are not comparable to the results of operations for the three and nine months ended September 30, 2002.

During the first nine months of 2002, the level of capital expenditures from US wireless carriers for new communication sites has been significantly less than levels experienced in 2001. As a result, the pace at which we have been able to add new tenants to our sites has decreased by approximately 40% during 2002. Network services revenues have also been adversely impacted in the US due to reduced installation activity related to the decrease in new tenants.

The following information is derived from our historical Consolidated Statements of Operations for the periods indicated.

	Three Months Ended September 30, 2001		Three Months Ended September 30, 2002		Nine Months Ended September 30, 2001		Nine Months Ended September 30, 2002	
	Amount	Percent of Net Revenues	Amount	Percent of Net Revenues	Amount	Percent of Net Revenues	Amount	Percent of Net Revenues
	(In thousands of dollars)							
Net revenues:								
Site rental and broadcast transmission	$ 146,222	67.0%	$166,343	73.1%	$ 420,064	63.6%	$ 498,559	74.0%
Network services and other	72,174	33.0	61,081	26.9	240,701	36.4	175,013	26.0
Total net revenues	218,396	100.0	227,424	100.0	660,765	100.0	673,572	100.0
Operating expenses:								
Costs of operations:								
Site rental and broadcast transmission	58,856	40.3	70,591	42.4	176,150	41.9	198,603	39.8
Network services and other	50,241	69.6	47,388	77.6	169,248	70.3	136,960	78.3
Total costs of operations	109,097	50.0	117,979	51.9	345,398	52.3	335,563	49.8
General and administrative	21,458	9.8	21,461	9.4	77,818	11.8	71,981	10.7
Corporate development	2,679	1.2	2,060	0.9	9,890	1.5	6,032	0.9
Restructuring charges	19,252	8.8	657	0.3	19,252	2.9	6,609	1.0
Asset write-down charges	3,738	1.7	14,540	6.4	16,010	2.4	47,246	7.0
Non-cash general and administrative compensation charges	1,949	0.9	1,351	0.6	4,724	0.7	3,991	0.6
Depreciation and amortization	78,525	36.0	77,280	34.0	227,372	34.4	225,167	33.4
Operating income (loss)	(18,302)	(8.4)	(7,904)	(3.5)	(39,699)	(6.0)	(23,017)	(3.4)
Other income (expense):								
Interest and other income (expense)	(1,462)	(0.7)	20,579	9.1	6,174	0.9	18,329	2.7
Interest expense and amortization of deferred financing costs	(79,091)	(36.2)	(78,127)	(34.4)	(218,921)	(33.1)	(230,834)	(34.3)
Loss before income taxes and minority interests	(98,855)	(45.3)	(65,452)	(28.8)	(252,446)	(38.2)	(235,522)	(35.0)
Provision for income taxes	(11,727)	(5.3)	(101)	(0.1)	(11,787)	(1.8)	(5,444)	(0.8)
Minority interests	252	0.1	(75)	--	1,115	0.2	3,347	0.5
Net loss	$(110,330)	(50.5)%	$(65,628)	(28.9)%	$(263,118)	(39.8)%	$(237,619)	(35.3)%

Comparison of Three Months Ended September 30, 2002 and 2001

Consolidated revenues for the three months ended September 30, 2002 were $227.4 million, an increase of $9.0 million from the three months ended September 30, 2001. This increase was primarily attributable to:

(1) a $20.1 million, or 13.8%, increase in site rental and broadcast transmission revenues, of which $3.2 million was attributable to CCUK, $3.0 million was attributable to Crown Atlantic, $1.8 million was attributable to CCAL and $12.1 million was attributable to CCUSA, and

(2) a $13.3 million increase in network services and other revenues from CCUK, partially offset by

(3) a $23.0 million decrease in network services and other revenues from CCUSA and

(4) a $1.3 million decrease in network services and other revenues from Crown Atlantic.

The following is a summary of tenant leasing activity on our tower sites:

	Three Months Ended September 30,	
	2001	2002
New tenants added on existing, newly constructed and acquired tower sites, net:		
CCUSA	875	344
Crown Atlantic	134	134
CCUK (includes 84 tenants from acquired tower sites in 2001)	560	323
CCAL	87	72
	1,656	873
Average monthly lease rate per new tenant added on existing tower sites:		
CCUSA and Crown Atlantic	$1,425	$1,547
CCUK	980	1,192
CCAL	606	324

The increases in site rental and broadcast transmission revenues reflect the new tenant additions on our tower sites and contractual escalations on existing leases. The increases or decreases in network services and other revenues reflect fluctuations in demand for antenna installation from our tenants along with fluctuations in third party service work.

Costs of operations for the three months ended September 30, 2002 were $118.0 million, an increase of $8.9 million from the three months ended September 30, 2001. This increase was primarily attributable to:

(1) an $11.7 million increase in site rental and broadcast transmission costs, of which $5.7 million was attributable to CCUK, $1.8 million was attributable to Crown Atlantic, $0.3 million was attributable to CCAL and $3.9 million was attributable to CCUSA, and

(2) a $10.1 million increase in network services costs from CCUK, partially offset by

(3) an $11.2 million decrease in network services costs related to CCUSA and

(4) a $1.6 million decrease in network services costs from Crown Atlantic.

Costs of operations for site rental and broadcast transmission as a percentage of site rental and broadcast transmission revenues increased to 42.4% for the three months ended September 30, 2002 from 40.3% for the three months ended September 30, 2001, because of lower margins attributable to the CCUK and Crown Atlantic operations. Margins at CCUK were negatively impacted by the loss of revenues under the ITVD transmission contract (see "Item 5. Other Information"). Costs of operations for network services and other as a percentage of network services and other revenues increased to 77.6% for the three months ended September 30, 2002 from 69.6% for the three months ended September 30, 2001 because of lower margins from the CCUSA operations. Margins at CCUSA reflect the nature of the current business environment for network services.

General and administrative expenses for the three months ended September 30, 2002 were $21.5 million, unchanged from the three months ended September 30, 2001. Net activity was attributable to:

(1) a $1.1 million increase in expenses related to the CCUSA operations, offset by

(2) a $0.2 million decrease in expenses at Crown Atlantic,

(3) a $0.1 million decrease in expenses at CCAL,

(4) a $0.7 million decrease in expenses at CCUK, and

(5) a $0.1 million decrease in expenses at our corporate office.

General and administrative expenses as a percentage of revenues decreased to 9.4% for the three months ended September 30, 2002 from 9.8% for the three months ended September 30, 2001 because of lower overhead costs as a percentage of revenues for CCAL, CCUK and Crown Atlantic.

Corporate development expenses for the three months ended September 30, 2002 were $2.1 million, compared to $2.7 million for the three months ended September 30, 2001. This decrease was attributable to a decrease in expenses at our corporate office.

For the three months ended September 30, 2002, we recorded cash restructuring charges of $0.7 million, compared to $19.3 million for the three months ended September 30, 2001. Such charges related to employee severance payments and costs of office closures. We will incur additional restructuring charges in the fourth quarter of 2002. See "--Restructuring Charges and Asset Write-Down Charges".

During the three months ended September 30, 2002, we recorded asset write-down charges of $9.6 million for CCUSA, $2.6 million for Crown Atlantic and $2.4 million at our corporate office. Such non-cash charges related to the abandonment of a portion of our construction in process for certain open projects, the cancellation of certain build-to-suit agreements and write-downs of the related construction in process, write-downs of certain inventories, and write-downs of three office buildings. For the three months ended September 30, 2001, we recorded asset write-down charges of $3.7 million in connection with the July 2001 restructuring. Such non-cash charges related to write-downs of certain inventories, property and equipment, and other assets. See "--Restructuring Charges and Asset Write-Down Charges".

For the three months ended September 30, 2002, we recorded non-cash general and administrative compensation charges of $1.4 million related to the issuance of stock and stock options to certain employees and executives, compared to $1.9 million for the three months ended September 30, 2001.

Depreciation and amortization for the three months ended September 30, 2002 was $77.3 million, a decrease of $1.2 million from the three months ended September 30, 2001. This decrease was primarily attributable to:

(1) a $15.2 million decrease in goodwill amortization resulting from the adoption of a new accounting standard for goodwill and other intangible assets, of which $2.5 million was attributable to CCUSA, $11.9 million was attributable to CCUK and $0.8 million was attributable to Crown Atlantic (see "--Impact of Recently Issued Accounting Standards"), largely offset by

(2) a $7.8 million increase in depreciation related to property and equipment and amortization of other intangible assets from CCUSA,

(3) a $4.7 million increase in depreciation related to property and equipment from CCUK,

(4) a $1.1 million increase in depreciation related to property and equipment from Crown Atlantic, and

(5) a $0.3 million increase in depreciation related to property and equipment from CCAL.

Interest and other income (expense) for the three months ended September 30, 2002 resulted primarily from:

(1) interest income from invested cash balances, and

(2) gains of approximately $30.0 million on debt repurchases, partially offset by

(3) charges of approximately $12.3 million for the write-down of investments in unconsolidated affiliates,

(4) our share of losses incurred by unconsolidated affiliates and

(5) costs incurred in connection with unsuccessful investment projects.

Interest expense and amortization of deferred financing costs for the three months ended September 30, 2002 was $78.1 million, a decrease of $1.0 million from the three months ended September 30, 2001. This decrease was primarily attributable to lower interest rates on bank indebtedness at CCUSA and Crown Atlantic.

Minority interests represent the minority partner's 43.1% interest in Crown Atlantic's operations, the minority partner's 17.8% interest in the operations of the GTE joint venture and the minority shareholder's 22.4% interest in the CCAL operations.

Comparison of Nine Months Ended September 30, 2002 and 2001

Consolidated revenues for the nine months ended September 30, 2002 were $673.6 million, an increase of $12.8 million from the nine months ended September 30, 2001. This increase was primarily attributable to:

(1) a $78.5 million, or 18.7%, increase in site rental and broadcast transmission revenues, of which $19.0 million was attributable to CCUK, $9.1 million was attributable to Crown Atlantic, $5.5 million was attributable to CCAL and $44.9 million was attributable to CCUSA,

(2) a $22.1 million increase in network services and other revenues from CCUK, and

(3) a $0.7 million increase in network services and other revenues from CCAL, partially offset by

(4) an $83.1 million decrease in network services and other revenues from CCUSA, and

(5) a $5.4 million decrease in network services and other revenues from Crown Atlantic.

The following is a summary of tenant leasing activity on our tower sites:

	Nine Months Ended September 30, 2001	Nine Months Ended September 30, 2002
New tenants added on existing, newly constructed and acquired tower sites, net:		
CCUSA (includes 130 tenants from acquired tower sites in 2001)	2,864	1,585
Crown Atlantic	511	348
CCUK (includes 543 tenants from acquired tower sites in 2001)	2,342	1,101
CCAL (includes 1,054 tenants from acquired tower sites in 2001)	1,367	280
	7,084	3,314
Average monthly lease rate per new tenant added on existing tower sites:		
CCUSA and Crown Atlantic	$1,467	$1,495
CCUK	731	1,110
CCAL	618	497

The increases in site rental and broadcast transmission revenues reflect the new tenant additions on our tower sites and contractual escalations on existing leases. The increases or decreases in network services and other revenues reflect fluctuations in demand for antenna installation from our tenants along with fluctuations in third party service work.

Costs of operations for the nine months ended September 30, 2002 were $335.6 million, a decrease of $9.8 million from the nine months ended September 30, 2001. This decrease was primarily attributable to:

(1) a $45.4 million decrease in network services costs related to CCUSA and

(2) a $4.2 million decrease in network services costs from Crown Atlantic, partially offset by

(3) a $22.5 million increase in site rental and broadcast transmission costs, of which $10.1 million was attributable to CCUK, $3.2 million was attributable to Crown Atlantic, $1.7 million was attributable to CCAL and $7.4 million was attributable to CCUSA,

(4) a $17.2 million increase in network services costs from CCUK, and

(5) a $0.1 million increase in network services costs from CCAL.

Costs of operations for site rental and broadcast transmission as a percentage of site rental and broadcast transmission revenues decreased to 39.8% for the nine months ended September 30, 2002 from 41.9% for the nine months ended September 30, 2001, because of higher margins attributable to incremental revenues from the CCUSA, Crown Atlantic and CCAL operations. Costs of operations for network services and other as a percentage of network services and other revenues increased to 78.3% for the nine months ended September 30, 2002 from 70.3% for the nine months ended September 30, 2001 because of lower margins from the CCUSA operations, partially offset by higher margins from the CCUK and Crown Atlantic operations.

General and administrative expenses for the nine months ended September 30, 2002 were $72.0 million, a decrease of $5.8 million from the nine months ended September 30, 2001. This decrease was primarily attributable to:

(1) a $3.2 million decrease in expenses related to the CCUSA operations,

(2) a $2.6 million decrease in expenses at Crown Atlantic, and

(3) a $0.6 million decrease in expenses at CCAL, partially offset by

(4) a $0.4 million increase in expenses at CCUK, and

(5) a $0.2 million increase in expenses at our corporate office.

The decreases in general and administrative expenses resulted primarily from lower staffing levels after the restructuring of our business announced in July 2001, partially offset by a charge of approximately $2.6 million for a bad debt provision at CCUK related to the ITV Digital liquidation (see "Item 5. Other Information"). General and administrative expenses as a percentage of revenues decreased to 10.7% for the nine months ended September 30, 2002 from 11.8% for the nine months ended September 30, 2001 because of lower overhead costs as a percentage of revenues for CCAL, CCUK and Crown Atlantic.

Corporate development expenses for the nine months ended September 30, 2002 were $6.0 million, compared to $9.9 million for the nine months ended September 30, 2001. This decrease was primarily attributable to a decrease in expenses at our corporate office.

For the nine months ended September 30, 2002, we recorded cash restructuring charges of $6.6 million, compared to $19.3 million for the nine months ended September 30, 2001. Such charges related to employee severance payments and costs of office closures. We will incur additional restructuring charges in the fourth quarter of 2002. See "--Restructuring Charges and Asset Write-Down Charges".

During the nine months ended September 30, 2002, we recorded asset write-down charges of $33.9 million for CCUSA, $10.5 million for Crown Atlantic and $2.4 million at our corporate office. Such non-cash charges related to the abandonment of a portion of our construction in process for certain open projects, the cancellation of certain build-to-suit agreements and write-downs of the related construction in process, write-downs of certain inventories, and write-downs of three office buildings. For the nine months ended September 30, 2002, we also recorded asset write-down charges of $0.4 million for CCUK related to certain inventories and property and equipment. For the nine months ended September 30, 2001, we recorded asset write-down charges of $16.0 million in connection with the July 2001 restructuring. Such non-cash charges related to write-downs of certain inventories, property and equipment, and other assets. See "--Restructuring Charges and Asset Write-Down Charges".

For the nine months ended September 30, 2002, we recorded non-cash general and administrative compensation charges of $4.0 million related to the issuance of stock and stock options to certain employees and executives, compared to $4.7 million for the nine months ended September 30, 2001.

Depreciation and amortization for the nine months ended September 30, 2002 was $225.2 million, a decrease of $2.2 million from the nine months ended September 30, 2001. This decrease was primarily attributable to:

(1) a $45.3 million decrease in goodwill amortization resulting from the adoption of a new accounting standard for goodwill and other intangible assets, of which $7.3 million was attributable to CCUSA, $35.6 million was attributable to CCUK and $2.4 million was attributable to Crown Atlantic (see "--Impact of Recently Issued Accounting Standards"), partially offset by

(2) a $12.5 million increase in depreciation related to property and equipment from CCUK,

(3) a $25.1 million increase in depreciation related to property and equipment and amortization of other intangible assets from CCUSA,

(4) a $2.1 million increase in depreciation related to property and equipment from CCAL, and

(5) a $3.2 million increase in depreciation related to property and equipment from Crown Atlantic.

Interest and other income (expense) for the nine months ended September 30, 2002 resulted primarily from:

(1) interest income and foreign exchange gains from invested cash balances, and

(2) gains of approximately $30.0 million on debt repurchases, partially offset by

(3) charges of approximately $24.2 million for the write-down of investments in unconsolidated affiliates,

(4) our share of losses incurred by unconsolidated affiliates and

(5) costs incurred in connection with unsuccessful investment projects.

Interest expense and amortization of deferred financing costs for the nine months ended September 30, 2002 was $230.8 million, an increase of $11.9 million, or 5.4%, from the nine months ended September 30, 2001. This increase was primarily attributable to interest on the 9 3/8% senior notes, partially offset by lower interest rates on bank indebtedness at CCUSA and Crown Atlantic.

The provision for income taxes of $5.4 million for the nine months ended September 30, 2002 consists primarily of a non-cash deferred tax liability recognized by CCUK. CCUK's deferred tax liability resulted from differences between book and tax basis for its property and equipment.

Minority interests represent the minority partner's 43.1% interest in Crown Atlantic's operations, the minority partner's 17.8% interest in the operations of the GTE joint venture and the minority shareholder's 22.4% interest in the CCAL operations.

Liquidity and Capital Resources

Our business strategy contemplates substantial capital expenditures, although reduced from previous years' levels, in connection with the selective expansion of our tower portfolios in the markets in which we currently operate. During the remainder of 2002 and continuing into 2003, we expect that the majority of our capital expenditures will occur at CCUK in connection with the development of the sites acquired from British Telecom.

Since its inception, CCIC has generally funded its activities, other than acquisitions and investments, through excess proceeds from contributions of equity capital and cash provided by operations. CCIC has financed acquisitions and investments with the proceeds from equity contributions, borrowings under our senior credit facilities and issuances of debt securities. Since its inception, CCUK has generally funded its activities, other than the acquisition of the BBC home service transmission business, through cash provided by operations and borrowings under CCUK's credit facility. CCUK financed the acquisition of the BBC home service transmission business with the proceeds from equity contributions and the issuance of the CCUK bonds.

During 2002, we have taken actions to reduce, delay or eliminate contractual obligations for certain capital expenditures. We have accomplished the following;

(1) the deferral of a (Pounds)50.0 million payment due to British Telecom from 2002 to 2003, and

(2) the completion and winding up (by mutual agreement) of build-to-suit contracts with two significant customers of CCUSA, thereby eliminating future tower construction obligations.

These actions, and others we are pursuing, will serve to increase our financial flexibility and improve our ability to allocate our capital on a discretionary basis to the highest yielding investments, including the securities repurchases as described below. Our goal is to maximize net cash from operating activities and fund substantially all capital spending and debt repayments from our operating cash flow beginning in 2003, without reliance on additional borrowing or the use of our cash and liquid investments. However, due to the risk factors outlined above, there can be no assurance that this will be possible.

For the nine months ended September 30, 2001 and 2002, our net cash provided by operating activities was $78.7 million and $82.4 million, respectively. For the nine months ended September 30, 2001 and 2002, our net cash provided by (used for) financing activities was $1,088.9 million and $(155.1) million, respectively. For the year ending December 31, 2002, we expect that our net cash provided by operating activities will be between approximately $132.0 million and $142.0 million.

Capital expenditures were $237.3 million for the nine months ended September 30, 2002, of which $0.4 million were for CCIC, $81.8 million were for CCUSA, $22.1 million were for Crown Atlantic, $128.4 million were for CCUK and $4.6 million were for CCAL. We anticipate that we will build, through the end of 2002, approximately 155 to 160 towers in the United States at a cost of approximately $43.5 million and approximately 358 to 363 towers in the United Kingdom at a cost of approximately $22.0 million. In addition, we were obligated to pay a site access fee to British Telecom in the amount of (Pounds)100.0 million ($151.3 million). In April 2002, we reached agreement with British Telecom to defer until March 2003 payment of (Pounds)50.0 million ($77.9 million) of the (Pounds)100.0 million originally due March 2002; the other (Pounds)50.0 million ($73.4 million) was paid in the second quarter of 2002. We also expect to spend approximately $45.0 million in the United States for tower improvements, including enhancements to the structural capacity of our domestic towers in order to support the anticipated leasing. For the remaining three months of 2002, we expect that our total capital expenditures will be between approximately $35.0 million and $45.0 million. As such, we expect that our capital expenditures for this period will be fully funded by net cash provided by operating activities, as discussed above.

We expect that the execution of our new tower build program will have a material impact on our liquidity. We expect that once integrated, these new towers will have a positive impact on liquidity, but will require some period of time to offset the initial adverse impact on liquidity. In addition, we believe that as new towers become operational and we begin to add tenants, they should result in a long-term increase in liquidity. Our decisions regarding the construction of new towers are discretionary, and depend upon expectations of achieving acceptable rates of return given current market conditions. Such decisions are influenced by the availability of capital and expected returns on alternative investments. We have increased our minimum acceptable level for internal rates of return on new tower builds given current market conditions, and expect to continue to decrease the number of new towers built in the future.

To fund the execution of our business strategy, including the construction of new towers, we expect to use our available cash balances and cash provided by future operations. We do not currently expect to utilize further borrowings available under our U.S. and U.K. credit facilities in any significant amounts. We will have additional cash needs to fund our operations in the future. We may also have additional cash needs in the future if additional tower acquisitions or build-to-suit opportunities arise. If we do not otherwise have cash available, or borrowings under our credit facilities have otherwise been utilized, when our cash need arises, we would be forced to seek additional debt or equity financing or to forego the opportunity. In the event we determine to seek additional debt or equity financing, there can be no assurance that any such financing will be available, on commercially acceptable terms or at all, or permitted by the terms of our existing indebtedness.

As of September 30, 2002, we had consolidated cash and cash equivalents of $605.3 million (including $70.9 million at CCUSA, $118.5 million at CCUK, $10.8 million at Crown Atlantic, $13.3 million at CCAL, $275.2 million in an unrestricted investment subsidiary and $116.6 million at CCIC and a restricted investment subsidiary), consolidated liquid investments (consisting of marketable securities) of $108.3 million, consolidated long-term debt of $3,367.5 million, consolidated redeemable preferred stock of $837.6 million and consolidated stockholders' equity of $2,164.8 million. During October of 2002, we utilized $138.7 million of our cash and cash equivalents ($94.7 million from an unrestricted investment subsidiary and $44.0 million from CCIC) to (1) repurchase $141.7 million in carrying value of long-term debt, $87.1 million in carrying value of redeemable preferred stock and 1.3 million shares of our common stock for $2.6 million, and (2) settle remaining debt and preferred stock purchases from September 2002.

In June and September of 2002, we paid our quarterly dividends on the 81/4% Convertible Preferred Stock by issuing a total of 2.6 million shares of our common stock. As allowed by the Deposit Agreement relating to dividend payments on the 81/4% Convertible Preferred Stock, we repurchased the 2.6 million shares of common stock from the dividend paying agent for a total of $8.1 million in cash. We utilized cash from an unrestricted investment subsidiary to effect the stock repurchases. We may choose to continue such issuances and repurchases of stock in the future in order to avoid further dilution caused by the issuance of common stock as dividends on our preferred stock.

In July of 2002, we repurchased 8.5 million shares of our common stock for $18.3 million in cash. The shares purchased by us represented all of the remaining shares previously owned by affiliates of France Telecom. The purchase was conducted through a privately negotiated transaction. We utilized cash from an unrestricted investment subsidiary to effect the stock repurchase.

In September 2002, Crown Atlantic repaid $50.0 million in outstanding borrowings under its credit facility. Crown Atlantic utilized cash provided by its operations to effect this repayment.

In August and September of 2002, we began repurchasing our stock (both common and preferred) and debt securities in public market transactions. Through October of 2002, we repurchased debt securities with an aggregate principal amount (at maturity) of $241.1 million. Such debt securities had an aggregate carrying value (net of unamortized discounts) of $223.5 million. We utilized $140.5 million in cash ($96.5 million from an unrestricted investment subsidiary and $44.0 million from CCIC) to effect these debt repurchases. The debt repurchases resulted in gains of $78.5 million. Through October of 2002, we repurchased shares of preferred stock with an aggregate redemption amount of $160.9 million. Such shares of preferred stock had an aggregate carrying value (net of unamortized issue costs) of $158.4 million. We utilized $59.6 million in cash from an unrestricted investment subsidiary to effect these preferred stock repurchases. The preferred stock repurchases resulted in gains of $98.8 million. When the debt and preferred stock repurchases are added together, we have spent approximately $200.1 million in cash to retire securities with aggregate principal and redemption amounts (at maturity) of approximately $402.0 million. These repurchases (at an average discount to par value of approximately 50%) represent an attractive use of our liquidity, and the future interest savings will enhance our cash flow from operating activities. Through October of 2002, we also repurchased a total of 1.5 million shares of common stock. We utilized $3.0 million in cash from an unrestricted investment subsidiary to effect these common stock repurchases.

We seek to allocate our available capital among the investment alternatives that provide the greatest returns given current market conditions. As such, we may continue to acquire sites, build new towers and make improvements to existing towers when the expected returns from such expenditures meet our investment criteria. In addition, we may continue to utilize a portion of our available cash balances to repurchase our own stock (either common or preferred) or debt securities from time to time as market prices make such investments attractive.

As of November 1, 2002, Crown Atlantic had unused borrowing availability under its amended credit facility of approximately $95.0 million. As of November 1, 2002, our restricted U.S. and Australian subsidiaries had approximately $337.9 million of unused borrowing availability under the 2000 credit facility. Our various credit facilities require our subsidiaries to maintain certain financial covenants and place restrictions on the ability of our subsidiaries to, among other things, incur debt and liens, pay dividends, make capital expenditures, undertake transactions with affiliates and make investments. These facilities also limit the ability of the borrowing subsidiaries to pay dividends to CCIC.

The primary factors that determine our subsidiaries' ability to comply with their debt covenants are (1) their current financial performance (based on earnings before interest, taxes, depreciation and amortization, or "EBITDA"), (2) their levels of indebtedness and (3) their debt service requirements. Since we do not currently expect that our subsidiaries will need to utilize significant additional borrowings under their credit facilities, the primary risk of a debt covenant violation would result from a deterioration of a subsidiary's EBITDA performance. In addition, certain of the credit facilities will require that EBITDA increase in future years as covenant calculations become more restrictive. Should a covenant violation occur in the future as a result of a shortfall in EBITDA performance (or for any other reason), we might be required to make principal payments earlier than currently scheduled and may not have access to additional borrowings under these facilities as long as the covenant violation continues. Any such early principal payments would have to be made from our existing cash balances.

In April 2002, ITV Digital ("ITVD") announced plans to liquidate its assets and returned its digital terrestrial television multiplex licenses to the UK Independent Television Commission (see "Item 5. Other Information"). The termination of the ITVD transmission contract is a Termination Event (a defined event of default) under the CCUK credit facility. We have entered into discussions with the banks in order to obtain an amendment to the CCUK credit facility such that the Termination Event would be cured. Based on these discussions, we do not currently believe that we will be required to prepay the outstanding borrowings under the CCUK credit facility as a result of this event of default. However, there can be no assurance that such an amendment can be obtained. As a result, we have continued to classify all the outstanding borrowings under the CCUK credit facility as current liabilities on our consolidated balance sheet as of September 30, 2002. If we are unable to obtain an amendment to the CCUK credit facility as discussed above, the uncured Termination Event could result in an event of default under the trust deed governing the CCUK bonds. As a result, we have also continued to classify the principal amount of the CCUK bonds as a current liability on our consolidated balance sheet as of September 30, 2002. None of our other debt instruments, including the public debt securities and the two U.S. bank credit facilities, contain default provisions related to the ITVD transmission contract. Furthermore, none of these other debt instruments contain cross default provisions with either of the CCUK debt instruments. As such, the events of default under the two CCUK debt instruments do not constitute events of default under any of our other debt instruments.

If we are unable to refinance our subsidiary debt or renegotiate the terms of such debt, we may not be able to meet our debt service requirements, including interest payments on the notes, in the future. Our 9% senior notes, our 91/2% senior notes, our 103/4% senior notes and our 9 3/8% senior notes require annual cash interest payments of approximately $14.9 million, $10.9 million, $47.6 million and $38.2 million, respectively. Prior to November 15, 2002, May 15, 2004 and August 1, 2004, the interest expense on our 10 5/8% discount notes, our 10 3/8% discount notes and our 111/4% discount notes, respectively, will be comprised solely of the amortization of original issue discount. Thereafter, the 10 5/8% discount notes, the 10 3/8% discount notes and the 111/4% discount notes will require annual cash interest payments of approximately $25.4 million, $47.0 million and $22.8 million, respectively. Prior to December 15, 2003, we do not expect to pay cash dividends on our 123/4% exchangeable preferred stock or, if issued, cash interest on the exchange debentures. Thereafter, assuming all dividends or interest have been paid-in-kind, our exchangeable preferred stock or, if issued, the exchange debentures will require annual cash dividend or interest payments of approximately $36.4 million. Annual cash interest payments on the CCUK bonds are (Pounds)11.25 million ($17.5 million). In addition, our various credit facilities will require periodic interest payments on amounts borrowed thereunder, which amounts could be substantial.

As a holding company, CCIC will require distributions or dividends from its subsidiaries, or will be forced to use capital raised in debt and equity offerings, to fund its debt obligations, including interest payments on the cash-pay notes and eventually the 10 5/8% discount notes, the 10 3/8% discount notes and the 111/4% discount notes. The terms of the indebtedness of our subsidiaries significantly limit their ability to distribute cash to CCIC. As a result, we will be required to apply a portion of the net proceeds from the recent debt offerings to fund interest payments on the cash-pay notes. If we do not retain sufficient funds from the offerings or any future financing, we may not be able to make our interest payments on the cash-pay notes.

Our joint venture agreements with Bell Atlantic Mobile and GTE (both now part of Verizon Communications) provide that, upon dissolution of either venture, Verizon Communications will receive (1) the shares of our common stock contributed to the venture and (2) a payment equal to a percentage of the fair market value (at the dissolution date) of the venture's other net assets. As of September 30, 2002, such percentages would be approximately 24.1% for the Bell Atlantic Mobile venture and 11.0% for the GTE venture. The 24.1% payment for the Bell Atlantic Mobile venture could be paid either in cash or shares of our common stock, at our election. The 11.0% payment for the GTE venture could only be paid in cash. A dissolution of either venture may be triggered (1) by Verizon Communications at any time following the third anniversary of the formation of the applicable venture and (2) by us at any time following the fourth anniversary of such venture's formation (subject to certain penalties if prior to the seventh anniversary). Our joint venture with Bell Atlantic Mobile was formed on March 31, 1999, and our joint venture with GTE was formed on January 31, 2000.

Our ability to make scheduled payments of principal of, or to pay interest on, our debt obligations, and our ability to refinance any such debt obligations, will depend on our future performance, which, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. In addition, our ability to refinance any indebtedness in the future would depend in part on our maintaining adequate credit ratings from the commercial rating agencies. Such credit ratings are dependent on all the liquidity and performance factors discussed above, as well as general expectations that the rating agencies have regarding the outlook for our business and our industry. We anticipate that we may need to refinance a substantial portion of our indebtedness on or prior to its scheduled maturity. There can be no assurance that we will be able to effect any required refinancings of our indebtedness on commercially reasonable terms or at all.

Restructuring Charges and Asset Write-Down Charges

In July 2001, we announced a restructuring of our business in order to increase operational efficiency and better align costs with anticipated revenues. As part of the restructuring, we reduced our global staff by approximately 312 full-time employees, closed five offices in the United States and closed our development offices in Brazil and Europe. The actions taken for the restructuring were substantially completed as of the end of 2001. In connection with the restructuring, we recorded non-recurring cash charges of $19.3 million for the nine months ended September 30, 2001 related to employee severance payments ($13.7 million) and costs of office closures ($5.5 million). For the nine months ended September 30, 2002, we recorded cash charges of $4.0 million in connection with a restructuring of our CCUK business announced in March 2002. Such charges relate to staff reductions and the disposition of certain service lines. We expect that the total charges reflected in our 2002 results of operations for this CCUK restructuring will be between approximately $6.0 million and $8.0 million. For the nine months ended September 30, 2002, we also recorded cash charges of $3.1 million related primarily to additional employee severance payments at our corporate office in connection with the July 2001 restructuring. In October 2002, we announced a restructuring of our U.S. business in order to flatten its organizational structure to better align with customer demand and enhance our regional focus to improve customer service. As part of the restructuring, we are reducing our U.S. workforce by approximately 250 employees and are closing some smaller offices. The actions taken for the October 2002 restructuring will be substantially completed by the end of the first quarter of 2003. In connection with this restructuring, we will record cash charges of approximately $7.0 million to $10.0 million in the fourth quarter of 2002 related to employee severance payments and costs of office closures.

For the nine months ended September 30, 2001, we recorded asset write-down charges of $16.0 million in connection with the July 2001 restructuring. Such non-cash charges related to the write-down of certain inventories ($3.8 million), property and equipment ($7.7 million), and other assets ($4.5 million) that were deemed to have no value as a result of the restructuring. During the nine months ended September 30, 2002, we abandoned a portion of our construction in process related to certain open projects, cancelled certain build-to-suit agreements and wrote down the value of the related construction in process, wrote down the value of certain inventories, and wrote down the value of three office buildings. As a result, we have recorded asset write-down charges of $33.9 million for CCUSA, $10.5 million for Crown Atlantic and $2.4 million for the corporate office. For the nine months ended September 30, 2002, we also recorded asset write-down charges of $0.4 million for CCUK related to certain inventories and property and equipment. We will continue to evaluate the carrying value of our goodwill and our property and equipment as required by SFAS 142 and SFAS 144. Implicit in the determination of fair value for such long-lived assets are certain assumptions regarding the future leasing of our communication sites. Should future business conditions require the amendment of previous assumptions, our assets could be deemed impaired and a charge to earnings would be required.

CCUK Take or Pay Agreements

CCUK is a party to two agreements that contemplate a minimum level of site leasing and contain certain "take or pay" commitments by the carriers. One agreement contemplates that at least 1,000 sites will be annually leased for a total of 4,000 sites by 2005. The other agreement contemplates that at least 1,500 sites will be leased by 2004. In each case, the carrier is not leasing the number of sites within the time period contemplated by the agreement and it is likely that the carriers will not need the full number of sites originally contemplated. CCUK is working with the carriers to resolve differences and to find viable commercial alternatives to maintain good relationships with such carriers. However, there can be no assurance that satisfactory results will be achieved in either situation.

Reporting Requirements Under the Indentures Governing the Company's Debt Securities (the "Indentures") and the Certificate of Designations Governing the Company's 123/4% Senior Exchangeable Preferred Stock (the "Certificate")

The following information (as such capitalized terms are defined in the Indentures and the Certificate) is presented solely as a requirement of the Indentures and the Certificate; such information is not intended as an alternative measure of financial position, operating results or cash flow from operations (as determined in accordance with generally accepted accounting principles). Furthermore, our measure of the following information may not be comparable to similarly titled measures of other companies.

Summarized financial information for (1) CCIC and our Restricted Subsidiaries and (2) our Unrestricted Subsidiaries is as follows:

	September 30, 2002			
	Company and Restricted Subsidiaries	Unrestricted Subsidiaries	Consolidation Eliminations	Consolidated Total
	(In thousands of dollars)			
Cash and cash equivalents	$ 200,808	$ 404,511	$ --	$ 605,319
Other current assets	240,780	145,201	--	385,981
Property and equipment, net	3,256,883	1,599,463	--	4,856,346
Investments	29,500	--	--	29,500
Investments in Unrestricted Subsidiaries	2,061,815	--	(2,061,815)	--
Goodwill	164,023	875,634	--	1,039,657
Other assets, net	103,654	24,008	--	127,662
	$6,057,463	$3,048,817	$(2,061,815)	$7,044,465
Current liabilities	$ 177,491	$ 530,069	$ --	$ 707,560
Long-term debt, less current maturities	2,748,418	250,000	--	2,998,418
Other liabilities	36,168	130,780	--	166,948
Minority interests	93,021	76,153	--	169,174
Redeemable preferred stock	837,552	--	--	837,552
Stockholders' equity	2,164,813	2,061,815	(2,061,815)	2,164,813
	$6,057,463	$3,048,817	$(2,061,815)	$7,044,465

	Three Months Ended September 30, 2002			Nine Months Ended September 30, 2002		
	Company and Restricted Subsidiaries	Unrestricted Subsidiaries	Consolidated Total	Company and Restricted Subsidiaries	Unrestricted Subsidiaries	Consolidated Total
	(In thousands of dollars)					
Net revenues	$121,958	$105,466	$227,424	$ 368,778	$304,794	$ 673,572
Costs of operations (exclusive of depreciation and amortization)	61,462	56,517	117,979	178,056	157,507	335,563
General and administrative	18,299	3,162	21,461	57,887	14,094	71,981
Corporate development	2,060	--	2,060	6,032	--	6,032
Restructuring charges	423	234	657	2,645	3,964	6,609
Asset write-down charges	11,954	2,586	14,540	36,272	10,974	47,246
Non-cash general and administrative compensation charges	872	479	1,351	2,616	1,375	3,991
Depreciation and amortization	50,368	26,912	77,280	148,992	76,175	225,167
Operating income (loss)	(23,480)	15,576	(7,904)	(63,722)	40,705	(23,017)
Interest and other income (expense)	30,802	(10,223)	20,579	23,320	(4,991)	18,329
Interest expense and amortization of deferred financing costs	(65,899)	(12,228)	(78,127)	(195,247)	(35,587)	(230,834)
Provision for income taxes	(108)	7	(101)	(298)	(5,146)	(5,444)
Minority interests	822	(897)	(75)	3,377	(30)	3,347
Net loss	$(57,863)	$ (7,765)	$(65,628)	$(232,570)	$ (5,049)	$(237,619)

Tower Cash Flow and Adjusted Consolidated Cash Flow for CCIC and our Restricted Subsidiaries is as follows under (1) the indenture governing the 10 5/8% Discount Notes and the Certificate (the "1997 and 1998 Securities") and (2) the indentures governing the 10 3/8% Discount Notes, the 9% Senior Notes, the 111/4% Discount Notes, the 91/2% Senior Notes, the 103/4% Senior Notes and the 9 3/8% Senior Notes (the "1999, 2000 and 2001 Securities"):

	1997 and 1998 Securities	1999, 2000 and 2001 Securities
	(In thousands of dollars)	
Tower Cash Flow, for the three months ended September 30, 2002	$ 48,977	$ 48,977
Consolidated Cash Flow, for the twelve months ended September 30, 2002	$ 172,299	$ 180,276
Less: Tower Cash Flow, for the twelve months ended September 30, 2002	(194,483)	(194,483)
Plus: four times Tower Cash Flow, for the three months ended September 30, 2002	195,908	195,908
Adjusted Consolidated Cash Flow, for the twelve months ended September 30, 2002	$ 173,724	$ 181,701

Impact of Recently Issued Accounting Standards

In June 2001, the Financial Accounting Standards Board (the "FASB") issued Statement of Financial Accounting Standards No. 141, Business Combinations ("SFAS 141"), and Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets ("SFAS 142"). SFAS 141 prohibits the use of the pooling-of-interests method of accounting for business combinations, and requires that the purchase method be used for all business combinations after June 30, 2001. SFAS 141 also changes the manner in which acquired intangible assets are identified and recognized apart from goodwill. Further, SFAS 141 requires additional disclosures regarding the reasons for business combinations, the allocation of the purchase price to recognized assets and liabilities and the recognition of goodwill and other intangible assets. We have used the purchase method of accounting since our inception, so the adoption of SFAS 141 will not change our method of accounting for business combinations. We have adopted the other recognition and disclosure requirements of SFAS 141 as of July 1, 2001 for any future business combinations. The transition provisions of SFAS 141 require that the carrying amounts for goodwill and other intangible assets acquired in prior purchase method business combinations be reviewed and reclassified in accordance with the new recognition rules; such reclassifications are to be made in conjunction with the adoption of SFAS 142. The application of these transition provisions of SFAS 141 as of January 1, 2002 resulted in a reclassification of other intangible assets with finite useful lives (the value of site rental contracts from the acquisition of Crown Communication) to deferred financing costs and other assets on our consolidated balance sheet. The gross carrying amount, accumulated amortization and net book value of such reclassified intangible assets were approximately $26.0 million, $11.5 million and $14.5 million at January 1, 2002, respectively, and $26.0 million, $12.6 million and $13.4 million at September 30, 2002, respectively. The net book value of these intangible assets will be amortized using a revised life of 10 years, resulting in amortization expense of approximately $1.5 million for each of the years ending December 31, 2002 through 2006. We have no other intangible assets from prior business combinations.

SFAS 142 changes the accounting and disclosure requirements for acquired goodwill and other intangible assets. The most significant provision of SFAS 142 is that goodwill and other intangible assets with indefinite useful lives will no longer be amortized, but rather will be tested for impairment on an annual basis. This annual impairment test will involve (1) a step to identify potential impairment at a reporting unit level based on fair values, and (2) a step to measure the amount of the impairment, if any. Intangible assets with finite useful lives will continue to be amortized over such lives, and tested for impairment in accordance with our existing policies. SFAS 142 requires disclosures about goodwill and other intangible assets in the periods subsequent to their acquisition, including (1) changes in the carrying amount of goodwill, in total and by operating segment, (2) the carrying amounts of intangible assets subject to amortization and those which are not subject to amortization, (3) information about impairment losses recognized, and (4) the estimated amount of intangible asset amortization expense for the next five years. The provisions of SFAS 142 are effective for fiscal years beginning after December 15, 2001. In addition, the nonamortization provisions of SFAS 142 were to be immediately applied for goodwill and other intangible assets acquired in business combinations subsequent to June 30, 2001. We have adopted the requirements of SFAS 142 as of January 1, 2002. SFAS 142 requires that transitional impairment tests be performed at its adoption, and provides that resulting impairment losses for goodwill and other intangible assets with indefinite useful lives be reported as the effect of a change in accounting principle. We have completed our transitional impairment tests and have determined that no impairment losses for goodwill and other intangible assets were to be recorded upon the adoption of SFAS 142. We expect that our depreciation and amortization expense will decrease by approximately $60.6 million per year as a result of the adoption of SFAS 142. If amortization of goodwill had not been recorded, and if amortization of other intangible assets had been recorded using the revised life, our net loss and loss per share for the three and nine months ended September 30, 2001 would have been $94.8 million ($0.53 per share) and $216.9 million ($1.29 per share), respectively.

In June 2001, the FASB issued Statement of Financial Accounting Standards No. 143, Accounting for Asset Retirement Obligations ("SFAS 143"). SFAS 143 addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the related asset retirement costs. The fair value of a liability for an asset retirement obligation is to be recognized in the period in which it is incurred and can be reasonably estimated. Such asset retirement costs are to be capitalized as part of the carrying amount of the related long-lived asset and depreciated over the asset's estimated useful life. Fair value estimates of liabilities for asset retirement obligations will generally involve discounted future cash flows. Periodic accretion of such liabilities due to the passage of time is to be recorded as an operating expense. The provisions of SFAS 143 are effective for fiscal years beginning after June 15, 2002, with initial application as of the beginning of the fiscal year. We have not yet determined the effect that the adoption of SFAS 143 will have on our consolidated financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a result of our international operating, investing and financing activities, we are exposed to market risks, which include changes in foreign currency exchange rates and interest rates which may adversely affect our results of operations and financial position. In attempting to minimize the risks and/or costs associated with such activities, we seek to manage exposure to changes in interest rates and foreign currency exchange rates where economically prudent to do so.

Certain of the financial instruments we have used to obtain capital are subject to market risks from fluctuations in market interest rates. The majority of our financial instruments, however, are long-term fixed interest rate notes and debentures. A fluctuation in market interest rates of one percentage point in 2002 would impact our interest expense by approximately $10.2 million. As of September 30, 2002, we have approximately $1,119.1 million of floating rate indebtedness, of which $150.0 million has been effectively converted to fixed rate indebtedness through the use of interest rate swap agreements.

The majority of our foreign currency transactions are denominated in the British pound sterling or the Australian dollar, which are the functional currencies of CCUK and CCAL, respectively. As a result of CCUK's and CCAL's transactions being denominated and settled in such functional currencies, the risks associated with currency fluctuations are generally limited to foreign currency translation adjustments. We do not currently hedge against foreign currency translation risks and believe that foreign currency exchange risk is not significant to our operations.

ITEM 4. CONTROLS AND PROCEDURES

Within 90 days prior to the filing date of this report, the Company conducted an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in alerting them in a timely manner to material information relating to the Company required to be included in the Company's periodic SEC reports.

Since the date of the Company's most recent evaluation, there were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls, including any corrective actions with regard to significant deficiencies and material weaknesses.

PART II--OTHER INFORMATION

ITEM 5. OTHER INFORMATION

On July 4, 2002, following the announcement of ITV Digital's ("ITVD") plans to liquidate and the return of their three ITVD digital terrestrial television ("DTT") multiplex licenses to the UK Independent Television Commission ("ITC"), the ITC conditionally awarded the license for one multiplex to the BBC and the licenses for two multiplexes to CCUK. The licenses were formally granted on August 16, 2002 for a term of twelve years, and CCUK has the right to renew the licenses for an additional term of twelve years subject to satisfaction of certain performance criteria. On October 30, 2002, the BBC and CCUK launched their multi-channel digital TV and radio broadcasting services, under the brand "Freeview". Digital TV Services Ltd ("DTVSL"), a joint venture in which CCUK, the BBC and British Sky Broadcasting ("BSkyB") are equal shareholders, has been created specifically to market Freeview. In addition to being the licensed broadcast operator of the two multiplexes awarded to CCUK, CCUK provides the transmission of the DTT program signals for the two CCUK and two BBC multiplexes through the CCUK-owned DTT network.

Freeview, which encompasses all DTT TV and radio channels transmitted over all six UK DTT multiplexes (including the channels transmitted on the two other UK multiplexes not licensed to CCUK or BBC), currently allows approximately 72% of the UK population to receive 24 digital television channels plus 12 digital radio stations, with no subscription charge to view, by utilizing an ordinary rooftop TV antenna and a one-time purchased set-top adaptor box (approximately $150 retail) with any existing analogue television, or by utilizing an iDTV digital television (approximately $750 and up retail).

Following the award of the DTT licenses and in connection with the launch of Freeview, in August 2002 CCUK entered into an agreement with the BBC to provide transmission and distribution service for the multiplex awarded to the BBC. Also in August 2002, CCUK entered into an agreement with BSkyB to provide transmission, distribution and multiplexing service in relation to 75% of the capacity of one of the CCUK multiplexes. Both of these agreements are for an initial period of six years with an option by the BBC and BSkyB for an additional six-year term. In addition, CCUK has entered into agreements to provide transmission, distribution and multiplexing services to a number of TV and radio content providers (EMAP, Flextech, Guardian Media Group, Viacom, Oneword and UKTV) through the two multiplexes awarded to CCUK. Agreements with the TV channel providers are also for six-year terms, with renewal options, while agreements with radio providers are generally for shorter terms. Through such agreements, CCUK is providing content with respect to approximately 90% of its licensed capacity and is currently in negotiations with content providers with respect to the remaining capacity. CCUK expects to generate annual revenues of between approximately $37.5 million and $41.0 million from the provision of transmission, distribution and multiplexing services related to the new multiplex licenses in 2003.

CCUK has invested, as a result of its previous contract with ITVD, substantially all of the capital required to provide the services described above. CCUK is already incurring, again by virtue of its previous contract with ITVD, a large proportion of the operating costs required to provide these services (including payments to British Telecom for distribution circuits and payments to NTL for site rental). Since CCUK will offer a more complete end-to-end service to content providers than was provided to ITVD, CCUK expects to incur certain additional operating costs including (1) payments to BBC's technology division for multiplexing services and (2) payments to DTVSL for marketing and operational services to the platform. CCUK will incur additional annual operating expenses of between approximately $7.5 million and $9.0 million, above the costs incurred for the provision of broadcast services to ITVD, in 2003.

The termination of the ITVD transmission contract is a Termination Event (a defined event of default) under the CCUK credit facility. We have entered into discussions with the banks in order to obtain an amendment to the CCUK credit facility such that the Termination Event would be cured. Based on these discussions, we do not currently believe that we will be required to prepay the outstanding borrowings under the CCUK credit facility as a result of this event of default. However, there can be no assurance that such an amendment can be obtained. As a result, we have continued to classify all the outstanding borrowings under the CCUK credit facility as current liabilities on our consolidated balance sheet as of September 30, 2002. If we are unable to obtain an amendment to the CCUK credit facility as discussed above, the uncured Termination Event could result in an event of default under the trust deed governing the CCUK bonds. As a result, we have also continued to classify the principal amount of the CCUK bonds as a current liability on our consolidated balance sheet as of September 30, 2002. None of our other debt instruments, including the public debt securities and the two U.S. bank credit facilities, contain default provisions related to the ITVD transmission contract. Furthermore, none of these other debt instruments contain cross default provisions with either of the CCUK debt instruments. As such, the events of default under the two CCUK debt instruments do not constitute events of default under any of our other debt instruments.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits:

10.1 Form of Option Agreement pursuant to 2001 Stock Incentive Plan

11.1 Computation of Net Loss Per Common Share

12.1 Computation of Ratios of Earnings to Fixed Charges and Earnings to Combined Fixed Charges and Preferred Stock Dividends

(b) Reports on Form 8-K:

The Registrant filed a Current Report on Form 8-K dated October 11, 2002 with the SEC on October 11, 2002 reporting under Item 5 a restructuring of the Company's U.S. business.

The Registrant filed a Current Report on Form 8-K dated August 8, 2002 with the SEC on August 23, 2002 furnishing under Item 9 revised guidance through 2004 as disclosed in a press release dated August 8, 2002 setting forth the Registrant's financial results for the second quarter 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CROWN CASTLE INTERNATIONAL CORP.

Date: November 14, 2002   By: /s/W. BENJAMIN MORELAND

W. Benjamin Moreland
Senior Vice President,
Chief Financial Officer
and Treasurer
(Principal Financial
Officer)

Date: November 14, 2002   By: /s/WESLEY D. CUNNINGHAM

Wesley D. Cunningham
Senior Vice President,
Chief Accounting Officer
and Corporate Controller
(Principal Accounting
Officer)

Certification
For the Quarterly Period Ended September 30, 2002

I, John P. Kelly, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Crown Castle international Corp. ("registrant");

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 14, 2002.

/s/ JOHN P. KELLY

John P. Kelly
President and Chief Executive Officer

Certification
For the Quarterly Period Ended September 30, 2002

I, W. Benjamin Moreland, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Crown Castle international Corp. ("registrant");

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 14, 2002.

/s/ W. BENJAMIN MORELAND

W. Benjamin Moreland
Senior Vice President, Chief
Financial Officer and
Treasurer

Option #______

Effective Date:_____________,20___ Termination Date:_______________, 20___

NON-QUALIFIED STOCK OPTION TO PURCHASE SHARES
OF COMMON STOCK

of

CROWN CASTLE INTERNATIONAL CORP.

(Incorporated Under the Law of the
State of Delaware)

This document certifies that, for value received, [OPTION GRANTEE'S NAME] ("Holder") is entitled, subject to the terms and conditions set forth herein, to purchase from CROWN CASTLE INTERNATIONAL CORP., a Delaware corporation ("Company"), an aggregate of [number of option shares] fully paid and nonassessable shares of the common stock, $.01 par value, of the Company (such shares of the Company's common stock being herein called the "Option Shares" and all shares of the Company's common stock being herein called the "Stock"), upon payment of the purchase price of [purchase price per share in US dollars ($ amount)] per Option Share (the "Purchase Price"), at any time after the date hereof ("Effective Date") and on or before 5:00 P.M. (Houston time) [option termination date] ("Termination Date"), subject to the provisions of this Option ("Option"). The number and character of the Option Shares covered hereby and the Purchase Price thereof are subject to restrictions and adjustments as provided herein. This Option is granted to the Holder pursuant to the 2001 Stock Incentive Plan ("Plan") of the Company. This Option is subject to all the terms of the Plan and this Option Agreement. This option is a non-qualified stock option ("NSO") taxable pursuant to Section 83 of the Internal Revenue Code of 1986, as amended ("Code").

1. Exercise of Option. Upon delivery of written notice to the Company setting forth the number of Option Shares with respect to which this Option is being exercised in the manner described in Section 16 and accompanied by payment in form and substance satisfactory to it, or by shares of Stock valued at the fair market value of the Stock on the date of exercise as determined in accordance with the Plan (subject to the limitations in Section 2 below), to the Company of the Purchase Price for the Option Shares to be purchased, the Company shall promptly issue one or more certificates evidencing the number of Option Shares being purchased. This Option may be exercised either in whole or in part and, if in part, from time to time in part; provided, however, that this Option may not be exercised for less than 100 Option Shares (or such lesser number of vested Option Shares as is covered by this Option); and, provided further, that this Option may only be exercised by the Holder for the purchase of whole Option Shares and not fractions thereof unless the Company otherwise agrees.

The Company agrees that the Option Shares so purchased shall be and are deemed to be issued to the Holder hereof as the record owner of such Option Shares as of the close of business (or an earlier reasonable deadline timeframe taking into account the stock is publicly traded) on the date on which this Option shall have been exercised and payment made for such Option Shares as aforesaid.

2. Payment for Stock. Payment for shares of Stock purchased pursuant to this Option shall be made in full. Payment for shares of Stock purchased under this Option may be made in cash, Stock or a combination of cash and Stock. In the event that Stock is utilized in consideration for the purchase of Stock upon the exercise of this Option, then such Stock shall be valued as provided in the Plan.

Notwithstanding the above, if shares of Stock are listed on a national exchange in the United States, a sufficient number of Shares acquired upon exercise of the Option may be sold by the Committee (as defined in the Plan) (including its agent) to satisfy any unpaid obligation of the Holder relating to exercise of the Option including, without limitation, any purchase price or withholding obligation. The Committee may elect the above payment method in lieu of accepting Stock as payment for exercise of the Option.

3. Reservation of Stock. The Company covenants and agrees that (a) it has or will at all appropriate times, so long as this Option is outstanding, reserve and keep available out of its treasury Stock and/or authorized but unissued Stock, solely for the purpose of issuing Option Shares, from time to time, upon the exercise of this Option, an adequate number of shares of Stock for delivery at the times and in the manner provided herein upon exercise of this Option; (b) the Option Shares delivered upon exercise of this Option shall be validly issued and outstanding and fully paid and nonassessable shares of Stock; and (c) it will pay when due any and all federal and state original issue or similar taxes which may be payable in respect of the issuance of this Option or of any shares of Stock upon exercise of this Option. The Company shall not be required to pay any transfer tax which may be payable with respect to any transfer of this Option, the issuance of certificates of Stock in a name other than that of the registered Holder of this Option or any transfer of Option Shares, all such tax being payable by the Holder.

4. Restrictions on Transfer. Except as otherwise herein provided, the Option shall not be transferable otherwise than by (i) will or the laws of descent and distribution or (ii) pursuant to a qualified domestic relations order as defined by the Code, or Title I of the Employee Retirement Income Security Act of 1974, as amended, or the rules thereunder. The Option may be exercised, during the lifetime of the Holder, only by the Holder or a permitted transferee. More particularly (but without limiting the generality of the foregoing), the Option may not be assigned, transferred (except as provided herein), pledged or hypothecated in any way, shall not be assignable by operation of law and shall not be subject to execution, attachment or similar process. Any attempted assignment, transfer, pledge, hypothecation or other disposition of the Option contrary to the provisions hereof shall be null and void and without effect. Notwithstanding the above, an Option which is an NSO may be assigned or transferred by (i) a Holder which is an outside director to the employer of such director or (ii) a Holder which is a natural person (including any permitted transferee as provided below) to (a) the Holder's spouse, children or grandchildren

(including adopted children, stepchildren and grandchildren) ("Family Member"), (b) a trust for the benefit of Holder and Holder's Family Members, (c) a partnership or limited liability companywhose only partners or shareholders (i.e. members) are the Holder and Family Members of the Holder; provided, that the transfer or assignment of the Option must comply with any applicable federal or state securities laws or any other applicable law or regulation thereunder.

5. Changes in the Company's Capital Structure. The existence of this Option shall not affect in any way the right or power of the Company or its stockholders to make or authorize any or all adjustments, recapitalization, reorganizations or other changes in the Company's capital structure or its business, or any merger or consolidation of the Company, or any issue of bonds, debentures, Stock, preferred or prior preference stock ahead of or affecting the Stock or the rights thereof, or the dissolution or liquidation of the Company, or any sale or transfer of all or any part of its assets or business, or any other corporate act or proceeding, whether of a similar character or otherwise.

If the Company shall effect a subdivision or consolidation of shares or other capital readjustment, the payment of a stock dividend or other increase or reduction of the number of shares of Stock outstanding without receiving compensation therefor in money, services or property, then (a) the number, class and per share price of shares of stock subject to this Option shall be appropriately adjusted in such a manner as to entitle the Holder to receive upon exercise of this Option, for the same consideration, the same total number and class of shares or other securities as [he/she] would have received had [he/she] exercised this Option in full immediately prior to the event requiring the adjustment; and (b) the number and class of shares reserved for issuance pursuant to this Option shall be adjusted by substituting for the total number and class of shares of stock then reserved that number and class of shares of stock and other securities that would have been received by the holder of an equal number of outstanding shares of stock as a result of the event requiring the adjustment.

After a merger of one or more corporations or other entities into the Company, or after a consolidation of the Company and one or more corporations or other entities in which the Company shall be the surviving corporation, the Holder shall, at no additional cost, be entitled upon exercise of this Option to receive (subject to any required action by stockholders) in lieu of the Option Shares, the number and class of shares of stock or other securities to which the Holder would have been entitled pursuant to the terms of the agreement of merger or consolidation if, immediately prior to such merger or consolidation, [he/she] had been the holder of record of the Option Shares.

If the Company is merged into or consolidated with another corporation or entity under circumstances in which the Company is not the surviving corporation, or if the Company is liquidated, or sells or otherwise disposes of substantially all of its assets to another corporation or entity while this Option is outstanding, (i) subject to the provisions of clause (ii) below, after the effective date of such merger, consolidation or sale, as the case may be, the Holder shall be entitled, upon exercise of this Option, to receive, in lieu of the Option Shares, shares of such stock or other securities as the holders of shares of Stock received pursuant to the terms of the merger, consolidation or sale, or (ii) this Option may be cancelled by the Committee as of the effective date of any such merger, consolidation, liquidation or sale provided (x) notice of such cancellation shall be given to the Holder and (y) the Holder shall have the right to exercise this Option in full as to the vested amount (including any amount which would otherwise vest upon a change in control of the Company if the contemplated transaction will cause a change in control and subject to such transaction being consummated) during the 10-day period preceding the effective date of such merger, consolidation, liquidation, sale or acquisition. The Committee may provide any other alternative provided for in Section XI(c) of the Plan.

Except as hereinbefore expressly provided, the issuance by the Company of shares of any class, or securities convertible into shares of stock of any class, for cash or property, or for labor or services either upon direct sale or upon the exercise of stock rights or warrants to subscribe therefor, or upon conversion of shares or obligations of the Company convertible into such shares or other securities, shall not affect, and no adjustment by reason thereof shall be made with respect to, this Option.

6. Vesting. The Holder's rights and interest pursuant to this Option shall vest and be exercisable in the following share amounts as of each indicated Service Date. Service Date means the indicated date below (or in the Option Certificate); provided, that on such date the Holder is a full-time employee or director of the Company or an Affiliate (as defined in the Plan). This Option shall terminate as to any amount not vested at the time such Holder's involvement as a full-time employeeor director with the Company and Affiliates is terminated, whether by dismissal, death, disability or otherwise. Vesting of this Option as of the indicated Service Date is in accordance with the terms in the Option Certificate for this Option.

Further, this Option shall vest and be exercisable pursuant to any other provisions or restrictions in the Option Certificate for this Option.

7. Exercisability. This Option shall be exercisable only by the Holder while he or she is an employee or directorof or to the Company (including a subsidiary or affiliates) except that (A)(i) so long as the Option is otherwise exercisable, it may be exercised by the personal representative of the deceased Holder within 12 months after the death of the Holder and (ii) if the Holder terminates his employment and directorship with the Company (including its Affiliates), the Holder may exercise any Option which is otherwise exercisable at any time within three (3) months of such date of termination (within 12 months if termination is the result of disability within the meaning of Section 22(e)(3) of the Code). If the Holder should die during the applicable three month period following the date of such Holder's termination, the rights of the personal representative of the deceased Holder as such relate to the Options granted to the deceased Holder shall be governed in accordance with clause (i) of the immediately preceding sentence. Termination of employment means the Holder is no longer an employee, director or consultant with or to the Company (including any subsidiary or affiliate of the Company).

8. Notices of Record Date. In the event of (a) any taking by the Company of a record of the holders of Stock for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend payable out of earned surplus of the Company) or other distribution, or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, or (b) any capital reorganization of the Company, any reclassification or recapitalization of the capital stock of the Company or any transfer of all or substantially all the assets of the Company to or consolidation or

merger of the Company with or into any other person, or (c) any voluntary or involuntary dissolution, liquidation or winding-up of the Company, then and in each such event the Company will use reasonable commercial efforts to send or cause to be sent to the Holder a notice specifying (i) the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and stating the amount and character of such dividend, distribution or right, and (ii) the date on which any such reorganization, reclassification, recapitalization, transfer, consolidation, merger, dissolution, liquidation or winding-up is to take place, and the time, if any, as of which the holders of record of Stock shall be entitled to exchange their shares of Stock for securities or other property deliverable upon such reorganization, reclassification, recapitalization, transfer, consolidation, merger, dissolution, liquidation or winding-up. The Company shall use reasonable commercial efforts to send such notice to the Holder at least 10 days prior to the date therein specified: provided that the Company shall have no liability of any nature for failing to satisfy any obligation pursuant to this Section 8.

9. Fractional Shares. This Option is only exercisable with respect to whole Option Shares and not fractions thereof unless the Company otherwise agrees. Accordingly, the Company shall not be required to issue certificates representing fractions of Option Shares upon any exercise of this Option; provided, however, in respect of any final fraction of a share it may, at its sole option, in lieu of delivering a fractional share, make a payment in cash based on the then fair market value of such fraction of the underlying Stock.

10. Violation of Law. In addition to any other restrictions contained in this Option, the Holder may not exercise this Option, in whole or in part at such times and from time to time as, in the reasonable opinion of counsel to the Company, the issuance and sale to Holder of the Option Shares, upon exercise of this Option, is not exempt from the registration provisions of the Act (unless the Option and/or Option Shares, as applicable, have been registered under the Act), or violates other applicable laws or regulations. The Company shall use reasonable commercial efforts to cure such violation and/or potential violation so as to permit exercise of this Option.

11. Option Certificate and Replacement of Securities. In lieu of an Option Agreement, the Option may be evidenced by an Option Certificate ("Option Certificate") incorporating by reference the terms of this standard Option Agreement and the Plan along with any other terms including, any provisions superceding the standard terms of this Option Agreement. Upon receipt of evidence reasonably satisfactory to the Company of the loss, theft, destruction, or mutilation of any Option Agreement or Option Certificates evidencing ownership of this Option and in the case of any such loss, theft or destruction upon delivery of an indemnity agreement or, if the Holder so elects, a surety bond reasonably satisfactory to the Company or, in the case of any such mutilation, upon surrender and cancellation of any such Option Certificate, the Company shall forthwith execute and deliver, in lieu thereof, a new Option Agreement or Option Certificate of like tenor.

12. No Rights as Stockholder. No Holder shall, based on [his/her] being a Holder, be entitled to vote or receive dividends or be deemed the holder of Stock or any other security of the Company which may at any time be issuable on the exercise hereof for any purpose, nor shall anything contained herein be construed to confer upon the Holder of this Option, as such, any of the rights of a stockholder of the Company or any right to vote for the election of directors or upon any matter submitted to stockholders at any meeting thereof, or to give or withhold consent to any corporate

action (whether upon any recapitalization, issue of stock, reclassification of stock, change to or of par value, consolidation, merger, conveyance, or otherwise) or to receive notice of meetings, or to receive dividends or subscription rights or otherwise until this Option shall have been exercised and the Option Shares purchasable upon the exercise hereof shall have become deliverable as provided herein, unless specifically set out otherwise in this Option.

13. Nonnegotiability. The Holder of this Option, by accepting the same, consents and agrees with the Company that (a) this Option is not transferable, in whole or in part, except by will, the laws of descent and distribution or pursuant to a qualified domestic relations order as defined in the Code or Title 1 of ERISA, or to certain family members and related persons to the Holder as permitted in the Plan and Section 4 of the Option Agreement, and (b) the Company may deem and treat the person in whose name this Option is registered as the absolute, true and lawful owner for all purposes whatsoever, and the Company shall not be affected by any notice to the contrary.

14. Modifications. This Option and any term hereof may be changed, waived, discharged or terminated only by an instrument in writing signed by the party against whom enforcement of such change, waiver, discharge or termination is sought.

15. Notices. Any notice to be given to the Company under the terms hereof shall be addressed to the Company in care of its Secretary at 510 Bering Drive, Suite 500, Houston, Texas 77057 and any notice to the Holder shall be addressed to the Holder's address (including the Holder's e-mail address) as reflected on the records of the Company, or at such other address as the Company, the Holder, and their permitted successors or assigns may hereafter designate in writing to the other. Any such notice shall have been deemed given when actually received or on the third day after it is enclosed in a properly sealed envelope or wrapper addressed as aforesaid, registered or certified and deposited (postage and registry or certification fee prepaid) in a post office regularly maintained by the United States Government.

16. Forms of Election to Exercise Option. Any Option exercise shall be conducted through Mellon Investor Services ("MIS") and in the manner presecribed by MIS and the Committee The current contact number of MIS for the exercise of Options is 1-877-289-8977. The Committee may from time to time adopt another form or manner for exercise of the Option or appoint a new agent to handle the exercise of Options.

17. Arbitration. Any controversy or claim arising out of or relating to the issuance of this Option, or the issuance or any other matter relating to the Option Shares hereunder, or the actual or alleged breach of this Option, or the rights or duties or obligations of the Company or the Holder hereunder, shall be settled by arbitration conducted in the City of Houston in accordance with and by an arbitrator appointed pursuant to the rules of the American Arbitration Association in effect at the time, and judgment upon the award rendered pursuant thereto may be entered in any court having jurisdiction thereof, and all rights or remedies of the Company, the Holder and their successors to the contrary are hereby expressly waived. The costs in connection with any arbitration proceeding under this Section 17 shall be assessed against the parties in the manner decided by the arbitrator(s).

18. Tax Withholding. The Holder further agrees that the Company may withhold other cash compensation or amounts due to the Holder in an amount equal to any required withholding amount under federal or state income tax laws owing as a result of this Option and that the Holder will pay to the Company any additional cash, if necessary, to satisfy such withholding requirement. The Company, at its option, may also retain and withhold Stock issued upon the exercise of this Option in an amount necessary to satisfy such withholding requirement.

19. Successors and Assigns. This Option and each provision herein shall be binding upon and applicable to, and shall inure to the benefit of the Company and the Holder, their successors, assigns, heirs and representatives, except as otherwise specifically provided in this Option.

20. Additional Documents on Death of Holder. No transfer of this Option by the Holder by will or the laws of descent and distribution shall be effective to bind the Company unless the Company shall have been furnished with written notice and a probated copy of the will and/or such other evidence as the Committee may deem necessary to establish the validity of the transfer and the acceptance of the successor to the Option of the terms and conditions of the Option.

21. Gender, Section References. Pronouns, wherever used herein, and of whatever gender, shall include natural persons, corporations and entities of every kind, the singular shall include the plural wherever and as often as may be appropriate and the plural shall include the singular wherever and as often as may be appropriate. The section, titles and subtitles ("Titles") used in this Option are solely for convenience of references and shall not affect, modify nor limit the provisions of this Option. Any reference to a particular Title in this Option shall be construed as referring to the provisions in the indicated Title within this Option.

22. Severability. If any provision of this Option, or the application of such provision to any person or circumstance, shall be held invalid or unenforceable for any reason, the remainder of this Option, or the application of such provision to persons or circumstances other than those to which it is held invalid or unenforceable, shall not be affected thereby.

23. Governing Laws. This Option shall be interpreted, construed, and enforced in accordance with the laws of the State of Texas, without regard to conflict of law principles thereof.

24. Employment. Nothing within this Option or the Plan shall be construed to impose upon the Company or any Affiliate any obligation to employ or hire or to continue to employ, hire or maintain any other affiliation with the Holder.

DATED effective as of the _____ day of ____________, 200_.

CROWN CASTLE INTERNATIONAL CORP.

By:________________________________

EXHIBIT 11.1

CROWN CASTLE INTERNATIONAL CORP.

COMPUTATION OF NET LOSS
PER COMMON SHARE
(IN THOUSANDS OF DOLLARS, EXCEPT PER SHARE AMOUNTS)

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	2001	2002	2001	2002
Net loss	$(110,330)	$ (65,628)	$(263,118)	$(237,619)
Dividends on preferred stock	(19,000)	(19,874)	(58,770)	(60,840)
Gains on repurchases of preferred stock	--	49,806	--	49,806
Net loss applicable to common stock for basic and diluted computations	$(129,330)	$ (35,696)	$(321,888)	$(248,653)
Weighted-average number of common shares outstanding during the period for basic and diluted computations (in thousands)	214,986	216,656	213,413	218,991
Loss per common share - basic and diluted	$ (0.60)	$ (0.16)	$ (1.51)	$ (1.14)

EXHIBIT 12.1

CROWN CASTLE INTERNATIONAL CORP.
COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES AND EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS
(DOLLARS IN THOUSANDS)

	NINE MONTHS ENDED SEPTEMBER 30, 2001	NINE MONTHS ENDED SEPTEMBER 30, 2002
Computation of Earnings:		
Income (loss) before income taxes and minority interests	$(252,446)	$(235,522)
Add:		
Fixed charges (as computed below)	241,946	254,862
	$ (10,500)	$ 19,340
Computation of Fixed Charges and Combined Fixed Charges and Preferred Stock Dividends:		
Interest expense	$ 150,836	$ 155,975
Amortization of deferred financing costs and discounts on long-term debt	68,085	74,859
Interest component of operating lease expense	23,025	24,028
Fixed charges	241,946	254,862
Preferred stock dividends, net of gains on repurchases of preferred stock	58,770	11,034
Combined fixed charges and preferred stock dividends	$ 300,716	$ 265,896
Ratio of Earnings to Fixed Charges	--	--
Deficiency of Earnings to Cover Fixed Charges	$ 252,446	$ 235,522
Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends	--	--
Deficiency of Earnings to Cover Combined Fixed Charges and Preferred Stock Dividends	$ 311,216	$ 246,556