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 June 30, 2018

OR

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

For the transition period to

Commission File Number 001-16441

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.)**

1220 Augusta Drive, Suite 600, Houston, Texas 77057-2261
(Address of principal executives office) (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 ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒		Accelerated filer	☐
Non-accelerated filer	☐	(Do not check if a smaller reporting company)	Smaller reporting company	☐
			Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Number of shares of common stock outstanding at August 3, 2018: 414,839,956

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES

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Cautionary Language Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q ("Form 10-Q") contains forward-looking statements that are based on our management's expectations as of the filing date of this report with the Securities and Exchange Commission ("SEC"). Statements that are not historical facts are hereby identified as forward-looking statements. In addition, words such as "estimate," "anticipate," "project," "plan," "intend," "believe," "expect," "likely," "predicted," "positioned," "continue" and any variations of these words and similar expressions are intended to identify forward-looking statements. Such statements include plans, projections and estimates contained in *"Part I—Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations"* ("MD&A") and *"Part I—Item 3. Quantitative and Qualitative Disclosures About Market Risk"* herein. Such forward-looking statements include (1) expectations regarding anticipated growth in the wireless industry, carriers' investments in their networks, tenant additions, and demand for data and our communications infrastructure, (2) expectations regarding our communications infrastructure and the potential benefits that may be derived therefrom, (3) expectations regarding non-renewals of tenant contracts, (4) availability and adequacy of cash flows and liquidity for, or plans regarding, future discretionary investments, including capital expenditures, (5) potential benefits of our discretionary investments, including acquisitions, (6) our full year 2018 outlook and the anticipated growth in our financial results, including future revenues and operating cash flows, (7) expectations regarding construction of small cells and fiber, (8) expectations regarding our capital structure and the credit markets, our availability and cost of capital, our leverage ratio and interest coverage targets, and our ability to service our debt and comply with debt covenants and the plans for and the benefits of any future refinancings, (9) expectations regarding loss on retirement of debt, (10) expectations related to remaining qualified as a real estate investment trust ("REIT") and the advantages, benefits or impact of, or opportunities created by, our REIT status, (11) the utilization of our net operating loss carryforwards ("NOLs"), (12) expectations related to the impact of customer consolidation or ownership changes, including the potential combination of T-Mobile and Sprint and (13) our dividend policy and the timing, amount, growth or tax characterization of any dividends. All future dividends are subject to declaration by our board of directors.

Such forward-looking statements should, therefore, be considered in light of various risks, uncertainties and assumptions, including prevailing market conditions, risk factors described in *"Part II—Item 1A. Risk Factors"* herein and *"Item 1A. Risk Factors"* of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 ("2017 Form 10-K") and other factors. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those expected.

Interpretation

As used herein, the term "including," and any variation thereof, means "including without limitation." The use of the word "or" herein is not exclusive. Unless this Form 10-Q indicates otherwise or the context otherwise requires, the terms, "we," "our," "our company," "the company" or "us" as used in this Form 10-Q refer to Crown Castle International Corp. and its predecessor (organized in 1995), as applicable, each a Delaware corporation (together, "CCIC"), and their subsidiaries. Additionally, unless the context suggests otherwise, references to "U.S." are to the United States of America and Puerto Rico, collectively.

PART I—FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEET (Unaudited)
(Amounts in millions, except par values)

	June 30, 2018	December 31, 2017
ASSETS		
Current assets:		
Cash and cash equivalents	$ 206	$ 314
Restricted cash	125	121
Receivables, net	455	398
Prepaid expenses	197	162
Other current assets	181	139
Total current assets	1,164	1,134
Deferred site rental receivables	1,303	1,300
Property and equipment, net of accumulated depreciation of $8,023 and $7,500, respectively	13,218	12,933
Goodwill	10,075	10,021
Other intangible assets, net	5,729	5,962
Long-term prepaid rent and other assets, net	885	879
Total assets	$ 32,374	$ 32,229
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$ 272	$ 249
Accrued interest	154	132
Deferred revenues	476	457
Other accrued liabilities	272	339
Current maturities of debt and other obligations	112	115
Total current liabilities	1,286	1,292
Debt and other long-term obligations	15,844	16,044
Other long-term liabilities	2,678	2,554
Total liabilities	19,808	19,890
Commitments and contingencies (note 9)		
CCIC stockholders' equity:		
Common stock, $0.01 par value; 600 shares authorized; shares issued and outstanding: June 30, 2018—415 and December 31, 2017—406	4	4
6.875% Mandatory Convertible Preferred Stock, Series A, $0.01 par value; 20 shares authorized; shares issued and outstanding: June 30, 2018—2 and December 31, 2017—2; aggregate liquidation value: June 30, 2018—$1,650 and December 31, 2017—$1,650	—	—
Additional paid-in capital	17,711	16,844
Accumulated other comprehensive income (loss)	(5)	(4)
Dividends/distributions in excess of earnings	(5,144)	(4,505)
Total equity	12,566	12,339
Total liabilities and equity	$ 32,374	$ 32,229

See notes to condensed consolidated financial statements.

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS) (Unaudited)
(Amounts in millions, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Net revenues:				
Site rental	$ 1,169	$ 869	$ 2,323	$ 1,726
Network services and other	161	169	307	328
Net revenues	1,330	1,038	2,630	2,054
Operating expenses:				
Costs of operations[(a)]:				
Site rental	355	269	702	534
Network services and other	99	104	185	203
General and administrative	138	98	273	199
Asset write-down charges	6	4	9	5
Acquisition and integration costs	8	8	14	14
Depreciation, amortization and accretion	379	296	753	584
Total operating expenses	985	779	1,936	1,539
Operating income (loss)	345	259	694	515
Interest expense and amortization of deferred financing costs	(158)	(142)	(318)	(276)
Gains (losses) on retirement of long-term obligations	(3)	—	(74)	(4)
Interest income	1	1	2	1
Other income (expense)	—	(1)	(1)	4
Income (loss) before income taxes	185	117	303	240
Benefit (provision) for income taxes	(5)	(5)	(9)	(9)
Net income (loss) attributable to CCIC stockholders	180	112	294	231
Dividends on preferred stock	(28)	—	(57)	—
Net income (loss) attributable to CCIC common stockholders	$ 152	$ 112	$ 237	$ 231
Net income (loss)	$ 180	$ 112	$ 294	$ 231
Other comprehensive income (loss):				
Foreign currency translation adjustments	(1)	1	(1)	1
Total other comprehensive income (loss)	(1)	1	(1)	1
Comprehensive income (loss) attributable to CCIC stockholders	$ 179	$ 113	$ 293	$ 232
Net income (loss) attributable to CCIC common stockholders, per common share:				
Net income (loss) attributable to CCIC common stockholders—basic	$ 0.37	$ 0.31	$ 0.58	$ 0.64
Net income (loss) attributable to CCIC common stockholders—diluted	$ 0.36	$ 0.31	$ 0.57	$ 0.64
Weighted-average common shares outstanding:				
Basic	415	364	412	363
Diluted	416	366	413	364
Dividends/distributions declared per share of common stock	$ 1.05	$ 0.95	$ 2.10	$ 1.90

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(a) Exclusive of depreciation, amortization and accretion shown separately.

See notes to condensed consolidated financial statements.

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (Unaudited)
(In millions of dollars)

	Six Months Ended June 30, 2018 (a)	Six Months Ended June 30, 2017 (a)
Cash flows from operating activities:		
Net income (loss)	$ 294	$ 231
Adjustments to reconcile net income (loss) to net cash provided by (used for) operating activities:		
Depreciation, amortization and accretion	753	584
(Gains) losses on retirement of long-term obligations	74	4
Amortization of deferred financing costs and other non-cash interest	4	5
Stock-based compensation expense	47	45
Asset write-down charges	9	5
Deferred income tax (benefit) provision	1	—
Other non-cash adjustments, net	1	(3)
Changes in assets and liabilities, excluding the effects of acquisitions:		
Increase (decrease) in accrued interest	22	11
Increase (decrease) in accounts payable	3	(17)
Increase (decrease) in deferred revenues, deferred ground lease payables, other accrued liabilities and other liabilities	53	23
Decrease (increase) in receivables	(59)	91
Decrease (increase) in prepaid expenses, deferred site rental receivables, long-term prepaid rent and other assets	(91)	(48)
Net cash provided by (used for) operating activities	1,111	931
Cash flows from investing activities:		
Payments for acquisitions, net of cash acquired	(18)	(2,104)
Capital expenditures	(763)	(563)
Other investing activities, net	3	(8)
Net cash provided by (used for) investing activities	(778)	(2,675)
Cash flows from financing activities:		
Proceeds from issuance of long-term debt	1,743	1,345
Principal payments on debt and other long-term obligations	(47)	(60)
Purchases and redemptions of long-term debt	(1,318)	—
Borrowings under revolving credit facility	485	1,755
Payments under revolving credit facility	(1,150)	(1,405)
Payments for financing costs	(20)	(11)
Net proceeds from issuance of common stock	841	464
Purchases of common stock	(34)	(23)
Dividends/distributions paid on common stock	(879)	(696)
Dividends paid on preferred stock	(57)	—
Net cash provided by (used for) financing activities	(436)	1,369
Net increase (decrease) in cash, cash equivalents, and restricted cash	(103)	(375)
Discontinued operations:		
Net cash provided by (used for) operating activities		—
Net cash provided by (used for) investing activities		—
Net increase (decrease) in cash and cash equivalents and restricted cash—discontinued operations	—	—
Effect of exchange rate changes	(1)	1
Cash, cash equivalents, and restricted cash at beginning of period(a)	440	697
Cash, cash equivalents, and restricted cash at end of period(a)	$ 336	$ 323

(a) See *"Recently Adopted Accounting Pronouncements"* in note 2 to the condensed consolidated financial statements for a discussion of recently adopted restricted cash guidance, which impacted certain presentations on the condensed consolidated statement of cash flows.

See notes to condensed consolidated financial statements.

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF EQUITY
(Amounts in millions) (Unaudited)

	Common Stock		6.875% Mandatory Convertible Preferred Stock			Accumulated Other Comprehensive Income (Loss) ("AOCI")		
	Shares	($0.01 Par)	Shares	($0.01 Par)	Additional paid-in capital	Foreign Currency Translation Adjustments	Dividends/Distributions in Excess of Earnings	Total
Balance, April 1, 2018	415	$ 4	2	—	$ 17,690	$ (4)	$ (4,858)	$ 12,832
Stock-based compensation related activity, net of forfeitures	—	—	—	—	24	—	—	24
Purchases and retirement of common stock	—	—	—	—	(1)	—	—	(1)
Net proceeds from issuance of common stock	—	—	—	—	(2)	—	—	(2)
Other comprehensive income (loss)[(a)]	—	—	—	—	—	(1)	—	(1)
Common stock dividends/distributions	—	—	—	—	—	—	(438)	(438)
Preferred stock dividends	—	—	—	—	—	—	(28)	(28)
Net income (loss)	—	—	—	—	—	—	180	180
Balance, June 30, 2018	415	$ 4	2	$ —	$ 17,711	$ (5)	$ (5,144)	$ 12,566

(a) See the condensed statement of operations and other comprehensive income (loss) for the components of "other comprehensive income (loss)."

	Common Stock		6.875% Mandatory Convertible Preferred Stock			AOCI		
	Shares	($0.01 Par)	Shares	($0.01 Par)	Additional paid-in capital	Foreign Currency Translation Adjustments	Dividends/Distributions in Excess of Earnings	Total
Balance, April 1, 2017	361	$ 4	—	—	$ 10,968	$ (6)	$ (3,603)	$ 7,363
Stock-based compensation related activity, net of forfeitures	—	—	—	—	23	—	—	23
Purchases and retirement of common stock	—	—	—	—	(1)	—	—	(1)
Net proceeds from issuance of common stock	5	—	—	—	442	—	—	442
Other comprehensive income (loss)[(a)]	—	—	—	—	—	1	—	1
Common stock dividends/distributions	—	—	—	—	—	—	(350)	(350)
Net income (loss)	—	—	—	—	—	—	112	112
Balance, June 30, 2017	366	$ 4	—	$ —	$ 11,432	$ (5)	$ (3,841)	$ 7,590

(a) See the condensed statement of operations and other comprehensive income (loss) for the components of "other comprehensive income (loss)."

CROWN CASTLE INTERNATIONAL CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF EQUITY
(Amounts in millions) (Unaudited)

	Common Stock		6.875% Mandatory Convertible Preferred Stock			AOCI		
	Shares	($0.01 Par)	Shares	($0.01 Par)	Additional paid-in capital	Foreign Currency Translation Adjustments	Dividends/Distributions in Excess of Earnings	Total
Balance, January 1, 2018	406	$ 4	2	—	$ 16,844	$ (4)	$ (4,505)	$ 12,339
Stock-based compensation related activity, net of forfeitures	1	—	—	—	60	—	—	60
Purchases and retirement of common stock	—	—	—	—	(34)	—	—	(34)
Net proceeds from issuance of common stock	8	—	—	—	841	—	—	841
Other comprehensive income (loss)[(a)]	—	—	—	—	—	(1)	—	(1)
Common stock dividends/distributions	—	—	—	—	—	—	(876)	(876)
Preferred stock dividends	—	—	—	—	—	—	(57)	(57)
Net income (loss)	—	—	—	—	—	—	294	294
Balance, June 30, 2018	415	$ 4	2	$ —	$ 17,711	$ (5)	$ (5,144)	$ 12,566

(a) See the condensed statement of operations and other comprehensive income (loss) for the components of "other comprehensive income (loss)."

	Common Stock		6.875% Mandatory Convertible Preferred Stock			AOCI		
	Shares	($0.01 Par)	Shares	($0.01 Par)	Additional paid-in capital	Foreign Currency Translation Adjustments	Dividends/Distributions in Excess of Earnings	Total
Balance, January 1, 2017	361	$ 4	—	—	$ 10,938	$ (6)	$ (3,379)	$ 7,557
Stock-based compensation related activity, net of forfeitures	1	—	—	—	53	—	—	53
Purchases and retirement of common stock	—	—	—	—	(23)	—	—	(23)
Net proceeds from issuance of common stock	4	—	—	—	464	—	—	464
Other comprehensive income (loss)[(a)]	—	—	—	—	—	1	—	1
Common stock dividends/distributions	—	—	—	—	—	—	(693)	(693)
Net income (loss)	—	—	—	—	—	—	231	231
Balance, June 30, 2017	366	$ 4	—	$ —	$ 11,432	$ (5)	$ (3,841)	$ 7,590

(a) See the condensed statement of operations and other comprehensive income (loss) for the components of "other comprehensive income (loss)."

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, 2017, and related notes thereto, included in the 2017 Form 10-K filed by Crown Castle International Corp. ("CCIC") with the SEC. Capitalized terms used but not defined in these notes to the condensed consolidated financial statements have the same meaning given to them in our 2017 Form 10-K. References to the "Company" include CCIC and its predecessor, as applicable, and their subsidiaries, unless otherwise indicated or the context indicates otherwise. As used herein, the term "including," and any variation thereof means "including without limitation." The use of the word "or" herein is not exclusive. Unless the context suggests otherwise, references to "U.S." are to the United States of America and Puerto Rico, collectively.

The Company owns, operates and leases shared communications infrastructure that is geographically dispersed throughout the U.S., including (1) towers and other structures, such as rooftops (collectively, "towers"), and (2) fiber primarily supporting small cell networks ("small cells") and fiber solutions. The Company's towers, fiber and small cells assets are collectively referred to herein as "communications infrastructure," and the Company's customers on its communications infrastructure are referred to herein as "tenants."

The Company's core business is providing access, including space or capacity, to its shared communications infrastructure via long-term contracts in various forms, including lease, license, sublease and service agreements (collectively, "contracts").

The Company's operating segments consist of (1) Towers and (2) Fiber. See note 11.

As part of the Company's effort to provide comprehensive communications infrastructure solutions, the Company offers certain network services relating to its communications infrastructure, consisting of (1) site development services primarily relating to existing or new tenant equipment installations on its towers and small cells, including: site acquisition, architectural and engineering, or zoning and permitting (collectively, "site development services") and (2) tenant equipment installation or subsequent augmentations (collectively, "installation services").

The Company operates as a REIT for U.S. federal income tax purposes. In addition, the Company has certain taxable REIT subsidiaries ("TRSs"). See note 7.

Approximately 53% of the Company's towers are leased or subleased or operated and managed under master leases, subleases, and other agreements with AT&T, Sprint, and T-Mobile. The Company has the option to purchase these towers at the end of their respective lease terms. The Company has no obligation to exercise such purchase options.

Basis of Presentation

The condensed 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 state fairly the consolidated financial position of the Company at June 30, 2018, and the consolidated results of operations and the consolidated cash flows for the six months ended June 30, 2018 and 2017. The year-end condensed consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP. The results of operations for the interim periods presented are not necessarily indicative of the results to be expected for the full year.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The Company has changed its presentation from thousands to millions and, as a result, any necessary rounding adjustments have been made to prior year disclosed amounts.

2. Summary of Significant Accounting Policies

The significant accounting policies used in the preparation of the Company's condensed consolidated financial statements are disclosed in the 2017 Form 10-K, other than as updated by certain recent accounting pronouncements described below.

Recently Adopted Accounting Pronouncements

In May 2014, the FASB released updated guidance regarding the recognition of revenue from contracts with customers not otherwise addressed by specific guidance (commonly referred to as "ASC 606" or "the revenue recognition standard"). The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps: (1) identify the contracts with the customer; (2) identify the performance obligations in the contract; (3) determine the contract price; (4) allocate the transaction price to the performance obligations in the contract; and (5) recognize revenue when (or as) the entity satisfies a performance obligation. This guidance was effective for the Company on January 1, 2018. This guidance was required to be applied, at the Company's election, either (1) retrospectively to each prior reporting period presented or (2) under the modified retrospective method, with the cumulative effect being recognized at the date of initial application.

Given the nature of the Company’s contracts with customers, the Company’s pattern of revenue recognition is not impacted by the adoption of the revenue recognition standard. The Company adopted the revenue recognition standard under the modified retrospective method, and the Company's adoption of the revenue recognition standard did not result in any adjustment to the balance of dividends/distributions in excess of earnings as of January 1, 2018.

See note 4 for further discussion regarding the Company’s revenues.

In November 2016, the FASB issued new guidance which requires an entity's statement of cash flows to explain the change in restricted cash and restricted cash equivalents in addition to the change in cash and cash equivalents. This new guidance also requires an entity that includes cash, cash equivalents, restricted cash and restricted cash equivalents on multiple lines on its balance sheet to present a reconciliation of those line items between its statement of cash flows and its balance sheet. The Company adopted this guidance retrospectively, on January 1, 2018, and the impact of the new guidance is limited to certain changes in presentation on the condensed consolidated statement of cash flows and certain disclosures. See note 12.

In January 2017, the FASB issued new guidance which clarifies the definition of a business in order to assist companies in evaluating whether transactions should be accounted for as acquisitions or disposals of assets or businesses. The Company adopted the guidance on January 1, 2018, and the adoption of this guidance did not have a material impact on its condensed consolidated financial statements.

Recent Accounting Pronouncements Not Yet Adopted

In February 2016, the FASB issued new guidance on the recognition, measurement, presentation and disclosure of leases. The new guidance requires lessees to recognize a right-of-use asset and a lease liability, initially measured at the present value of the lease payments for all leases with a term greater than 12 months. The accounting for lessors remains largely unchanged from existing guidance. This guidance is effective for the Company as of January 1, 2019. This guidance is required to be applied, at the Company's election, either using a (1) modified retrospective approach for all leases existing at, or entered into after, the beginning of the earliest comparative period presented, or (2) cumulative-effect approach for all leases existing at, or entered into, after the effective date. The Company expects to apply the guidance using the cumulative-effect approach, thereby applying the new guidance at the effective date, without adjusting the comparative periods and, if necessary, recognizing a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. Although early adoption is permitted, the Company will not adopt the new guidance prior to January 1, 2019.

With regard to the application of this guidance to the Towers segment, the Company expects that (1) its Towers lessee arrangements will continue to be classified as operating leases under the new guidance; (2) this guidance will have a material impact on its condensed consolidated balance sheet due to the addition of right-of-use assets and lease liabilities for lessee arrangements (which primarily consist of ground leases under the Company's towers); and (3) there will not be a material impact to its condensed consolidated statement of operations and condensed consolidated statement of cash flows. The Company is in the process of updating certain of its existing information technology systems to integrate the new guidance requirement with respect to its Tower segment. With regard to the application of this guidance to the Fiber segment, the Company (1) has established and is progressing through the various steps of a cross-functional project plan to assess the impact of the standard; (2) expects this guidance to have a material impact on its condensed consolidated balance sheet due to the addition of right-of-use assets and lease liabilities for lessee arrangements (which primarily consist of fiber-related leases); and (3) continues to assess additional impacts to its condensed consolidated financial statements, including the condensed consolidated statement of operations and the condensed consolidated statement of cash flows.

(Tabular dollars in millions, except per share amounts)

3. Acquisitions

Lightower Acquisition

On July 18, 2017, the Company announced that it had entered into a definitive agreement to acquire LTS Group Holdings LLC ("Lightower") from Berkshire Partners, Pamlico Capital and other investors for approximately $7.1 billion in cash, subject to certain limited adjustments ("Lightower Acquisition"). Lightower owned or had rights to approximately 32,000 route miles of fiber located primarily in top metro markets in the Northeast, including Boston, New York and Philadelphia. On November 1, 2017, the Company closed the Lightower Acquisition.

The preliminary purchase price allocation for the Lightower Acquisition is shown below and is based upon a preliminary valuation which is subject to change as the Company obtains additional information with respect to fixed assets, intangible assets and certain liabilities.

Preliminary Purchase Price Allocation		
Current assets	$	99
Property and equipment		2,194
Goodwill[(a)]		3,168
Other intangible assets, net[(b)]		2,177
Other non-current assets		30
Current liabilities		(174)
Other non-current liabilities		(342)
Net assets acquired[(c)]	$	7,152

(a) The preliminary purchase price allocation for the Lightower Acquisition resulted in the recognition of goodwill based on:
- the Company's expectation to leverage the Lightower fiber footprint to support new small cells and fiber solutions,
- the complementary nature of the Lightower fiber to the Company's existing fiber assets and its location where the Company expects to see wireless carrier network investments,
- the Company's belief that the acquired fiber assets are well-positioned to benefit from the continued growth trends in the demand for data, and
- other intangibles not qualified for separate recognition, including the assembled workforce.

(b) Predominately comprised of site rental contracts and customer relationships.
(c) The vast majority of the assets have been included in the Company's REIT. As such, no deferred taxes were recorded in connection with the Lightower Acquisition.

4. Revenues

Site rental revenues

The Company generates site rental revenues from its core business by providing customers with access, including space or capacity, to its shared communications infrastructure via long-term contracts in various forms, including lease, license, sublease and service agreements. Providing such access over the length of the contract term represents the Company’s sole performance obligation under its site rental contracts.

Site rental revenues from the Company’s contracts are recognized on a straight-line, monthly basis over the fixed, non-cancelable term of the relevant contract, which generally ranges from five to 15 years for wireless customers and three to 20 years related to the Company's fiber solutions (including from organizations with high-bandwidth and multi-location demands), regardless of whether the payments from the tenant are received in equal monthly amounts during the life of a contract. Certain of the Company's contracts contain fixed escalation clauses (such as fixed-dollar or fixed-percentage increases) or inflation-based escalation clauses (such as those tied to the consumer price index). If the payment terms call for fixed escalations, upfront payments, or rent-free periods, the revenue is recognized on a straight-line basis over the fixed, non-cancelable term of the agreement. When calculating straight-line rental revenues, the Company considers all fixed elements of tenant contractual escalation provisions. The Company's assets related to straight-line site rental revenues include current amounts of $121 million included in "other current assets" and non-current amounts of $1.3 billion included in "deferred site rental receivables" for the period ended June 30, 2018. Amounts billed or received prior to being earned are deferred and reflected in "deferred revenues" and "other long-term liabilities." Amounts to which the Company has an unconditional right to payment, which are related to both satisfied or partially satisfied performance obligations, are recorded within "receivables, net" on the Company's condensed consolidated balance sheet.

(Tabular dollars in millions, except per share amounts)

Network services and other revenues

As part of the Company’s effort to provide comprehensive communications infrastructure solutions, the Company offers certain network services, primarily relating to its towers and small cells, predominately consisting of (1) site development services and (2) installation services.

Under network service agreements, the Company may have multiple performance obligations for site development services, which primarily include: structural analysis, zoning, permitting and construction drawings. Upon contract commencement, the Company assesses services to customers and identifies performance obligations for each promise to provide a distinct service. The volume and mix of site development services may vary among contracts, and may include a combination of some or all of the above performance obligations. For each of the above performance obligations, network services revenues are recognized at completion of the applicable performance obligation, which represents the point at which the Company believes it has transferred goods or services to the customer. The revenue recognized is based on an allocation of the transaction price among the performance obligations in a respective contract based on estimated standalone selling price. Payments generally are due within 45 days and generally do not contain variable-consideration provisions. Since performance obligations are typically satisfied prior to receiving payment from customers, the unconditional right to payment is recorded within "receivables, net" on the Company’s condensed consolidated balance sheet. The Company has one performance obligation for installation services, which is satisfied at the time of the respective installation or augmentation. This single performance obligation is typically completed in advance of receipt of payment from customers, and therefore the unconditional right to payment is recorded within “receivables, net” on the Company’s condensed consolidated balance sheet.

The vast majority of the Company’s network services relates to the Company’s Towers operating segment, and generally have a duration of one year or less.

Additional information on revenues

As of January 1, 2018 and June 30, 2018, $2.1 billion and $2.2 billion of unrecognized revenue, respectively, was reported in "deferred revenues" and "other non-current liabilities" on our condensed consolidated balance sheet. During the six months ended June 30, 2018, approximately $200 million of the January 1, 2018 unrecognized revenue balance was recognized as revenue.

The following table is a summary of the contracted amounts owed to the Company by customers pursuant to site rental contracts in effect as of June 30, 2018.

	Six months ending December 31,	Years ending December 31,					
	2018	2019	2020	2021	2022	Thereafter	Total
Contracted amounts[(a)]	$ 2,039	$ 3,829	$ 3,552	$ 3,279	$ 3,054	$ 6,928	$ 22,681

(a) Excludes amounts related to network services, as those contracts generally have a duration of one year or less.

See note 11 for further information regarding the Company's operating segments.

(Tabular dollars in millions, except per share amounts)

5. Debt and Other Obligations

	Original Issue Date	Contractual Maturity Date (a)		Balance as of June 30, 2018		Balance as of December 31, 2017	Stated Interest Rate as of June 30, 2018(a)
Bank debt - variable rate:							
2016 Revolver	Jan. 2016	Jun. 2023	(e)	$ 315	(b)(d)(e)	$ 980	3.4% (e)
2016 Term Loan A	Jan. 2016	Jun. 2023	(e)	2,383		2,397	3.3% (e)
Total bank debt				2,698		3,377	
Securitized debt - fixed rate:							
Secured Notes, Series 2009-1, Class A-1	July 2009	Aug. 2019		22		32	6.3%
Secured Notes, Series 2009-1, Class A-2	July 2009	Aug. 2029		70		70	9.0%
Tower Revenue Notes, Series 2010-3	Jan. 2010	Jan. 2040	(c)	—	(d)	1,246	N/A
Tower Revenue Notes, Series 2010-6	Aug. 2010	Aug. 2040	(c) (f)	996		995	4.9%
Tower Revenue Notes, Series 2015-1	May 2015	May 2042	(c)	298		297	3.2%
Tower Revenue Notes, Series 2015-2	May 2015	May 2045	(c)	693		692	3.7%
Total securitized debt				2,079		3,332	
Bonds - fixed rate:							
5.250% Senior Notes	Oct. 2012	Jan. 2023		1,640		1,639	5.3%
3.849% Secured Notes	Dec. 2012	Apr. 2023		993		993	3.9%
4.875% Senior Notes	Apr. 2014	Apr. 2022		843		842	4.9%
3.400% Senior Notes	Feb./May 2016	Feb. 2021		850		850	3.4%
4.450% Senior Notes	Feb. 2016	Feb. 2026		892		891	4.5%
3.700% Senior Notes	May 2016	June 2026		743		743	3.7%
2.250% Senior Notes	Sept. 2016	Sept. 2021		696		695	2.3%
4.000% Senior Notes	Feb. 2017	Mar. 2027		494		494	4.0%
4.750% Senior Notes	May 2017	May 2047		343		343	4.8%
3.200% Senior Notes	Aug. 2017	Sept. 2024		742		742	3.2%
3.650% Senior Notes	Aug. 2017	Sept. 2027		991		991	3.7%
3.150% Senior Notes	Jan. 2018	Jul. 2023		742	(d)	—	3.2%
3.800% Senior Notes	Jan. 2018	Feb. 2028		988	(d)	—	3.8%
Total bonds				10,957		9,223	
Other:							
Capital leases and other obligations	Various	Various		222		227	Various
Total debt and other obligations				15,956		16,159	
Less: current maturities and short-term debt and other current obligations				112		115	
Non-current portion of long-term debt and other long-term obligations				$ 15,844		$ 16,044	

(a) See the 2017 Form 10-K, including note 8, for additional information regarding the maturity and principal amortization provisions and interest rates relating to the Company's indebtedness.
(b) As of June 30, 2018, the undrawn availability under the 2016 Revolver was $3.9 billion.
(c) If the respective series of such debt is not paid in full on or prior to an applicable date, then Excess Cash Flow (as defined in the indenture) of the issuers of such notes will be used to repay principal of the applicable series, and additional interest (of an additional approximately 5% per annum) will accrue on the respective series. See the 2017 Form 10-K for additional information regarding these provisions.
(d) In January 2018, the Company issued $750 million aggregate principal amount of 3.150% senior unsecured notes due July 2023 ("3.15% Senior Notes") and $1.0 billion aggregate principal amount of 3.800% senior unsecured notes due February 2028 ("3.80% Senior Notes") (collectively, "January 2018 Senior Notes Offering"). The Company used the net proceeds of the January 2018 Senior Notes Offering to repay (1) in full the January 2010 Tower Revenue Notes and (2) a portion of the outstanding borrowings under the 2016 Revolver.
(e) In June 2018, the Company entered into an amendment to the Credit Facility to (1) increase commitments on the 2016 Revolver by $750 million,for total 2016 Revolver commitments of $4.25 billion, and (2) extend the maturity of the Credit Facility from August 2022 to June 2023. Additionally, pursuant to this amendment and with regards to the Credit Facility, the Company is obligated to pay (1) interest at a rate per annum equal to LIBOR plus a credit spread ranging from 1.00% to 1.75%, and (2) commitment fees ranging from 0.125% and 0.35%, each of which is based on the Company's senior unsecured debt rating.
(f) See note 13 for more information regarding the Company's July 2018 Tower Revenue Notes (as defined in note 13).

(Tabular dollars in millions, except per share amounts)

Contractual Maturities

The following are the scheduled contractual maturities of the total debt and other long-term obligations of the Company outstanding as of June 30, 2018. These maturities reflect contractual maturity dates and do not consider the principal payments that will commence following the anticipated repayment dates on the Tower Revenue Notes.

	Six Months Ending December 31,	Years Ending December 31,							
	2018	2019	2020	2021	2022	Thereafter	Total Cash Obligations	Unamortized Adjustments, Net	Total Debt and Other Obligations Outstanding
Scheduled contractual maturities	$ 56	$ 105	$ 137	$ 1,699	$ 1,085	$ 12,984	$ 16,066	$ (110)	$ 15,956

Purchases and Redemptions of Long-Term Debt

The following is a summary of purchases and redemptions of long-term debt during the six months ended June 30, 2018.

	Principal Amount	Cash Paid[(a)]	Gains (Losses)
January 2010 Tower Revenue Notes	$ 1,250	$ 1,318	$ (71) [(b)]
2016 Term Loan A	$ —	$ —	$ (3) [(b)]
Total	$ 1,250	$ 1,318	$ (74)

(a) Exclusive of accrued interest.
(b) Inclusive of the write off of respective deferred financing costs.

See note 13.

Interest Expense and Amortization of Deferred Financing Costs

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Interest expense on debt obligations	$ 157	$ 139	$ 314	$ 271
Amortization of deferred financing costs and adjustments on long-term debt	5	5	11	9
Other, net of capitalized interest	(4)	(2)	(7)	(4)
Total	$ 158	$ 142	$ 318	$ 276

6. Fair Value Disclosures

		June 30, 2018		December 31, 2017	
	Level in Fair Value Hierarchy	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Assets:					
Cash and cash equivalents	1	$ 206	$ 206	$ 314	$ 314
Restricted cash, current and non-current	1	130	130	126	126
Liabilities:					
Total debt and other obligations	2	15,956	15,911	16,159	16,644

The fair value of cash and cash equivalents and restricted cash approximate the carrying value. The Company determines the fair value of its debt securities based on indicative, non-binding quotes from brokers. Quotes from brokers require judgment and are based on the brokers' interpretation of market information, including implied credit spreads for similar borrowings on recent trades or bid/ask prices or quotes from active markets if available. There were no changes since December 31, 2017 in the Company's valuation techniques used to measure fair values.

7. Income Taxes

The Company operates as a REIT for U.S. federal income tax purposes. As a REIT, the Company is generally entitled to a deduction for dividends that it pays and therefore is not subject to U.S. federal corporate income tax on its net taxable income that is currently distributed to its stockholders. The Company also may be subject to certain federal, state, local, and foreign taxes on its income and assets, including (1) taxes on any undistributed income, (2) taxes related to the TRSs, (3) franchise taxes, (4) property taxes, and (5) transfer taxes. In addition, the Company could in certain circumstances be required to pay an excise or penalty tax, which could be significant in amount, in order to utilize one or more relief provisions under the Internal Revenue Code of 1986, as amended, to maintain qualification for taxation as a REIT.

The Company's TRS assets and operations will continue to be subject, as applicable, to federal and state corporate income taxes or to foreign taxes in the jurisdictions in which such assets and operations are located. The Company's foreign assets and operations (including its tower operations in Puerto Rico) are subject to foreign income taxes in the jurisdictions in which such assets and operations are located, regardless of whether they are included in a TRS or not.

For the six months ended June 30, 2018 and 2017, the Company's effective tax rate differed from the federal statutory rate predominately due to the Company's REIT status, including the dividends paid deduction.

8. Per Share Information

Basic net income (loss) attributable to CCIC common stockholders, per common share, excludes dilution and is computed by dividing net income (loss) attributable to CCIC common stockholders by the weighted-average number of common shares outstanding during the period. For the three and six months ended June 30, 2018, diluted net income (loss) attributable to CCIC common stockholders, per common share is computed by dividing net income (loss) attributable to CCIC common stockholders by the weighted-average number of common shares outstanding during the period plus any potential dilutive common share equivalents, including shares issuable upon (1) the vesting of restricted stock units as determined under the treasury stock method and (2) conversion of the Company's 6.875% Mandatory Convertible Preferred Stock (as defined in note 10), as determined under the if-converted method. For the three and six months ended June 30, 2017, diluted net income (loss) attributable to CCIC common stockholders, per common share is computed by dividing net income (loss) attributable to CCIC common stockholders by the weighted-average number of common shares outstanding during the period plus any potential dilutive common share equivalents, including shares issuable upon the vesting of restricted stock units as determined under the treasury stock method.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Net income (loss) attributable to CCIC stockholders	$ 180	$ 112	$ 294	$ 231
Dividends on preferred stock	(28)	—	(57)	—
Net income (loss) attributable to CCIC common stockholders for basic and diluted computations	$ 152	$ 112	$ 237	$ 231
Weighted-average number of common shares outstanding (in millions):				
Basic weighted-average number of common stock outstanding	415	364	412	363
Effect of assumed dilution from potential issuance of common shares relating to restricted stock units	1	2	1	1
Diluted weighted-average number of common shares outstanding	416	366	413	364
Net income (loss) attributable to CCIC common stockholders, per common share:				
Basic	$ 0.37	$ 0.31	$ 0.58	$ 0.64
Diluted	$ 0.36	$ 0.31	$ 0.57	$ 0.64

During the six months ended June 30, 2018, the Company granted one million restricted stock units. For both the three and six months ended June 30, 2018, 16 million common share equivalents related to the 6.875% Mandatory Convertible Preferred Stock were excluded from the dilutive common shares because the impact of such conversion would be anti-dilutive, based on the Company's common stock price as of June 30, 2018.

(Tabular dollars in millions, except per share amounts)

9. Commitments and Contingencies

The Company is involved in various claims, lawsuits or 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 or losses that may be incurred, if any, management believes the resolution of such uncertainties and the incurrence of such costs should not have a material adverse effect on the Company's consolidated financial position or results of operations. Additionally, the Company and certain of its subsidiaries are contingently liable for commitments or performance guarantees arising in the ordinary course of business, including certain letters of credit or surety bonds. In addition, the Company has the option to purchase approximately 53% of the Company's towers at the end of their respective lease terms. The Company has no obligation to exercise such purchase options.

10. Equity

Declaration and Payment of Dividends

During the six months ended June 30, 2018, the following dividends were declared or paid:

Equity Type	Declaration Date	Record Date	Payment Date	Dividends Per Share	Aggregate Payment Amount
Common Stock	February 21, 2018	March 16, 2018	March 30, 2018	$ 1.05	$ 439 (a)
Common Stock	May 17, 2018	June 15, 2018	June 29, 2018	$ 1.05	$ 438 (a)
6.875% Mandatory Convertible Preferred Stock	December 15, 2017	January 15, 2018	February 1, 2018	$ 17.1875	$ 28
6.875% Mandatory Convertible Preferred Stock	March 19, 2018	April 15, 2018	May 1, 2018	$ 17.1875	$ 28
6.875% Mandatory Convertible Preferred Stock	June 22, 2018	July 15, 2018	August 1, 2018	$ 17.1875	$ 28

(a) Inclusive of dividends accrued for holders of unvested restricted stock units, which will be paid when and if the restricted stock units vest.

See note 13.

Purchases of the Company's Common Stock

For the six months ended June 30, 2018, the Company purchased 0.3 million shares of its common stock utilizing $34 million in cash. The common stock shares purchased relate to shares withheld in connection with the payment of withholding taxes upon vesting of restricted stock units.

2015 "At the Market" Stock Offering Program

The Company previously maintained an "at the market" stock offering program ("2015 ATM Program") through which it had the right to issue and sell shares of its common stock having an aggregate gross sales price of up to $500 million to or through sales agents. The Company sold shares of its common stock under the 2015 ATM Program generating aggregate gross proceeds of approximately $350 million. The Company terminated its previously outstanding 2015 ATM Program in March 2018 with shares of its common stock having an aggregate offering price of approximately $150 million remaining unsold.

2018 "At the Market" Stock Offering Program

In April 2018, the Company established a new "at the market" stock offering program ("2018 ATM Program") through which it may issue and sell shares of its common stock having an aggregate gross sales price of up to $750 million. Sales under the 2018 ATM Program may be made by means of ordinary brokers' transactions on the NYSE or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or, subject to our specific instructions, at negotiated prices. The Company intends to use the net proceeds from any sales under the 2018 ATM Program for general corporate purposes, which may include the funding of future acquisitions or investments and the repayment or repurchase of any outstanding indebtedness. The Company has not sold any shares of common stock under the 2018 ATM Program.

March 2018 Equity Financing

In March 2018, the Company completed an offering of 8 million shares of its common stock, which generated net proceeds of $841 million ("March 2018 Equity Financing"). The Company used the net proceeds from the March 2018 Equity Financing for general corporate purposes, including repayment of outstanding indebtedness.

11. Operating Segments

The Company's operating segments are (1) Towers and (2) Fiber. The Towers segment provides access, including space or capacity, to the Company's approximately 40,000 towers geographically dispersed throughout the U.S. The Towers segment also reflects certain network services relating to the Company's towers, consisting of site development services and installation services. The Fiber segment provides access, including space or capacity, to the Company's approximately 60,000 route miles of fiber primarily supporting small cell networks and fiber solutions.

The measurements of profit or loss used by the Company's chief operating decision maker to evaluate the results of operations of its operating segments are (1) segment site rental gross margin, (2) segment network services and other gross margin and (3) segment operating profit. The Company defines segment site rental gross margin as segment site rental revenues less segment site rental cost of operations, which excludes stock-based compensation expense and prepaid lease purchase price adjustments recorded in consolidated cost of operations. The Company defines segment network services and other gross margin as segment network services and other revenues less segment network services and other cost of operations, which excludes stock-based compensation expense recorded in consolidated cost of operations. The Company defines segment operating profit as segment site rental gross margin plus segment network services and other gross margin, less general and administrative expenses attributable to the respective segment. All of these measurements of profit or loss are exclusive of depreciation, amortization and accretion, which are shown separately.

Costs that are directly attributable to Towers and Fiber are assigned to those respective segments. The "Other" column (1) represents amounts excluded from specific segments, such as asset write-down charges, acquisition and integration costs, depreciation, amortization and accretion, amortization of prepaid lease purchase price adjustments, interest expense and amortization of deferred financing costs, gains (losses) on retirement of long-term obligations, net gain (loss) on interest rate swaps, gains (losses) on foreign currency swaps, interest income, other income (expense), income (loss) from discontinued operations, and stock-based compensation expense, and (2) reconciles segment operating profit to income (loss) before income taxes, as the amounts are not utilized in assessing each segment’s performance. The "Other" total assets balance includes corporate assets such as cash and cash equivalents which have not been allocated to specific segments. There are no significant revenues resulting from transactions between the Company's operating segments.

(Tabular dollars in millions, except per share amounts)

	Three Months Ended June 30, 2018				Three Months Ended June 30, 2017			
	Towers	Fiber	Other	Consolidated Total	Towers	Fiber	Other	Consolidated Total
Segment site rental revenues	$ 771	$ 398		$ 1,169	$ 718	$ 151		$ 869
Segment network services and other revenues	158	3		161	158	11		169
Segment revenues	929	401		1,330	876	162		1,038
Segment site rental cost of operations	216	130		346	211	52		263
Segment network services and other cost of operations	94	3		97	96	8		104
Segment cost of operations[(a)(b)]	310	133		443	307	60		367
Segment site rental gross margin	555	268		823	507	99		606
Segment network services and other gross margin	64	—		64	62	3		65
Segment general and administrative expenses[(b)]	27	44		71	23	19		42
Segment operating profit (loss)	592	224		816	546	83		629
Other general and administrative expenses[(b)]			$ 47	47			$ 41	41
Stock-based compensation expense			26	26			17	17
Depreciation, amortization and accretion			379	379			296	296
Interest expense and amortization of deferred financing costs			158	158			142	142
Other income (expenses) to reconcile to income (loss) before income taxes[(c)]			21	21			16	16
Income (loss) before income taxes				$ 185				$ 117
Capital expenditures	$ 98	$ 289	$ 6	$ 393	$ 107	$ 188	$ 6	$ 301
Total assets (at period end)	$ 17,780	$ 14,100	$ 494	$ 32,374	$ 18,208	$ 5,811	$ 465	$ 24,484

(a) Exclusive of depreciation, amortization and accretion shown separately.
(b) Segment cost of operations excludes (1) stock-based compensation expense of $6 million and $2 million for the three months ended June 30, 2018 and 2017, respectively, and (2) prepaid lease purchase price adjustments of $5 million for both of the three months ended June 30, 2018 and 2017. General and administrative expenses exclude stock-based compensation expense of $20 million and $15 million for the three months ended June 30, 2018 and 2017, respectively.
(c) See condensed consolidated statement of operations for further information.

(Tabular dollars in millions, except per share amounts)

	Six Months Ended June 30, 2018				Six Months Ended June 30, 2017			
	Towers	Fiber	Other	Consolidated Total	Towers	Fiber	Other	Consolidated Total
Segment site rental revenues	$ 1,536	$ 787		$ 2,323	$ 1,434	$ 292		$ 1,726
Segment network services and other revenues	300	7		307	308	20		328
Segment revenues	1,836	794		2,630	1,742	312		2,054
Segment site rental cost of operations	427	256		683	420	99		519
Segment network services and other cost of operations	176	5		181	185	17		202
Segment cost of operations(a)(b)	603	261		864	605	116		721
Segment site rental gross margin	1,109	531		1,640	1,014	193		1,207
Segment network services and other gross margin	124	2		126	123	3		126
Segment general and administrative expenses(b)	53	87		140	47	36		83
Segment operating profit (loss)	1,180	446		1,626	1,090	160		1,250
Other general and administrative expenses(b)			$ 94	94			$ 80	80
Stock-based compensation expense			52	52			42	42
Depreciation, amortization and accretion			753	753			584	584
Interest expense and amortization of deferred financing costs			318	318			276	276
Other income (expenses) to reconcile to income (loss) before income taxes(c)			106	106			28	28
Income (loss) before income taxes				$ 303				$ 240
Capital expenditures	$ 195	$ 552	$ 16	$ 763	$ 208	$ 342	$ 13	$ 563

(a) Exclusive of depreciation, amortization and accretion shown separately.
(b) Segment cost of operations excludes (1) stock-based compensation expense of $13 million and $6 million for the six months ended June 30, 2018 and 2017, respectively, and (2) prepaid lease purchase price adjustments of $10 million for both of the six months ended June 30, 2018 and 2017. General and administrative expenses exclude stock-based compensation expense of $39 million and $36 million for the six months ended June 30, 2018 and 2017, respectively.
(c) See condensed consolidated statement of operations for further information.

(Tabular dollars in millions, except per share amounts)

12. Supplemental Cash Flow Information

	Six Months Ended June 30,	
	2018	2017
Supplemental disclosure of cash flow information:		
Interest paid	$ 292	$ 260
Income taxes paid	12	10
Supplemental disclosure of non-cash investing and financing activities:		
Increase (decrease) in accounts payable for purchases of property and equipment	22	(8)
Purchase of property and equipment under capital leases and installment purchases	17	18
Preferred stock dividends declared but not paid (see note 10)	28	—

The reconciliation of cash, cash equivalents, and restricted cash reported within various lines on the condensed consolidated balance sheet to amounts reported in the condensed consolidated statement of cash flows is shown below.

	June 30, 2018	December 31, 2017
Cash and cash equivalents	$ 206	$ 314
Restricted cash, current	125	121
Restricted cash reported within long-term prepaid rent and other assets, net	5	5
Cash, cash equivalents and restricted cash	$ 336	$ 440

13. Subsequent Events

July 2018 Tower Revenue Notes

In July 2018, certain of the Company's indirect subsidiaries issued $1.0 billion aggregate principal amount of Senior Secured Tower Revenue Notes ("July 2018 Tower Revenue Notes"), which were issued pursuant to the existing indenture and having similar terms and security as the Company's existing Tower Revenue Notes.

The July 2018 Tower Revenue Notes consist of (1) $250 million aggregate principal amount of 3.720% senior secured tower revenue notes ("3.72% Notes") and have an expected life of five years with a final maturity of July 2043 and (2) $750 million aggregate principal amount of 4.241% senior secured tower revenue notes ("4.241% Notes") and have an expected life of 10 years with a final maturity of July 2048.

The Company used the proceeds of the July 2018 Tower Revenue Notes, together with cash on hand, to repay all of the previously outstanding Tower Revenue Notes, Series 2010-6 and to pay related fees and expenses. The Company expects to record a loss on retirement of long-term obligations during the third quarter of 2018 of approximately $33 million in connection with this repayment.

In addition to the July 2018 Tower Revenue Notes described above, in connection with Exchange Act risk retention requirements, an indirect subsidiary of the Company issued and a majority-owned affiliate of the Company purchased approximately $53 million of the Senior Secured Tower Revenue Notes, Series 2018-1, Class R-2028 to retain an "eligible horizontal residual interest" in an amount equal to at least 5% of the fair value of the July 2018 Tower Revenue Notes.

Common Stock Dividend

On August 2, 2018, the Company's board of directors declared a quarterly cash dividend of $1.05 per common share. The quarterly dividend will be paid on September 28, 2018 to common stockholders of record as of September 14, 2018.

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

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 *"Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations"* ("MD&A") included in our 2017 Form 10-K. Capitalized terms used but not defined in this Form 10-Q have the same meaning given to them in our 2017 Form 10-K.

General Overview

Overview

We own, operate and lease shared communications infrastructure that is geographically dispersed throughout the U.S., including (1) approximately 40,000 towers and (2) approximately 60,000 route miles of fiber primarily supporting small cell networks and fiber solutions. Our towers have a significant presence in the top 100 basic trading areas ("BTAs"), and the majority of our small cells and fiber is located in major metropolitan areas. Site rental revenues represented 88% of our second quarter 2018 consolidated net revenues. Our Towers operating segment and Fiber operating segment accounted for 66% and 34% of our second quarter 2018 site rental revenues, respectively. See note 11 to our condensed consolidated financial statements. The vast majority of our site rental revenues is of a recurring nature and is subject to long-term contracts with our customers.

Strategy

As a leading provider of shared communications infrastructure in the U.S., our strategy is to create long-term stockholder value via a combination of (1) growing cash flows generated from our portfolio of communications infrastructure, (2) returning a meaningful portion of our cash provided by operating activities to our common stockholders in the form of dividends and (3) investing capital efficiently to grow cash flows and long-term dividends per share. Our U.S. focused strategy is based, in part, on our belief that the U.S. is the most attractive market for shared communications infrastructure investment with the greatest long-term growth potential. We measure our efforts to create "long-term stockholder value" by the combined payment of dividends to stockholders and growth in our per share results. The key elements of our strategy are to:

- *Grow cash flows from our communications infrastructure.* We seek to maximize our site rental cash flows by working with our customers to provide them quick access to our communications infrastructure and entering into associated long-term contracts. Tenant additions or modifications of existing tenant equipment (collectively, "tenant additions") enable our customers to expand coverage and capacity in order to meet increasing demand for data, while generating high incremental returns for our business. We believe our product offerings of towers and small cells provide a comprehensive solution to our wireless customers' growing network needs through our shared communications infrastructure model, which is an efficient and cost effective way to serve our customers. Additionally, we believe our ability to share our fiber assets across multiple customers to deploy both small cells and offer fiber solutions allows us to generate cash flows and increase stockholder return. We also believe that there will be considerable future demand for our communications infrastructure based on the location of our assets and the rapid growth in demand for data.

- *Return cash provided by operating activities to common stockholders in the form of dividends*. We believe that distributing a meaningful portion of our cash provided by operating activities appropriately provides common stockholders with increased certainty for a portion of expected long-term stockholder value while still retaining sufficient flexibility to invest in our business and deliver growth. We believe this decision reflects the translation of the high-quality, long-term contractual cash flows of our business into stable capital returns to common stockholders.

- *Invest capital efficiently to grow cash flows and long-term dividends per share.* We seek to invest our available capital, including the net cash provided by our operating activities and external financing sources, in a manner that will increase long-term stockholder value on a risk-adjusted basis. Our historical investments have included the following (in no particular order):

    - acquisitions or construction of towers, fiber and small cells;
    - acquisitions of land interests (which primarily relate to land assets under towers);
    - improvements and structural enhancements to our existing communications infrastructure;
    - purchases of shares of our common stock from time to time; and
    - purchases, repayments or redemptions of our debt.

Our strategy to create long-term stockholder value is based on our belief that additional demand for our communications infrastructure will be created by the expected continued growth in the demand for data. We believe that such demand for our communications infrastructure will continue, will result in growth of our cash flows due to tenant additions on our existing communications infrastructure, and will create other growth opportunities for us, such as demand for new communications infrastructure.

Business Fundamentals and Results

The following are certain highlights of our business fundamentals and results as of and for the six months ended June 30, 2018.

- We operate as a REIT for U.S. federal income tax purposes
  - As a REIT, we are generally entitled to a deduction for dividends that we pay and therefore are not subject to U.S. federal corporate income tax on our taxable income that is distributed to our stockholders.
  - To remain qualified and be taxed as a REIT, we will generally be required to annually distribute to our stockholders at least 90% of our REIT taxable income, after the utilization of our NOLs (determined without regard to the dividends paid deduction and excluding net capital gain).
  - See note 7 to our condensed consolidated financial statements for further discussion of our REIT status.
- Potential growth resulting from the increasing demand for data
  - We expect U.S. wireless carriers will continue their focus on improving network quality and expanding capacity by utilizing a combination of towers and small cells. We believe our product offerings of towers and small cells provide a comprehensive wireless solution to our wireless customers' growing communications infrastructure needs.
  - We expect organizations will continue to increase the usage of high-bandwidth applications that will require the utilization of more fiber infrastructure and fiber solutions, such as those we provide.
  - Within our Fiber segment, we are able to generate growth and returns for our stockholders by deploying our fiber for both small cells and fiber solutions customers.
  - We expect existing and potential new customer demand for our communications infrastructure will result from (1) new technologies, (2) increased usage of mobile entertainment, mobile internet usage, and machine-to-machine applications, (3) adoption of other emerging and embedded wireless devices (including smartphones, laptops, tablets, and other devices), (4) increasing smartphone penetration, (5) wireless carrier focus on expanding both network quality and capacity, including the use of both towers and small cells, (6) the adoption of other bandwidth-intensive applications (such as cloud services and video communications) and (7) the availability of additional spectrum.
  - Tenant additions on our existing communications infrastructure are achieved at a low incremental operating cost, delivering high incremental returns.
    - Substantially all of our communications infrastructure can accommodate additional tenancy, either as currently constructed or with appropriate modifications.
- Site rental revenues under long-term tenant contracts
  - Initial terms of five to 15 years for site rental revenues derived from wireless customers, with contractual escalations and multiple renewal periods at the option of the tenant of five to ten years each.
  - Initial terms that generally vary between three to 20 years for site rental revenues derived from our fiber solutions customers (including from organizations with high-bandwidth and multi-location demands).
  - Weighted-average remaining term of approximately five years, exclusive of renewals at the tenants' option, currently representing approximately $23 billion of expected future cash inflows.
- Majority of our revenues from large wireless carriers
  - Approximately 75% of our site rental revenues were derived from AT&T, T-Mobile, Verizon Wireless and Sprint. See also *"Item 2. MD&A—General Overview—Outlook Highlights"* presented below.
- Majority of land interests under our towers under long-term control
  - Approximately 90% of our Towers site rental gross margin and more than 75% of our Towers site rental gross margin is derived from towers that reside on land that we own or control for greater than ten and 20 years, respectively. The aforementioned percentages include towers that reside on land interests that are owned, including fee interests and perpetual easements, which represent over one-third of our Towers segment site rental gross margin.
- Majority of our fiber assets are located on public rights-of-way
- Minimal sustaining capital expenditure requirements
  - Sustaining capital expenditures represented less than 2% of net revenues.
- Debt portfolio with long-dated maturities extended over multiple years, with the majority of such debt having a fixed rate (see *"Item 3. Quantitative and Qualitative Disclosures About Market Risk"* for a further discussion of our debt)

- After giving effect to our July 2018 Tower Revenue Notes offering and use of proceeds therefrom, 83% of our debt has fixed rate coupons.
- Our debt service coverage and leverage ratios were comfortably within their respective financial maintenance covenants.
- As of June 30, 2018, after giving effect to our July 2018 Tower Revenue Notes offering and use of proceeds therefrom, our outstanding debt has a weighted average interest rate of 3.9% and weighted average maturity of greater than six years (assuming anticipated repayment dates, where applicable). See *"Item 2. MD&A—Liquidity and Capital Resources—Financing Activities"* for further discussion of our debt transactions.

- During 2018, we have completed the following debt and equity financing transactions (see notes 5, 10 and 13 to our condensed consolidated financial statements and *"Item 2. MD&A—Liquidity and Capital Resources"*)
  - In January 2018, we issued the 3.150% Senior Notes and 3.800% Senior Notes and used the net proceeds of the January 2018 Senior Notes Offering to repay (1) in full the January 2010 Tower Revenue Notes and (2) a portion of the outstanding borrowings under the 2016 Revolver.
  - In March 2018, we completed the March 2018 Equity Financing, which generated net proceeds of approximately $841 million and used the net proceeds for general corporate purposes, including repayment of outstanding indebtedness.
  - In March 2018, we terminated the previously outstanding 2015 ATM Program, and in April 2018, we established the 2018 ATM Program through which we may issue and sell shares of our common stock having an aggregate gross sales price of up to $750 million.
  - In June 2018, we entered into an amendment to the Credit Facility to (1) increase our commitments under our 2016 Revolver by $750 million for total commitments of $4.25 billion and (2) extend the maturity of the Credit Facility from August 2022 to June 2023.
  - In July 2018, we issued $1.0 billion aggregate principal amount of the July 2018 Tower Revenue Notes and used the net proceeds, together with cash on hand, to repay in full the Tower Revenue Notes, Series 2010-6 and pay related fees and expenses. See note 13 to our condensed consolidated financial statements for further discussion of the July 2018 Tower Revenue Notes.
- Significant cash flows from operations
  - Net cash provided by operating activities was $1.1 billion.
  - In addition to the positive impact of contractual escalators, we expect to grow our core business of providing access to our communications infrastructure as a result of future anticipated additional demand for our communications infrastructure.
- Returning cash flows provided by operations to stockholders in the form of dividends
  - For each of the three months ended March 31, 2018 and June 30, 2018, we paid a common stock cash dividend of $1.05 per share, totaling approximately $879 million for the six months ended June 30, 2018. We currently expect our anticipated common stock cash dividends over the next 12 months to be a cumulative amount of at least $4.20 per share, or an aggregate amount of at least $1.7 billion. Over time, we expect to increase our dividend per share generally commensurate with our realized growth in cash flows. Any future common stock dividends are subject to declaration by our board of directors. See note 13.
  - For each of the three months ended March 31, 2018 and June 30, 2018, we paid a preferred stock dividend of $17.1875 per share, totaling approximately $57 million for the six months ended June 30, 2018. We currently expect our anticipated preferred stock dividends over the next 12 months to be a cumulative amount $68.75 per share, or an aggregate amount of approximately $113 million. Any future preferred stock dividends are subject to declaration by our board directors.
- Investing capital efficiently to grow long-term dividends per share
  - Discretionary capital expenditures were $708 million, predominately resulting from the construction of communications infrastructure and communications infrastructure improvements in order to support additional site rentals.

Outlook Highlights

The following are certain highlights of our full year 2018 outlook that impact our business fundamentals described above.

- We expect that our full year 2018 site rental revenue growth will be impacted by (1) the 2017 Acquisitions and (2) a healthy environment for tenant additions, as large wireless carriers and fiber solutions customers attempt to meet the increasing need for data.
- We expect discretionary capital expenditures for 2018 to exceed levels from 2017 with a continued increase in the construction of new small cells and fiber as a result of the anticipated returns on such discretionary investments. We also expect sustaining capital expenditures to be approximately 2% of net revenues for full year 2018.

Results of Operations

The following discussion of our results of operations should be read in conjunction with our condensed consolidated financial statements and our 2017 Form 10-K.

The following discussion of our results of operations is based on our condensed consolidated financial statements prepared in accordance with GAAP, which requires us to make estimates and judgments that affect the reported amounts (see *"Item 2. MD&A—Accounting and Reporting Matters—Critical Accounting Policies and Estimates"* and note 2 to our consolidated financial statements in our 2017 Form 10-K).

Our operating segments consist of (1) Towers and (2) Fiber. See note 11 to our condensed consolidated financial statements for further discussion of our operating segments.

See *"Item 2. MD&A—Accounting and Reporting Matters—Non-GAAP and Segment Financial Measures"* for a discussion of our use of (1) segment site rental gross margin, (2) segment network services and other gross margin, (3) segment operating profit, including their respective definitions, and (4) Adjusted EBITDA, including its definition, and a reconciliation to net income (loss).

Highlights of the Company's results of operations for the three months ended June 30, 2018 and 2017 are depicted below.

	Three Months Ended June 30,			
($ in millions)	**2018**	**2017**	**$ Change**	**% Change**
Site rental revenues:				
Towers site rental revenues	$771	$718	+$53	+7%
Fiber site rental revenues	$398	$151	+$247	+164%
Total site rental revenues	$1,169	$869	+$300	+35%

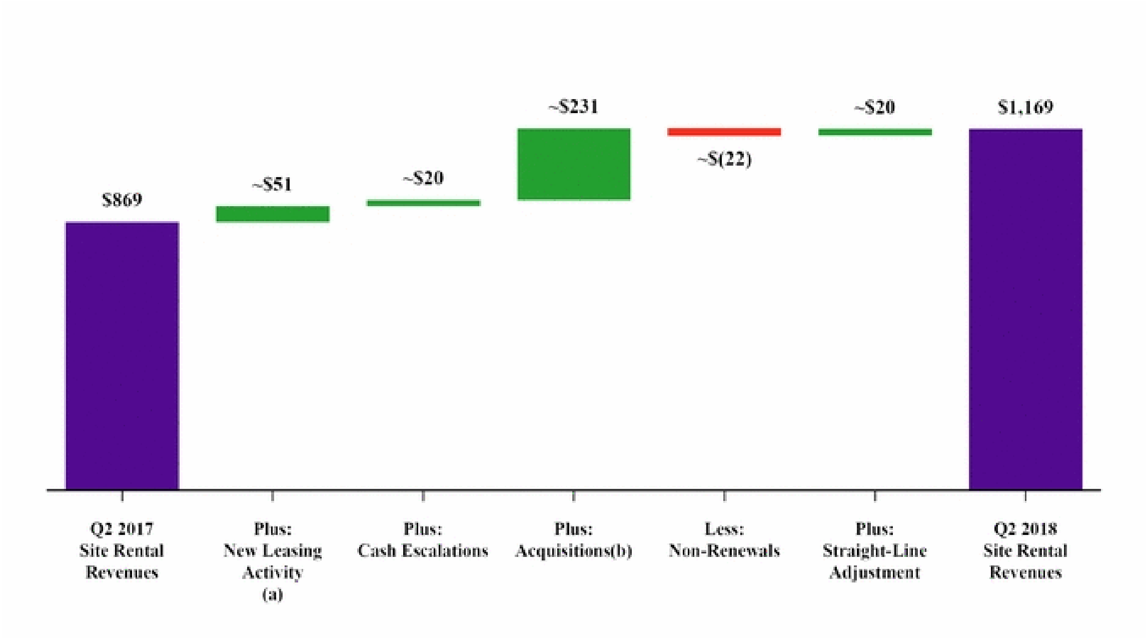
Segment site rental gross margin:				
Towers site rental gross margin[a]	$555	$507	+$48	+9%
Fiber site rental gross margin[a]	$268	$99	+$169	+171%
Network services and other gross margin:				
Towers network services and other gross margin[a]	$64	$62	+$2	+3%
Fiber network services and other gross margin[a]	$—	$3	-$3	-100%
Segment operating profit:				
Towers operating profit[a]	$592	$546	+$46	+8%
Fiber operating profit[a]	$224	$83	+$141	+170%
Adjusted EBITDA[b]	$769	$589	+$180	+31%
Net income attributable to CCIC common stockholders	$152	$112	+$40	+36%

(a) See note 11 to our condensed consolidated financial statements for further discussion of our definitions of segment site rental gross margin, segment network services and other gross margin and segment operating profit.

(b) See reconciliation of Adjusted EBITDA in *"Item 2. MD&A—Accounting and Reporting Matters—Non-GAAP and Segment Financial Measures."*

Site rental revenues grew $300 million, or 35%, from the three months ended June 30, 2017 to the three months ended June 30, 2018. This growth was predominately comprised of the factors depicted in the chart below:

($ in millions)



(a) Includes amortization of up-front payments received from long-term tenant contracts and other deferred credits (commonly referred to as prepaid rent).
(b) Represents the contribution from recent acquisitions until the one-year anniversary of the acquisition.

Towers site rental revenues for the second quarter of 2018 were $771 million and increased by $53 million, or 7%, from $718 million during the same period in the prior year. The increase in Towers site rental revenues was impacted by the following items, inclusive of straight-line accounting: tenant additions across our entire portfolio, renewals or extensions of tenant contracts, escalations and non-renewals of tenant contracts. Tenant additions were influenced by our customers' ongoing efforts to improve network quality and capacity.

Fiber site rental revenues for the second quarter of 2018 were $398 million and increased by $247 million, or 164%, from $151 million during the same period in the prior year. The increase in Fiber site rental revenues was predominately impacted by (1) the Lightower Acquisition completed in November 2017 and (2) the increased demand for small cells and fiber solutions. Increased demand for small cells was driven by our customers' network strategy in an effort to provide capacity and relieve network congestion, and increased demand for fiber solutions was driven by increasing demand for data.

The increase in Towers site rental gross margin was related to the previously-mentioned 7% increase in Towers site rental revenues and relatively fixed costs to operate our towers. The increase in Fiber site rental gross margin was predominately related to the previously-mentioned 164% increase in Fiber site rental revenues.

Towers network services and other gross margin was $64 million for the second quarter of 2018 and increased by $2 million, or 3%, from $62 million during the same period in the prior year, which is a reflection of (1) the volume of activity from carrier network enhancements and (2) the volume and mix of network services and other work. Our network services and other offerings are of a variable nature as these revenues are not under long-term contracts.

General and administrative expenses for the second quarter of 2018 were $138 million and increased by $40 million, or approximately 41%, from $98 million during the same period in the prior year. The increase in general and administrative expenses was primarily related to the growth in our Fiber business, including the Wilcon Acquisition and Lightower Acquisition.

Towers operating profit for the second quarter of 2018 increased by $46 million, or 8%, from the same period in the prior year. Towers operating profit primarily reflects the growth in our Towers site rental revenues and relatively fixed costs to operate our towers.

Fiber operating profit for the second quarter of 2018 increased by $141 million, or 170%, from the same period in the prior year. Fiber operating profit was positively impacted by the Wilcon Acquisition and Lightower Acquisition and the increased demand for small cells and fiber solutions as described above.

Depreciation, amortization and accretion was $379 million for the second quarter of 2018 and increased by $83 million, or 28%, from $296 million during the same period in the prior year. This increase predominately resulted from a corresponding increase in our gross property and equipment and intangible assets due to capital expenditures and acquisitions, including the Wilcon Acquisition and Lightower Acquisition.

Interest expense and amortization of deferred financing costs were $158 million for the second quarter of 2018 and increased by $16 million, or 11%, from $142 million during the same period in the prior year. The increase predominately resulted from a corresponding increase in our outstanding indebtedness due to the financing of the Wilcon Acquisition and Lightower Acquisition.

For the second quarter of 2018 and 2017, the effective tax rate differs from the federal statutory rate predominately due to our REIT status, including the dividends paid deduction. See note 7 to our condensed consolidated financial statements and also note 11 to our consolidated financial statements in our 2017 Form 10-K.

Net income (loss) attributable to CCIC stockholders was income of $180 million during the second quarter of 2018 compared to income of $112 million during the second quarter of 2017. The increase was predominately related to net growth in our Towers and Fiber segments, including as a result of the Wilcon Acquisition and Lightower Acquisition as discussed above, partially offset by an increase in expenses, including increases in (1) interest expense and amortization of deferred financing costs, (2) depreciation, amortization, and accretion, and (3) general and administrative expenses.

Adjusted EBITDA increased $180 million, or 31%, from the second quarter of 2017 to the second quarter of 2018. Adjusted EBITDA was positively impacted by the growth in our site rental activities in both the Towers and Fiber segments, including the Wilcon Acquisition and Lightower Acquisition.

Highlights of the Company's results of operations for the six months ended June 30, 2018 and 2017 are depicted below.

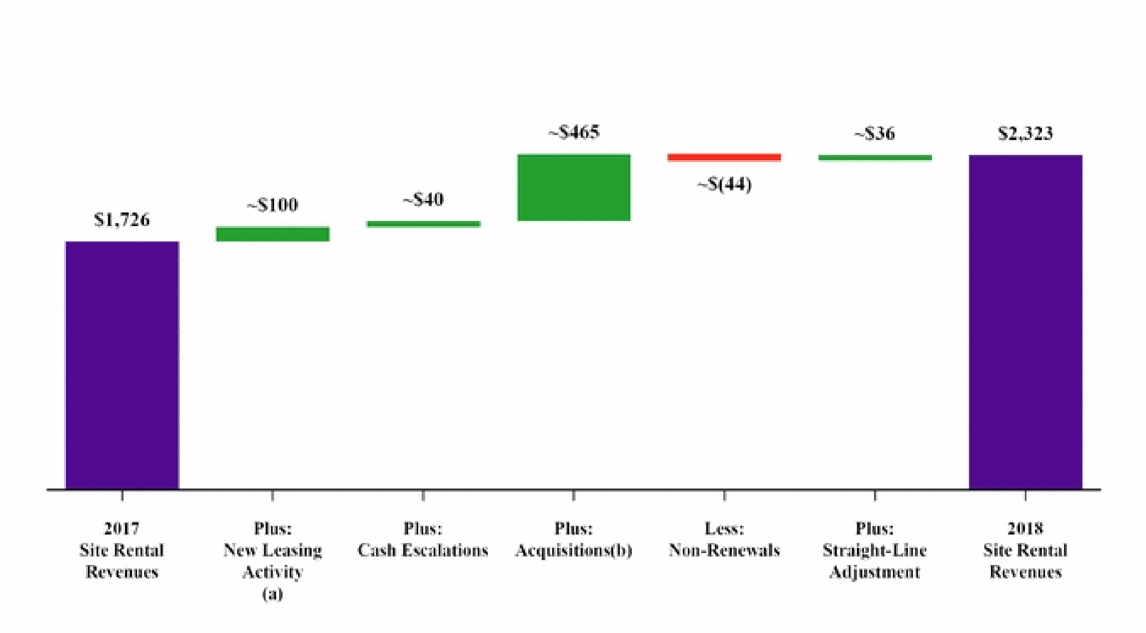
	Six Months Ended June 30,			
($ in millions)	**2018**	**2017**	**$ Change**	**% Change**
Site rental revenues:				
Towers site rental revenues	$1,536	$1,434	+$102	+7%
Fiber site rental revenues	$787	$292	+$495	+170%
Total site rental revenues	$2,323	$1,726	+$597	+35%
Segment site rental gross margin:				
Towers site rental gross margin[(a)]	$1,109	$1,014	+$95	+9%
Fiber site rental gross margin[(a)]	$531	$193	+$338	+175%
Segment network services and other gross margin:				
Towers network services and other gross margin[(a)]	$124	$123	+$1	+1%
Fiber network services and other gross margin[(a)]	$2	$3	-$1	-33%
Segment operating profit:				
Towers operating profit[(a)]	$1,180	$1,090	+$90	+8%
Fiber operating profit[(a)]	$446	$160	+$286	+179%
Adjusted EBITDA[(b)]	$1,532	$1,170	+$362	+31%
Net income attributable to CCIC common stockholders	$237	$231	+$6	+3%

(a) See note 11 to our condensed consolidated financial statements for further discussion of our definitions of segment site rental gross margin, segment network services and other gross margin and segment operating profit.

(a) See reconciliation of Adjusted EBITDA in *"Item 2. MD&A—Accounting and Reporting Matters—Non-GAAP and Segment Financial Measures."*

Site rental revenues grew $597.0 million, or 35%, from the six months ended June 30, 2017 to the six months ended June 30, 2018. This growth was predominately comprised of the factors depicted in the chart below:

($ in millions)



(a) Includes amortization of up-front payments received from long-term tenant contracts and other deferred credits (commonly referred to as prepaid rent).
(b) Represents the contribution from recent acquisitions until the one-year anniversary of the acquisition.

Towers site rental revenues for the first six months of 2018 were $1.5 billion and increased by $102 million, or 7%, from the same period in the prior year. The increase in Towers site rental revenues was impacted by the following items, inclusive of straight-line accounting: tenant additions across our entire portfolio, renewals or extensions of tenant leases, escalations, and non-renewals of tenant leases. Tenant additions were influenced by our customers' ongoing efforts to improve network quality and capacity.

Fiber site rental revenues for the first six months of 2018 were $787 million and increased by $495 million, or 170%, from $292 million during the same period in the prior year. The increase in Fiber site rental revenue was predominately impacted by (1) the Lightower Acquisition completed in November 2017, (2) the Wilcon Acquisition completed in June 2017 and (3) the increased demand for small cells and fiber solutions. Increased demand for small cells was driven by our customers' network strategy in an effort to provide capacity and relieve network congestion, and increased demand for fiber solutions was driven by increasing demand for data.

The increase in Towers site rental gross margin was related to the previously-mentioned 7% increase in Towers site rental revenues and relatively fixed costs to operate our towers. The increase in Fiber site rental gross margin was predominately related to the previously-mentioned 170% increase in Fiber site rental revenues.

Towers network services and other gross margin was $124 million for the first six months of 2018 and remained consistent with the same period in the prior year. Our network services and other offerings are of a variable nature as these revenues are not under long-term contracts.

General and administrative expenses for the first six months of 2018 were $273 million and increased by $74 million, or 37%, from $199 million during the same period in the prior year. The increase in general and administrative expenses was primarily related to the growth in our Fiber business, including the 2017 Acquisitions.

Towers operating profit for the first six months of 2018 increased by $90 million, or 8%, from the same period in the prior year. Towers operating profit was positively impacted by the growth in our site rental activities and relatively fixed costs to operate our towers.

Fiber operating profit for the first six months of 2018 increased by $286 million, or 179%, from the same period in the prior year. Small Cells operating profit was positively impacted by the previously-mentioned 2017 Acquisitions and the increased demand for small cells and fiber solutions as described above.

Depreciation, amortization and accretion was $753 million for the first six months of 2018 and increased by $169 million, or 29%, from $584 million during the same period in the prior year. This increase predominately resulted from a corresponding increase in our gross property and equipment and intangible assets due to capital expenditures and acquisitions, including the 2017 Acquisitions.

Interest expense and amortization of deferred financing costs were $318 million for the first six months of 2018 and increased $42 million, or 15%, from $276 million during the first six months of 2017. The increase predominately resulted from a corresponding increase in our outstanding indebtedness due to the financing of our 2017 Acquisitions. As a result of repaying certain of our debt, in conjunction with our refinancing activities, we incurred losses of $74 million and $4 million for the first six months of 2018 and 2017, respectively. See note 5 to our condensed consolidated financial statements.

For the first six months of 2018 and 2017, the effective tax rate differs from the federal statutory rate predominately due to our REIT status, including the dividends paid deduction. See note 7 to our condensed consolidated financial statements and also note 11 to our consolidated financial statements in our 2017 Form 10-K.

Net income (loss) attributable to CCIC stockholders was income of $294 million compared to income of $231 million during the first six months of 2017. The increase was predominately due to growth in both our Towers and Fiber segments, partially offset by an increase in expenses, including increases in (1) interest expense and amortization of deferred financing costs, (2) depreciation, amortization, and accretion, (3) general and administrative expenses and (4) losses on retirement of long-term obligations.

Adjusted EBITDA increased $362 million, or 31%, from the first six months of 2017 to the first six months of 2018. Adjusted EBITDA was positively impacted by the growth in our site rental activities in both the Towers and Fiber segments, including the 2017 Acquisitions.

Liquidity and Capital Resources

Overview

General. Our core business generates revenues under long-term contracts (see *"Item 2. MD&A—General Overview—Overview"*) from the largest U.S. wireless carriers and fiber solutions customers. Our strategy is to create long-term stockholder value via a combination of (1) growing cash flows generated from our portfolio of communications infrastructure, (2) returning a meaningful portion of our cash provided by operating activities to our stockholders in the form of dividends, and (3) investing capital efficiently to grow cash flows and long-term dividends per share. We measure our efforts to create "long-term stockholder value" by the combined payment of dividends to stockholders and growth in our per share results.

We have engaged and expect to continue to engage in discretionary investments that we believe will maximize long-term stockholder value. Our historical discretionary investments include (in no particular order): acquiring or constructing communications infrastructure, acquiring land interests (which primarily relate to land assets under towers), improving and structurally enhancing our existing communications infrastructure, purchasing shares of our common stock, and purchasing, repaying, or redeeming our debt. We have recently spent and expect to continue to spend a significant percentage of our discretionary investments on the construction of small cells and fiber. We seek to fund our discretionary investments with both net cash provided by operating activities and cash available from financing capacity, such as the use of our undrawn availability from the 2016 Revolver, debt financings and issuances of equity or equity related securities, including under our 2018 ATM Program.

We seek to maintain a capital structure that we believe drives long-term stockholder value and optimizes our weighted-average cost of capital. We target a leverage ratio of approximately five times Adjusted EBITDA and interest coverage of approximately three times Adjusted EBITDA, subject to various factors, such as the availability and cost of capital and the potential long-term return on our discretionary investments. We may choose to increase or decrease our leverage or coverage from these targets for various periods of time. After giving effect to the July 2018 Tower Revenue Notes offering and use of proceeds therefrom, we have no significant contractual debt maturities until 2021 (other than principal payments on certain outstanding debt).

We operate as a REIT for U.S. federal income tax purposes. We expect to continue to pay minimal cash income taxes as a result of our REIT status and our NOLs. See note 7 to our condensed consolidated financial statements and our 2017 Form 10-K.

Liquidity Position. The following is a summary of our capitalization and liquidity position as of June 30, 2018, after giving effect to our July 2018 Tower Revenue Notes offering and use of proceeds therefrom. See *"Item 3. Quantitative and Qualitative Disclosures About Market Risk"* and notes 5 and 13 to our condensed consolidated financial statements for additional information regarding our debt.

	(In millions)
Cash and cash equivalents	$ 164
Restricted cash[(a)]	130
Undrawn 2016 Revolver availability[(b)]	3,916
Debt and other long-term obligations (current and non-current)	15,946
Total equity	12,533

(a) Inclusive of $5 million included within long-term prepaid rent and other assets, net on our condensed consolidated balance sheet.
(b) Availability at any point in time is subject to certain restrictions based on the maintenance of financial covenants contained in the 2016 Credit Facility. See our 2017 Form 10-K.

Over the next 12 months:

- Our liquidity sources may include (1) cash on hand, (2) net cash provided by operating activities, (3) undrawn availability under our 2016 Revolver, and (4) issuances of equity pursuant to our 2018 ATM Program. Our liquidity uses over the next 12 months are expected to include (1) debt service obligations of $112 million (principal payments), (2) common stock dividend payments expected to be at least $4.20 per share, or an aggregate amount of at least $1.7 billion (see *"Item 2. MD&A—Business Fundamentals and Results"*), (3) 6.875% Mandatory Convertible Preferred Stock dividend payments of approximately $113 million and (4) capital expenditures (expected to be greater than current levels). During the next 12 months, while our liquidity uses are expected to exceed our net cash provided by operating activities, we expect that our liquidity sources described above should be sufficient to cover our expected uses. As CCIC is a holding company, our cash flow from operations is generated by our operating subsidiaries.
- We have no scheduled contractual debt maturities other than principal payments on amortizing debt. See *"Item 3. Quantitative and Qualitative Disclosures About Market Risk"* for a tabular presentation as of June 30, 2018 of our scheduled contractual debt maturities and a discussion of anticipated repayment dates.

Summary Cash Flow Information

	Six Months Ended June 30,		
	2018	2017	Change
	(In millions)		
Net increase (decrease) in cash, cash equivalents, and restricted cash:			
Operating activities	$ 1,111	$ 931	$ 180
Investing activities	(778)	(2,675)	1,897
Financing activities	(436)	1,369	(1,805)
Net increase (decrease) in cash, cash equivalents, and restricted cash	(103)	(375)	272
Effect of exchange rate changes on cash	(1)	1	(2)
Net increase (decrease) in cash, cash equivalents, and restricted cash	$ (104)	$ (374)	$ 270

Operating Activities

Net cash provided by operating activities from continuing operations for the first six months of 2018 increased $180 million, or 19%, compared to the first six months of 2017, due primarily to growth in our core business, offset by a net decrease from changes in working capital. Changes in working capital (including changes in accounts receivable, deferred site rental receivables, deferred rental revenues, prepaid ground leases, restricted cash and accrued interest) contribute to variability in net cash provided by operating activities, largely due to the timing of advanced payments by us and advanced receipts from customers. We expect to grow our net cash provided by operating activities in the future (exclusive of movements in working capital) if we realize expected growth in our core business.

Investing Activities

Net cash used for investing activities for the first six months of 2018 decreased $1.9 billion from the first six months of 2017 as a result of our 2017 acquisitions of FiberNet and Wilcon.

Acquisitions. See note 3 to our condensed consolidated financial statements.

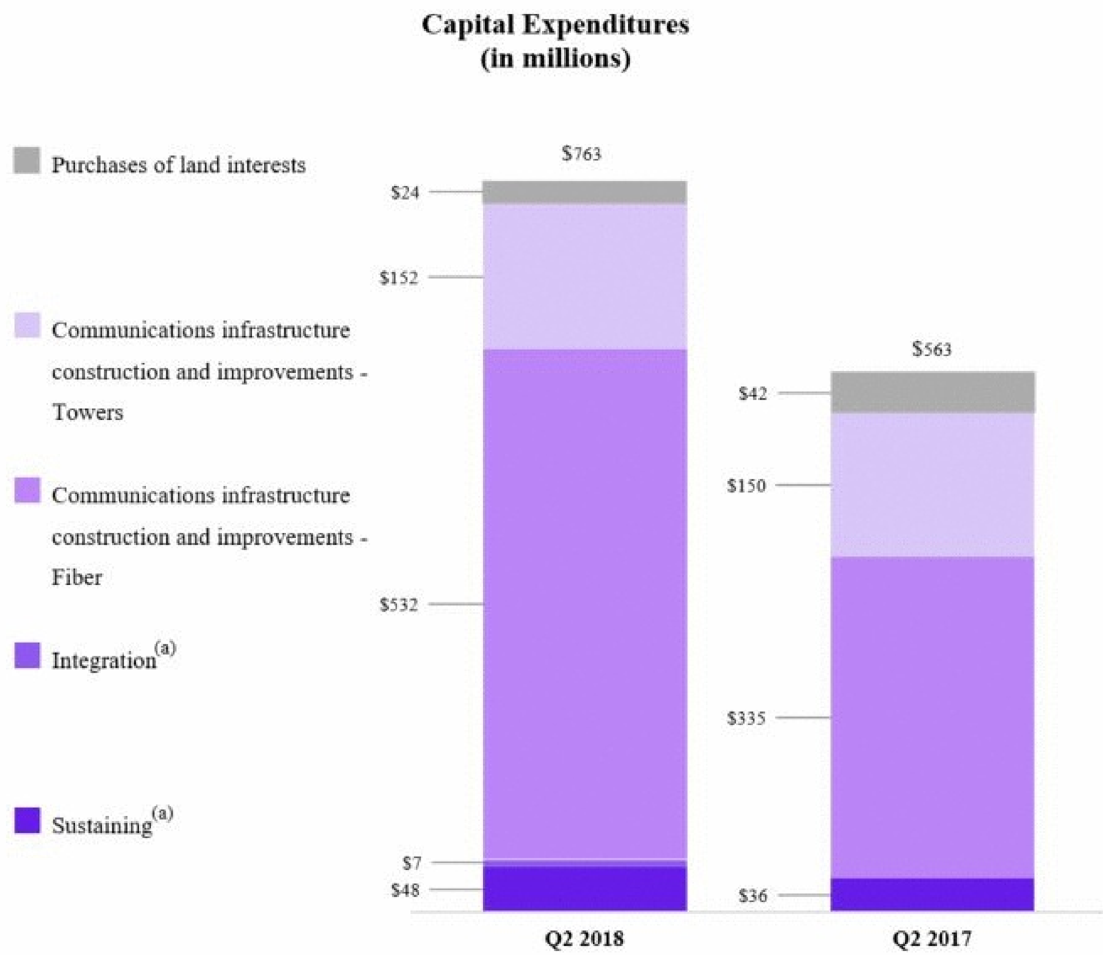
Capital Expenditures

Our capital expenditures have been categorized as discretionary, sustaining or integration as described below.

- Discretionary capital expenditures are made with respect to activities which we believe exhibit sufficient potential to enhance long-term stockholder value. They consist of expansion or development of existing communications infrastructure, construction of new communications infrastructure, and, to a lesser extent, purchases of land interests (which primarily relates to land assets under towers as we seek to manage our interests in the land beneath our towers) and other capital projects. The expansion or development of existing communications infrastructure to accommodate new leasing typically vary based on, among other factors: (1) the type of communications infrastructure, (2) the scope, volume, and mix of work performed on the communications infrastructure, (3) existing capacity prior to installation, or (4) changes in structural engineering regulations and standards. Currently, construction of new communications infrastructure is predominately comprised of the construction of small cells and fiber. Our decisions regarding discretionary capital expenditures are influenced by the availability and cost of capital and expected returns on alternative uses of cash, such as payments of dividends and investments.
- Sustaining capital expenditures consist of (1) capital improvement capital expenditures on our communications infrastructure assets that enable our customers' ongoing quiet enjoyment of the communications infrastructure and (2) corporate capital expenditures.
- Integration capital expenditures consist of capital expenditures made specifically with respect to acquisitions that are essential to integrating acquired companies into our business.

We have incurred, and anticipate incurring additional, initial capital expenditures related to integrating Lightower into our existing business. The majority of these anticipated capital expenditures will primarily relate to the integration of Lightower's information technology assets into our business.

Capital expenditures for the six months ended June 30, 2018 and 2017 were as follows:



(a) Prior to January 1, 2018, integration capital expenditures were included within sustaining capital expenditures.

Discretionary capital expenditures were primarily impacted by the construction of small cells and fiber (including certain construction projects that may take 18 to 24 months to complete) to address our customers' growing demand for data. See also *"Item 2. MD&A—General Overview—Outlook Highlights"* for our expectations surrounding 2018 capital expenditures.

Financing Activities

We seek to allocate cash generated by our operations in a manner that will enhance long-term stockholder value, which may include various financing activities such as (in no particular order) paying dividends on our common stock (currently expected to total at least $4.20 per share over the next 12 months, or an aggregate amount of at least $1.7 billion), paying dividends on our 6.875% Mandatory Convertible Preferred Stock (expected to total approximately $113 million over the next 12 months), purchasing our common stock, or purchasing, repaying, or redeeming our debt. See notes 5 and 10 to our condensed consolidated financial statements.

Net cash provided by financing activities for the first six months of 2018 decreased $1.8 billion from the first six months of 2017 as a result of our financing activities during the first six months of 2018 described below.

Credit Facility.

In June 2018, we entered into an amendment to the Credit Facility to (1) increase the commitments under the 2016 Revolver by $750 million, for total commitments of $4.25 billion, and (2) extend the maturity of the Credit Facility from August 2022 to June 2023.

The proceeds of our 2016 Revolver may be used for general corporate purposes, which may include the financing of capital expenditures, acquisitions and purchases of our common stock. As of August 3, 2018, there was $370 million outstanding and $3.9 billion in undrawn availability under our 2016 Revolver. See note 5 to our condensed consolidated financial statements.

Incurrence, Purchases, and Repayments of Debt. In January 2018, we issued $750 million aggregate principal amount of 3.150% Senior Notes with a maturity date of July 2023 and $1.0 billion aggregate principal amount of 3.800% Senior Notes with a maturity date of February 2028. We utilized the proceeds to repay (1) in full the January 2010 Tower Revenue Notes and (2) a portion of the outstanding borrowings under the 2016 Revolver.

In July 2018, we issued $1.0 billion of July 2018 Tower Revenue Notes. The July 2018 Tower Revenue Notes consist of (1) $250.0 million aggregate principal amount of 3.720% Notes and have an expected life of five years with a final maturity of July 2043 and (2) $750.0 million aggregate principal amount of 4.241% Notes and have an expected life of 10 years with a final maturity of July 2048. We utilized the net proceeds, together with cash on hand, to repay in full the previously outstanding Tower Revenue Notes, Series 2010-6 and pay related fees and expenses. We expect to record a loss on retirement of long-term obligations during the third quarter of 2018 of approximately $33 million in connection to the repayment of the Tower Revenues Notes, Series 2010-6. See note 13 to our condensed consolidated financial statements.

Common Stock Activity. As of June 30, 2018 and December 31, 2017, we had 415 million and 406 million common shares outstanding, respectively. In March 2018, we completed the March 2018 Equity Financing, in which we issued 8 million shares of common stock and generated net proceeds of approximately $841 million. We used the net proceeds from the March 2018 Equity Financing for general corporate purposes, including repayment of outstanding indebtedness.

See notes 10 and 13 to our condensed consolidated financial statements for a discussion of our common stock dividends.

Convertible Preferred Stock Activity. As of both June 30, 2018 and December 31, 2017, we had 2 million shares of 6.875% Mandatory Convertible Preferred Stock outstanding. Unless converted earlier, each outstanding share of the 6.875% Mandatory Convertible Preferred Stock will automatically convert into shares of our common stock on August 1, 2020. Currently, each share of the 6.875% Mandatory Convertible Preferred Stock will convert into between 8.7050 shares (based on the current maximum conversion price of $114.88) and 10.4460 shares (based on the current minimum conversion price of $95.73) of common stock, depending on the applicable market value of the common stock and subject to certain anti-dilution adjustments. At any time prior to August 1, 2020, holders of the 6.875% Mandatory Convertible Preferred Stock may elect to convert all or a portion of their shares into common stock at the minimum conversion rate of 8.7050 shares of common stock per share of 6.875% Mandatory Convertible Preferred Stock, subject to certain anti-dilution adjustments. See note 10 to our condensed consolidated financial statements for further discussion of the 6.875% Convertible Preferred Stock dividends.

ATM Program. We previously maintained a 2015 ATM Program through which we had the right to issue and sell shares of our common stock having an aggregate gross sales price of up to $500 million to or through sales agents. In March 2018, we terminated the formerly outstanding 2015 ATM Program. In April 2018, we established the 2018 ATM Program through which we may issue and sell shares of our common stock having an aggregate gross sales price of up to $750 million. Sales under the 2018 ATM Program may be made by means of ordinary brokers' transactions on the NYSE or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or, subject to our specific instructions, at negotiated prices. We intend to use the net proceeds from any sales under the 2018 ATM Program for general corporate purposes, which may include the funding of future acquisitions or investments and the repayment or repurchase of any outstanding indebtedness. We have not issued any shares of common stock under the 2018 ATM Program. See note 10 to our condensed consolidated financial statements.

Debt Covenants

The credit agreement governing the 2016 Credit Facility contains financial maintenance covenants. We are currently in compliance with these financial maintenance covenants, and based upon our current expectations, we believe we will continue to comply with our financial maintenance covenants. In addition, certain of our debt agreements also contain restrictive covenants that place restrictions on us and may limit our ability to, among other things, incur additional debt and liens, purchase our securities, make capital expenditures, dispose of assets, undertake transactions with affiliates, make other investments, pay dividends or distribute excess cash flow. See our 2017 Form 10-K for a further discussion of our debt covenants, certain restrictive covenants and factors that are likely to determine our subsidiaries' ability to comply with current and future debt covenants.

Accounting and Reporting Matters

Critical Accounting Policies and Estimates

Our critical accounting policies and estimates are those that we believe (1) are most important to the portrayal of our financial condition and results of operations or (2) require our most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. The critical accounting policies and estimates for 2018 are not intended to be a comprehensive list of our accounting policies and estimates. In many cases, the accounting treatment of a particular transaction is specifically prescribed by GAAP. In other cases, management is required to exercise judgment in the application of accounting principles with respect to particular transactions. Our critical accounting policies and estimates as of December 31, 2017 are described in *"Item 7. MD&A—Accounting and Reporting Matters"* and in note 2 of our consolidated financial statements in our 2017 Form 10-K. The critical accounting policies and estimates for the first six months of 2018 have not changed from the critical accounting policies for the year ended December 31, 2017.

Accounting Pronouncements

Recently Adopted Accounting Pronouncements.

See note 2 to our condensed consolidated financial statements.

Recent Accounting Pronouncements Not Yet Adopted.

See note 2 to our condensed consolidated financial statements.

Non-GAAP and Segment Financial Measures

We use earnings before interest, taxes, depreciation, amortization, and accretion, as adjusted ("Adjusted EBITDA"), which is a non-GAAP financial measure, as an indicator of consolidated financial performance. Our measure of Adjusted EBITDA may not be comparable to similarly titled measures of other companies, including companies in the communications infrastructure sector or other REITs, and is not a measure of performance calculated in accordance with GAAP. Adjusted EBITDA should not be considered in isolation or as a substitute for operating income (loss), net income (loss), net cash provided by (used for) operating, investing and financing activities or other income statement or cash flow statement data prepared in accordance with GAAP and should be considered only as a supplement to net income (loss) computed in accordance with GAAP as a measure of our performance. There are material limitations to using a measure such as Adjusted EBITDA, including the difficulty associated with comparing results among more than one company, including our competitors, and the inability to analyze certain significant items, including depreciation and interest expense, that directly affect our net income or loss. Management compensates for these limitations by considering the economic effect of the excluded expense items independently as well as in connection with their analysis of net income (loss).

We define Adjusted EBITDA as net income (loss) plus restructuring charges (credits), asset write-down charges, acquisition and integration costs, depreciation, amortization and accretion, amortization of prepaid lease purchase price adjustments, interest expense and amortization of deferred financing costs, (gains) losses on retirement of long-term obligations, net (gain) loss on interest rate swaps, (gains) losses on foreign currency swaps, impairment of available-for-sale securities, interest income, other (income) expense, (benefit) provision for income taxes, cumulative effect of a change in accounting principle, (income) loss from discontinued operations and stock-based compensation expense. The reconciliation of Adjusted EBITDA to our net income (loss) is set forth below and excludes items in our Adjusted EBITDA definition which are not applicable to the periods shown.

($ in millions)	Three Months Ended June 30, 2018	Three Months Ended June 30, 2017	Six Months ended June 30, 2018	Six Months ended June 30, 2017
Net income (loss)	$ 180	$ 112	$ 294	$ 231
Adjustments to increase (decrease) net income (loss):				
Asset write-down charges	6	4	9	5
Acquisition and integration costs	8	8	14	14
Depreciation, amortization and accretion	379	296	753	584
Amortization of prepaid lease purchase price adjustments	5	5	10	10
Interest expense and amortization of deferred financing costs	158	142	318	276
(Gains) losses on retirement of long-term obligations	3	—	74	4
Interest income	(1)	(1)	(2)	(1)
Other (income) expense	—	1	1	(4)
(Benefit) provision for income taxes	5	5	9	9
Stock-based compensation expense	26	17	52	42
Adjusted EBITDA	$ 769	$ 589	$ 1,532	$ 1,170

We believe Adjusted EBITDA is useful to investors or other interested parties in evaluating our financial performance because:

- it is the primary measure used by our management (1) to evaluate the economic productivity of our operations and (2) for purposes of making decisions about allocating resources to, and assessing the performance of our operations;
- although specific definitions may vary, it is widely used by investors or other interested parties in evaluation of the communications infrastructure sector and other REITs to measure financial performance without regard to items such as depreciation, amortization and accretion, which can vary depending upon accounting methods and the book value of assets;
- we believe it helps investors and other interested parties meaningfully evaluate and compare the results of our operations (1) from period to period and (2) to our competitors by removing the impact of our capital structure (primarily interest charges from our outstanding debt) and asset base (primarily depreciation, amortization and accretion) from our financial results; and
- it is similar to the measure of current financial performance generally used in our debt covenant calculations.

Our management uses Adjusted EBITDA:

- as a performance goal in employee annual incentive compensation;
- as a measurement of financial performance because it assists us in comparing our financial performance on a consistent basis as it removes the impact of our capital structure (primarily interest charges from our outstanding debt) and asset base (primarily depreciation, amortization and accretion) from our operating results;
- in presentations to our board of directors to enable it to have the same measurement of financial performance used by management;
- for planning purposes, including preparation of our annual operating budget;
- as a valuation measure in strategic analyses in connection with the purchase and sale of assets;
- in determining self-imposed limits on our debt levels, including the evaluation of our leverage ratio and interest coverage ratio; and
- with respect to compliance with our debt covenants, which require us to maintain certain financial ratios that incorporate concepts such as, or similar to, Adjusted EBITDA.

In addition to the non-GAAP measures used herein and as discussed in note 11 to our condensed consolidated financial statements, we also provide (1) segment site rental gross margin, (2) segment network services and other gross margin and (3) segment operating profit, which are key measures used by management to evaluate our operating segments for purposes of making decisions about allocating capital and assessing performance. These segment measures are provided pursuant to GAAP requirements related to segment reporting.

We define segment site rental gross margin as segment site rental revenues less segment site rental cost of operations, which excludes stock-based compensation expense and prepaid lease purchase price adjustments recorded in consolidated site rental cost of operations. We define segment network services and other gross margin as segment network services and other revenues less segment network services and other cost of operations, which excludes stock-based compensation expense recorded in consolidated network services and other cost of operations. We define segment operating profit as segment site rental gross margin plus segment network services and other gross margin, less general and administrative expenses attributable to the respective segment. All of these measurements of profit or loss are exclusive of depreciation, amortization and accretion, which are shown separately.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The following section updates *"Item 7A. Quantitative and Qualitative Disclosures About Market Risk"* in our 2017 Form 10-K and should be read in conjunction with that report as well as our condensed consolidated financial statements included in Part 1, Item 1 of this report.

Interest Rate Risk

Our interest rate risk relates primarily to the impact of interest rate movements on the following, after giving effect to the July 2018 Tower Revenue Notes offering and use of proceeds therefrom:

- the potential refinancing of our existing debt ($15.9 billion outstanding at June 30, 2018 and $16.2 billion at December 31, 2017);
- our $2.7 billion and $3.4 billion of floating rate debt at June 30, 2018 and December 31, 2017, respectively, which represented approximately 17% and 21% of our total debt, as of June 30, 2018 and December 31, 2017, respectively; and
- potential future borrowings of incremental debt, including borrowings under our 2016 Credit Facility.

We have no debt maturities, other than principal payments on amortizing debt, or anticipated repayment dates over the next 12 months. We currently have no interest rate swaps.

Sensitivity Analysis

We manage our exposure to market interest rates on our existing debt by controlling the mix of fixed and floating rate debt. As of June 30, 2018, we had $2.7 billion of floating rate debt, none of which had LIBOR floors. As a result, a hypothetical unfavorable fluctuation in market interest rates on our existing debt of 1/8 of a percent point over a 12 month period would increase our interest expense by approximately $3 million.

Tabular Information

The following table provides information about our market risk related to changes in interest rates. The future principal payments and weighted-average interest rates are presented as of June 30, 2018, after giving effect to the July 2018 Tower Revenue Notes offering and use of proceeds therefrom. These debt maturities reflect contractual maturity dates and do not consider the impact of the principal payments that commence following the anticipated repayment dates of certain debt (see footnotes (b) and (d)). The information presented below regarding the variable rate debt is supplementary to our sensitivity analysis regarding the impact of changes in the interest rates. See notes 5 and 6 to our condensed consolidated financial statements and our 2017 Form 10-K for additional information regarding our debt.

	Future Principal Payments and Interest Rates by the Debt Instruments' Contractual Year of Maturity							
	2018	2019	2020	2021	2022	Thereafter	Total	Fair Value[(a)]
	(Dollars in millions)							
Debt:								
Fixed rate[(b)]	$ 26	$ 45	$ 33	$ 1,580	$ 876	$ 10,805	$ 13,365	$ 13,136
Average interest rate[(b)(c)(d)]	4.4%	4.4%	4.5%	2.9%	5.2%	4.9%	4.7%	
Variable rate[(e)]	$ 30	$ 60	$ 104	$ 119	$ 209	$ 2,179	$ 2,701	$ 2,701
Average interest rate[(e)]	3.5%	4.0%	4.1%	4.1%	4.1%	4.1%	4.1%	

(a) The fair value of our debt is based on indicative quotes (that is, non-binding quotes) from brokers that require judgment to interpret market information, including implied credit spreads for similar borrowings on recent trades or bid/ask offers. These fair values are not necessarily indicative of the amount which could be realized in a current market exchange.

(b) The impact of principal payments that will commence following the anticipated repayment dates is not considered. The Tower Revenue Notes have principal amounts of $300 million, $250 million, $700 million, and $750 million, with anticipated repayment dates in 2022, 2023, 2025, and 2028, respectively.

(c) The average interest rate represents the weighted-average stated coupon rate (see footnotes (c) and (d)).

(d) If the Tower Revenue Notes are not repaid in full by the applicable anticipated repayment dates, the applicable interest rate increases by approximately 5% per annum and monthly principal payments commence using the Excess Cash Flow (as defined in the indenture governing the applicable Tower Revenue Notes) of the issuers of the Tower Revenue Notes. The Tower Revenue Notes are presented based on their contractual maturity dates ranging from 2042 to 2048 and include the impact of an assumed 5% increase in interest rate that would occur following the anticipated repayment dates but exclude the impact of monthly principal payments that would commence using Excess Cash Flow of the issuers of the Tower Revenue Notes. The full year 2017 Excess Cash Flow of the issuers of the Tower Revenue Notes was approximately $600 million. We currently expect to refinance these notes on or prior to the respective anticipated repayment dates.

(e) Consists of our 2016 Term Loan A and 2016 Revolver borrowings, each of which mature in 2023.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

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 Company's disclosure controls and procedures as of the end of the period covered by this report. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective in alerting them in a timely manner to material information relating to the Company required to be included in the Company's periodic reports under the Securities Exchange Act of 1934, as amended.

Changes in Internal Control Over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the fiscal quarter covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

See the disclosure in note 9 to our condensed consolidated financial statements set forth in Part I, Item 1 of this Quarterly Report on Form 10-Q, which disclosure is hereby incorporated herein by reference.

ITEM 1A. RISK FACTORS

In Item 1A of our 2017 Form 10-K, we have previously included the risk factor captioned "***A substantial portion of our revenues is derived from a small number of customers, and the loss, consolidation or financial instability of any of such customers may materially decrease revenues or reduce demand for our communications infrastructure and network services.***" Information set forth below is an update to that risk factor. You should carefully consider the information provided in this document and the risk factors contained in our 2017 Form 10-K, as updated by the information contained below.

In April 2018, T-Mobile and Sprint entered into a definitive agreement to merge, subject to regulatory approval and other closing conditions. This potential transaction may result in a decrease or delay in demand for our communications infrastructure and network services, as a result of the anticipated integration of the T-Mobile and Sprint networks and related duplicate or overlapping parts of their networks, which may lead to a reduction in our revenues or cash flows and may trigger a review for impairment of certain long-lived assets.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table summarizes information with respect to purchase of our equity securities during the second quarter of 2018:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs
	(In thousands)			
April 1 - April 30, 2018	3	$ 109.52	—	—
May 1 - May 31, 2018	2	103.27	—	—
June 1 - June 30, 2018	4	103.91	—	—
Total	9	$ 105.33	—	—

We paid $1 million in cash to effect these purchases. The shares purchased relate to shares withheld in connection with the payment of withholding taxes upon vesting of restricted stock units.

ITEM 6. EXHIBITS

Exhibit Index

Exhibit Number	Exhibit Description	Incorporated by Reference Form	File Number	Date of Filing	Exhibit Number
3.1	Restated Certificate of Incorporation of Crown Castle International Corp., dated July 20, 2017	8-K	001-16441	July 26, 2017	3.1
3.2	Certificate of Designations of 6.875% Mandatory Convertible Preferred Stock, Series A, of Crown Castle International Corp., filed with the Secretary of State of the State of Delaware and effective July 26, 2017	8-K	001-16441	July 26, 2017	3.2
3.3	Amended and Restated By-Laws of Crown Castle International Corp. dated December 15, 2017	8-K	001-16441	December 15, 2017	3.1
4.1	Indenture Supplement, dated as of July 11, 2018, relating to the Senior Secured Tower Revenue Notes, Series 2018-1, Class C-2023, by and among The Bank of New York Mellon (as successor to The Bank of New York as successor to JPMorgan Chase Bank, N.A.), as Indenture Trustee, and Crown Castle Towers LLC, Crown Castle South LLC, Crown Communication LLC, Crown Castle Towers 05 LLC, Crown Castle PR LLC, Crown Castle MU LLC and Crown Castle MUPA LLC, collectively as Issuers	8-K	001-16441	July 16, 2018	4.1
4.2	Indenture Supplement, dated as of July 11, 2018, relating to the Senior Secured Tower Revenue Notes, Series 2018-2, Class C-2028, by and among The Bank of New York Mellon (as successor to The Bank of New York as successor to JPMorgan Chase Bank, N.A.), as Indenture Trustee, and Crown Castle Towers LLC, Crown Castle South LLC, Crown Communication LLC, Crown Castle Towers 05 LLC, Crown Castle PR LLC, Crown Castle MU LLC and Crown Castle MUPA LLC, collectively as Issuers	8-K	001-16441	July 16, 2018	4.2
4.3	Indenture Supplement, dated as of July 11, 2018, relating to the Senior Secured Tower Revenue Notes, Series 2018-1, Class R-2028, by and among The Bank of New York Mellon (as successor to The Bank of New York as successor to JPMorgan Chase Bank, N.A.), as Indenture Trustee, and Crown Castle Towers LLC, Crown Castle South LLC, Crown Communication LLC, Crown Castle Towers 05 LLC, Crown Castle PR LLC, Crown Castle MU LLC and Crown Castle MUPA LLC, collectively as Issuers	8-K	001-16441	July 16, 2018	4.3
10.1	Amendment No. 3 dated as of June 14, 2018, among Crown Castle International Corp., the lenders and issuing banks party thereto, and JPMorgan Chase Bank, N.A., as administrative agent, to the Credit Agreement dated as of January 21, 2016, by and among Crown Castle International Corp., the lenders and issuing banks from time to time party thereto and JPMorgan Chase Bank, N.A., as administrative agent	8-K	001-16441	June 14, 2018	10.1
10.2*	Amended and Restated Crown Castle International Corp. Extended Service Separation Program	—	—	—	—
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002	—	—	—	—
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002	—	—	—	—
32.1†	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of Sarbanes-Oxley Act of 2002	—	—	—	—
101.INS*	XBRL Instance Document	—	—	—	—
101.SCH*	XBRL Taxonomy Extension Schema Document	—	—	—	—
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document	—	—	—	—
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document	—	—	—	—
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document	—	—	—	—
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document	—	—	—	—

* Filed herewith.
† Furnished herewith.

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: August 6, 2018

By: /s/ DANIEL K. SCHLANGER

Daniel K. Schlanger

Senior Vice President, Chief Financial Officer and Treasurer

(Principal Financial Officer)

Date: August 6, 2018

By: /s/ ROBERT S. COLLINS

Robert S. Collins

Vice President and Controller

(Principal Accounting Officer)

Amended and Restated
Crown Castle International Corp. Extended Service Separation Program

Crown Castle International Corp. ("Company") previously adopted the Crown Castle International Corp. Extended Service Separation Program ("Program") to provide certain compensation benefits to long-term employees of the Company and affiliates of the Company (collectively, "Company Group") who voluntarily terminate their employment with the Company Group. The Company has, effective October 1, 2018 ("Effective Date"), amended and restated the Program to make certain changes to its terms. An employee is eligible to participate in the Program if he or she has (i) attained certain minimum age and employment criteria, (ii) provided timely notice to the Company, (iii) agreed to timely execute a Separation Agreement (defined below), including a general release of claims against the Company Group as well as a confidentiality agreement and an assignment of inventions, (iv) for individuals who have received awards of restricted stock units ("RSUs") under the Company's 2013 Long-Term Incentive Plan ("LTIP"), agreed to timely execute an agreement containing post-employment restrictions, including non-competition and non-solicitation covenants, and (v) continued to work for the Company Group in "good standing" until his or her employment termination date as selected and approved by the Company hereunder ("Designated Termination Date"; the terms of "Miscellaneous–Not a Contract of Employment" below shall apply at all times with respect to any Designated Termination Date).

Eligibility Criteria

An employee of the Company Group who is in "good standing"[1] is eligible to participate in the Program if he or she satisfies the following requirements. An employee who is in "good standing" and satisfies each of the applicable requirements listed below and terminates on a Designated Termination Date will be treated as a "Qualifying Participant" for purposes of the Program.

1. <u>Voluntary Termination</u>. The Program applies to a voluntary termination of employment with the Company Group by an eligible employee. An employee whose termination of employment is involuntary or initiated by the Company Group for any reason is not eligible to receive benefits under the Program.

2. <u>Employment Requirement</u>. As a condition to receiving benefits under the Program, an employee must satisfy the following requirements on or before the employee's Designated Termination Date:

a. The employee must complete at least ten years of employment with the Company Group, which shall be determined without rounding up fractional years of employment[2];

b. The employee must attain at least 55 years of age;

c. The sum of the employee's age and years of employment must be equal to or greater than 70 (for purposes of this calculation, fractional years may be included but not rounded up).

3. <u>Notice Requirement</u>. An employee who satisfies the criteria above (or will satisfy such criteria as of the employee's Designated Termination Date) must provide the Company with timely notice of his or her intent to terminate employment with the Company. The Company shall, from time to time, establish a minimum notification period ("Minimum Notification Period") and maximum extension period ("Maximum Extension Period") which shall apply for purposes of this Program (see "Administration of the Program" below). The notification provided by the employee must propose the employee's preferred termination date ("Requested Termination Date"), which should be a date after such Minimum Notification Period. This notification must be provided using the electronic mail address Retirement@crowncastle.com.

If an employee has previously submitted a notification pursuant to the Program as in effect prior to the Effective Date ("Prior Program"), such employee may submit a new notification ("New Notification") pursuant to this amended and restated Program so long as the Requested Termination Date proposed under the New Notification is not later than the applicable Designated Termination Date under the Prior Program; upon approval of the New Notification and a new Designated Termination Date for the employee under Section 4, an employee shall no longer be eligible to participate in the Prior Program.

4. Approval Requirement. The VPTR must formally approve in writing the employee's eligibility for participation in the Program as well as the Designated Termination Date before an employee is eligible to receive any benefits under this Program. The VPTR shall, in his or her sole discretion, select and approve a Designated Termination Date for the employee, which Designated Termination Date may be earlier or later than the Requested Termination Date; provided, however, that (i) the Company shall not be required to provide any additional compensation to the employee if the VPTR selects a Designated Termination Date earlier than the Requested Termination Date and (ii) the Designated Termination Date selected by the VTPR shall be no later than the Maximum Extension Period after the Requested Termination Date.

5. Continued Employment Requirement. In order to be eligible to receive benefits under the Program, an eligible employee must continue to work as an employee for a member of the Company Group in "good standing", as determined by the VPTR, between the date that a proposed termination notice is delivered to the Company (as described in paragraph 3 above) and the employee's Designated Termination Date. If an otherwise eligible employee does not satisfy this requirement, he or she will not receive any separation benefits under this Program.

6. Separation Agreement Requirement. In order to be eligible to participate in this Program, an otherwise qualifying employee will be required to fully release any and all claims that he or she may have against the members of the Company Group and their employees, agents, directors, officers and representatives, and make certain other promises, including with respect to confidentiality of information and assignment of inventions, by timely executing a copy of the Separation Agreement relating to the Program ("Separation Agreement") with one or more members of the Company Group, as designated by the Company. A copy of the Separation Agreement is available upon request by contacting Retirement@crowncastle.com. An employee who has elected to participate in the Program will receive his or her Separation Agreement at least 60 days before the employee's Designated Termination Date and will be required to execute the Separation Agreement on his or her Designated Termination Date. An employee will have seven days to revoke the Separation Agreement after signing; however, if an employee elects to revoke the Separation Agreement, then the employee will not receive any separation benefits under this Program.

7. Non-competition Non-solicitation and Cooperation Agreement Requirement. If an eligible employee has received an Eligible RSU Award (defined below), he or she will be required to timely execute an agreement with one or more members of the Company Group, as designated by the Company, including terms regarding post-employment obligations and conditions, including cooperation, non-competition, and non-solicitation, the terms of which may be incorporated into the Separation Agreement referenced above. A copy of this agreement is available upon request by contacting Retirement@crowncastle.com.

Program Benefits

An employee who is classified as a Qualifying Participant on his or her Designated Termination Date will be eligible to receive the following benefits upon termination of employment with the Company Group:

1. Conditional Special Vesting. If a Qualifying Participant holds any Eligible RSU Awards on his or her Designated Termination Date, then the Qualifying Participant may receive Conditional Special Vesting (defined below) pursuant to this Section. From and after the termination of a Qualifying Participant's employment, and so long as the Qualifying Participant is, and has continuously been from and after such termination, in strict compliance with each of the requirements described in paragraphs 6 and 7 of the "Eligibility Criteria" section above (which compliance shall be determined at all times by the VPTR, in his or her sole discretion), then all Eligible RSU Awards held by the Qualifying Participant shall continue to have the opportunity to have their transfer and forfeiture restrictions lapse (i.e., "vest") pursuant to the terms (other than any employment requirement) of the applicable Eligible RSU Award agreements as if the Qualifying Person had remained an employee of the Company Group from and after the termination date ("Conditional Special Vesting").

a. Each Eligible RSU Award shall be forfeited on the earlier of (i) the date upon which the Qualifying Participant elects to revoke the Separation Agreement (or any other agreement containing the requirements of paragraphs 6 and 7 of "Eligibility Criteria" above), and (ii) the date upon which the Qualifying Participant violates any provision of the Separation Agreement (or any other agreement containing the requirements of paragraphs 6 and 7 of "Eligibility Criteria" above), as determined by the Company in its sole discretion.

b. Except as otherwise expressly set forth herein, each of the Qualifying Participant's Eligible RSU Awards will remain subject to the terms of its Eligible RSU Award agreement and the LTIP.

c. For purposes of this Program, the term "Eligible RSU Award" means, except as specified in the following sentence, a time-based or performance-based RSU that is granted to an eligible employee at least six months prior to the date of the Employee's termination of employment. RSUs granted outside of the annual long term incentive compensation award cycle, such as new hire RSUs, promotion RSUs and retention RSUs, will not be treated as Eligible RSU Awards.

2. Retirement Benefit. A Qualifying Participant who does not hold any Eligible RSU Awards on his or her termination date will receive a retirement contribution to his or her account under the Crown Castle International Corp. 401(k) Plan or the Crown Castle Puerto Rico 1165(e) Plan, as applicable ("Qualified Plan"). The amount of the retirement contribution will be equal to the lesser of:

a. Twenty-five percent (25%) of the Qualifying Participant's Final Base Compensation (defined below); or

b. The maximum annual contribution which may be made by the Company to the Qualified Plan under applicable law, including Section 415(c) of the Internal Revenue Code of 1986, as amended, without necessitating additional unintended contributions in order to satisfy applicable coverage or discrimination tests, for the year in which the Qualifying Participant terminates his or her employment with the Company.

The retirement contribution will be funded to the Qualified Plan in the form of a fully nonforfeitable, discretionary nonelective employer contribution, which shall be made to the Qualifying Participant's account at a time determined by the Company in its sole discretion but not later than the funding date which applies to discretionary nonelective employer contributions made by the Company for the plan year during which the Qualifying Participant has terminated his or her employment.

For purposes of this Program, the term "Final Base Compensation" means either (i) a Qualifying Participant's annualized base salary as in effect on the date that the Qualifying Participant terminates his or her employment with the Company Group, or (ii) a Qualifying Participant's annualized base hourly pay, calculated using the Qualifying Participant's base hourly rate of pay as in effect on the date that the Qualifying Participant terminates his or her employment with the Company group and the average number of weekly hours worked by the Qualifying Participant for the three-year period preceding the date that the Qualifying Participant terminates his or her employment with the Company Group.

Administration of the Program

General. This Program shall be administered by the VPTR. The VPTR shall supervise the administration and enforcement of the Program according to the terms and provisions outlined above and the rules approved by the Compensation Committee of the Company's Board of Directors. The VPTR shall have all powers necessary to accomplish these purposes, including, but not by way of limitation, the right, power, and authority:

- to establish, from time to time, the applicable Minimum Notification Period and Maximum Extension Period;
- to select and approve the Designated Termination Date for each Qualifying Participant who elects to participate in the Program on or after October 1, 2018;
- to make rules, regulations, and bylaws for the administration of the Program that are not inconsistent with the terms and provisions hereof, and to interpret and enforce the terms of the Program and the rules and regulations promulgated thereunder;
- to construe in his or her discretion all terms, provisions, conditions, and limitations of the Program;
- to correct any defect or to supply any omission or to reconcile any inconsistency that may appear in the Program in such manner and to such extent as he or she shall deem in his or her discretion expedient to effectuate the purposes of the Program;
- to determine in his or her discretion all questions relating to eligibility, including whether and when an employee has incurred a termination of employment and the reason for such termination; and
- to make a determination in his or her sole discretion as to the right of any individual to a benefit under the Program and to prescribe procedures to be followed by employees in obtaining benefits hereunder.

Claims Review Procedure. If an employee submits a notice to the Company asking to participate in the Program and his or her participation in the Program is not approved in writing by the VPTR, he or she may submit a written claim for reconsideration of benefits under the Program to the VPTR outlining the basis for such claim. The VPTR will make a final decision as to a claim within 90 days after receipt of the claim. If a decision is not given to the employee within such claim review period, the claim shall be treated as if it were denied on the last day of the claims review period.

Miscellaneous

Not a Contract of Employment. The adoption and maintenance of the Program shall not be deemed to be a contract between the Company Group and any individual or to be consideration for the employment of any individual. Nothing herein shall be deemed to (i) give any individual the right to be retained in the employ of the Company Group, (ii) restrict the right of the Company Group to discharge any individual at any time,

(iii) give the Company Group the right to require any individual to remain in the employ of the Company Group, or (iv) restrict any individual's right to terminate his or her employment at any time.

Alienation of Interest Forbidden. The interest of an eligible employee under the Program may not be sold, transferred, assigned, or encumbered in any manner, either voluntarily or involuntarily, and any attempt so to anticipate, alienate, sell, transfer, assign, pledge, encumber, or charge the same shall be null and void; neither shall the benefits hereunder be liable for or subject to the debts, contracts, liabilities, engagements or torts of any individual to whom such benefits or funds are payable, nor shall they be an asset in bankruptcy or subject to garnishment, attachment or other legal or equitable proceedings.

Amendment and Termination. The Compensation Committee of the Company's Board of Directors may from time to time, in its sole discretion, amend or discontinue, in whole or in part, any or all of the provisions of the Program on behalf of the Company Group. The Compensation Committee may interpret, modify or terminate the Program in its sole discretion at any time; provided, that, without the consent of the Qualifying Participant, no change in the Program may be made that would adversely affect the rights of a Qualifying Participant with respect to benefits agreed to pursuant to the terms and conditions of a Separation Agreement previously entered into between the Qualifying Participant and a member of the Company Group.

Other Agreements. Nothing in the Program is intended to reduce the Company Group's protections or the employee's obligations under (i) any other agreement between the employee and the Company Group, or (ii) any applicable law.

Statute of Limitations. No person may bring any action pertaining to a claim for benefits under the Program following the earlier of (i) 365 days after the final denial of his or her claim for benefits, or (ii) the limitations period under Delaware contract law.

Governing Law. All provisions of the Program shall be construed in accordance with the laws of the State of Texas, except to the extent preempted by applicable law and except to the extent that the conflicts of laws provisions of the State of Texas would require the application of the relevant law of another jurisdiction. The venue for any litigation relating to the Program will be in Harris County, Texas.

Interpretation. Unless expressed otherwise in this Agreement, the term "including" means "including without limitation." The term "law" includes any (a) law of any jurisdiction (federal, state, local or other jurisdiction), (b) statutory or common law or (c) applicable regulations.

[1] An employee will be in "good standing" or not in "good standing" as so determined, from time to time, by the Crown Castle USA Corp. Vice President of Total Rewards ("VPTR", which term shall include any future title changes which relate to substantially the same officer position), in his or her total discretion, after considering any information the VTPR deems relevant, including, the employee's current and prior performance, compliance with applicable laws, disciplinary record and compliance with the Company's policies and procedures. The VPTR's determination as to "good standing" shall be determinative and final.

[2] Any calculation of years of employment shall be determined by the VPTR and shall generally be based on an employee's date of hire, including an "adjusted" date of hire for an employee hired in connection with an acquisition and who received credit for periods of employment with an acquired company. An employee who is considering retirement under the Program is encouraged to contact the Business Support department at Retirement@crowncastle.com to confirm the calculation of his or her years of employment. The VPTR's determination as to years of employment shall be determinative and final.

Exhibit 31.1

Certification
For the Quarterly Period Ended June 30, 2018

I, Jay A. Brown, certify that:

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

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 6, 2018

/s/ Jay A. Brown

Jay A. Brown
President and Chief Executive Officer

Exhibit 31.2

Certification
For the Quarterly Period Ended June 30, 2018

I, Daniel K. Schlanger, certify that:

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

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 6, 2018

/s/ Daniel K. Schlanger

Daniel K. Schlanger
Senior Vice President, Chief Financial Officer and Treasurer

Exhibit 32.1

Certification Pursuant to
18 U.S.C. Section 1350
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report on Form 10-Q of Crown Castle International Corp., a Delaware Corporation ("Company"), for the period ending June 30, 2018 as filed with the Securities and Exchange Commission on the date hereof ("Report"), each of the undersigned officers of the Company hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of such officer's knowledge:

1) the Report complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of June 30, 2018 (the last date of the period covered by the Report).

/s/ Jay A. Brown

Jay A. Brown
President and Chief Executive Officer

August 6, 2018

/s/ Daniel K. Schlanger

Daniel K. Schlanger
Senior Vice President, Chief Financial Officer and Treasurer

August 6, 2018

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to Crown Castle International Corp. and will be retained by Crown Castle International Corp. and furnished to the Securities and Exchange Commission or its staff upon request.