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

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of earliest event reported): December 21, 2012 (November 30, 2012)

Crown Castle International Corp.
(Exact Name of Registrant as Specified in its Charter)

Delaware	001-16441	76-0470458
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification Number)

**1220 Augusta Drive, Suite 500
Houston, TX 77057**
(Address of Principal Executive Office)

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

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.01 – COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS

As previously reported on its Current Report on Form 8-K dated November 30, 2012 and filed on December 4, 2012, Crown Castle International Corp., a Delaware corporation ("Crown Castle" or the "Company") through certain of its wholly owned subsidiaries, completed its acquisition of the exclusive right to lease, operate or otherwise acquire approximately 7,100 wireless communication sites ("Sites") from T-Mobile USA, Inc., a Delaware corporation and a subsidiary of Deutsche Telekom, AG ("T-Mobile"), and certain T-Mobile subsidiaries for approximately $2.486 billion in cash (subject to certain post-closing adjustments) ("T-Mobile Transaction").

The descriptions of the T-Mobile Transaction and the related agreements, as set forth in Item 1.01 of Crown Castle's Current Report on Form 8-K dated September 28, 2012 and filed on October 2, 2012, as supplemented by Crown Castle's Current Report on Form 8-K dated November 30, 2012 and filed on December 4, 2012, are incorporated herein by reference.

This Current Report on Form 8-K/A is being filed to provide, and amends Crown Castle's Current Report on Form 8-K dated November 30, 2012 and filed on December 4, 2012 to include, the financial statements and pro forma financial information relating to the T-Mobile Transaction set forth below under Item 9.01. Such financial statements and information should be read in conjunction with Crown Castle's Current Report on Form 8-K dated November 30, 2012 and filed on December 4, 2012.

ITEM 9.01 – FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial statements of real estate operations acquired

The Statement of Revenue and Certain Expenses of T3 Sites, a component of T-Mobile, for the year ended December 31, 2011, with independent auditors report thereon, is filed as Exhibit 99.1 to this Current Report on Form 8-K/A. The Unaudited Statement of Revenue and Certain Expenses of T3 Sites for the nine months ended September 30, 2012, is filed as Exhibit 99.2 to this Current Report on Form 8-K/A.

(b) Pro forma financial information

The Unaudited Pro Forma Condensed Combined Balance Sheet of Crown Castle as of September 30, 2012 and the Unaudited Pro Forma Condensed Combined Statement of Operations of Crown Castle for the year ended December 31, 2011 and the nine months ended September 30, 2012 are filed as Exhibit 99.3 to this Current Report on Form 8-K. The Unaudited Pro Forma Statement of Estimated Taxable Operating Results and Cash to be Made Available by Operations for the year ended December 31, 2011 is filed as Exhibit 99.4 to this Current Report on Form 8-K/A.

(d) Exhibits

Exhibit No.	Description
23.1	Consent of PricewaterhouseCoopers LLP, Independent Accountants
99.1	Statement of Revenue and Certain Expenses of T3 Sites for the year ended December 31, 2011, with independent auditors report thereon.
99.2	Unaudited Statement of Revenue and Certain Expenses of T3 Sites for the nine months ended September 30, 2012.
99.3	Unaudited Pro Forma Condensed Combined Balance Sheet of Crown Castle as of September 30, 2012 and Unaudited Pro Forma Condensed Combined Statement of Operations of Crown Castle for the year ended December 31, 2011 and the nine months ended September 30, 2012.
99.4	Unaudited Pro Forma Statement of Estimated Taxable Operating Results and Cash to be Made Available by Operations for the year ended December 31, 2011.

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 hereunto duly authorized.

CROWN CASTLE INTERNATIONAL CORP.

By:	/s/ E. Blake Hawk
Name:	E. Blake Hawk
Title:	Executive Vice President and General Counsel

Date: December 21, 2012

Exhibit Index

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99.4	Unaudited Pro Forma Statement of Estimated Taxable Operating Results and Cash to be Made Available by Operations for the year ended December 31, 2011.

Exhibit 23.1

Consent of Independent Accountants

We hereby consent to the incorporation by reference in the registration statements (Nos. 333-67379, 333-101008, 333-118659, 333-163843 and 333-181715) on Form S-8, the registration statement (No. 333-106728) on Form S-3, and the registration statements (Nos. 333-140452 and 333-180526) on Form S-3 ASR of Crown Castle International Corp. of our report dated December 7, 2012, relating to the Statement of Revenues and Certain Expenses of T3 Sites, comprising the operations of certain wireless communications towers owned by subsidiaries of T-Mobile USA, Inc., for the year ended December 31, 2011, which appears in the current report on Form 8-K/A of Crown Castle International Corp. dated December 21, 2012.

/s/ PricewaterhouseCoopers LLP
Seattle, Washington
December 21, 2012

Exhibit 99.1

T3 Sites
(A component of T-Mobile USA, Inc.)
Statement of Revenues and Certain Expenses
December 31, 2011

T3 Sites
(A component of T-Mobile USA, Inc.)
Index
December 31, 2011

Report of Independent Auditors

To the Board of Directors and
Stockholder of T-Mobile USA, Inc.:

We have audited the accompanying Statement of Revenues and Certain Expenses of T3 Sites, comprising the operations of certain wireless communications towers owned by subsidiaries of T-Mobile USA, Inc. (the "Company") for the year ended December 31, 2011. The Statement of Revenues and Certain Expenses is the responsibility of the Company's management. Our responsibility is to express an opinion on the Statement of Revenues and Certain Expenses based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement of Revenues and Certain Expenses is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the Statement of Revenues and Certain Expenses. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the Statement of Revenues and Certain Expenses. We believe that our audit provides a reasonable basis for our opinion.

The accompanying Statement of Revenues and Certain Expenses was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission as described in Note 1 to the Statement of Revenues and Certain Expenses. It is not intended to be a complete presentation of the properties' revenues and expenses.

In our opinion, the Statement of Revenues and Certain Expenses referred to above present fairly, in all material respects, the revenues and certain expenses of T3 Sites as described in Note 1 for the year ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America.

/s/ PricewaterhouseCoopers LLP

Seattle, Washington
December 7, 2012

T3 Sites
(A component of T-Mobile USA, Inc.)
Statement of Revenues and Certain Expenses
Year Ended December 31, 2011

(dollars in thousands)

Revenues	
Lease revenues	$ 88,694
Other service revenues	3,665
Total revenues	92,359
Certain operating expenses	
Lease expense	119,156
Selling, general and administrative, and other	14,332
Property taxes	13,112
Total certain operating expenses	146,600
Certain expenses in excess of revenues	$ (54,241)

The accompanying notes are an integral part of this Statement of Revenues and Certain Expenses.

1. Summary of Significant Accounting Policies

Operations and Basis of Presentation

The accompanying Statement of Revenues and Certain Expenses (the "Statement") includes the operations of certain wireless communications towers owned by subsidiaries of T-Mobile USA, Inc. (together with its subsidiaries, "T-Mobile" or the "Company"). These towers represent those to be leased or acquired by Crown Castle International Corp. (together with its subsidiaries, "CCIC") as described in the next paragraph. These communications towers are located on real property primarily leased from a variety of third party individuals and commercial landlords. For the purposes of this Statement, T-Mobile's investment in these towers, and the associated operations, including leasing activities with landlords, maintenance of the communications towers, and the marketing and leasing of available tower capacity on the communications towers to other wireless service providers, are referred to collectively as "T3 Sites". T3 Sites is not a legal entity.

On September 28, 2012 a definitive agreement was reached by T-Mobile and CCIC under which CCIC will have exclusive rights to lease, manage or purchase and operate approximately 7,200 sites that made up the T3 Sites tower portfolio. Prior to the transaction closing on November 30, 2012, the total sites included in the transaction was reduced to approximately 7,100 sites, for which the financial results are included in this Statement. Under the terms of the transaction, CCIC will also take over the existing collocation arrangements with third party tenants who lease space on the towers. T-Mobile has committed to sublease space on the towers from CCIC for a minimum of 10 years. The agreement and this Statement exclude certain other T-Mobile-owned wireless sites and related assets that are not subject to the agreement.

The accompanying Statement has been prepared for the purpose of complying with Rule 3-14 of the Securities and Exchange Commission. The Statement, which encompasses the towers to be leased or sold to CCIC is not representative of the actual operations of T3 Sites for the period presented or indicative of future operations of T3 Sites as no revenue for T-Mobile's occupation of tower space has been included as discussed below in Revenue Recognition. Additionally, certain expenses, primarily consisting of corporate overhead, interest expense, depreciation and amortization and income taxes have been excluded.

The accompanying Statement of T3 Sites has been prepared using accounting principles generally accepted in the United States. These principles require management to make estimates and assumptions that affect the reported amounts of revenues and expenses. Actual results could differ from those estimates.

Revenue Recognition

Lease revenues include revenues from site collocation rendered to non-affiliate customers. No revenue has been recognized by T3 Sites in conjunction with T-Mobile's occupation of tower space. Escalation clauses, excluding variable lease rentals such as those tied to the Consumer Price Index ("CPI"), and other incentives present in the lease agreements with T3 Sites customers are recognized on a straight-line basis through the current term of the lease excluding renewal periods exercisable at the option of the tenant. Amounts received prior to being earned are deferred until such time as the earnings process is complete or recognized initially over the period in which services are rendered.

T3 Sites recognizes Other service revenues, including application fees and other fee-based service revenues, as services are rendered.

Lease Expense

T3 Sites recognizes lease expense, primarily on ground leases, on a straight-line basis, over the initial lease term and renewal periods that are considered reasonably assured at the inception of the lease. Rent escalations, excluding variable lease rentals such as those tied to the CPI, present in the lease agreements between T3 Sites and its ground lessors are included in the computation of straight-line rent. Expense recognized in advance of required payments is accrued as a liability.

Certain ground leases contain provisions which require T3 Sites to pay the landlord a certain percentage or fixed amount of revenues earned from collocation tenants of T-Mobile. Ground lease expenses related to such revenue share provisions amounted to approximately 7% of total Lease expense for the year ended December 31, 2011.

Use of Estimates

The preparation of the Statement of Revenues and Certain Expenses requires management to make estimates and assumptions that affect the reported amounts of revenues and expenses, and the disclosure of contingencies at the date of the Statement of Revenues and Certain Expenses. Significant estimates include reasonably assured renewal terms for operating leases and property taxes. T-Mobile based these estimates on historical experience, where applicable, and other assumptions that management believes are reasonable under the circumstances. Due to the inherent uncertainty involved in making estimates, actual results may differ from such estimates if management’s assumptions prove invalid or conditions change.

Concentrations of Risk

T3 Sites has seven customers that generated an aggregate of approximately 95% of revenues for the year ended December 31, 2011, including four customers that each generated more than 10% of the revenues. The percentage of revenues by customer is summarized in the table below for the year ended December 31, 2011:

Customer A	23.2%
Customer B	22.6%
Customer C	16.0%
Customer D	14.4%

2. Related Party Transactions and Allocations

T-Mobile is the anchor tenant occupying space on substantially all of the towers operated by T3 Sites during the year ended December 31, 2011. Revenue associated with T-Mobile’s occupation of tower space has not been included in this Statement as no formal contract exists between T3 Sites and T-Mobile.

T3 Sites is dependent upon T-Mobile to fund its operations and anticipates that this funding requirement will continue until the transaction with CCIC is completed.

T-Mobile does not file separate property tax returns for the T3 Sites property and equipment. For purposes of this Statement, Property taxes were determined by applying the property tax rates applicable to T-Mobile on a state by state basis against the total T3 Sites investment in property and equipment in those states.

T3 Sites has not been operated as a separate legal entity. As a result, direct costs of the towers have been reflected in this Statement to the extent they were directly attributable or allocable as outlined below.

Selling, general and administrative, and other expenses and a portion of Other service revenues are directly attributable to T-Mobile's overall towers business but not to the specific portfolio of towers included in the transaction. These costs have been allocated to T3 Sites on a pro-rata basis based on the quantity of towers included in the T3 Sites.

3. Operating Lease Revenues

At December 31, 2011, minimum expected future rental revenue receipts for leased space on owned towers from non-affiliate tenants based on contracted rates for the contractually obligated periods, but excluding any renewal periods exercisable at the option of the tenant, are as follows:

(dollars in thousands)

Years Ending December 31,	
2012	$ 91,424
2013	78,154
2014	62,026
2015	36,220
2016	10,974
Thereafter	196
	$278,994

4. Operating Lease Commitments

Lease commitments consist primarily of contractual lease rentals for ground leases. T3 Sites recognizes rent expense, including the effect of fixed increases in rent, on a straight-line basis over the term estimated at inception or acquisition of the lease. Future minimum lease payments over the remaining estimated lease terms, including reasonably assured renewals, are as follows:

(dollars in thousands)

Years Ending December 31,	
2012	$107,585
2013	107,895
2014	106,375
2015	101,181
2016	92,414
Thereafter	393,038
	$908,488

Exhibit 99.2

T3 Sites
(A component of T-Mobile USA, Inc.)
Unaudited Statement of Revenues and
Certain Expenses
Nine Months Ended September 30, 2012

T3 Sites
(A component of T-Mobile USA, Inc.)
Index
Nine Months Ended September 30, 2012

T3 Sites
(A component of T-Mobile USA, Inc.)
Unaudited Statement of Revenues and Certain Expenses
Nine Months Ended September 30, 2012

(dollars in thousands)

Revenues	
Lease revenues	$ 73,997
Other service revenues	3,211
Total revenues	77,208
Certain operating expenses	
Lease expense	93,685
Selling, general and administrative, and other	10,145
Property taxes	10,129
Total certain operating expenses	113,959
Certain expenses in excess of revenues	$ (36,751)

The accompanying notes are an integral part of this Unaudited Statement of Revenues and Certain Expenses.

1. Summary of Significant Accounting Policies

The accompanying interim Statement of Revenues and Certain Expenses (the "Statement") and the financial information included herein are unaudited, but reflect all adjustments which are, in our opinion, necessary for a fair presentation of the results of operations for the period presented. All such adjustments are of a normal, recurring nature. Results of operations for the interim period presented herein are not necessarily indicative of results of operations for the entire year.

Certain information and footnote disclosures normally included in audited Statement of Revenues and Certain Expenses prepared according to accounting principles generally accepted in the United States have been condensed or omitted. As a result, the Statement of Revenues and Certain Expenses for the nine months ended September 30, 2012 should be read along with T3 Sites' audited Statement of Revenues and Certain Expenses for the year ended December 31, 2011.

Operations and Basis of Presentation

The Statement includes the operations of certain wireless communications towers owned by subsidiaries of T-Mobile USA Inc. (together with its subsidiaries, "T-Mobile" or the "Company"). These towers represent those to be leased or acquired by Crown Castle International Corp. (together with its subsidiaries, "CCIC") as described in the next paragraph. These communications towers are located on real property primarily leased from a variety of third party individuals and commercial landlords. For the purposes of this Statement, T-Mobile's investment in these towers, and the associated operations, including leasing activities with landlords, maintenance of the communications towers, and the marketing and leasing of available tower capacity on the communications towers to other wireless service providers, are referred to collectively as "T3 Sites". T3 Sites is not a legal entity.

On September 28, 2012 a definitive agreement was reached by T-Mobile and CCIC under which CCIC will have exclusive rights to lease, manage or purchase and operate approximately 7,200 sites that made up the T3 Sites tower portfolio. Prior to the transaction closing on November 30, 2012, the total sites included in the transaction was reduced to approximately 7,100 sites, for which the financial results are included in this Statement. Under the terms of the transaction, CCIC will also take over the existing collocation arrangements with third party tenants who lease space on the towers. T-Mobile has committed to sublease space on the towers from CCIC for a minimum of 10 years. The agreement and this Statement exclude certain other T-Mobile-owned wireless sites and related assets that are not subject to the agreement.

The accompanying Statement has been prepared for the purpose of complying with Rule 3-14 of the Securities and Exchange Commission. The Statement, which encompasses the towers to be leased or sold to CCIC is not representative of the actual operations of T3 Sites for the period presented or indicative of future operations of T3 Sites as no revenue for T-Mobile's occupation of tower space has been included as discussed below in Revenue Recognition. Additionally, certain expenses, primarily consisting of corporate overhead, interest expense, depreciation and amortization and income taxes have been excluded.

The accompanying Statement of T3 Sites has been prepared using accounting principles generally accepted in the United States. These principles require management to make estimates and assumptions that affect the reported amounts of revenues and expenses. Actual results could differ from those estimates.

Revenue Recognition

Lease revenues include revenues from site collocation rendered to non-affiliate customers. No revenue has been recognized by T3 Sites in conjunction with T-Mobile's occupation of tower space. Escalation clauses, excluding variable lease rentals such as those tied to the Consumer Price Index ("CPI"), and other incentives present in the lease agreements with T3 Sites customers are recognized on a straight-line basis through the current term of the lease excluding renewal periods exercisable at the option of the tenant. Amounts received prior to being earned are deferred until such time as the earnings process is complete or recognized ratably over the period in which services are rendered.

T3 Sites recognizes other service revenues, including application fees and other fee-based service revenues, as services are rendered.

Lease Expense

T3 Sites recognizes lease expense, primarily on ground leases, on a straight-line basis, over the initial lease term and renewal periods that are considered reasonably assured at the inception of the lease. Rent escalations, excluding variable lease rentals such as those tied to the CPI, present in the lease agreements between T3 Sites and its ground lessors are included in the computation of straight-line rent. Expense recognized in advance of required payments is accrued as a liability.

Certain ground leases contain provisions which require T3 Sites to pay the landlord a certain percentage or fixed amount of revenues earned from collocation tenants of T-Mobile. Ground lease expense related to such revenue share provisions amounted to approximately 8% of total Lease expense for the nine months ended September 30, 2012.

Use of Estimates

The preparation of the Statement of Revenues and Certain Expenses requires management to make estimates and assumptions that affect the reported amounts of revenues and expenses, and the disclosure of contingencies at the date of the Statement of Revenues and Certain Expenses. . Significant estimates include reasonably assured renewal terms for operating leases and property taxes. T-Mobile based these estimates on historical experience, where applicable, and other assumptions that management believes are reasonable under the circumstances. Due to the inherent uncertainty involved in making estimates, actual results may differ from such estimates if management's assumptions prove invalid or conditions change.

Concentrations of Risk

T3 Sites has seven customers that generated an aggregate of approximately 95% of revenues for the nine months ended September 30, 2012, including four customers that each generated more than 10% of the revenues. The percentage of revenues by customer is summarized in the table below for the nine months ended September 30, 2012:

Customer A	25.8%
Customer B	21.3%
Customer C	14.8%
Customer D	14.5%

2. Related Party Transactions and Allocations

T-Mobile is the anchor tenant occupying space on substantially all of the towers operated by T3 Sites during the nine months ended September 30, 2012. Revenue associated with T-Mobile's occupation of tower space has not been included in this Statement as no formal contract exists between T3 Sites and T-Mobile.

T3 Sites is dependent upon T-Mobile to fund its operations and anticipates that this funding requirement will continue until the transaction with CCIC is completed.

T-Mobile does not file separate property tax returns for the T3 Sites property and equipment. For purposes of this Statement, Property taxes were determined by applying the property tax rates applicable to T-Mobile on a state by state basis against the total T3 Sites investment in property and equipment in those states.

Selling, general and administrative, and other expenses and a portion of Other service revenues are directly attributable to T-Mobile's overall towers business but not to the specific portfolio of towers included in the transaction. These costs have been allocated to T3 Sites on a pro-rata basis based on the quantity of towers included in the T3 Sites.

Unaudited Pro Forma Condensed Combined Financial Information

The accompanying unaudited pro forma condensed combined financial statements present the pro forma combined financial position and results of operations of the combined company based upon the historical financial statements of Crown Castle International Corp. ("Crown Castle") and T3 Sites, a component T-Mobile, after giving effect to the acquisition by Crown Castle, through certain of its wholly owned subsidiaries, of the exclusive right to lease, operate or otherwise acquire approximately 7,100 wireless communication sites (the "Sites") from T-Mobile USA, Inc., a Delaware corporation and a subsidiary of Deutsche Telekom, AG ("T-Mobile"), and certain T-Mobile subsidiaries for approximately $2.486 billion in cash (subject to certain post-closing adjustments) (the "T-Mobile Transaction") and the related financings and other transactions described herein (collectively, together with the T-Mobile Transaction, the "Transactions"). The adjustments set forth herein and described in the accompanying footnotes are intended to reflect the impact of the Transactions on Crown Castle. The accompanying unaudited pro forma condensed combined financial statements are based upon the historical financial statements and have been developed from the (i) audited consolidated financial statements of Crown Castle contained in its Annual Report on Form 10-K for the fiscal year ended December 31, 2011 and the unaudited condensed consolidated financial statements of Crown Castle contained in its periodic report on Form 10-Q for the nine months ended September 30, 2012, and (ii) statement of revenues and certain expenses of T3 Sites for the year ended December 31, 2011 and the nine months ended September 30, 2012. T3 Sites is not a legal entity and references to T3 Sites refer to the collective operations of the Sites. The unaudited pro forma condensed combined financial statements are prepared using the purchase method of accounting, with Crown Castle treated as the acquirer and as if the Transactions had been consummated on September 30, 2012 for purposes of preparing the unaudited condensed combined balance sheet, and on January 1, 2011 for purposes of preparing the unaudited condensed combined statement of operations for the year ended December 31, 2011 and the nine months ended September 30, 2012.

Crown Castle is in the process of obtaining a third-party valuation of certain of the assets acquired and liabilities assumed from T-Mobile, including property and equipment and intangible assets. Given the size and timing of the T-Mobile Transaction, the amount of certain assets and liabilities presented are based on preliminary valuations and are subject to adjustment as additional information is obtained and the third-party valuation is finalized. The primary areas of the purchase price allocation that are not finalized relate to fair values of property and equipment, intangibles, goodwill and the related tax impact of adjustments to these areas of the purchase price allocation. However, as indicated in note (B) to the unaudited pro forma condensed combined financial statements, Crown Castle made preliminary estimates of the fair values necessary to prepare the unaudited pro forma condensed combined financial statements. The preliminary purchase price allocation is based on the assumption that substantially all of the leased Sites in the T-Mobile Transaction are accounted for as prepaid capital leases. Any excess purchase price over the acquired net assets, as adjusted to reflect estimated fair values, has been recorded as goodwill. Actual results may differ from these unaudited pro forma condensed combined financial statements once Crown Castle has determined the final purchase price for the T-Mobile Transaction, including with respect to finalization of the tower count, and has completed the valuation studies necessary to finalize the required purchase price allocations. There can be no assurance that such finalization will not result in material changes.

The accompanying unaudited pro forma condensed combined financial statements are provided for illustrative purposes only and do not purport to represent what the actual consolidated results of operations or the consolidated financial position of Crown Castle would have been had the Transactions occurred on the dates assumed, nor are they necessarily indicative of future consolidated results of operations or consolidated financial position. The unaudited pro forma condensed combined financial statements do not include the realization of potential cost savings from operating efficiencies or restructuring costs that may result from the T-Mobile Transaction. The unaudited pro forma condensed combined financial statements should be read in conjunction with the separate historical consolidated financial statements and accompanying notes of Crown Castle previously filed on our Form 10-K and Form 10-Q, and the statements of revenues and certain expenses of T3 Sites and accompanying notes included elsewhere in this filing.

Unaudited Pro Forma Condensed Combined Balance Sheet
Crown Castle International Corp. and Subsidiaries
September 30, 2012
(in thousands except per share data)

	Historical September 30, 2012(A)	Adjustments for the Transactions(B)		Pro Forma September 30, 2012
ASSETS				
Current assets				
Cash and cash equivalents	118,903	$ (84,518)	B1	$ 34,385
Restricted cash	273,305	—		273,305
Receivables, net	141,399	—		141,399
Prepaid expenses	104,646	16,740	B2	121,386
Deferred income tax assets	78,937	—		78,937
Deferred site rental receivables and other current assets, net	60,186	—		60,186
Total current assets	777,376	(67,778)		709,598
Deferred site rental receivables, net	804,231	—		804,231
Property and equipment, net of accumulated depreciation	5,380,541	1,466,000	B2	6,846,541
Goodwill	2,801,161	443,057	B2	3,244,218
Other intangible assets, net	2,368,650	404,000	B2	2,772,650
Deferred income tax assets	—	105,469	B2	105,469
Long-term prepaid rent, deferred financing costs and other assets, net	604,460	18,731	B3	623,191
	$12,736,419	$ 2,369,479		$15,105,898
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Accounts payable	48,373	—		48,373
Accrued interest	54,587	—		54,587
Deferred revenues and below-market tenant leases	220,744	—		220,744
Other accrued liabilities	120,020	29,464	B2	149,484
Current maturities of debt and other obligations	88,093	—		88,093
Total current liabilities	531,817	29,464		561,281
Debt and other long-term obligations	8,295,071	2,420,000	B3	10,715,071
Deferred income tax liabilities	96,735	(96,735)	B2	—
Below-market tenant leases, deferred ground lease payable and other liabilities	869,991	20,000	B2	889,991
Total liabilities	$ 9,793,614	$ 2,372,729		$12,166,343
Commitments and contingencies				
Redeemable convertible preferred stock, $0.1 par value; 20,000,000 shares authorized; 0 shares issued and outstanding	—	—		—
CCIC stockholders' equity:				
Common stock, $.01 par value; 600,000,000 shares authorized; shares issued and outstanding - 293,161,069	2,932	—		2,932
Additional paid-in capital	5,615,263	—		5,615,263
Accumulated other comprehensive income (loss)	(71,633)	—		(71,633)
Accumulated deficit	(2,606,485)	(3,250)	B2	(2,609,735)
Total CCIC stockholders' equity	2,940,077	(3,250)		2,936,827
Noncontrolling interest	2,728	—		2,728
Total equity	2,942,805	(3,250)		2,939,555
Total liabilities and equity	$12,736,419	$ 2,369,479		$15,105,898

See notes to unaudited pro forma condensed combined financial statements.

Unaudited Pro Forma Condensed Combined Statement of Operations
Crown Castle International Corp. and Subsidiaries
Year Ended December 31, 2011
(in thousands except per share data)

	Historical Year Ended December 31, 2011(C)	Adjustments for the Transactions(D)		Pro Forma Year Ended December 31, 2011
Net revenues:				
Site rental	$1,853,550	$ 257,429	D1	$2,110,979
Network services and other	179,179	3,665	D1	182,844
Net revenues	2,032,729	261,094		2,293,823
Operating expenses:				
Cost of operations (1):				
Site rental	481,398	159,114	D1	640,512
Network services and other	106,987	—	D1	106,987
General administrative	173,493	9,301	D1	182,794
Asset write-down charges	22,285	—		22,285
Acquisition and integration costs	3,310	—		3,310
Depreciation, amortization and accretion	552,951	84,550	D2	637,501
Total operating expenses	1,340,424	252,965		1,593,389
Operating income (loss)	692,305	8,129		700,434
Interest expense and amortization of deferred financing costs	(507,587)	(109,368)	D3	(616,955)
Interest income	666	—		666
Other income (expense)	(5,577)	—		(5,577)
Income (loss) before income taxes	179,807	(101,239)		78,568
Benefit (provision) for income taxes	(8,347)	—	D4	(8,347)
Net income (loss)	171,460	(101,239)		70,221
Less: Net income (loss) attributable to the noncontrolling interest	383	—		383
Net income (loss) attributable to CCIC stockholders	171,077	(101,239)		69,838
Dividends on preferred stock	(22,940)	—		(22,940)
Net income (loss) attributable to CCIC stockholders after deduction of dividends on preferred stock	$ 148,137	$ (101,239)		$ 46,898
Net income (loss)	$ 171,460	$ (101,239)		$ 70,221
Other comprehensive income (loss):				
Available-for-sale securities, net of tax of $0, $0 and $0:				
Unrealized gains (losses), net of taxes	(7,537)	—		(7,537)
Derivative instruments, net of taxes of $0, $0 and $0:				
Net change in fair value of cash flow hedging instruments, net of taxes	(973)	—		(973)
Amounts reclassified into results of operations, net of taxes	71,707	—		71,707
Foreign currency translation adjustments	(848)	—		(848)
Total other comprehensive income (loss)	62,349	—		62,349
Comprehensive income (loss)	233,809	(101,239)		132,570
Less: Comprehensive income (loss) attributable to the noncontrolling interest	750	—		750
Comprehensive income (loss) attributable to CCIC stockholders	$ 233,059	$ (101,239)		$ 131,820
Net income (loss) attributable to CCIC common stockholders, after deduction of dividends on preferred stock, per common share:				
Basic	0.52	(0.36)		0.17
Diluted	0.52	(0.35)		0.16
Weighted-average common shares outstanding (in thousands):				
Basic	283,821	—		283,821
Diluted	285,947	—		285,947

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

See notes to unaudited pro forma condensed combined financial statements.

Unaudited Pro Forma Condensed Combined Statement of Operations
Crown Castle International Corp. and Subsidiaries
Nine Months Ended September 30, 2012
(in thousands except per share data)

	Historical Nine Months Ended September 30, 2012(E)	Adjustments for the Transactions(F)		Pro Forma Nine Months Ended September 30, 2012
Net revenues:				
Site rental	$ 1,553,878	$ 194,902	F1	$ 1,748,780
Network services and other	204,715	3,211	F1	207,926
Net revenues	1,758,593	198,113		1,956,706
Operating expenses:				
Cost of operations (1):				
Site rental	389,756	123,383	F1	513,139
Network services and other	121,812	—	F1	121,812
General administrative	153,941	6,371	F1	160,312
Asset write-down charges	8,250	—		8,250
Acquisition and integration costs	12,112	—		12,112
Depreciation, amortization and accretion	446,749	63,413	F2	510,162
Total operating expenses	1,132,620	193,167		1,325,787
Operating income (loss)	625,973	4,947		630,920
Interest expense and amortization of deferred financing costs	(427,361)	(82,026)	F3	(509,387)
Gains (losses) on retirement of long-term obligations	(14,586)	—		(14,586)
Interest income	1,027	—		1,027
Other income (expense)	(3,958)	—		(3,958)
Income (loss) before income taxes	181,095	(77,079)		104,016
Benefit (provision) for income taxes	29,437	26,978	F4	56,415
Net income (loss)	210,532	(50,101)		160,431
Less: Net income (loss) attributable to the noncontrolling interest	2,443	—		2,443
Net income (loss) attributable to CCIC stockholders	208,089	(50,101)		157,988
Dividends on preferred stock	(2,629)	—		(2,629)
Net income (loss) attributable to CCIC stockholders after deduction of dividends on preferred stock	$ 205,460	$ (50,101)		$ 155,359
Net income (loss)	210,532	$ (50,101)		160,431
Other comprehensive income (loss):				
Available-for-sale securities, net of tax of $0, $0 and $0:				
Unrealized gains (losses) on available-for-sale securities, net of taxes	—	—		—
Derivative instruments, net of taxes of $11,415, $0 and $11,415:				
Net change in fair value of cash flow hedging instruments, net of taxes	—	—		—
Amounts reclassified into results of operations, net of taxes	37,541	—		37,541
Foreign currency translation adjustments	7,120	—		7,120
Total other comprehensive income (loss)	44,661	—		44,661
Comprehensive income (loss)	255,193	(50,101)		205,092
Less: Comprehensive income (loss) attributable to the noncontrolling interest	1,741	—		1,741
Comprehensive income (loss) attributable to CCIC stockholders	$ 253,452	$ (50,101)		203,351
Net income (loss) attributable to CCIC common stockholders, after deduction of dividends on preferred stock, per common share:				
Basic	0.71	(0.17)		0.54
Diluted	0.71	(0.17)		0.53
Weighted-average common shares outstanding (in thousands):				
Basic	288,775	—		288,775
Diluted	290,527	—		290,527

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

See notes to unaudited pro forma condensed combined financial statements.

Notes to Pro Forma Condensed Combined Financial Statements (Unaudited)
Crown Castle International Corp. and Subsidiaries
(tabular dollars in thousands)

A. Reflects our condensed consolidated balance sheet as of September 30, 2012 derived from our unaudited condensed consolidated financial statements included in our Form 10-Q for the nine months ended September 30, 2012 filed on November 2, 2012.

B. Reflects the Transactions as set forth below.

B1. The table below reflects the total purchase price and funding sources for the T-Mobile Transaction.

Prepaid lease and acquisition payment	$ 2,469,397
Prorated expenses and revenues adjustment	16,390
Total purchase price	$ 2,485,787
Cash on hand	$ (84,518)
Revolving credit agreement borrowings (see B3)	(770,000)
5.25% Senior Notes offering, net of fees and expenses (see B3)	(1,631,269)
Total sources of funds	$(2,485,787)

B2. Reflects the preliminary purchase price allocation of the T-Mobile Transaction as follows:

Balance sheet caption	Amount
Prepaid expenses	$ 16,740
Deferred income tax assets	200,454
Property and equipment	1,466,000
Goodwill	443,057
Other intangible assets	404,000
Other accrued liabilities	(24,464)
Below-market tenant leases, deferred ground lease payable and other liabilities (1)	(20,000)
Net assets acquired	$2,485,787

(1) Consists of above-market ground leases.

Additionally, accumulated deficit was reduced by $3.3 million (net of tax, with the tax benefit reflected as an increase in deferred income taxes and the pre-tax amount reflected in other accrued liabilities) for estimated transaction costs of the combined companies directly related to the T-Mobile Transaction that would be expensed. Estimated transaction costs have been excluded from the pro forma statement of operations as they reflect non-recurring charges directly related to the T-Mobile Transaction.

(tabular dollars in thousands)

B3. As part of the Transactions, we issued $1.65 billion in aggregate principal amount of Senior Notes due 2023 ("5.25% Senior Notes"). We received proceeds of $1.63 billion net of $18.7 million of fees, which were recorded as deferred financing costs. The 5.25% Senior Notes bear interest at a rate of 5.25% per annum, payable in cash during January and July of each year commencing in July 2013. We used the net proceeds from the 5.25% Senior Notes to partially fund the T-Mobile Transaction.

In addition to the 5.25% Senior Notes, we borrowed $770 million under the revolving credit portion of our senior secured credit facility ("2012 Revolver"), which, together with cash on hand, was used to fund the remaining portion of the T-Mobile Transaction. The 2012 Revolver bears interest at a per annum rate equal to Libor plus 2.0% to 2.75% based on the borrower's total net leverage ratio. The current interest rate per annum is approximately 2.7%. A hypothetical unfavorable fluctuation in market interest rates on our 2012 Revolver borrowings of 1/8 of a percent over a 12 month period would increase our interest expense by approximately $1.9 million.

C. Reflects our condensed consolidated statement of operations for the year ended December 31, 2011, derived from our audited financial statements included in our Form 10-K filed on February 13, 2012.

D. Reflects the Transactions as set forth below

D1. Reflects 2011 revenues and certain site operating expenses of T3 Sites as adjusted for the items footnoted below. These amounts were derived from the audited statement of revenue and certain expenses of T3 Sites for the year ended December 31, 2011 included elsewhere herein.

	Year Ended December 31, 2011			
	As Reported	**Adjustments**		**As Adjusted**
Revenues	$ 92,359	$ 168,735	i	$ 261,094
Certain expenses:				
Lease expense	119,156	20,490	ii	139,646
Property taxes	13,112	(820)	iii	12,292
Other tower operating expenses	—	7,176	iv	7,176
	132,268	26,846		159,114
Selling, general & administrative	14,332	(5,031)	v	9,301
Total certain expenses	146,600	21,815		168,415
Revenues (less than) in excess of expenses	$ (54,241)	$ 146,920		$ 92,679

i. Represents the combination of both (a) the annual rent of $162.4 million we expect to recognize from T-Mobile under T-Mobile's contracted lease of space on the Sites at an initial monthly rate of $1,905 per Site and (b) an increase in straight-line revenue on existing leases on the Sites with customers for $6.3 million. In addition, $3.7 million was reclassified to network services and other revenues consistent with the manner in which Crown Castle reports revenue.

ii. Represents an adjustment to straight-line expense for ground leases with contractual fixed escalations relating to the Sites and the net impact of the amortization of above-market and below-market ground leases.

iii. Represents an adjustment of real and personal property taxes to reflect the fixed annual amount per tower of $1,730 that we have agreed to pay to T-Mobile for real and personal property taxes.

iv. Represents an adjustment to reflect tower operating expenses at the annual amount we expect to incur in respect of the Sites for (a) utilities and (b) repairs and maintenance expense, and reclassifications discussed under (v).

v. Represents an adjustment to reclassify certain direct expenses from selling, general & administrative to other towers operating expenses consistent with the manner in which Crown Castle reports such expenses.

(tabular dollars in thousands)

D2. Reflects depreciation, amortization and accretion on the Sites based on a total purchase price of $2.486 billion. For purposes of computing pro forma depreciation expense, an average remaining life of 20 years has been estimated for the Sites. The fair value adjustment to identifiable intangible assets for the customer-related intangible is being amortized over an estimated useful life of 20 years.

	Amount	Annual Depreciation Expense
Property and Equipment	$1,466,000	$ 73,300
Intangible assets	225,000	11,250
Total		$ 84,550

D3. Reflects the increased annual interest expense of (1) $88.5 million from the $1.65 billion of 5.25% Senior Notes issued in October 2012, inclusive of the related amortization of deferred financing costs of $18.7 million calculated using an amortization period of ten years and (2) $20.9 million from the incurrence of $770 million of borrowings under our 2012 Revolver (at a current interest rate of approximately 2.7%).

D4. For the year ended December 31, 2011, benefit (provision) for income taxes does not reflect the aggregate pro forma income tax effect of notes D1, D2 and D3 above because Crown Castle did not meet the GAAP criteria for recognition of such deferred tax assets during 2011. During the nine-month period ended September 30, 2012, Crown Castle met the GAAP criteria for recognition of such deferred tax assets and therefore reversed a substantial portion of the valuation allowances recorded against the Company's deferred tax assets as described in the Company's periodic report on Form 10-Q for the nine months ended September 30, 2012.

E. Reflects our unaudited condensed consolidated statement of operations for the nine months ended September 30, 2012, derived from our unaudited condensed consolidated financial statements included in our Form 10-Q filed on November 2, 2012.

F. Reflects Transactions as set forth below.

F1. Reflects revenues and certain site operating expense of T3 Sites as adjusted for the items footnoted below for the nine months ended September 30, 2012. These amounts were derived from the unaudited statement of revenue and certain expenses of T3 Sites for the nine months ended September 30, 2012 included elsewhere herein.

	Nine Months Ended September 30, 2012			
	As Reported	Adjustments		As Adjusted
Revenues	$ 77,208	$ 120,905	i	$ 198,113
Certain expenses:				
Lease expense	93,685	15,097	ii	108,782
Property taxes	10,129	(910)	iii	9,219
Other tower operating expenses	—	5,382	iv	5,382
	103,814	19,569		123,383
Selling, general & administrative	10,145	(3,774)	v	6,371
Total certain expenses	113,959	15,795		129,754
Revenues (less than) in excess of expenses	$ (36,751)	$ 105,110		$ 68,359

i. Represents the combination of both (a) the nine month rent of $121.8 million we expect to recognize from T-Mobile under T-Mobile's contracted lease of space on the Sites at an initial monthly rate of $1,905 per Site and (b) a decrease to straight-line revenue on existing leases on the Sites with customers for $0.9 million. In addition, $3.2 million was reclassified to network services and other revenues consistent with the manner in which Crown Castle reports revenue.

(tabular dollars in thousands)

ii. Represents an adjustment to straight-line expense for ground leases with contractual fixed escalations relating to the Sites and the net impact of the amortization of above-market and below-market ground leases.

iii. Represents an adjustment of real and personal property taxes to reflect the fixed annual amount per tower of $1,730 that we have agreed to pay to T-Mobile for real and personal property taxes.

iv. Represents an adjustment to reflect tower operating expenses at the nine month amount we expect to incur in respect of the Sites for (a) utilities and (b) repairs and maintenance expense and reclassifications discussed under (v).

v. Represents an adjustment to reclassify certain direct expenses from selling, general & administrative to other towers operating expenses consistent with the manner in which Crown Castle reports such expenses.

F2. Reflects depreciation, amortization and accretion on T3 Sites based on a total purchase price of $2.486 billion. For purposes of computing pro forma depreciation expense, an average remaining life of 20 years has been estimated for Sites. The fair value adjustment to identifiable intangible assets for the customer-related intangible is being amortized over an estimated useful life of 20 years.

	Amount	Nine Month Depreciation Expense
Property and Equipment	$1,466,000	$ 54,975
Intangible assets	225,000	8,438
Total		$ 63,413

F3. Reflects the increased nine-month interest expense of (1) $66.4 million from the $1.65 billion of 5.25% Senior Notes issued in October 2012 inclusive of related amortization of deferred financing costs of $18.7 million calculated using an amortization period of ten years and (2) $15.6 million from the incurrence of $770 million of borrowings under our 2012 Revolver (at a current interest rate of approximately 2.7%).

F4. Benefit (provision) for income taxes reflects the aggregate pro forma tax effect of notes F1, F2 and F3 above using the federal statutory rates. No benefit has been recognized for state taxes due to the fact that the subsidiary of the Company, which holds this investment, has recorded a full valuation allowance against state deferred tax assets as of and for the nine months ended September 30, 2012. The unaudited pro forma condensed combined statement of operations does not include non-recurring changes to provision for income taxes for the T-Mobile Transaction, including the impact of valuation allowance reversals that may have been recorded had the Transactions been consummated on January 1, 2011.

Unaudited Pro Forma Statement of Estimated Taxable Operating Results and Cash to be Made Available by Operations
Crown Castle International Corp. and Subsidiaries
Year Ended December 31, 2011
(in thousands)

The following is additional information provided in respect of Rule 3-14 of Regulation S-X and represents an estimate of the taxable operating results and cash to be made available by operations of Crown Castle (inclusive of the impact of the T-Mobile Transaction) based upon the pro forma condensed combined statement of operations for the year ended December 31, 2011. These estimated results do not purport to represent results of operations in the future and were prepared based on the assumptions outlined in the pro forma condensed combined statement of operations, which should be read in conjunction with this statement.

2011 Reconciliation between GAAP net Income and Taxable Income (Loss)

	Pro Forma
Net income (loss)	$ 70,221
Net book depreciation in excess of tax depreciation	9,028
Net book amortization in excess of tax amortization	108,281
Book income not recognized for tax	(213,958)
Book expense not deducted for tax	74,465
Tax income not recognized for book	8,048
Tax expense not deducted for book	(113,146)
Estimated taxable income (loss)	(57,061)
Adjustments:	
Depreciation	441,959
Amortization	157,167
Net book depreciation in excess of tax depreciation	(9,028)
Net book amortization in excess of tax amortization	(108,281)
Estimated cash to be made available from operations	$ 424,756