

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

Amendment No. 2  
to  
SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Crown Castle International Corp.

-----  
(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share

-----  
(Title of Class of Securities)

228227104

-----  
(CUSIP Number)

David V. Smalley  
Debevoise & Plimpton  
International Financial Centre  
Old Broad Street  
London EC2N 1HQ  
United Kingdom  
(011)(44)(171) 786-9000

-----  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 18 - December 13, 1999

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of (S)(S) 240.13d-1(3), 240.13d-1(f) or 240.13d-1(g), check the following box [ ].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See (S) 240.13d-7(b) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the following pages)

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Candover Investments plc

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N.A.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

England

	7	SOLE VOTING POWER
NUMBER OF		
SHARES		6,515,545
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		0
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		
PERSON		6,515,545
WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

76,716,085 (Includes all Shares beneficially owned by persons reporting  
on the Original Schedule 13D)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

52.54%

14 TYPE OF REPORTING PERSON

IV

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Candover (Trustees) Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N.A.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

England

		7	SOLE VOTING POWER
NUMBER OF			
SHARES		119,729	
BENEFICIALLY	8		SHARED VOTING POWER
OWNED BY		0	
EACH			9
REPORTING		119,729	SOLE DISPOSITIVE POWER
PERSON			
WITH	10		SHARED DISPOSITIVE POWER
		0	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

76,716,085 (Includes all Shares beneficially owned by persons reporting  
on the Original Schedule 13D)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

52.54%

14 TYPE OF REPORTING PERSON

IV

-----  
1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Candover Partners Limited (as general partner of the Candover 1994 UK Limited Partnership, the Candover 1994 UK No. 2 Limited Partnership, the Candover 1994 US No. 1 Limited Partnership and the Candover 1994 US No. 2 Limited Partnership)  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
N.A.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
England

-----  
7 SOLE VOTING POWER  
NUMBER OF 5,056,394  
SHARES  
-----  
8 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 0  
EACH  
-----  
9 SOLE DISPOSITIVE POWER  
REPORTING PERSON 5,056,394  
-----  
10 SHARED DISPOSITIVE POWER  
WITH 0  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
76,716,085 (Includes all Shares beneficially owned by persons reporting on the Original Schedule 13D)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
52.54%

14 TYPE OF REPORTING PERSON  
IV

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Candover Services Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N.A.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

England

		7	SOLE VOTING POWER
NUMBER OF			
SHARES		5,056,394	
			-----
BENEFICIALLY	8		SHARED VOTING POWER
OWNED BY		0	
EACH			-----
REPORTING	9		SOLE DISPOSITIVE POWER
PERSON		5,056,394	
			-----
WITH	10		SHARED DISPOSITIVE POWER
		0	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

76,716,085 (Includes all Shares beneficially owned by persons reporting  
on the Original Schedule 13D)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

52.54%

14 TYPE OF REPORTING PERSON

IV

Amendment No. 2 to a Statement on Schedule 13D

This Amendment No. 2 amends the Statement on Schedule 13D relating to the common stock, par value \$.01 per share (the "Shares"), of Crown Castle

International Corp., a Delaware corporation (the "Company") filed with the Securities and Exchange Commission (the "Commission") on September 1, 1998 (the

"Original Schedule 13D"), as previously amended by Amendment No. 1 to Schedule

13D, filed with the Commission on November 9, 1999. This Statement is being filed on behalf of the reporting persons (each a "Candover Reporting Person,"

and collectively the "Candover Reporting Persons") identified on the cover pages

of this Amendment No. 2. Information in respect of each Candover Reporting Person is given solely by such Candover Reporting Person and no Candover Reporting Person has responsibility for the accuracy or completeness of information supplied by any other Candover Reporting Person.

Item 1. Security and Issuer.

This Item is not amended.

Item 2. Identity and Background.

This Item is not amended.

Item 3. Source and Amount of Funds or Other Consideration.

This Item is supplemented as follows:

Over the period from November 18, 1999 to December 13, 1999, the Candover Reporting Persons sold 2,437,755 Shares in the aggregate pursuant to Rule 144 under the Securities Act of 1933, as amended. The number of Shares sold on behalf of each Candover Reporting Person is set forth in the following table:

Seller -----	Number of Shares Sold -----
Candover Investments plc ("Candover Investments") -----	501,203
Candover Partners Limited ("Candover Partners") ----- (as general partner of the Candover 1994 UK Limited Partnership)	989,972
Candover Partners (as general partner of the Candover 1994 UK No.2 Limited Partnership)	268,153
Candover Partners (as general partner of the Candover 1994 US No.1 Limited Partnership)	48,024
Candover Partners (as general partner of the Candover 1994 US No.2 Limited Partnership)	585,549
Candover (Trustees) Limited ("Candover Trustees") -----	44,854

More detailed information relating to such sales, including the average daily sale price and the number of Shares sold on a daily basis, is attached as Schedule A hereto, which schedule is hereby incorporated into this Item 3 by reference in its entirety.

Form 144 notices relating to such sales were filed with the Commission on November 18, 1999 and December 3, 1999. See Exhibits 1 through 12 hereto. Sales were made on Nasdaq through Lehman Brothers, Inc. ("Lehman Brothers"), a  
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registered broker under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Sales made in November were reported on a Form 4, filed with  
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the Commission on December 8, 1999. See Exhibit 13 hereto. Sales made in December will be reported on a Form 4.

Item 4. Purpose of Transaction.

This Item is supplemented as follows:

The purposes of the sales by the Candover Reporting Persons described in Item 3 above were to diversify the equity holdings of the Candover Reporting Persons and to realize part of the value of the investment in the Shares for the benefit of the investors in the partnerships on whose behalf Candover Partners made sales.

Additional sales may be made in the future for such purposes or for other purposes. Although each of the Candover Reporting Persons believes that the Shares that it beneficially owns are an attractive investment, each of the Candover Reporting Persons on an individual basis continues to monitor and evaluate its investment in the Company in light of pertinent factors, including without limitation the following: (i) the Company's business, operations,

assets, financial condition and prospects; (ii) market, general economic and

other conditions; and (iii) other investment opportunities available to one or

more of the Candover Reporting Persons. Candover Partners also monitors and evaluates the Shares it holds in light of its obligations as the general partner of the Candover 1994 UK Limited Partnership, the Candover 1994 UK No.2 Limited Partnership, the Candover 1994 US No.1 Limited Partnership and the Candover 1994 US No.2 Limited Partnership (collectively the "Candover Partnerships").

Candover Trustees also monitors and evaluates the Shares it holds in light of its obligations as the trustee of the Candover Staff Co-Investment Scheme.

In light of the foregoing factors, and the plans and requirements of the Candover Reporting Persons from time to time, some or all of the Candover Reporting Persons may decide to: (i) dispose of some or all of the securities of

the Company which they beneficially own; or (ii) acquire additional securities

of the Company. The Candover Reporting Persons reserve the right, either individually or in any combination among themselves or together with one or more stockholders of the Company, to decide in the future to take or cause to be taken one or more of the foregoing actions. There can be no assurance that any of the foregoing transactions will occur or as to the timing of any such transactions.

Except as set forth above, none of the Candover Reporting Persons has plans or proposals with respect to any of the matters set forth in paragraphs (a) through (j) of Item 4 of Schedule 13D.

The Candover Reporting Persons disclaim that they are part of a group (as such term is set forth in Rule 13(d) under the Exchange Act). Additionally, each Candover Reporting Person disclaims beneficial ownership of all Shares which are not directly owned of record by such Candover Reporting Person.

Item 5. Interest in Securities of the Issuer.

This Item is supplemented and amended as follows:

In accordance with Rule 13d-5(b)(1) under the Exchange Act and by virtue of the Stockholders Agreement discussed in Item 6 of the Original Schedule 13D (subject to the disclaimer in Item 4 of the Original Schedule 13D, Amendment No.1 thereto and this Amendment No.2), each of the Candover Reporting Persons may be deemed to own 76,716,085 Shares, which constitute approximately 52.54% of the 146,018,405 Shares deemed outstanding as of December 16, 1999. The amount deemed owned constitutes the number of Shares in which the reporting persons that filed the Original Schedule 13D are interested or deemed interested.

The information contained in Item 3 of this Amendment No.2 is hereby incorporated into this Item 5 by reference in its entirety.

Candover Investments plc  
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Candover Investments has sole voting power with respect to 6,515,545 Shares and has sole dispositive power with respect to 6,515,545 Shares. Candover Investments is the direct beneficial owner of 1,339,422 Shares over which it has sole voting and dispositive power. By virtue of the relationships reported under Item 2 of the Original Schedule 13D, as amended by Amendment No.1 thereto, Candover Investments may be deemed to have indirect beneficial ownership of the Shares beneficially owned by Candover Trustees and Candover Partners.

Candover (Trustees) Limited  
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Candover Trustees has sole voting power with respect to 119,729 Shares and has sole dispositive power with respect to 119,729 Shares. Candover Trustees is the direct beneficial owner of 119,729 Shares over which it has sole voting and dispositive power.

Candover Partners Limited (as general partner of the Candover 1994 UK Limited Partnership, the Candover 1994 UK No.2 Limited Partnership, the Candover 1994 US No.1 Limited Partnership and the Candover 1994 US No.2 Limited Partnership).  
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Candover Partners has sole voting power with respect to 5,056,394 Shares and has sole dispositive power with respect to 5,056,394 Shares. Candover Partners is the direct beneficial owner of 5,056,394 Shares over which it has sole voting and dispositive power.

Candover Services Limited  
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Candover Services has sole voting power with respect to 5,056,394 Shares and has sole dispositive power with respect to 5,056,394 Shares. By virtue of the relationships reported under Item 2

of the Original Schedule 13D, as amended by Amendment No. 1 thereto, Candover Services may be deemed to have indirect beneficial ownership of the Shares beneficially owned by Candover Partners.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

This Item is not amended.

Item 7. Material to Be Filed as Exhibits.

Exhibit 1 Form 144 filed with the Commission on November 18, 1999 by Candover Partners as general partner of the Candover 1994 UK Limited Partnership.

Exhibit 2 Form 144 filed with the Commission on November 18, 1999 by Candover Partners as general partner of the Candover 1994 UK No.2 Limited Partnership.

Exhibit 3 Form 144 filed with the Commission on November 18, 1999 by Candover Partners as general partner of the Candover 1994 US No.1 Limited Partnership.

- Exhibit 4 Form 144 filed with the Commission on November 18, 1999 by Candover Partners as general partner of the Candover 1994 US No.2 Limited Partnership.
- Exhibit 5 Form 144 filed with the Commission on November 18, 1999 by Candover Trustees.
- Exhibit 6 Form 144 filed with the Commission on November 18, 1999 by Candover Investments.
- Exhibit 7 Form 144 filed with the Commission on December 3, 1999 by Candover Partners as general partner of the Candover 1994 UK Limited Partnership.
- Exhibit 8 Form 144 filed with the Commission on December 3, 1999 by Candover Partners as general partner of the Candover 1994 UK No.2 Limited Partnership.
- Exhibit 9 Form 144 filed with the Commission on December 3, 1999 by Candover Partners as general partner of the Candover 1994 US No.1 Limited Partnership.
- Exhibit 10 Form 144 filed with the Commission on December 3, 1999 by Candover Partners as general partner of the Candover 1994 US No.2 Limited Partnership.
- Exhibit 11 Form 144 filed with the Commission on December 3, 1999 by Candover Trustees.
- Exhibit 12 Form 144 filed with the Commission on December 3, 1999 by Candover Investments.
- Exhibit 13 Form 4 filed with the Commission on December 8, 1999 by Candover Investments, Candover Partners, Candover Partners as general partner of the Candover Partnerships, Candover Trustees and Candover Services.

Exhibit 14      Joint Filing Agreement, dated December 21, 1999, among Candover Investments plc, Candover (Trustees) Limited, Candover Partners Limited and Candover Services Limited.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 21, 1999

CANDOVER INVESTMENTS PLC

By: /s/ P.R. Neal

-----  
Name: P.R. Neal

Title: Company Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 21, 1999

CANDOVER (TRUSTEES) LIMITED

By: /s/ P.R. Neal

-----  
Name: P.R. Neal

Title: Company Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,  
I certify that the information set forth in this statement is true, complete and  
correct.

Date: December 21, 1999

CANDOVER PARTNERS LIMITED  
(as general partner of the Candover 1994 UK  
Limited Partnership, the Candover 1994 UK  
No. 2 Limited Partnership, the Candover 1994  
US No. 1 Limited Partnership and the Candover  
1994 US No. 2 Limited Partnership)

By: /s/ P.R. Neal

-----  
Name: P.R. Neal  
Title: Company Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 21, 1999

CANDOVER SERVICES LIMITED

By: /s/ P.R. Neal

-----  
Name: P.R. Neal  
Title: Company Secretary



Date	1994 US. No. 1 L.P.				1994 US. No. 2 L.P.				
	Sale price per share US\$	No. of Shares Sold	Gross Proceeds US\$	SEC Fee US\$	Net Amount US\$	No. of Shares Sold	Gross Proceeds US\$	SEC Fee US\$	Net Amount US\$
18/11/99	19.6414	3,743	73,517.76	- 2.45	73,515.31	45,638	896,394.21	- 29.88	896,364.33
19/11/99	20.6250	9,850	203,156.25	- 6.77	203,149.48	120,100	2,477,062.50	- 82.57	2,476,979.93
23/11/99	19.2500	16,181	311,484.25	-10.38	311,473.87	197,294	3,797,909.50	-126.60	3,797,782.90
shrs in sale program		29,774				363,032			
shrs left to go		0				0			
Sales :--		29,774	588,158.26	-19.60	588,138.66	363,032	7,171,366.21	-239.05	7,171,127.16
Original Holding		223,305				2,721,645			
Previous Sales		-46,824	860,228.72	-28.66	860,200.06	-570,931	10,488,873.29	-349.64	10,488,523.65
Holding ('18/11/99)		176,481				2,150,714			
Total Sales		76,598			1,448,338.72	933,963			17,659,650.81
No. of shares held									
After sales :-		146,707				1,787,682			

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TOTALS  
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Date	Sale price per share US\$	No. of Shares Sold	Gross Proceeds US\$	SEC Fee US\$	Net Amount US\$
18/11/99	19.6414	190,000	4,455,735.74	- 124.40	4,455,611.34
19/11/99	20.6250	500,000	10,917,381.75	- 344.07	10,917,037.68
23/11/99	19.2500	821,374	15,811,449.50	- 527.05	15,810,922.45
		-	-	-	-
		-	-	-	-
		-	-	-	-
		-	-	-	-
		-	-	-	-
		-	-	-	-
		-	-	-	-
		-	-	-	-
		-	-	-	-

shrs in sale program            1,511,375

shrs left to go                            1

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Sales :--                            1,511,374    31,184,566.99    -995.52    31,183,571.47  
=====

Original Holding            11,330,200  
Previous Sales            -2,376,900    43,667,278.02    -1,455.59    43,665,822.43  
=====

Holding ('18/11/99)            8,953,300

Total Sales                            3,888,274                            74,849,393.90

No. of shares held  
After sales :-                            7,441,926  
=====

CCIC Sale Programme - 1999(3)

Date	Sale price per share US\$	No. of Shares Sold	Candover Investments plc			Candover Trustees Ltd			
			Gross Proceeds US\$	SEC Fee US\$	Net Amount US\$	No. of Shares Sold	Gross Proceeds US\$	SEC Fee US\$	Net Amount US\$
06/12/99	22.1573	29,812	660,553.43	- 22.02	660,531.41	2,668	59,115.68	- 1.97	59,113.71
07/12/99	22.1269	33,924	750,632.96	- 25.02	750,607.94	3,036	67,177.27	- 2.24	67,175.03
08/12/99	22.0199	22,616	498,002.06	- 16.60	497,985.46	2,024	44,568.28	- 1.49	44,566.79
09/12/99	22.3559	55,512	1,241,020.72	- 41.37	1,240,979.35	4,968	111,064.11	- 3.70	111,060.41
10/12/99	22.9563	41,120	943,963.06	- 31.47	943,931.59	3,680	84,479.18	- 2.82	84,476.36
13/12/99	23.3172	7,480	174,412.66	- 5.81	174,406.85	669	15,599.21	- 0.52	15,598.69

shrs in sale program 190,464 17,045

shrs left to go - 0 0

Sales :- 190,464 4,268,584.87 -142.29 4,268,442.58 17,045 382,003.72 -12.74 381,990.98

Original Holding 2,329,318 208,317  
Previous Sales - 799,432 15,116,401.07 -503.90 15,115,897.17 - 71,543 1,352,802.09 -45.10 1,352,756.99

Holding ('06/12/99) 1,529,886 136,774

Total Sales 989,896 19,384,339.75 88,588 1,734,747.97

No. of shares held after sales :- 1,339,422 119,729

Date	Sales price per share US\$	No. of Shares Sold	1994 UK L.P.			1994 UK. No. 2 L.P.			
			Gross Proceeds US\$	SEC Fee US\$	Net Amount US\$	No. of Shares Sold	Gross Proceeds US\$	SEC Fee US\$	Net Amount US\$
06/12/99	22.1573	58,884	1,304,710.45	- 43.49	1,304,666.96	15,950	353,408.94	- 11.78	353,397.16
07/12/99	22.1259	67,007	1,482,657.19	- 49.42	1,482,607.77	18,150	401,603.24	- 13.39	401,589.85
08/12/99	22.0199	44,671	983,650.95	- 32.79	983,618.16	12,100	266,440.79	- 8.88	266,431.91
09/12/99	22.3559	109,647	2,451,257.37	- 81.71	2,451,175.66	29,700	663,970.23	- 22.13	663,948.10
10/12/99	22.9563	81,220	1,864,510.69	- 62.15	1,864,448.54	22,000	505,038.60	- 16.83	505,021.77
13/12/99	23.3172	14,774	344,488.31	- 11.48	344,476.83	4,002	93,315.43	- 3.11	93,312.32

shrs in sale program 376,203 101,902

shrs left to go 0 0

Sales :- 376,203 8,431,274.96 - 281.04 8,430,993.92 101,902 1,930,368.29 - 76.12 2,283,701.10

Original Holding 4,600,805 1,246,810  
Previous Sales - 1,579,028 29,857,726.28 - 995.56 29,856,730.72 - 427,710 6,953,162.59 - 269.60 6,952,892.99

Holding ('06/12/99) 3,021,777 819,100

Total Sales 1,955,231 38,287,724.64 529,612 9,236,594.09

No. of shares held after sales : 2,645,574 717,198

Note - Broker's commission of US\$ 0.0625 is taken from the spread. 'ie.- the price quoted is after taking out commission.

## 1994 US. No.1 L.P.

Date	Sale price per share US\$	No. of Shares Sold	Gross Proceeds US\$	SEC Fee US\$	Net Amount US\$
06/12/99	22.1573	2,857	63,303.41	- 2.11	63,301.30
07/12/99	22.1269	3,250	71,912.43	- 2.40	71,910.03
08/12/99	22.0199	2,167	47,717.12	- 1.59	47,715.53
09/12/99	22.3559	5,319	118,911.03	- 3.96	118,907.07
10/12/99	22.9563	3,940	90,447.82	- 3.01	90,444.81
13/12/99	23.3172	717	16,718.43	- 0.56	16,717.87
shrs in sale program		18,250			
shrs left to go		0			
Sales :-		18,250	409,010.24	-13.63	408,996.61
Original Holding		223,305			
Previous Sales		- 76,598	1,448,386.98	-48.26	1,448,338.72
Holding ('06/12/99)		146,707			
Total Sales		94,848			1,857,335.33
No. of shares held after sales :-		128,457			

## 1994 US. No.2 L.P.

Date	Sale price per share US\$	No. of Shares Sold	Gross Proceeds US\$	SEC Fee US\$	Net Amount US\$
06/12/99	22.1573	34,829	771,716.60	- 25.72	771,690.88
07/12/99	22.1269	39,633	876,955.43	- 30.45	876,924.98
08/12/99	22.0199	26,422	581,809.80	- 19.39	581,790.41
09/12/99	22.3559	64,854	1,449,869.54	- 48.33	1,449,821.21
10/12/99	22.9563	48,040	1,102,820.65	- 36.76	1,102,783.89
13/12/99	23.3172	8,739	203,769.01	- 6.79	203,762.22
shrs in sale program		222,517			
shrs left to go		0			
Sales :-		222,517	4,986,941.03	- 167.44	4,986,773.59
Original Holding		2,721,645			
Previous Sales		- 933,963	17,660,239.50	- 588.69	17,659,650.81
Holding ('06/12/99)		1,787,682			
Total Sales		1,156,480			22,646,424.40
No. of shares held after sales :-		1,565,165			

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TOTALS  
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No. of Shares Sold	Gross Proceeds US\$	-	SEC Fee US\$	Net Amount US\$
145,000	3,261,002.80	-	107.09	3,260,895.71
165,000	3,515,776.06	-	122.92	3,515,653.14
110,000	2,422,189.00	-	80.74	2,422,108.26
270,000	6,036,093.00	-	201.20	6,035,891.80
200,000	4,591,260.00	-	153.04	4,591,106.96
36,381	848,303.05	-	28.27	848,274.78
-	-	-	-	-
-	-	-	-	-
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926,381

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0  
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926,381      20,674,623.91      -      693.26      20,673,930.65  
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11,330,200  
- 3,888,274      74,127,975.27      -2,451.11      74,125,524.16  
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7,441,926

4,814,655      94,799,454.81

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6,515,545  
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Average price per share = US\$      19.69  
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EXHIBIT INDEX

Exhibit No.	Description
1	Form 144 filed with the Commission on November 18, 1999 by Candover Partners as general partner of the Candover 1994 UK Limited Partnership is incorporated herein by reference.
2	Form 144 filed with the Commission on November 18, 1999 by Candover Partners as general partner of the Candover 1994 UK No.2 Limited Partnership is incorporated herein by reference.
3	Form 144 filed with the Commission on November 18, 1999 by Candover Partners as general partner of the Candover 1994 US No.1 Limited Partnership is incorporated herein by reference.
4	Form 144 filed with the Commission on November 18, 1999 by Candover Partners as general partner of the Candover 1994 US No.2 Limited Partnership is incorporated herein by reference.
5	Form 144 filed with the Commission on November 18, 1999 by Candover Trustees is incorporated herein by reference.
6	Form 144 filed with the Commission on November 18, 1999 by Candover Investments is incorporated herein by reference.
7	Form 144 filed with the Commission on December 3, 1999 by Candover Partners as general partner of the Candover 1994 UK Limited Partnership is incorporated herein by reference.
8	Form 144 filed with the Commission on December 3, 1999 by Candover Partners as general partner of the Candover 1994 UK No.2 Limited Partnership is incorporated herein by reference.
9	Form 144 filed with the Commission on December 3, 1999 by Candover Partners as general partner of the Candover 1994 US No.1 Limited Partnership is incorporated herein by reference.
10	Form 144 filed with the Commission on December 3, 1999 by Candover Partners as general partner of the Candover 1994 US No.2 Limited Partnership is incorporated herein by reference.

- 11 Form 144 filed with the Commission on December 3, 1999 by Candover Trustees is incorporated herein by reference.
- 12 Form 144 filed with the Commission on December 3, 1999 by Candover Investments is incorporated herein by reference.
- 13 Form 4 filed with the Commission on December 8, 1999 by Candover Investments, Candover Partners, Candover Partners as general partner of the Candover Partnerships, Candover Trustees and Candover Services is incorporated herein by reference.
- 14 Joint Filing Agreement, dated December 21, 1999, among Candover Investments plc, Candover (Trustees) Limited, Candover Partners Limited and Candover Services Limited.

Joint Filing Agreement  
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In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby (i) agree to the joint filing with all other Candover Reporting Persons (as such term is defined in the amendment to the statement on Schedule 13D described below) on behalf of each of them of an amendment to a statement on Schedule 13D with respect to the common stock, par value \$.01 per share, of Crown Castle International Corp. and (ii) agree that this Agreement be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned, being duly authorized, hereby executes this Agreement this 21st day of December, 1999.

CANDOVER INVESTMENTS PLC

By: /s/ P. R. Neal  
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Name: P. R. Neal  
Title: Company Secretary

CANDOVER (TRUSTEES) LIMITED

By: /s/ P. R. Neal  
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Name: P. R. Neal  
Title: Company Secretary

CANDOVER PARTNERS LIMITED  
(as general partner of the Candover 1994 UK Limited Partnership, the Candover 1994 UK No.2 Limited Partnership, the Candover 1994 US No.1 Limited Partnership and the Candover 1994 US No.2 Limited Partnership)

By: /s/ P. R. Neal  
-----  
Name: P. R. Neal  
Title: Company Secretary

CANDOVER SERVICES LIMITED

By: /s/ P. R. Neal  
-----  
Name: P. R. Neal  
Title: Company Secretary