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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K/A

Amendment No. 1 to  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 9, 1999

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

Delaware  
(State or Other  
Jurisdiction of  
Incorporation)

0-24737  
(Commission File  
Number)

76-0470458  
(IRS Employer  
Identification  
Number)

510 Bering Drive  
Suite 500  
Houston, TX 77057  
(Address of Principal Executive Office)

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

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The undersigned registrant, Crown Castle International Corp., hereby amends the following item and the exhibit list of its current report on Form 8-K dated June 9, 1999 as set forth below:

Item 7. Financial Statements and Exhibits

(a) Financial statements of businesses acquired.

The following financial statements of Powertel Tower Operations, together with the independent auditors' report on certain of such financial statements, are included herein as Exhibit 2.4:

- (1) Statement of Net Assets as of December 31, 1998 and March 31, 1999 (unaudited)
- (2) Statement of Revenues and Direct Expenses for the year ended December 31, 1998 and the three months ended March 31, 1999 (unaudited)
- (3) Notes to Financial Statements as of and for the year ended December 31, 1998

(b) Pro forma financial information.

The following unaudited pro forma condensed consolidated financial statements, together with the introductory language thereto, are included herein as Exhibit 2.5:

- (1) Unaudited Pro Forma Condensed Consolidated Statements of Operations for the year ended December 31, 1998 and the three months ended March 31, 1999
- (2) Notes to Unaudited Pro Forma Condensed Consolidated Statements of Operations
- (3) Unaudited Pro Forma Condensed Consolidated Balance Sheet as of March 31, 1999
- (4) Notes to Unaudited Pro Forma Condensed Consolidated Balance Sheet

(c) Exhibits

Exhibit No.	Description
-----	-----
*2.1	Asset Purchase Agreement dated March 15, 1999 among Crown Castle International Corp., CCP Inc., Powertel Atlanta Towers, LLC, Powertel Birmingham Towers, LLC, Powertel Jacksonville Towers, LLC, Powertel Kentucky Towers, LLC, Powertel Memphis Towers, LLC and Powertel, Inc. (Incorporated by reference to the exhibit previously filed by the registrant on Form 8-K (Registration No. 0-24737) dated March 15, 1999
*2.2	Closing Memorandum dated June 2, 1999, relating to the closing of the transaction contemplated by the Asset Purchase Agreement (Exhibit No. 2.1) and amending and supplementing the Asset Purchase Agreement, among Powertel, Inc., Powertel Atlanta Towers, LLC, Powertel Birmingham Towers, LLC, Powertel Jacksonville Towers, LLC, Powertel Kentucky Towers, LLC, Powertel Memphis Towers, LLC, and Crown Castle PT Inc.
*2.3	Letter Agreement dated June 2, 1999 among Powertel, Inc., Powertel Atlanta Towers, LLC, Powertel Birmingham Towers, LLC, Powertel Jacksonville Towers, LLC, Powertel Kentucky Towers, LLC, Powertel Memphis Towers, LLC, Powertel/Atlanta, Inc., Powertel/Birmingham, Inc., Powertel/Jacksonville, Inc., Powertel/Kentucky, Inc., Powertel Memphis, Inc. and Crown Castle International Corp.
+2.4	Financial Statements of Powertel Tower Operations, together with independent auditors' report
+2.5	Unaudited Pro Forma Condensed Consolidated Financial Statements of Crown Castle International Corp.
+23.1	Consent of KPMG LLP
*99.1	Agreement to Sublease dated June 1, 1999 by and among BellSouth Mobility Inc., BellSouth Telecommunications Inc., The Transferring Entities, Crown Castle International Corp. and Crown Castle South Inc.
*99.2	Agreement to Build to Suit dated June 1, 1999 by and among BellSouth Mobility Inc., Crown Castle International Corp. and Crown Castle South Inc.
*99.3	Sublease dated June 1, 1999 by and among BellSouth Mobility Inc., Certain BMI Affiliates, Crown Castle International Corp. and Crown Castle South Inc.
*99.4	Registration Rights Agreement dated June 1, 1999 between BellSouth Mobility Inc and Crown Castle International Corp.

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\* Filed previously  
+ Filed 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 hereunto duly authorized.

CROWN CASTLE INTERNATIONAL CORP.,

By: /s/ WESLEY D. CUNNINGHAM

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Name: Wesley D. Cunningham  
Title: Senior Vice President,  
Corporate Controller and Chief  
Accounting Officer

Date: July 22, 1999

EXHIBIT INDEX

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 \* Filed previously  
 + Filed herewith

## INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders of  
Crown Castle International Corp.

We have audited the accompanying statement of net assets of Powertel Tower Operations as of December 31, 1998, and the related statement of revenues and direct expenses for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of net assets and the related statement of revenues and direct expenses are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of net assets and the related statement of revenues and direct 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 net assets and the related statement of revenues and direct expenses. We believe that our audits provide a reasonable basis for our opinion.

The statements of net assets and revenues and direct expenses were prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission. As discussed in note 1, such statements do not reflect certain corporate overhead expenses incurred by Powertel, Inc., the owner of the net assets, on behalf of the tower operations.

In our opinion, the statements referred to above present fairly, in all material respects, the net assets of Powertel Tower Operations as of December 31, 1998, and the related revenues and direct expenses for the year then ended in conformity with generally accepted accounting principles.

KPMG LLP

February 5, 1999

POWERTEL TOWER OPERATIONS

STATEMENT OF NET ASSETS

(In thousands of dollars)

	December 31, 1998	March 31, 1999
	-----	-----
		(Unaudited)
Prepaid expenses and other current assets.....	\$ 2,031	\$ 1,604
Property and equipment, net.....	121,490	116,722
	-----	-----
Total assets.....	123,521	118,326
Deferred revenues.....	309	89
	-----	-----
Net assets.....	<u>\$123,212</u>	<u>\$118,237</u>
	=====	=====

See notes to financial statements.

POWERTEL TOWER OPERATIONS  
STATEMENT OF REVENUES AND DIRECT EXPENSES

(In thousands of dollars)

	Year Ended December 31, 1998	Three Months Ended March 31, 1999
	-----	-----
		(Unaudited)
Site rental revenues.....	\$ 1,865	\$ 1,118
Cost of operations.....	6,167	1,641
Depreciation.....	7,534	2,151
	-----	-----
Loss from tower operations.....	\$(11,836)	\$(2,674)
	=====	=====

See notes to financial statements.

POWERTEL TOWER OPERATIONS

NOTES TO FINANCIAL STATEMENTS

(In thousands of dollars)

1. Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation

On March 15, 1999, Crown Castle International Corp. ("CCIC") and Powertel, Inc. ("Powertel") entered into an asset purchase agreement, whereby Powertel will sell tower structures and certain related assets to CCIC. The tower structures and related assets consist of the tower facilities that were previously part of Powertel's PCS and cellular operations. Their locations span Atlanta, Georgia; Jacksonville, Florida; Memphis, Tennessee; Jackson, Mississippi; and Birmingham, Alabama and certain areas in Kentucky and Tennessee.

The accompanying statement of net assets reflects the assets to be sold by Powertel to CCIC pursuant to the asset purchase agreement. The statement of net assets reflects Powertel's historical carrying values of the tower assets, adjusted to exclude certain assets which will not be contributed as part of the asset purchase agreement.

The accompanying statement of revenues and direct expenses reflects operations related to the tower assets to be sold by Powertel to CCIC per the asset purchase agreement. The statement of revenues and direct expenses does not include allocated costs related to general corporate overhead, interest expense and income taxes and therefore may not be indicative of future operations.

The accompanying statement of net assets and the related statement of revenues and direct expenses were prepared for the purpose of complying with the requirements of the Securities and Exchange Commission and are not intended to be a complete presentation of Powertel's assets and liabilities or revenues and expenses.

Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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.

Revenue Recognition

Site rental revenues are recognized on a monthly basis under lease agreements. Site rental revenues represent charges for tower usage billed to third party customers under lease arrangements. Revenue amounts received in advance are deferred and recognized over the term of the lease agreement.

POWERTEL TOWER OPERATIONS

NOTES TO FINANCIAL STATEMENTS--(Continued)  
(In thousands of dollars)

2. Property and Equipment

Property and equipment are stated at historical costs. Depreciation of property and equipment is provided on the straight-line method over the estimated useful lives of the assets. Property and equipment at December 31, 1998 consisted of the following:

	Estimated Useful Lives -----	
Land.....		\$ 859
Telecommunication towers and related equipment.....	15 years	134,757
		-----
		135,616
Less: accumulated depreciation .....		(14,126)
		-----
		\$121,490
		=====

3. Commitments

At December 31, 1998, minimum rental commitments under operating leases are as follows:

Year ending December 31,	
1999.....	\$4,120
2000.....	4,093
2001.....	3,276
2002.....	1,929
2003.....	626
Thereafter.....	185

4. Site Rental Revenues

At December 31, 1998, minimum amounts receivable under third party lease agreements are as follows:

Year ending December 31,	
1999.....	\$2,690
2000.....	2,677
2001.....	2,610
2002.....	2,131
2003.....	948
Thereafter.....	485

## UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The following unaudited pro forma condensed consolidated financial statements are based on the historical financial statements of CCIC and the historical financial statements of the entities acquired by CCIC during the periods presented, adjusted to give effect to the following transactions:

- (1) the roll-up of our U.K. subsidiary to an 80% ownership interest in August 1998;
- (2) CCIC's initial public offering in August 1998;
- (3) the conversion of CCIC's senior convertible preferred stock into common stock, all of which had been converted as of July 17, 1998;
- (4) the issuance of the exchangeable preferred stock in December 1998;
- (5) the recent debt and equity offerings;
- (6) the Bell Atlantic joint venture;
- (7) the proposed BellSouth transaction; and
- (8) the Powertel acquisition.

The Unaudited Pro Forma Condensed Consolidated Statement of Operations for the year ended December 31, 1998 gives effect to these transactions as if they had occurred as of January 1, 1998. The Unaudited Pro Forma Condensed Consolidated Statement of Operations for the three months ended March 31, 1999 gives effect to the (1) recent debt and equity offerings and (2) the recent and proposed transactions described in clauses (6), (7) and (8) above as if they had occurred as of January 1, 1999. The Unaudited Pro Forma Condensed Consolidated Balance Sheet gives effect to the (1) recent debt and equity offerings and (2) the recent and proposed transactions described in clauses (7) and (8) above as if they had occurred as of March 31, 1999. The pro forma adjustments are described in the accompanying notes and are based upon available information and certain assumptions that management believes are reasonable.

Included in the notes accompanying the pro forma financial statements are tables summarizing the unaudited pro forma results of operations and balance sheet for CCIC and its subsidiaries that are restricted by covenants in our high yield debt instruments. These subsidiaries exclude our U.K. subsidiaries and the Bell Atlantic joint venture, both of which are designated as unrestricted subsidiaries under our high yield debt instruments.

The pro forma financial statements do not purport to represent what CCIC's results of operations or financial condition would actually have been had these transactions in fact occurred on such dates or to project CCIC's results of operations or financial condition for any future date or period. The pro forma financial statements should be read in conjunction with the consolidated financial statements and related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in CCIC's Annual Report on Form 10-K and Quarterly Report on Form 10-Q.

The roll-up, the Bell Atlantic joint venture and the Powertel acquisition are accounted for under the purchase method of accounting. The total purchase price for the roll-up, the Bell Atlantic joint venture and the Powertel acquisition has been allocated to the identifiable tangible and intangible assets and liabilities of the applicable acquired business based upon CCIC's preliminary estimate of their fair values with the remainder allocated to goodwill and other intangible assets. The allocations of the purchase prices may be revised when additional information concerning asset and liability valuations is obtained; however, we do not expect that any such revisions will have a material effect on our consolidated financial position or results of operations. We have recorded the purchase price for the roll-up based on (1) the number of shares of our common stock and Class A common stock exchanged for shares of CTSH's capital stock and (2) the price per share received by us in our initial public offering.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

Year Ended December 31, 1998  
(Dollars in thousands, except per share amounts)

	Historical CCIC(a)	Historical CTSH(b)	Adjustments for 1998 Transactions	Pro Forma for 1998 Transactions	Adjustments for Offerings	Pro Forma for 1998 Transactions and Offerings	Historical Bell Atlantic Joint Venture(j)	Adjustments for Joint Venture
Net revenues:								
Site rental and broadcast transmission....	\$ 75,028	\$84,714	\$ --	\$159,742	\$ --	\$ 159,742	\$ 11,183	\$31,009(k)
Network services and other.....	38,050	12,514	(265)(c)	50,299	--	50,299	--	--
Total net revenues.....	113,078	97,228	(265)	210,041	--	210,041	11,183	31,009
Operating expenses:								
Costs of operations:								
Site rental and broadcast transmission....	26,254	35,901	--	62,155	--	62,155	14,941	-- (1)
Network services and other.....	21,564	7,916	--	29,480	--	29,480	--	--
General and administrative..	23,571	5,265	(265)(c)	28,571	--	28,571	--	-- (1)
Corporate development.....	4,625	8	--	4,633	--	4,633	--	--
Non-cash compensation charges.....	12,758	3,831	--	16,589	--	16,589	--	--
Depreciation and amortization....	37,239	25,684	11,463 (d)	74,386	--	74,386	6,278	23,346 (m)
	126,011	78,605	11,198	215,814	--	215,814	21,219	23,346
Operating income (loss).....	(12,933)	18,623	(11,463)	(5,773)	--	(5,773)	(10,036)	7,663
Other income (expense):								
Equity in earnings of unconsolidated affiliate.....	2,055	--	(2,055)(e)	--	--	--	--	--
Interest and other income (expense).....	4,220	725	--	4,945	--	4,945	--	--
Interest expense and amortization of deferred financing costs.....	(29,089)	(13,378)	3,689 (f)	(38,778)	(52,642)(i)	(91,420)	--	(17,711)(n)
Income (loss) before income taxes and minority interests.....	(35,747)	5,970	(9,829)	(39,606)	(52,642)	(92,248)	(10,036)	(10,048)
Provision for income taxes....	(374)	--	--	(374)	--	(374)	--	--
Minority interests.....	(1,654)	--	(1,194)(g)	(2,848)	--	(2,848)	--	4,155 (o)
Net income (loss).....	(37,775)	5,970	(11,023)	(42,828)	(52,642)	(95,470)	(10,036)	(5,893)
Dividends on preferred stock.....	(5,411)	--	(21,334)(h)	(26,745)	--	(26,745)	--	--
Net income (loss) after deduction of dividends on preferred stock.....	\$(43,186)	\$ 5,970	\$(32,357)	\$(69,573)	\$(52,642)	\$(122,215)	\$(10,036)	\$(5,893)
Loss per common share--basic and diluted .....	\$ (1.02)			\$ (0.74)		\$ (0.97)		
Common shares								

outstanding-- basic and diluted (in thousands).....	42,518 =====		94,064 =====		126,566 =====
	Pro Forma for 1998 Transactions, Offerings and Joint Venture	Adjustments for Proposed BellSouth Transaction	Historical Powertel(s)	Adjustments for Powertel Acquisition	Pro Forma for the Transactions
	-----	-----	-----	-----	-----
Net revenues:					
Site rental and broadcast transmission....	\$ 201,934	\$33,840(p)	\$ 1,865	\$14,040(t)	\$ 251,679
Network services and other.....	50,299	--	--	--	50,299
	-----	-----	-----	-----	-----
Total net revenues.....	252,233	33,840	1,865	14,040	301,978
	-----	-----	-----	-----	-----
Operating expenses:					
Costs of operations:					
Site rental and broadcast transmission....	77,096	11,400(l)(q)	6,167	-- (l)	94,663
Network services and other.....	29,480	--	--	--	29,480
General and administrative..	28,571	-- (l)	--	-- (l)	28,571
Corporate development....	4,633	--	--	--	4,633
Non-cash compensation charges.....	16,589	--	--	--	16,589
Depreciation and amortization....	104,010	30,500 (r)	7,534	6,111 (u)	148,155
	-----	-----	-----	-----	-----
	260,379	41,900	13,701	6,111	322,091
	-----	-----	-----	-----	-----
Operating income (loss).....	(8,146)	(8,060)	(11,836)	7,929	(20,113)
Other income (expense):					
Equity in earnings of unconsolidated affiliate.....	--	--	--	--	--
Interest and other income (expense).....	4,945	--	--	--	4,945
Interest expense and amortization of deferred financing costs.....	(109,131)	--	--	--	(109,131)
	-----	-----	-----	-----	-----
Income (loss) before income taxes and minority interests.....	(112,332)	(8,060)	(11,836)	7,929	(124,299)
Provision for income taxes....	(374)	--	--	--	(374)
Minority interests.....	1,307	--	--	--	1,307
	-----	-----	-----	-----	-----
Net income (loss).....	(111,399)	(8,060)	(11,836)	7,929	(123,366)
Dividends on preferred stock.....	(26,745)	--	--	--	(26,745)
	-----	-----	-----	-----	-----
Net income (loss) after deduction of dividends on preferred stock.....	\$(138,144)	\$(8,060)	\$(11,836)	\$ 7,929	\$(150,111)
	=====	=====	=====	=====	=====
Loss per common share--basic and diluted .....	\$ (0.94)				\$ (0.96)
	=====				=====
Common shares outstanding-- basic and					

diluted (in  
thousands)..... 147,559  
=====

156,643  
=====

See Notes to Unaudited Pro Forma Condensed Consolidated Statements of  
Operations

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

Three Months Ended March 31, 1999  
(Dollars in thousands, except per share amounts)

	Historical CCIC(a)	Adjustments for Offerings	Pro Forma for Offerings	Historical Bell Atlantic Joint Venture(j)	Adjustments for Joint Venture	Pro Forma for Offerings and Joint Venture	Adjustments for Proposed BellSouth Transaction	Historical Powertel(s)
Net revenues:								
Site rental and broadcast transmission.....	\$ 45,326	\$ --	\$ 45,326	\$ 3,705	\$ 8,092(k)	\$ 57,123	\$ 8,460(p)	\$ 1,118
Network services and other.....	9,783	--	9,783	--	--	9,783	--	--
Total net revenues.....	55,109	--	55,109	3,705	8,092	66,906	8,460	1,118
Operating expenses:								
Costs of operations:								
Site rental and broadcast transmission....	18,527	--	18,527	5,359	--(1)	23,886	2,850(1)(q)	1,641
Network services and other.....	6,982	--	6,982	--	--	6,982	--	--
General and administrative....	8,304	--	8,304	--	--(1)	8,304	--(1)	--
Corporate development.....	874	--	874	--	--	874	--	--
Restructuring charges.....	1,814	--	1,814	--	--	1,814	--	--
Non-cash compensation charges.....	667	--	667	--	--	667	--	--
Depreciation and amortization.....	19,656	--	19,656	1,899	6,222(m)	27,777	7,625(r)	2,151
	56,824	--	56,824	7,258	6,222	70,304	10,475	3,792
Operating income (loss).....	(1,715)	--	(1,715)	(3,553)	1,870	(3,398)	(2,015)	(2,674)
Other income (expense):								
Interest and other income (expense).....	340	--	340	--	--	340	--	--
Interest expense and amortization of deferred financing costs...	(11,286)	(15,208)(i)	(26,494)	--	(4,428)(n)	(30,922)	--	--
Income (loss) before income taxes, minority interests and cumulative effect of change in accounting principle.....	(12,661)	(15,208)	(27,869)	(3,553)	(2,558)	(33,980)	(2,015)	(2,674)
Provision for income taxes.....	(127)	--	(127)	--	--	(127)	--	--
Minority interests.....	(685)	--	(685)	--	1,224(o)	539	--	--
Income (loss) before cumulative effect of change in accounting principle.....	(13,473)	(15,208)	(28,681)	(3,553)	(1,334)	(33,568)	(2,015)	(2,674)
Cumulative effect of change in accounting principle for costs of start-up activities.....	(2,414)	--	(2,414)	--	--	(2,414)	--	--
Net income (loss).. Dividends on preferred stock....	(15,887) (6,408)	(15,208) --	(31,095) (6,408)	(3,553) --	(1,334) --	(35,982) (6,408)	(2,015) --	(2,674) --
Net income (loss) after deduction of								

dividends on preferred stock....	\$ (22,295)	\$ (15,208)	\$ (37,503)	\$ (3,553)	\$ (1,334)	\$ (42,390)	\$ (2,015)	\$ (2,674)
	=====	=====	=====	=====	=====	=====	=====	=====
Per common share-- basic and diluted:								
Loss before cumulative effect of change in accounting principle.....	\$ (0.21)		\$ (0.27)			\$ (0.27)		
Cumulative effect of change in accounting principle.....	(0.03)		(0.02)			(0.02)		
	-----		-----			-----		
Net loss.....	\$ (0.24)		\$ (0.29)			\$ (0.29)		
	=====		=====			=====		
Common shares outstanding--basic and diluted (in thousands).....	94,732		127,234			148,227		
	=====		=====			=====		
	Adjustments for Acquisition	Pro Forma for the Transactions						
	-----	-----						
Net revenues:								
Site rental and broadcast transmission.....	\$3,510(t)	\$ 70,211						
Network services and other.....	--	9,783						
	-----	-----						
Total net revenues.....	3,510	79,994						
	-----	-----						
Operating expenses:								
Costs of operations:								
Site rental and broadcast transmission....	--(1)	28,377						
Network services and other.....	--	6,982						
General and administrative....	--(1)	8,304						
Corporate development.....	--	874						
Restructuring charges.....	--	1,814						
Non-cash compensation charges.....	--	667						
Depreciation and amortization.....	1,244(u)	38,797						
	-----	-----						
	1,244	85,815						
	-----	-----						
Operating income (loss).....	2,266	(5,821)						
Other income (expense):								
Interest and other income (expense).....	--	340						
Interest expense and amortization of deferred financing costs...	--	(30,922)						
	-----	-----						
Income (loss) before income taxes, minority interests and cumulative effect of change in accounting principle.....	2,266	(36,403)						
Provision for income taxes.....	--	(127)						
Minority interests.....	--	539						
	-----	-----						
Income (loss) before cumulative effect of change in accounting principle.....	2,266	(35,991)						

Cumulative effect of change in accounting principle for costs of start-up activities.....	--	(2,414)
-----		
Net income (loss)..	2,266	(38,405)
Dividends on preferred stock....	--	(6,408)
-----		
Net income (loss) after deduction of dividends on preferred stock....	\$2,266	\$(44,813)
=====		
Per common share-- basic and diluted:		
Loss before cumulative effect of change in accounting principle.....		\$ (0.27)
Cumulative effect of change in accounting principle.....		(0.01)
-----		
Net loss.....		\$ (0.28)
=====		
Common shares outstanding--basic and diluted (in thousands).....		157,311
=====		

See Notes to Unaudited Pro Forma Condensed Consolidated Statements of Operations

Notes to Unaudited Pro Forma Condensed Consolidated Statements of Operations  
(Dollars in thousands)

- (a) The historical results of operations for our U.K. business are included in CCIC's historical results of operations for the period from the date of the roll-up, August 21, 1998, through December 31, 1998.
- (b) Reflects the historical results of operations of our U.K. business (under U.S. GAAP) for the periods prior to the completion of the roll-up on August 21, 1998. Such results have been translated from pounds sterling to U.S. dollars at the average noon buying rate for the period.
- (c) Reflects the elimination of management fees payable to CCIC from Castle Transmission.
- (d) Reflects the incremental amortization of goodwill as a result of the roll-up. Goodwill is being amortized over twenty years.
- (e) Reflects the elimination of equity accounting adjustments to include CCIC's percentage in our U.K. business' earnings and losses.
- (f) Reflects decrease in interest expense attributable to the repayment of borrowings under CCIC's senior credit facility from a portion of the net proceeds from the issuance of our exchangeable preferred stock.
- (g) Reflects the minority interest in dividends accrued on CTSH's redeemable preference shares.
- (h) Reflects (1) decrease in dividends of \$4,348 attributable to the conversion of the outstanding shares of senior convertible preferred stock into shares of common stock and (2) increase in dividends of \$25,682 attributable to the exchangeable preferred stock.
- (i) Reflects:
  - (1) increase in interest expense as a result of the issuance of the notes in the recent debt offering of \$48,313 for the year ended December 31, 1998 and \$11,875 for the three months ended March 31, 1999;
  - (2) amortization of deferred financing costs related to the notes issued in the recent debt offering of \$1,329 for the year ended December 31, 1998 and \$333 for the three months ended March 31, 1999; and
  - (3) nonrecurring financing fees of \$3,000 for both periods related to the term loans incurred to fund the escrow payments in connection with the proposed BellSouth transaction and the Powertel acquisition.
- (j) Reflects the historical results of operations of the tower operations contributed to the Bell Atlantic joint venture.
- (k) Reflects additional revenues to be recognized by the Bell Atlantic joint venture under the global lease and the formation agreement.
- (l) We expect that the Bell Atlantic joint venture will incur incremental operating expenses as a stand-alone entity. Such incremental expenses are currently estimated to amount to approximately \$5,137 per year. In addition, we expect that we will incur incremental operating expenses as a result of the BellSouth transaction and the Powertel acquisition. Such incremental expenses are currently estimated to amount to approximately \$15,917 per year. These incremental operating expenses are based on management's best estimates rather than any contractual obligations; as such, these amounts have not been presented as adjustments in the accompanying pro forma financial statement.
- (m) Reflects the incremental depreciation of property and equipment as a result of the Bell Atlantic joint venture. Property and equipment is being depreciated over twenty years.
- (n) Reflects additional interest expense attributable to borrowings under the credit facility entered into by the Bell Atlantic joint venture. Such borrowings are initially estimated to incur interest at a rate of 9.25% per annum.
- (o) Reflects the minority partner's 38.5% interest in the joint venture's operations.
- (p) Reflects additional revenues to be recognized by CCIC in connection with the BellSouth transaction for the sublease of tower space by BellSouth. This amount includes: \$26,640 in revenues to be received from BellSouth and \$7,200 in revenues to be received from other tenants for the year ended December 31,

1998; and \$6,660 in revenues to be received from BellSouth and \$1,800 in revenues to be received from other tenants for the three months ended March 31, 1999.

- (q) Reflects additional costs to be incurred for ground rents in connection with the preliminary BellSouth agreement.
- (r) Reflects the incremental depreciation of property and equipment as a result of the BellSouth transaction. Property and equipment is being depreciated over twenty years.
- (s) Reflects the historical results of operations of the tower operations acquired in the Powertel acquisition.
- (t) Reflects additional revenues to be recognized by CCIC in connection with the Powertel acquisition under the master site agreements.
- (u) Reflects the incremental depreciation of property and equipment as a result of the Powertel acquisition. Property and equipment is being depreciated over twenty years.

The following tables summarize the unaudited pro forma results of operations for the restricted group under our high yield debt instruments. Such information is not intended as an alternative measure of the operating results as would be determined in accordance with generally accepted accounting principles.

	Year Ended December 31, 1998							
	Pro Forma for Offerings	Exclusion of Unrestricted Subsidiaries	Exclusion of Certain Adjustments for Roll-Up	Restricted Group Pro Forma for Offerings	Adjustments for Proposed BellSouth Transaction	Historical Powertel	Adjustments for Powertel Acquisition	Restricted Group Pro Forma for the Transactions
Net revenues:								
Site rental and broadcast transmission.....	\$ 159,742	\$(137,201)	\$ --	\$ 22,541	\$33,840	\$ 1,865	\$14,040	\$ 72,286
Network services and other.....	50,299	(18,082)	--	32,217	--	--	--	32,217
Total net revenues....	210,041	(155,283)	--	54,758	33,840	1,865	14,040	104,503
Operating expenses:								
Costs of operations:								
Site rental and broadcast transmission.....	62,155	(56,038)	--	6,117	11,400	6,167	--	23,684
Network services and other.....	29,480	(12,151)	--	17,329	--	--	--	17,329
General and administrative.....	28,571	(7,683)	265	21,153	--	--	--	21,153
Corporate development..	4,633	(8)	--	4,625	--	--	--	4,625
Non-cash compensation charges.....	16,589	(6,682)	--	9,907	--	--	--	9,907
Depreciation and amortization.....	74,386	(46,002)	(11,463)	16,921	30,500	7,534	6,111	61,066
	215,814	(128,564)	(11,198)	76,052	41,900	13,701	6,111	137,764
Operating income (loss).....	(5,773)	(26,719)	11,198	(21,294)	(8,060)	(11,836)	7,929	(33,261)
Other income (expense):								
Interest and other income (expense).....	4,945	(3,844)	--	1,101	--	--	--	1,101
Interest expense and amortization of deferred financing costs.....	(91,420)	20,740	--	(70,680)	--	--	--	(70,680)
Income (loss) before income taxes and minority interests....	(92,248)	(9,823)	11,198	(90,873)	(8,060)	(11,836)	7,929	(102,840)
Provision for income taxes.....	(374)	--	--	(374)	--	--	--	(374)
Minority interests....	(2,848)	1,654	1,194	--	--	--	--	--
Net income (loss).....	(95,470)	(8,169)	12,392	(91,247)	(8,060)	(11,836)	7,929	(103,214)
Dividends on preferred stock.....	(26,745)	--	--	(26,745)	--	--	--	(26,745)
Net income (loss) after deduction of dividends on preferred stock....	\$(122,215)	\$ (8,169)	\$12,392	\$(117,992)	\$(8,060)	\$(11,836)	\$ 7,929	\$(129,959)

Three Months Ended March 31, 1999

	Pro Forma for Offerings	Exclusion of Unrestricted Subsidiaries	Restricted Group Pro Forma for Offerings	Adjustments for Proposed BellSouth Transaction	Historical Powertel	Adjustments for Powertel Acquisition	Restricted Group Pro Forma for the Transactions
Net revenues:							
Site rental and broadcast transmission.....	\$ 45,326	\$(39,010)	\$ 6,316	\$ 8,460	\$ 1,118	\$3,510	\$ 19,404
Network services and other.....	9,783	(3,845)	5,938	--	--	--	5,938
Total net revenues...	55,109	(42,855)	12,254	8,460	1,118	3,510	25,342
Operating expenses:							
Costs of operations:							
Site rental and broadcast transmission.....	18,527	(16,884)	1,643	2,850	1,641	--	6,134
Network services and other.....	6,982	(3,900)	3,082	--	--	--	3,082
General and administrative.....	8,304	(1,680)	6,624	--	--	--	6,624
Corporate development.....	874	(33)	841	--	--	--	841
Restructuring charges.....	1,814	--	1,814	--	--	--	1,814
Non-cash compensation charges.....	667	(284)	383	--	--	--	383
Depreciation and amortization.....	19,656	(15,139)	4,517	7,625	2,151	1,244	15,537
	56,824	(37,920)	18,904	10,475	3,792	1,244	34,415
Operating income (loss).....	(1,715)	(4,935)	(6,650)	(2,015)	(2,674)	2,266	(9,073)
Other income (expense):							
Interest and other income (expense).....	340	(2,668)	(2,328)	--	--	--	(2,328)
Interest expense and amortization of deferred financing costs.....	(26,494)	5,539	(20,955)	--	--	--	(20,955)
Income (loss) before income taxes, minority interests and cumulative effect of change in accounting principle.....	(27,869)	(2,064)	(29,933)	(2,015)	(2,674)	2,266	(32,356)
Provision for income taxes.....	(127)	--	(127)	--	--	--	(127)
Minority interests.....	(685)	685	--	--	--	--	--
Loss before cumulative effect of change in accounting principle.....	(28,681)	(1,379)	(30,060)	(2,015)	(2,674)	2,266	(32,483)
Cumulative effect of change in accounting principle for costs of start-up activities.....	(2,414)	--	(2,414)	--	--	--	(2,414)
Net income (loss).....	(31,095)	(1,379)	(32,474)	(2,015)	(2,674)	2,266	(34,897)
Dividends on preferred stock.....	(6,408)	--	(6,408)	--	--	--	(6,408)
Net income (loss) after deduction of dividends on preferred stock.....	\$(37,503)	\$ (1,379)	\$(38,882)	\$(2,015)	\$(2,674)	\$2,266	\$(41,305)

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET

As of March 31, 1999  
(Dollars in thousands)

	Historical CCIC	Adjustments for Offerings	Pro Forma for Offerings	Adjustments for Proposed BellSouth Transaction	Historical Powertel(h)	Adjustments for Powertel Acquisition	Pro Forma for the Transactions
<b>Assets:</b>							
<b>Current assets:</b>							
Cash and cash equivalents.....	\$ 101,847	\$974,921(a)	\$1,076,768	\$(380,000)(e)	\$ --	\$(224,617)(i)	\$ 472,151
Receivables.....	37,146	--	37,146	--	--	--	37,146
Inventories.....	8,634	--	8,634	--	--	--	8,634
Prepaid expenses and other current assets.....	7,148	--	7,148	--	1,604	--	8,752
<b>Total current assets.....</b>	<b>154,775</b>	<b>974,921</b>	<b>1,129,696</b>	<b>(380,000)</b>	<b>1,604</b>	<b>(224,617)</b>	<b>526,683</b>
Property and equipment, net.....	1,233,204	--	1,233,204	610,000 (f)	116,722	156,380 (j)	2,116,306
Escrow deposits for acquisitions.....	100,000	--	100,000	(50,000)(e)	--	(50,000)(i)	--
Goodwill and other intangible assets, net.....	617,769	--	617,769	--	--	--	617,769
Deferred financing costs and other assets, net..	17,946	15,950(b)	33,896	--	--	--	33,896
	<u>\$2,123,694</u>	<u>\$990,871</u>	<u>\$3,114,565</u>	<u>\$ 180,000</u>	<u>\$118,326</u>	<u>\$(118,237)</u>	<u>\$3,294,654</u>
<b>Liabilities and Stockholders' Equity:</b>							
<b>Current liabilities:</b>							
Accounts payable.....	\$ 27,383	\$ --	\$ 27,383	\$ --	\$ --	\$ --	\$ 27,383
Other current liabilities.....	50,912	--	50,912	--	89	--	51,001
Long-term debt, current maturities...	--	--	--	--	--	--	--
<b>Total current liabilities.....</b>	<b>78,295</b>	<b>--</b>	<b>78,295</b>	<b>--</b>	<b>89</b>	<b>--</b>	<b>78,384</b>
Long-term debt, less current maturities....	771,190	381,695(c)	1,152,885	--	--	--	1,152,885
Other liabilities.....	46,884	--	46,884	--	--	--	46,884
<b>Total liabilities....</b>	<b>896,369</b>	<b>381,695</b>	<b>1,278,064</b>	<b>--</b>	<b>89</b>	<b>--</b>	<b>1,278,153</b>
Minority interests.....	53,098	--	53,098	--	--	--	53,098
Redeemable preferred stock.....	207,471	--	207,471	--	--	--	207,471
Stockholders' equity....	966,756	609,176(d)	1,575,932	180,000 (g)	118,237	(118,237)(k)	1,755,932
	<u>\$2,123,694</u>	<u>\$990,871</u>	<u>\$3,114,565</u>	<u>\$ 180,000</u>	<u>\$118,326</u>	<u>\$(118,237)</u>	<u>\$3,294,654</u>

See Notes to Unaudited Pro Forma Condensed Consolidated Balance Sheet

Notes to Unaudited Pro Forma Condensed Consolidated Balance Sheet  
(Dollars in thousands)

(a) Reflects the following adjustments to cash and cash equivalents:	
(1) Increase resulting from the receipt of proceeds from the recent offerings.....	\$ 904,320
(2) Decrease resulting from the payment of underwriting discounts and commissions and other fees and expenses related to the recent offerings.....	(34,855)
(3) Decrease resulting from the payment of outstanding borrowings and nonrecurring financing fees related to the term loans used to finance the BellSouth and Powertel escrow payments.....	(103,000)
(4) Increase resulting from sale of common stock to TdF under its preemptive rights from the Bell Atlantic joint venture and the equity offering.....	208,456
	-----
Total adjustments to cash and cash equivalents.....	\$ 974,921
	=====
(b) Reflects deferred financing costs resulting from the payment of underwriting discounts and commissions and other fees and expenses related to the recent debt offerings.	
(c) Reflects the following adjustments to long-term debt, less current maturities:	
(1) Increase resulting from the receipt of proceeds from the recent debt offering.....	\$ 481,695
(2) Decrease resulting from the repayment of outstanding borrowings under the term loans used to finance the BellSouth and Powertel escrow payments.....	(100,000)
	-----
Total adjustments to long-term debt, less current maturities.....	\$ 381,695
	=====
(d) Reflects the following adjustments to stockholders' equity:	
(1) Increase resulting from the receipt of proceeds from the recent equity offering.....	\$ 422,625
(2) Decrease resulting from the payment of underwriting discounts and commissions and other fees and expenses related to the recent equity offering.....	(18,905)
(3) Decrease resulting from payment of nonrecurring financing fees related to the term loans used to finance the BellSouth and Powertel escrow payments...	(3,000)
(4) Increase resulting from sale of common stock to TdF under its preemptive rights from the Bell Atlantic joint venture and the equity offering.....	208,456
	-----
Total adjustments to stockholders' equity.....	\$ 609,176
	=====
(e) Reflects the payment of the cash portion of the purchase price for the proposed BellSouth transaction.	
(f) Reflects the basis of property and equipment recorded in connection with the proposed BellSouth transaction.	
(g) Reflects the increase resulting from the issuance of common stock for a portion of the purchase price for the proposed BellSouth transaction.	
(h) Reflects the historical amounts from the statement of net assets for the tower operations acquired in the Powertel acquisition.	
(i) Reflects the payment of the closing price for the Powertel acquisition.	
(j) Reflects the increase in basis of property and equipment acquired in the Powertel acquisition.	
(k) Reflects the elimination of the historical basis of the net assets acquired in the Powertel acquisition.	

The following table summarizes the adjustments for the recent offerings, with increases to liabilities and stockholders' equity balances shown as negative amounts:

	Adjustment Reference			Totals
	(a)(1), (a)(4), (c)(1), (d)(1), (d)(4)	(a)(2), (b), (d)(2)	(a)(3), (c)(2), (d)(3)	
Cash and cash equivalents.....	\$1,112,776	\$(34,855)	\$(103,000)	\$ 974,921
Deferred financing cost and other assets, net..	--	15,950	--	15,950
Long-term debt, less current maturities.....	(481,695)	--	100,000	(381,695)
Stockholders' equity....	(631,081)	18,905	3,000	(609,176)
	-----	-----	-----	-----
	\$ --	\$ --	\$ --	\$ --
	=====	=====	=====	=====

The following table summarizes the adjustments for the BellSouth transaction, with increases to liabilities and stockholders' equity balances shown as negative amounts:

	Adjustment Reference
	(e), (f), (g)
Cash and cash equivalents.....	\$(380,000)
Property and equipment, net.....	610,000
Escrow deposits for acquisitions.....	(50,000)
Stockholders' equity.....	(180,000)
	-----
	\$ --
	=====

The following table summarizes the adjustments for the Powertel acquisition, with increases to liabilities and stockholders' equity balances shown as negative amounts:

	Adjustment Reference
	(i), (j), (k)
Cash and cash equivalents.....	\$(224,617)
Property and equipment, net.....	156,380
Escrow deposits for acquisitions.....	(50,000)
Stockholders' equity.....	118,237
	-----
	\$ --
	=====

The following table summarizes the unaudited pro forma balance sheet for the restricted group under our high yield debt instruments. Such information is not intended as an alternative measure of financial position as determined in accordance with generally accepted accounting principles.

As of March 31, 1999

	Pro Forma for Offerings	Exclusion of Unrestricted Subsidiaries	Restricted Group Pro Forma for Offerings	Adjustments for Proposed BellSouth Transaction	Historical Powertel	Adjustments for Powertel Acquisition	Restricted Group Pro Forma for the Transactions
<b>Assets:</b>							
<b>Current assets:</b>							
Cash and cash equivalents.....	\$1,076,768	\$ (51,178)	\$1,025,590	\$(380,000)	\$ --	\$(224,617)	\$ 420,973
Receivables.....	37,146	(20,070)	17,076	--	--	--	17,076
Inventories.....	8,634	(5,362)	3,272	--	--	--	3,272
Prepaid expenses and other current assets.....	7,148	(6,123)	1,025	--	1,604	--	2,629
<b>Total current assets.....</b>	<b>1,129,696</b>	<b>(82,733)</b>	<b>1,046,963</b>	<b>(380,000)</b>	<b>1,604</b>	<b>(224,617)</b>	<b>443,950</b>
Property and equipment, net.....	1,233,204	(1,054,900)	178,304	610,000	116,722	156,380	1,061,406
Escrow deposits for acquisitions.....	100,000	--	100,000	(50,000)	--	(50,000)	--
Investments in Unrestricted Subsidiaries.....	--	992,675	992,675	--	--	--	992,675
Goodwill and other intangible assets, net.....	617,769	(476,326)	141,443	--	--	--	141,443
Deferred financing costs and other assets, net..	33,896	(4,540)	29,356	--	--	--	29,356
	<u>\$3,114,565</u>	<u>\$ (625,824)</u>	<u>\$2,488,741</u>	<u>\$ 180,000</u>	<u>\$118,326</u>	<u>\$(118,237)</u>	<u>\$2,668,830</u>
<b>Liabilities and Stockholders' Equity:</b>							
<b>Current liabilities:</b>							
Accounts payable.....	\$ 27,383	\$ (22,646)	\$ 4,737	\$ --	\$ --	\$ --	\$ 4,737
Other current liabilities.....	50,912	(46,255)	4,657	--	89	--	4,746
Long-term debt, current maturities....	--	--	--	--	--	--	--
<b>Total current liabilities.....</b>	<b>78,295</b>	<b>(68,901)</b>	<b>9,394</b>	<b>--</b>	<b>89</b>	<b>--</b>	<b>9,483</b>
Long-term debt, less current maturities.....	1,152,885	(458,685)	694,200	--	--	--	694,200
Other liabilities.....	46,884	(45,140)	1,744	--	--	--	1,744
<b>Total liabilities....</b>	<b>1,278,064</b>	<b>(572,726)</b>	<b>705,338</b>	<b>--</b>	<b>89</b>	<b>--</b>	<b>705,427</b>
Minority interests.....	53,098	(53,098)	--	--	--	--	--
Redeemable preferred stock.....	207,471	--	207,471	--	--	--	207,471
Stockholders' equity....	1,575,932	--	1,575,932	180,000	118,237	(118,237)	1,755,932
	<u>\$3,114,565</u>	<u>\$ (625,824)</u>	<u>\$2,488,741</u>	<u>\$ 180,000</u>	<u>\$118,326</u>	<u>\$(118,237)</u>	<u>\$2,668,830</u>

The Board of Directors  
Crown Castle International Corp.:

We consent to the filing of the Statement of Net Assets as of December 31, 1998 and the Statement of Revenues and Direct Expenses for the year ended December 31, 1998 and the Notes to the Financial Statements of Powertel Tower Operations as exhibits to Crown Castle International Corp.'s Current Report on Form 8-K with the Securities and Exchange Commission.

(signed) KPMG LLP

Houston, Texas  
July 22, 1999