

Edgar Filing: GLOBAL SIGNAL INC - Form 425

GLOBAL SIGNAL INC
Form 425
October 16, 2006

Filed by Crown Castle International Corp.

Pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

under the Securities Exchange Act of 1934

Subject Company: Global Signal Inc.

Commission File No.: 001-32168

1
Crown Castle International
Acquisition of Global Signal
October 6, 2006

i
Additional Information and
Where to Find It
In
connection
with
the

proposed
transaction,
Crown
Castle
plans
to
file
with
the
SEC
a
Registration
Statement
on
Form
S-4
containing
a
Joint
Proxy
Statement/Prospectus.
INVESTORS
AND
SECURITY
HOLDERS
OF
CROWN
CASTLE
AND
GLOBAL
SIGNAL
ARE
URGED
TO
READ
THE
REGISTRATION
STATEMENT
AND
ANY
OTHER
RELEVANT
DOCUMENTS
FILED
WITH
THE
SEC,
INCLUDING
THE
JOINT

PROXY
STATEMENT/PROSPECTUS
THAT
WILL
BE
PART
OF
THE
REGISTRATION
STATEMENT,
WHEN
THEY
ARE
AVAILABLE,
BECAUSE
THEY
WILL
CONTAIN
IMPORTANT
INFORMATION
ABOUT
CROWN
CASTLE,
GLOBAL
SIGNAL,
THE
PROPOSED
TRANSACTION
AND
RELATED
MATTERS.
Investors
and
security
holders
of
Crown
Castle
and
Global
Signal
will
be
able
to
obtain
copies
of
the
Registration

Statement
and
the
Joint
Proxy
Statement/Prospectus,
when
they
become
available,
as
well
as
other
filings
with
the
SEC
that
will
be
incorporated
by
reference
into
such
documents,
containing
information
about
Crown
Castle
and
Global
Signal,
without
charge,
at
the
SEC's
website
at
<http://www.sec.gov>.
These
documents
may
also
be
obtained
for

free
from
Crown
Castle
by
directing
a
request
to
Crown
Castle
International
Corp.,
Investor
Relations,
510
Bering
Drive,
Suite
600,
Houston,
TX
77057
or
for
free
from
Global
Signal
by
directing
a
request
to
Global
Signal
Inc.
at
301
North
Cattlemen
Road,
Suite
300,
Sarasota,
Florida
34232-6427,
Attention:
Secretary.

ii
Participants in the Solicitation
Neither
Crown
Castle
nor
Global

Signal
is
currently
engaged
in
a
solicitation
of
proxies
from
the
security
holders
of
Crown
Castle
or
Global
Signal
in
connection
with
the
proposed
transaction.
If
a
proxy
solicitation
commences,
Crown
Castle,
Global
Signal
and
their
respective
directors
and
executive
officers
and
other
members
of
management
may
be
deemed
to

be
participants
in
such
solicitation.
Information
regarding
Crown
Castle's
directors
and
executive
officers
is
available
in
Crown
Castle's
Annual
Report
on
Form
10-K
for
the
year
ended
December
31,
2005,
and
the
proxy
statement,
dated
April
11,
2006,
for
its
2006
annual
meeting
of
stockholders,
which
are
filed
with
the

SEC.
Information
regarding
Global
Signal s
directors
and
executive
officers
is
available
in
Global
Signal s
Annual
Report
on
Form
10-K
for
the
year
ended
December
31,
2005
and
the
proxy
statement,
dated
April
12,
2006,
for
its
2006
annual
meeting
of
stockholders,
which
are
filed
with
the
SEC.
Additional
information
regarding

the
interests
of
such
directors
and
executive
officers
will
be
included
in
the
Registration
Statement
containing
the
Joint
Proxy
Statement/Prospectus
to
be
filed
with
the
SEC.

2
This
presentation
contains
forward-looking
statements
that

are based on management's current expectations. Such statements include, but are not limited to plans, projections and estimates regarding (i) the contemplated Crown Castle and Global Signal merger, (ii) the timing and closing of the Crown Castle and Global Signal merger, (iii) the integration risks relating to the merger, (iv)

the
benefits
of
the
Crown
Castle
and
Global
Signal
merger,
including
strategic
and
operational
benefits,
expected
growth,
customer
and
shareholder
value,
synergy
gains
(and
the
timing
of
such
synergy
gains),
leasing
potential
and
(v)
the
impact
of
the
Crown
Castle
and
Global
Signal
merger
on
leasing
opportunities,
revenue,
recurring
cash

flow
(including
recurring
cash
flow
per
share),
Adjusted
EBITDA,
our
customer
base,
total
assets,
capital
structure,
debt
level,
cost
of
debt
and
financial
results.
There
are
a
number
of
important
factors
that
could
cause
actual
results
or
events
to
differ
materially
from
those
indicated
by
the
forward-looking
statements
contained
in

this
presentation,
including:
the
ability
to
obtain
governmental
approvals
of
the
transaction
on
the
proposed
terms
and
schedule;
the
failure
of
Crown
Castle
and
Global
Signal
shareholders
to
approve
the
transaction;
the
ability
of
Crown
Castle
to
successfully
integrate
Global
Signal's
operations
and
employees;
the
risk
that
the
cost
savings

and
any
other
synergies
from
the
transaction
may
not
be
fully
realized
or
may
take
longer
to
realize
than
expected;
disruption
from
the
transaction
making
it
more
difficult
to
maintain
relationships
with
customers
and
employees;
competition
and
its
effect
on
pricing,
spending,
third-party
relationships
and
revenues.
Additional
factors
that
may

affect
future
results
are
contained
in
Crown
Castle's
and
Global
Signal's
filings
with
the
Securities
and
Exchange
Commission
(SEC),
including
each
company's
Annual
Report
on
Form
10-K
for
the
year
ended
December
31,
2005,
which
are
available
at
the
SEC's
website
at
<http://www.sec.gov>.
The
information
set
forth
herein
speaks
only

as
of
the
date
hereof,
and
Crown
Castle
and
Global
Signal
disclaim
any
intention
or
obligation
to
update
any
forward
looking
statements
as
a
result
of
developments
occurring
after
the
date
of
this
press
release.
This
presentation
includes
certain
non-GAAP
financial
measures,
including
recurring
cash
flow
and
Adjusted
EBITDA.
Tables

reconciling
such
non-GAAP
financial
measures
are
available
at
the
end
of
this
presentation
and
under
the
investor
section
of
Crown
Castle's
website
at
www.crowncastle.com.
Forward-Looking Information

Transaction Summary
& Operational Overview
John Kelly
Chief Executive
Officer
3

4
Transaction Summary
Transaction Snapshot
Benefits to Crown Castle
Near and long-term accretive to
recurring cash flow per share
(3)

Enhanced opportunity for growth

Diversifies customer base

Positions Crown Castle to leverage

our experienced management team

and industry-leading customer

service across an unrivaled footprint

Synergy opportunities

(1) Including assumed debt

(2) Assumes maximum cash election

(3) Recurring cash flow per share is defined as Adjusted EBITDA less interest expense less sustaining capital expenditures divided by the number of shares outstanding

Crown Castle to acquire Global Signal

for approximately \$5.8 Bn

(1)

in stock and

cash

1.61x exchange ratio

Cash election with cap

of \$550 mm

aggregate cash consideration

Crown Castle shareholders to own

approximately 68%

(2)

Global Signal shareholders to own

approximately 32%

Global Signal is the third largest tower

operator

10,659 wireless tower sites

Strategic site locations with 78% of the

towers in the top 100 BTA s

5
Enhanced National Footprint
Global Signal Sites
Crown Castle Sites
Over 23,000 U.S. Sites Combined

Los Angeles

Portland

Detroit

Las Vegas

Minneapolis-St. Paul

Milwaukee

Kansas City

6,600 sites added in the top 50 BTA s
with the following new markets:

6
U.S. Operational Overview
12%
12%
76%
Business Overview
#1 tower operator in the U.S.

22,189 wireless towers
Q2 '06 annualized pro forma Crown
Castle results
(1,2)

\$1.2 Bn site rental revenue

\$659 mm Adjusted EBITDA

\$329

mm

recurring

cash

flow

(4)

Annualized Site Rental Revenue

(3)

(1)

Pro forma calculations provided on page 23, 24, and 25

(2)

Pro forma Crown Castle defined as pro forma Crown Castle post acquisition of Global Signal

(3)

Run-rate site rental revenue based on licenses as of August 2006

(4)

Includes \$39 mm of additional interest expense related to the acquisition of Global Signal

Big 4 Wireless

Carriers

Other Wireless

Telephony

Other

7

The Leading U.S. Tower Operator
73% of pro forma towers in the top
100 BTA s
(1)

Top 100 BTA s represent 74% of US

POPs

Higher proportion of expected
carrier capex spending

66% with Verizon, Cingular or
Sprint as the anchor tenant

3,715 more towers in the top 100

BTA s than nearest competitor

(1) Basic Trading Areas as defined by Rand McNally & Co and as used by
the FCC to determine service areas for PCS wireless licenses

(2) Towers based on public information for AMT & SBAC as of Q2 2006

Distribution

22,189

19,822

11,530

10,659

5,281

PF CCI

AMT

CCI

GSL

SBAC

(2)

Other

Top 100

Top 50

Top 50 BTA s

Top 100 BTA s

of Towers

in top 100 BTA s

56%

73%

16,291

50%

70%

8,023

62%

78%

8,268

47%

63%

12,576

26%

49%

2,568

(2)

U.S. Wireless Towers

8
Broadcast
Gov't &
Other
9%
T-Mobile
9%

Other

Wireless

Telephony

12%

Sprint

28%

Cingular

23%

Verizon

16%

Paging

3%

High-Quality Revenues

Diversified, high-quality revenues

88%

(1)

wireless telephony

81% investment grade revenues

Highest exposure to leading US

wireless carriers

(1) Run-rate site rental revenue based on licenses as of August 2006

Pro

Forma

Recurring

Revenue

(1)

9

Opportunity For Growth

Crown Castle is Best Positioned

Most towers in the top 50 and top 100

BTA s

Portfolio comprised primarily of
acquired towers from Verizon, Cingular,

Sprint and T-Mobile

Strong relationships with Metro PCS,
Leap, ClearWire and other emerging
carriers

Significant opportunity for increased
lease up on acquired towers

Leverage Crown Castle's proprietary
leasing demand tools and industry
leading customer service

Drivers of Future Site Demand

Carrier focus on improving network
quality

Subscriber growth

Increasing usage (voice MOU, data)

Wireline replacement

Next generation network builds

AWS

auctions

Sprint

4G

WiMax

builds

10
Synergy Potential
Conservative synergy estimates used in our analysis
Annual
run-rate
cost
synergies

of
approximately
\$12
mm
to
\$15
mm

Low integration risk due to asset-intensive nature of business

Transaction details &
financial impact
Ben Moreland
EVP, CFO
11

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Transaction Details

Exchange ratio :

1.61x shares of Crown Castle shares for each share of Global Signal

Form of transaction:

Cash Election Merger

Maximum cash consideration :

\$550 mm (up to 14% of total consideration based on GSL share price of \$50.10)

Governance:

Crown Castle board to be increased by 3 members to 13 directors and

Global Signal to nominate Wesley R. Edens, Robert H. Niehaus and

David C. Abrams from Global Signal's directors

Crown Castle management to retain existing positions

Stockholders agreement:

Fortress Investment Funds, Greenhill Capital Partners, L.P. and

Abrams Capital, LLC, and Crown Castle have agreed to customary lockups

and liquidity provisions including marketed secondary of at least

\$600 million within 90 days following closing

Voting Agreement

Fortress, Greenhill, and Abrams agree to vote shares representing approximately

40% of Global Signal's outstanding shares in favor of the transaction

Break-up fee:

3.5% of Global Signal's equity transaction value

Timetable:

Closing expected Q1 2007

13

Financial Highlights

Attractive purchase price

Near and long-term accretive to RCF /
share, inclusive of dilution from \$550 mm
of new borrowings

Increases expected revenue, Adjusted

EBITDA, and RCF growth rates

Lowers tower revenue growth required to achieve stated goal of 20-25% RCF/share growth

Modestly increases leverage with pro forma interest coverage of >2x

(1) Based on Q2 2006 annualized results, including Crown Castle's acquisition of Mountain Union Telecom in July 2006 and approximately \$12.5 mm in annualized cost synergies

Site Rental Revenue

Per Tower

(\$ in thousands)

\$54.4

\$50.6

\$38.1

\$24.6

\$32.0

\$46.0

CCI

GSL

PF CCI

CCI

GSL

PF CCI

(1)

Site Rental Gross Margin

Per Tower

(1)

14
(1)
Based
on
common
shares
outstanding

at
07/31/2006

and
closing
share
prices

as
of
10/05/2006

(2) Based on 06/30/2006 publicly available financial information; assumes repurchase of 10 3/4% and 9 3/8% senior notes and \$40 mm of cash

Transaction Pricing

Transaction value of
approximately \$5.8 Bn

Premium paid of 12%

Accretive to near and
long-term recurring cash

flow

Q2 '06 Annualized (\$ in millions, except per tower amounts)

Crown Castle

Global Signal

Pro Forma

Crown Castle

Price/share at 10/05/06

\$34.75

\$50.10

\$34.75

Price/share (1.61x)

-

\$55.95

-

of shares

(1)

201.6

70.2

298.8

Equity value (EV)

\$7,005

\$3,929

\$10,384

Net debt

(2)

\$2,924

\$1,844

\$5,278

Preferreds

and Minority Interest

\$338

-

\$338

Total firm value
\$10,267
\$5,773
\$16,000
Total wireless towers
12,915
10,659
23,574
FV / Towers (\$ 000)
\$795
\$542
\$679
EV / Towers (\$ 000)
\$542
\$369
\$440

15
\$542
\$466
\$440
\$717
AMT
CCI

SBAC

PF CCI

Improved Shareholder Return Potential

Equity capital per tower

reduced by 19%

Equity Capital Per Tower

(1)

Transaction enhances

ability to achieve goal of

20 to 25% of annual RCF /

share growth

Efficient capital structure

to convert growth in

revenue to RCF / share

15% lower tower

revenue growth required

to achieve similar

outcome as being a stand

alone entity

Total Capital

Per Tower

\$878

\$795

\$736

\$679

(\$ in thousands)

(1) Based on shares outstanding at 07/31/2006 and closing share prices on 10/05/2006

16

Optimized Capital Structure

70% of its debt financed through
low-cost securitized debt

Majority of debt outstanding is not
exposed to interest rate fluctuations
until at least January 2012

Crown Castle's approach to effectively utilizing its balance sheet for growth opportunities and share repurchases remains unchanged

Debt Comparison with Peers (\$ Bn)

Net Debt /

Adj. EBITDA

(1)

8.16x

4.30x

9.06x

Average

Coupon

(2)

5.9%

6.0%

6.9%

Total Debt/

Enterprise

33%

19%

39%

Value

\$5.3

\$3.6

\$1.5

PF CCI

AMT

SBA

Securitized

Bank/Bond/Other

(1) Q2 2006 Annualized

(2) Q2 2006 annualized interest expense / total debt for CCI and AMT; SBA's interest expense based on Q3 2006 outlook pro

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Pro Forma Financial Snapshot

(1) Includes approximately \$12.5 mm in cost synergies

(2) PF Crown Castle includes approximately \$39 mm additional interest expense from issuance of \$550 mm transaction debt; C

10

$\frac{3}{4}\%$ and $9\frac{3}{8}\%$ senior note redemption

(3) Crown Castle pro forma for acquisition of Mountain Union

Net dilution
 resulting
 from \$550
 mm of new
 borrowings
 Q2 '06 Annualized (\$ in millions)
 Crown Castle
 (3)
 Global Signal
 Transaction
 Adjustments
 Pro Forma Crown
 Castle
 (1,2)
 Tower revenue
 \$703
 \$490
 \$1,193
 Total revenue
 \$801
 \$490
 \$1,291
 Tower gross margin
 \$491
 \$262
 \$754
 TCF margin %
 69.9%
 53.6%
 63.2%
 Adjusted EBITDA
 \$434
 \$213
 \$12.5
 \$659
 Interest expense
 \$188
 \$90
 \$39
 \$317
 Sustaining capex
 \$13
 \$1
 \$14
 Recurring cash flow
 \$233
 \$122
 (\$27)
 \$329
 Shares outstanding at 07/31/2006

201.6

70.2

27.0

298.8

Recurring cash flow / share

\$1.16

\$1.74

(\$0.06)

\$1.10

18

Pro Forma Capitalization

Note: Pro forma for redemption of Senior Notes on August 1, 2006; financial data as of June 30, 2006; excludes restricted cash

(1) Includes transaction expenses of \$55 mm

(2) Assumes \$81 mm cash; excludes \$312 mm of 6 ¼

% preferred stock

(3) Excludes cost synergies; pro forma for acquisition of Mountain Union

(4) Q2 '06 pro forma annualized Adjusted EBITDA / pro forma interest expense

Equity 65%

Preferreds

2%

Debt 33%

Total Pro Forma Crown Castle

Capitalization

(\$ in millions)

Crown Castle

Crown Castle Term Loan B

\$1,000

Sr. Secured Twr

Revenue Notes

\$1,900

Bonds

\$64

Crown Castle Debt

\$2,964

Global Signal

Feb. '06 Mortgage Loan

\$1,550

Dec. '04 Mortgage Loan

\$294

Capital leases

\$1

Total Global Signal Debt

\$1,845

New Pro Forma Transaction Debt

(1)

\$550

Pro Forma Crown Castle

Pro Forma Total Debt

\$5,359

Pro Forma Net Debt

(2)

\$5,278

Q2 '06 Annual. Adjusted EBITDA

(3)

\$647

Net Debt / Annualized Adjusted EBITDA

8.16x

Pro Forma Interest Expense

\$317

Pro Forma Interest Coverage

(4)

2.04x

19

Non-GAAP Financial Measures
(Crown Castle)

Crown Castle defines Adjusted EBITDA as net income (loss) plus cumulative effect of change in accounting principle, income tax expense, minority interests, credit (provision) for income taxes, interest expense, amortization of deferred financing costs, interest and amortization of depreciation, amortization and accretion, operating stock-based compensation charges, asset write-down charges and restructuring charges. Adjusted EBITDA is not intended as an alternative measure of cash flow from operations or operating results (as determined in accordance with GAAP).

(\$ in thousands, except per share and per tower amounts)

Adjusted EBITDA for the quarter ended June 30, 2006 is computed as follows:

Three Months Ended

June 30, 2006

Net income (loss)

(13,335)

\$

Income (loss) from discontinued operations, net of tax

-

Minority interests

(4)

Provision for income taxes

507

Interest expense and amortization of deferred financing costs

37,455

Interest and other income (expense)

2,939

Depreciation, amortization and accretion

69,374

Operating stock-based compensation charges

5,380

Asset write-down charges

1,522

Cumulative effect of change in accounting principle

-

Restructuring charges, including stock-based compensation charges

-

Adjusted EBITDA

103,838

\$

20

Other Calculations (Crown Castle)

(\$ in thousands)

Site rental gross margin (tower gross margin) and annualized site rental gross margin for the quarter ended June 30, 2006 is computed as follows:

Three Months Ended

June 30, 2006

Site rental revenue

169,160

\$

Less: Site rental cost of operations

(1)

50,927

Site rental gross margin

118,233

\$

Annualized site rental gross margin

472,932

\$

(1) Exclusive of amortization, depreciation and accretion

21

Non-GAAP Financial Measures

(Global Signal)

(\$ in thousands, except per share amounts)

Global Signal defines Adjusted EBITDA as net income (loss) before interest, income tax expense (benefit), depreciation, amortization, loss on early extinguishment of debt, non-cash stock-based compensation expense, Sprint integration costs, straight-line portion of lease expense, and expense, gain or loss on sale of properties, gain or loss on

derivative instruments and impairment loss on assets held for sale. Adjusted EBITDA is not a measure of performance calculated in accordance with U.S. generally accepted accounting principles, or "GAAP."

Adjusted
EBITDA,
recurring
cash
flow,
recurring
cash
flow
per
share,
and
annualized
recurring
cash
flow
per
share
for
Global
Signal
for
the
quarter
ended

June
30,
2006
is
computed
as
follows:

Three Months Ended

June 30, 2006

Net Income (Loss)

(16,970)

\$

Depreciation, amortization and accretion

42,648

Interest, net

22,415

Sprint sites integration costs

192

Straight-line portion of revenues

(4,430)

Straight-line portion of expense

8,777

Income tax expense (benefit)

2

Loss on early extinguishment of debt

-

Non-cash stock based compensation expense

4,867

(Gain) loss on sale of properties

74

(Gain) loss on derivative instruments

-

Reported Adjusted EBITDA

57,575

\$

Adjustment to comparable Adjusted EBITDA measure

(1)

(4,347)

Adjusted EBITDA comparable to Crown Castle

53,228

\$

Less: Interest expense and amortization of deferred financing costs

22,415

Less: Sustaining capital expenditures

(2)

250

Recurring cash flow

30,563

\$

Annualized recurring cash flow

122,252

Common Shares outstanding as of 06/30/2006

70,207

Recurring cash flow per share

0.44

\$

Annualized recurring cash flow per share

1.74

\$

(1) Crown Castle's and Global Signal's definitions of Adjusted EBITDA differ with respect to the treatment of the straight-line of revenue and expense. The adjustment removes the net difference of straight-line revenue and expense resulting in a compar

(2) Assumption based on number of towers at Q2 2006

22
Other Calculations (Global Signal)
Site
rental
gross
margin
(tower

gross
margin)
and
annualized
site
rental
gross
margin
for
Global
Signal
for
the
quarter
ended
June
30,
2006
is
computed
as
follows:

Three Months Ended
June 30, 2006

Site rental revenue
122,467
\$

Less: Site rental cost of operations
(1)
56,872

Site rental gross margin
65,595
\$

Annualized site rental gross margin
262,380
\$

(1) Exclusive of amortization, depreciation and accretion

23
Pro Forma Reconciliations
(\$ in thousands, except per share and per tower amounts)
Annualizedtotal
revenue
for
Crown

Castle,Global
Signal
and
Pro
Forma
Crown
Castleforthe
quarter
endingJune
30,
2006
is
computed
asfollows:
CCI
(1)
GSL
Pro Forma CCI
Pro Forma CCI
Annualized
Site rental revenue
169,160
\$
122,467
\$
291,627
\$
1,166,508
\$
Pro forma Mountain Union
6,530
-
6,530
26,120
Service revenue
24,616
-
24,616
98,464
Total revenue
200,306
\$
122,467
\$
322,773
\$
1,291,092
\$
Annualized total revenue
801,224

\$
489,868
\$
1,291,092
\$
Annualized
Adjusted
EBITDA
for
Crown
Castle, GlobalSignal,
and Pro
Forma
Crown
Castle
for the
quarter ending June
30,
2006
is
computed
as follows:
CCI
(1)
GSL
Combined
Synergies
Pro Forma CCI
Pro Forma CCI Annualized
Q2 2006 Adjusted EBITDA
(4)
103,838
\$
53,228
\$
157,066
\$
3,125
\$
160,191
\$
640,764
\$
Pro forma Mountain Union
4,625
-
4,625
-
4,625
18,500

Adjusted EBITDA

108,463

\$

53,228

\$

161,691

\$

3,125

\$

164,816

\$

659,264

\$

Annualized Adjusted EBITDA

433,852

\$

212,912

\$

646,764

\$

12,500

\$

659,264

\$

Annualized
recurring cash
flow and
recurring
cash flow
per
share for
Crown
Castle,
Global Signal
and
Pro
Forma
Crown
Castle
for
the
quarter
ending
June
30,
2006
is computed
as
follows:
CCI

(1)
 GSL
 New Transaction Debt
 Interest
 Pro Forma CCI
 Pro Forma CCI Annualized
 (1,2)
 Adjusted EBITDA
 108,463
 \$
 53,228
 \$
 -
 \$
 161,691
 \$
 646,764
 \$
 Less: Interest expense and amortization of deferred financing costs
 47,000
 22,415
 9,750
 79,165
 316,660
 Less: Sustaining capital expenditures
 (3)
 3,250
 250
 3,500
 14,000
 Add: cost synergies
 -
 -
 3,125
 3,125
 12,500
 Recurring cash flow
 58,213
 \$
 30,563
 \$
 (6,625)
 \$
 82,151
 \$
 328,604
 \$
 Annualized recurring cash flow
 232,852
 \$

122,252

\$

(26,500)

\$

328,604

\$

Shares Outstanding at 6/30/2006 and pro forma shares for PF Crown Castle

201,597

70,207

-

299,700

\$

Annualized recurring cash flow per share

1.16

\$

1.74

\$

1.10

\$

(1) Pro forma for Mountain Union acquisition

(2) PF Crown Castle includes \$39 mm additional interest expense from issuance of transaction debt

(3) Pro forma sustaining capital expenditures assumption

(4) Based on Crown Castle's Adjusted EBITDA definition

24

Pro Forma Reconciliations

(\$ in thousands, except per share and per tower amounts)

Annualized tower gross margin and tower gross margin per tower for Crown Castle, Global Signal and Pro Forma Crown Cast

CCI

(1)

GSL

Pro Forma CCI
 Pro Forma CCI
 Annualized
 Site rental revenue
 169,160
 \$
 122,467
 \$
 291,627
 \$
 1,166,508
 \$
 Less: site rental cost of operations
 (1)
 50,927
 56,872
 107,799
 431,196
 Add: Pro forma Mountain Union
 4,625
 -
 4,625
 18,500
 Site rental gross margin
 122,858
 \$
 65,595
 \$
 188,453
 \$
 753,812
 \$
 Annualized site rental gross margin
 491,432
 \$
 262,380
 \$
 753,812
 \$
 # Towers
 12,915
 10,659
 23,574
 Annualized site rental gross margin per tower
 38.05
 \$
 24.62
 \$
 31.98
 \$

Annualized site rental and revenue site rental revenue per tower for pro forma Crown Castle for the quarter ending June 30, 2006 is computed as follows:

CCI	(1)
GSL	
Pro Forma CCI	
Annualized site rental revenue	
676,640	
\$	
489,868	
\$	
1,166,508	
\$	
Annualized pro forma Mountain Union	
26,100	
-	
26,100	
Annualized pro forma site rental revenue	
702,740	
\$	
489,868	
\$	
1,192,608	
\$	
# Towers	
12,915	
10,659	
23,574	
Annualized site rental revenue per tower	
54.41	
\$	
45.96	
\$	
50.59	
\$	
Equity Capital Per Tower for Crown Castle, Pro Forma Crown Castle, American Tower, and SBAC for the quarter ended June 30, 2006	
AMT	
CCI	
SBAC	
Pro Forma CCI	
Price/share on 10/05/06	
36.70	
\$	
34.75	
\$	
25.06	
\$	
34.75	
\$	
# of shares	

425.0
201.6
98.1
298.8
Equity value (EV)
15,598
\$
7,005
\$
2,459
\$
10,384
\$
Net debt
(2)
3,512
3,262
1,428
5,616
Firm value
19,110
\$
10,267
\$
3,887
\$
16,000
\$
Tower Count (Wireless towers only)
21,757
12,915
5,281
23,574
Equity Value Per Tower
717
\$
542
\$
466
\$
440
\$
Firm Value Per Tower
878
\$
795
\$
736
\$
679

\$

(1) Pro forma for Mountain Union acquisition

(2) Pro forma for redemption of Senior Notes on August 1, 2006; financial data as of June 30, 2006; excludes restricted cash; a

25
Pro Forma Reconciliations
(\$ in millions, except per share amounts)
NetDebtdivided
by
last
quarter

annualized
Adjusted
EBITDA
for
proforma
Crown
Castle,
American
Tower, and
SBA for
the
quarter
ending June
30,
2006

is computed as follows:

Pro Forma CCI

AMT

SBAC

Total Debt

(3)

5,359

\$

3,603

\$

1,505

\$

Less: Cash

(81)

(90)

(77)

Net Debt

5,278

\$

3,512

\$

1,428

\$

Q2 2006 Adjusted EBITDA

162

\$

204

\$

39

\$

Annualized (x4)

647

817.2

157.6

Net Debt / Annualized Adjusted EBITDA

8.16x

4.30x

9.06x

Average

Coupon

forpro

forma

Crown

Castle,

American

Tower,

and

SBAfor

thequarter

ending

June

30,2006

iscomputedas

follows:

Pro Forma CCI

AMT

SBAC

(4)

Total Debt

(3)

5,359

\$

3,603

\$

1,505

\$

LQA Interest Expense

317

217

104

Average Coupon (Interest / Debt)

5.91%

6.0%

6.9%

TotalDebtto

Enterprise

Value

for

proforma

Crown

Castle,

American

Tower,andSBA

forthe

quarter

ending June
 30,
 2006
 is
 computed
 as follows:
 Pro Forma CCI
 AMT
 SBAC
 (4)
 Total Debt
 5,359
 \$
 3,603
 \$
 1,505
 \$
 Enterprise Value
 Debt
 5,359
 \$
 3,603
 \$
 1,505
 \$
 Less: Cash
 (81)
 (90)
 (77)
 Net Debt
 5,278
 3,693
 1,428
 Minority Interest
 26
 -
 -
 Preferred Stock
 312
 -
 -
 Total
 5,616
 \$
 3,693
 \$
 1,428
 \$
 Market cap
 Shares (in millions)

298.8

425.0

98.1

Share price as of 10/05/2006

34.75

\$

36.70

\$

25.06

\$

Market Cap

10,384

\$

15,598

\$

2,459

\$

Total Enterprise Value

16,000

\$

19,291

\$

3,887

\$

Debt / Enterprise Value

33%

19%

39%

(1) Pro forma for Mountain Union acquisition

(2) Pro forma for redemption of Senior Notes on August 1, 2006; financial data as of June 30, 2006; excludes restricted cash; a

(3) Does not include \$312 mm of preferred stock

(4) Based on Q3 2006 Outlook