

CROWN CASTLE INTERNATIONAL CORP

Form 11-K

June 24, 2014

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

Form 11-K

x ANNUAL REPORT PURSUANT TO SECTION 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

or

TRANSITION REPORT PURSUANT TO SECTION 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from            to

Commission file number 001-16441

CROWN CASTLE INTERNATIONAL CORP. 401(k) PLAN

2000 Corporate Drive

Canonsburg, PA 15317

(Full title of the plan and the address of the plan,  
if different from that of the issuer named below)

CROWN CASTLE INTERNATIONAL CORP.

1220 Augusta Drive, Suite 600

Houston, Texas 77057-2261

(Name of issuer of the securities held pursuant to the  
plan and the address of principal executive office)



CROWN CASTLE INTERNATIONAL CORP. 401(k) PLAN

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Report of Independent Registered Public Accounting Firm

To the Plan Administrator  
Crown Castle International Corp. 401(k) Plan  
Canonsburg, Pennsylvania

We have audited the accompanying statement of net assets available for benefits of the Crown Castle International Corp. 401(k) Plan (the "Plan") as of December 31, 2013, and the related statement of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013, and the changes in net assets available for benefits for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2013 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ BDO USA, LLP  
Pittsburgh, Pennsylvania  
June 24, 2014

Report of Independent Registered Public Accounting Firm  
To the Participants and Administrator of Crown Castle International Corp. 401(k) Plan

In our opinion, the accompanying statement of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of Crown Castle International Corp. 401(k) Plan (the "Plan") at December 31, 2012, and the changes in net assets available for benefits for the year then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers LLP  
Pittsburgh, Pennsylvania  
June 24, 2013

CROWN CASTLE INTERNATIONAL CORP. 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

	2013	2012
Investments, at fair value (notes 3 and 4)	\$ 161,817,976	\$ 126,056,312
Receivables:		
Employer contributions	2,876,028	2,547,080
Notes receivable from participants	2,744,691	2,392,523
Total receivables	5,620,719	4,939,603
Net assets available for benefits	\$ 167,438,695	\$ 130,995,915

See accompanying notes to financial statements.

## CROWN CASTLE INTERNATIONAL CORP. 401(k) PLAN

## STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	2013	2012
Additions (deductions) to net assets attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments (note 3)	\$22,042,396	\$16,137,188
Dividends and interest	3,329,441	2,507,988
Total investment income (loss)	25,371,837	18,645,176
Contributions:		
Employer cash contributions	6,435,136	5,342,779
Employer securities contributions	—	7,951,580
Participants	9,745,229	8,157,863
Rollovers	1,049,604	413,873
Total contributions	17,229,969	21,866,095
Total additions (deductions)	42,601,806	40,511,271
Deductions from net assets attributed to:		
Benefits paid to participants	6,096,231	3,756,532
Administrative expenses	62,795	21,738
Total deductions	6,159,026	3,778,270
Transfers from Merged Plan (note 7)	—	2,438,384
Net increase (decrease)	36,442,780	39,171,385
Net assets available for benefits:		
Beginning of year	130,995,915	91,824,530
End of year	\$167,438,695	\$130,995,915

See accompanying notes to financial statements.

CROWN CASTLE INTERNATIONAL CORP. 401(k) PLAN  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2013 and 2012

1. Plan Description

The following description of the Crown Castle International Corp. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan available to eligible employees of Crown Castle International Corp. (the "Company"). The Charles Schwab Trust Company is the trustee of the Plan. Schwab Retirement Plan Services, Inc. is the recordkeeper, and both Schwab Retirement Plan Services, Inc. and State Street Bank and Trust Company serve as custodians. The Company is the plan administrator for the Plan. The Plan was established on May 1, 1999, and has since been amended on an as-needed basis through the date of this report. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974.

(b) Contributions

Employees are eligible for participation in the Plan once they are twenty-one years of age and have completed three months of service with the Company. Employees can participate in the Plan on the first day of the month coinciding with or following three months of service. Participants may contribute any percentage of their eligible compensation up to and including any percentage that allows the participant to reach the section 401(k) pre-tax contribution limit of \$17,500 and \$17,000 in 2013 and 2012, respectively, for participants under age 50. Participants who are age 50 and older can contribute up to an additional \$5,500 in both 2013 and 2012 for a total of \$23,000 and \$22,500, respectively. These employee contributions are made through salary reductions and are fully vested at all times. Participants may also contribute amounts representing distributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees who have not submitted an election to participate or not participate in the Plan are automatically enrolled in the Plan at a deferral rate of 3% and their contributions invested in a designated target date fund until changed by the participant. The deferral rates for participants who were auto enrolled increases by 1% each year until it reaches a maximum contribution of 6%, unless otherwise directed by the participant. A registered investment adviser is engaged to assist in monitoring the core investment options offered by the Plan (excluding the participant directed brokerage account investments and the Crown Castle International Corp. Unitized Common Stock Trust Fund ("CCIC Unitized Common Stock Trust Fund")). As of December 31, 2013, the Plan offered 13 mutual funds, six common collective funds, a money market account, a participant directed brokerage account and the CCIC Unitized Common Stock Trust Fund. Participants own shares of mutual funds, common stocks, money market funds, and unit investment trusts through the participant directed brokerage account.

The Company matches and contributes 100% of the first 3% of compensation that a participant contributes to the Plan. In addition, discretionary amounts may be contributed at the option of the Company's board of directors.

Contributions are subject to certain limitations. The discretionary contribution for 2013 was 100% of the second 3% of compensation that participants contributed to the Plan. The discretionary contributions for 2012 consisted of (1) 100% of the second 3% of compensation that participants contributed to the Plan, and (2) 100 shares of the Company's common stock to employees (other than certain executive officers) participating in the Plan. On August 1, 2012, the discretionary stock contribution totaled 55,652 units of the CCIC Unitized Common Stock Trust Fund, or approximately \$7,952,000. This discretionary stock contribution will vest in the same manner as the Company's standard and annual discretionary cash matches. See "vesting description" below. The Company's discretionary contributions were \$2,932,856 (net of \$56,828 of forfeitures) and \$10,437,678 (net of \$74,129 of forfeitures) for the years ended December 31, 2013 and 2012, respectively.

(c) Participant Accounts

Participant accounts are maintained at fair market value. Each participant's account is credited with the participant's contribution and allocations of (1) the Company's matching and discretionary contributions and (2) Plan earnings and losses. The participant is entitled to the benefit that can be provided from the participant's vested account.

(d) Vesting



Participants are vested immediately in their contributions plus actual earnings (losses) thereon. Vesting in the Company's contribution portion of their accounts is generally based on years of service. A participant is 33% vested after one year of credited service, 67% vested after two years of credited service, and 100% vested after three years

CROWN CASTLE INTERNATIONAL CORP. 401(k) PLAN  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2013 and 2012

of credited service. A participant automatically vests in any non-vested accounts upon attainment of age 65, upon retirement due to disability, upon death and upon termination of the Plan.

(e) Notes Receivable From Participants

Participants are permitted to borrow from their account a minimum of \$1,000 up to a maximum of 50% of the vested balance or \$50,000, whichever is less. The notes are secured by the balance in the participant's account and bear interest at a fixed rate of prime plus 1%. As of December 31, 2013, the interest rate on all notes receivable from participants was 4.25%. The Plan recognized interest income on notes receivable from participants of \$101,916 and \$82,912 for the years ending December 31, 2013 and 2012, respectively. All notes are subject to specific repayment terms and must be repaid within a five-year period. Each participant is permitted one note at a time. No allowance for credit losses was recorded as of December 31, 2013 and 2012.

In the event of default, as described by the Plan, participants are considered to have received a distribution and are subject to income taxes on the distributed amount. Also, participants may be subject to an additional 10% tax on their taxable withdrawal if it occurs prior to age 59 1/2.

(f) Payment of Benefits

Participants are permitted to withdraw any portion of their vested account balance due to death, permanent disability, retirement, attainment of age 59 1/2, in the event of financial hardship or termination of service. The participant may elect to receive a lump-sum payment, subject to federal income tax withholdings, or rollover the vested account balance to another qualified plan. These withdrawals, prior to retirement, may result in certain suspensions of future participation in the Plan.

(g) Forfeitures

Company contributions and earnings (losses) thereon that have not become vested, and have been forfeited by participants in accordance with the applicable provisions of the Plan, are applied against the Company's contributions to the Plan and may be applied to reduce the administrative expenses of the Plan. During the years ended December 31, 2013 and 2012, the Plan has and anticipates continuing to predominately utilize participant forfeitures to reduce any annual discretionary contribution (see note 1(b)). Amounts forfeited were \$91,013 and \$46,187 during the years ended December 31, 2013 and 2012, respectively. Forfeited amounts of \$727 and \$5,413 were applied against administrative expenses for the years ended December 31, 2013 and 2012, respectively. There were no forfeited amounts unallocated to participants as of December 31, 2013 and 2012.

(h) Administration Expenses

Plan administrative expenses, to the extent not paid by the Company, are charged to and paid from the Plan's assets as incurred. The Plan permits the application of forfeited assets to pay administrative expenses.

(i) Termination of Plan

In the event of termination of the Plan, the plan administrator will continue to function during such period as is necessary to make remaining normal distributions and to administer and distribute the residual interests of the participants. Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants become 100% vested in their accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the plan administrator may determine.

(j) Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits. For example, as of December 31, 2013 approximately 13% of the Plan's net assets are invested in the CCIC Unitized Common Stock Trust Fund that predominately consists of the common stock of the Company. See also note 3.



CROWN CASTLE INTERNATIONAL CORP. 401(k) PLAN  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2013 and 2012

2. Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared on an accrual basis. Accounts of participants who have elected to withdrawal from the plan, but to whom disbursements of funds from the plan has not been made, are included as a component of net assets available for benefits.

(b) Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the amounts reported in the financial statements and notes thereto. Actual results could differ from those estimates.

(c) Investment Income

Interest income from investments is recorded as earned on an accrual basis. Dividend income is recorded on the ex-dividend date.

(d) Investments and Fair Value Measurements

The Company's assets and liabilities recorded at fair value are categorized based upon a fair value hierarchy that ranks the quality and reliability of the information used to determine fair value, in accordance with applicable accounting guidance (see note 4).

The following is a description of the levels of the fair value hierarchy:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets or liabilities in active markets, as well as inputs other than quoted prices that are observable for the asset or liability.

Level 3 inputs are unobservable inputs and are not corroborated by market data.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Money market funds, unit investment trusts and equity securities: Valued at the closing price reported on the active market on which the individual securities are traded on the last business day of the Plan year.

Mutual funds: Valued at the NAV of shares held by the Plan at year-end based on quoted market price on active markets on the last business day of the Plan year.

CCIC Unitized Common Stock Trust Fund: Investments in the CCIC Unitized Common Stock Trust Fund are valued based on the current market value of the underlying assets of the fund. These investments include cash equivalents as well as shares of the common stock of the Company, which are valued at the closing price as reported by NYSE on the last business day of the Plan year. The CCIC Unitized Common Stock Trust Fund has daily redemptions and one day trading terms. The CCIC Unitized Common Stock Trust Fund has no unfunded commitments at December 31, 2013.

Common Collective Funds: Investments in collective trust funds are valued at the NAV of the respective funds on the last business day of the Plan year based on audited financial statements. The common collective funds have daily redemptions and one day trading terms. The common collective funds have no unfunded commitments at December 31, 2013.

The preceding described methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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 December 31, 2013 and 2012

Purchases and sales of securities are accounted for on a settlement-date basis. The difference between recording transactions on a trade date and a settlement date was not significant to the Plan's financial statements. In accordance with the policy of stating investments at fair value, unrealized appreciation or depreciation on investments are reflected within investment income (loss) in the Statements of Changes in Net Assets Available for Benefits.

(e) Contributions

Participant contributions are recorded as they are withheld from the participant's wages.

(f) Distributions to Participants

Distributions to participants are recorded when paid by the Plan.

(g) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest (see note 1(e)).

3. Investment Options

The following were the investment options as of December 31, 2013:

- Alger Small Cap Growth Institutional I Fund
- Columbia Acorn Z Fund
- CCIC Unitized Common Stock Trust Fund
- DFA One Year Fixed Income Fund
- EII Global Property Institutional Fund
- Invesco Growth & Income R5 Fund
- JPMorgan Core Bond R6 Fund
- Northern Small Cap Value Fund
- Personal Choice Retirement Account
- PIMCO High Yield Fund
- Schwab 1000 Index Fund
- Schwab Managed Retirement Trust 2010 CL IV
- Schwab Managed Retirement Trust 2020 CL IV
- Schwab Managed Retirement Trust 2030 CL IV
- Schwab Managed Retirement Trust 2040 CL IV
- Schwab Managed Retirement Trust 2050 CL IV
- Schwab Managed Retirement Trust Income CL IV
- Schwab U.S. Treasury Money Market Fund
- Thornburg International Value R6 Fund
- T. Rowe Price Growth Stock Fund
- Vanguard Inflation-Protected Securities Fund
- Vanguard Mid-Cap Index Institutional Fund

The following are investments that represent 5% or more of the Plan's assets (see note 4):

	December 31, 2013	2012
Mutual Funds (valued at fair value):		
Columbia Acorn Z Fund	\$9,656,536	\$7,443,158
Invesco Growth and Income R5 Fund	11,026,880	6,882,759
JPMorgan Core Bond R6 Fund <sup>(a)</sup>	7,268,101	7,764,331
Laudus Growth Investors Fund <sup>(a)</sup>	—	15,177,266
Schwab 1000 Index Fund	15,096,949	10,630,460
Schwab Managed Retirement Trust 2030 CL IV <sup>(b)</sup>	8,498,835	5,775,024
Schwab Managed Retirement Trust 2040 CL IV <sup>(b)</sup>	9,086,712	5,787,476
Thornburg International Value R6 Fund	12,520,505	10,316,277
T. Rowe Price Growth Stock Fund <sup>(b)</sup>	21,145,409	—
Vanguard Mid-Cap Index Institutional Fund <sup>(b)</sup>	10,306,411	—
Common Stock Unitized Trust Fund (valued at fair value):		
CCIC Unitized Common Stock Trust Fund	\$21,830,458	\$21,953,668

<sup>(a)</sup> The fair values of the investments as of December 31, 2013 are not five percent or more of the Plan's total net assets available for benefits.

<sup>(b)</sup> The fair values of the investments as of December 31, 2012 are not five percent or more of the Plan's total net assets available for benefits.



CROWN CASTLE INTERNATIONAL CORP. 401(k) PLAN  
 NOTES TO FINANCIAL STATEMENTS  
 December 31, 2013 and 2012

For the years ended December 31, 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in fair value, as follows:

	Level	For the Years Ended December 31,	
		2013	2012
Mutual funds and common stock	Level 1	\$17,242,353	\$7,622,175
Common collective funds	Level 2	4,403,661	2,240,265
CCIC Unitized Common Stock Trust Fund	Level 2	396,382	6,274,748
		\$22,042,396	\$16,137,188

#### 4. Fair Values

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2013 and 2012.

	Assets at Fair Value as of December 31, 2013			Total
	Level 1	Level 2	Level 3	
Mutual funds:				
Growth funds	\$45,784,395	\$—	\$—	\$45,784,395
Balanced funds	25,403,360	—	—	25,403,360
Bond funds	10,720,404	—	—	10,720,404
Value funds	14,844,663	—	—	14,844,663
Real estate funds	3,594,119	—	—	3,594,119
Total mutual funds	100,346,941	—	—	100,346,941
Money market fund:				
Treasury fund	—	4,386,096	—	4,386,096
Total money market fund	—	4,386,096	—	4,386,096
Common collective funds:				
Target date managed retirement funds <sup>(a)</sup>	—	29,007,874	—	29,007,874
Total common collective funds	—	29,007,874	—	29,007,874
Participant directed brokerage account:				
Mutual funds	2,561,105	—	—	2,561,105
Common stocks	2,392,205	—	—	2,392,205
Money market funds	796,355	—	—	796,355
Unit investment trusts and other	496,942	—	—	496,942
Total participant directed brokerage account	6,246,607	—	—	6,246,607
CCIC Unitized Common Stock Trust Fund	—	21,830,458	—	21,830,458
Total	\$106,593,548	\$55,224,428	\$—	\$161,817,976

(a) Primarily invested in a mix of equities and bonds based on target retirement year.

CROWN CASTLE INTERNATIONAL CORP. 401(k) PLAN  
 NOTES TO FINANCIAL STATEMENTS  
 December 31, 2013 and 2012

	Assets at Fair Value as of December 31, 2012			Total
	Level 1	Level 2	Level 3	
Mutual funds:				
Growth funds	\$34,352,039	\$—	\$—	\$34,352,039
Balanced funds	16,770,571	—	—	16,770,571
Bond funds	10,963,209	—	—	10,963,209
Value funds	9,237,872	—	—	9,237,872
Real estate funds	3,902,703	—	—	3,902,703
Total mutual funds	75,226,394	—	—	75,226,394
Money market fund:				
Treasury fund	—	4,682,205	—	4,682,205
Total money market fund	—	4,682,205	—	4,682,205
Common collective funds:				
Target date managed retirement funds <sup>(a)</sup>	—	19,700,610	—	19,700,610
Total common collective funds	—	19,700,610	—	19,700,610
Participant directed brokerage account:				
Mutual funds	1,654,331	—	—	1,654,331
Common stocks	1,580,989	—	—	1,580,989
Money market funds	1,024,430	—	—	1,024,430
Unit investment trusts and other	233,685	—	—	233,685
Total participant directed brokerage account	4,493,435	—	—	4,493,435
CCIC Unitized Common Stock Trust Fund	—	21,953,668	—	21,953,668
Total	\$79,719,829	\$46,336,483	\$—	\$126,056,312

(a) Primarily invested in a mix of equities and bonds based on target retirement year. There were no transfers between Level 1 and 2 in the periods presented.

#### 5. Federal Income Tax

The Plan received a favorable determination letter from the Internal Revenue Service (“IRS”) dated October 29, 2004, which stated that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code (“IRC”). Since receiving the determination letter, the Plan has been amended and restated, including the adoption of a non-standardized prototype adoption agreement effective January 1, 2009. On May 23, 2008, the prototype plan sponsor received a favorable opinion letter from the IRS. Accordingly, the accompanying financial statements do not include a provision for federal income taxes.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

#### 6. Party-In-Interest Transactions



Certain Plan investments are funds managed by The Charles Schwab Trust Company. As of December 31, 2013, there are eight such funds as plan investment options. The Charles Schwab Trust Company is the trustee of the Plan. Schwab Retirement Plan Services, Inc. is recordkeeper, and both Schwab Retirement Plan Services, Inc. and State Street Bank and Trust Company serve as custodians. Fees paid by the Plan for the investment management services are included in net appreciation (depreciation) in fair value of investments.

CROWN CASTLE INTERNATIONAL CORP. 401(k) PLAN  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2013 and 2012

The CCIC Unitized Common Stock Trust Fund holds 287,015 shares and 294,995 shares of the Company's common stock as of December 31, 2013 and 2012, respectively. Purchases of the CCIC Unitized Common Stock Trust Fund totaled \$2,821,339 and \$10,416,383 (inclusive of the non-cash contribution of approximately \$7,952,000) for the years ending December 31, 2013 and 2012, respectively. Sales of the CCIC Unitized Common Stock Trust Fund totaled \$3,343,584 and \$3,375,574 for the years ending December 31, 2013 and 2012, respectively. In addition, there were 2,805 and 3,324 shares of common stock of the Company held in the participant directed brokerage account worth approximately \$205,971 and \$239,860 as of December 31, 2013 and 2012, respectively.

Notes receivable outstanding to participants totaled \$2,744,691 and \$2,392,523 as of December 31, 2013 and 2012, respectively, representing borrowings by the participants from their individual participant accounts.

See Schedule H, Line 4i - Schedule of Assets for additional information on party-in-interest Plan investments.

#### 7. Plan Merger

In April 2012, the Company closed the acquisition ("NextG Acquisition") of NextG Networks, Inc. ("NextG"). In July 2012, the NextG Networks 401(k) Plan (the "NextG Plan"), which covered eligible employees of NextG merged into the Plan. Following the completion of the NextG Acquisition, NextG is an indirect subsidiary of the Company. All of the assets from the NextG Plan totaling \$2,438,384 were transferred to the Plan in July 2012.

#### 8. Subsequent Events

In the first quarter of 2014, the Company's board of directors approved a discretionary equity contribution to all employees equal to approximately 4% of each employee's annualized base salary as of March 31, 2014 based on the closing price per share of CCIC common stock as of April 2, 2014. On May 30, 2014, the Company's board of directors approved certain amendments to the Plan document to facilitate this discretionary contribution. On June 13, 2014, an aggregate of 78,847 shares of Crown Castle International Corp. common stock, having a total market price of approximately \$5,818,909 as of such date, were issued to the Plan in connection with this equity contribution. The discretionary contribution was then allocated to participants in units of the CCIC Unitized Common Stock Trust Fund. This equity contribution vests in the same manner as the Company's standard and annual discretionary cash matches. See Note 1 for "vesting description." This discretionary equity contribution is anticipated to be an annual discretionary employer contribution subject to the approval of the Company's board of directors.

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 NOTES TO FINANCIAL STATEMENTS  
 December 31, 2013 and 2012

EIN: 76-0470458  
 Plan Number: 001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2013

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment	(e) Current Value
	Mutual Funds:		
	Alger Small Cap Growth Institutional I Fund	Registered Investment Company	\$2,461,943
	Columbia Acorn Z Fund	Registered Investment Company	9,656,536
	DFA One Year Fixed Income Fund	Registered Investment Company	101,982
	EII Global Property Institutional Fund	Registered Investment Company	3,594,119
	Invesco Growth & Income R5 Fund	Registered Investment Company	11,026,880
	JPMorgan Core Bond R6 Fund	Registered Investment Company	7,268,101
	Northern Small Cap Value Fund	Registered Investment Company	3,817,783
	PIMCO High Yield Fund	Registered Investment Company	2,103,724
*	Schwab 1000 Index Fund	Registered Investment Company	15,096,949
	Thornburg International Value R6 Fund	Registered Investment Company	12,520,505
	T. Rowe Price Growth Stock Fund	Registered Investment Company	21,145,409
	Vanguard Inflation-Protected Securities Fund	Registered Investment Company	1,246,599
	Vanguard Mid-Cap Index Institutional Fund	Registered Investment Company	10,306,411
	Total Mutual Funds		100,346,941
	Money Market Fund:		
*	Schwab U.S. Treasury Money Market Fund	Money Market Fund	4,386,096
	Total Money Market Funds		4,386,096
	Common Collective Funds:		
*	Schwab Managed Retirement Trust 2010 CL IV	Common Collective Funds	1,277,321
*	Schwab Managed Retirement Trust 2020 CL IV	Common Collective Funds	6,998,704
*	Schwab Managed Retirement Trust 2030 CL IV	Common Collective Funds	8,498,835
*	Schwab Managed Retirement Trust 2040 CL IV	Common Collective Funds	9,086,712
*	Schwab Managed Retirement Trust 2050 CL IV	Common Collective Funds	2,779,307
*	Schwab Managed Retirement Trust Income CL IV	Common Collective Funds	366,995
	Total Common Collective Funds		29,007,874
	Participant Directed Brokerage Account:		
	Personal Choice Retirement Account	Self- Directed Brokerage Account	6,246,607
	Unitized Common Stock Trust Fund:		
*	CCIC Unitized Common Stock Trust Fund	Employer Securities	21,830,458
	Notes receivable from participants:		
*	Participant Loans	299 participant loans with a interest rate of 4.25% and various maturity dates through January 2019	2,744,691
			\$ 164,562,667

\*Party-in interest

All investments are participant directed.

See accompanying report of independent registered public accounting firm.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator for the Plan has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

CROWN CASTLE INTERNATIONAL CORP.

401(k) PLAN  
(Name of Plan)

By: /s/ ROB A. FISHER  
Rob A. Fisher  
Vice President and Controller  
(Principal Accounting Officer)

Date: June 24, 2014