CROWN CASTLE

Crown Castle
890 Tasman Drive
Milpitas, CA 95035

Tel 408-468-5400
Fax 408-434-6285
www.crowncastle.com

April 26, 2012

RECEIVED

MAY 07 2012

REAL ESTATE ASSETS DIRECTOR

City of San Diego
Attn: Real Estate Assets Director
Real Estate Assets Department
1200 Third Ave., Suite 1700, MS 51A
San Diego, CA 92101-4155

Dear Sir or Madam:

The purpose of this letter is to notify you that, effective April 10, 2012, NextG Networks of California, Inc. became a wholly owned indirect subsidiary of Crown Castle International Corp. (NYSE:CCI). Enclosed for your reference is a copy of the Certificate of Merger. Your agreement(s) with NextG will now be managed through Crown Castle. We want to make clear that your interaction with us will not significantly change at this time.

Please note that our address for notices under the agreement has not changed and is the following:

CROWN CASTLE
Attn: Contracts Management
890 Tasman Drive
Milpitas, CA 95035
contracts@nextgnetworks.net

Although NextG's existing insurance will remain in place through your receipt of this notice, you are hereby notified that Crown Castle be changing the insurance carrier or carriers supplying its coverages required under the agreement with the City. The new insurance coverage is effective immediately and complies with the requirements of the agreement. A copy of your new insurance certificate is enclosed for your reference.

Crown Castle and NextG will be integrating their respective systems and operations over the coming months. If you have any questions during this integration or with regard to any aspect of your business with us, please work with your established contact. For any additional qquestions, please contact our Contract Management & Relations Department at 1-877-486-9377 or contracts@nextgnetworks.net.

We look forward to continuing to provide services in the City as the newly expanded Crown Castle.

Sincerely,

David R. Elston Jr.
Supervisor, Network Real Estate

Encl.

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CROWN CASTLE NG ACQUISITIONS CORP.", A DELAWARE CORPORATION,

WITH AND INTO "NEXTG NETWORKS, INC." UNDER THE NAME OF "NEXTG NETWORKS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF APRIL, A.D. 2012, AT 10:45 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Jeffrey W. Bullock, Secretary of State

3377282 8100M

AUTHENTICATION: 9491150

120411601

DATE: 04-10-12

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:45 AM 04/10/2012
FILED 10:45 AM 04/10/2012
SRV 120411601 - 3377282 FILE

CERTIFICATE OF MERGER

OF

CROWN CASTLE NG ACQUISITIONS CORP.

INTO

NEXTG NETWORKS, INC.

Pursuant to Section 251 of the
General Corporation Law of the State of Delaware

Pursuant to the terms and provisions of Section 251 of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), the undersigned corporation, NextG Networks, Inc., a Delaware corporation (the "Corporation"), does hereby certify the following as to the merger (the "Merger") of Crown Castle NG Acquisitions Corp., a Delaware corporation ("Non-survivor"), with and into the Corporation:

FIRST: The name and state of incorporation of each of the constituent corporations to the Merger are as follows:

Name	State of Incorporation
CROWN CASTLE NG ACQUISITIONS CORP.	Delaware
NEXTG NETWORKS, INC.	Delaware

SECOND: An agreement and plan of merger (the "Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the DGCL.

THIRD: The name of the surviving corporation in the Merger is:

NEXTG NETWORKS, INC.

FOURTH: The Certificate of Incorporation of the Corporation shall be amended and restated in its entirety by virtue of the Merger, as set forth on Exhibit A attached hereto.

FIFTH. The executed Agreement and Plan of Merger is on file at the office of the Corporation, the address of which office is:

NextG Networks, Inc.
52 2nd Avenue, Suite 2200
Waltham, Massachusetts 02451

SIXTH: An executed copy of the Agreement and Plan of Merger will be furnished by the Corporation, on request and without cost, to any stockholder of either the Corporation or the Non-survivor.

SEVENTH: This Certificate of Merger and the Merger shall become effective upon the filing of this Certificate of Merger with the Office of the Delaware Secretary of State.

[REMAINDER OF PAGE INTENTIONALLY BLANK]

N WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be executed by its duly authorized officer as of this 10th day of April, 2012.

NEXTG NETWORKS, INC.

By: _____

Name: H. Anthony Kelly

Title: Secretary

Exhibit A

Certificate of Incorporation

[See attached]

CERTIFICATE OF INCORPORATION
OF
NEXTG NETWORKS, INC.

FIRST: The name of the corporation is NextG Networks, Inc. (hereinafter called the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801, County of New Castle, and the name of the Corporation's registered agent shall be The Corporation Trust Company.

THIRD: The nature of the business purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The election of directors need not be by written ballot unless the bylaws of the Corporation ("Bylaws") shall so provide.

FIFTH: The total number of shares of stock which the Corporation shall have the authority to issue is one thousand (1,000) shares of common stock with a par value of one cent ($.01) per share.

SIXTH: The number of the directors of the Corporation shall be as specified in, or determined in the manner provided in the Bylaws.

SEVENTH: In furtherance of the powers conferred upon the Board by law, the Board shall have the power from time to time to make, alter, amend, and repeal the Bylaws, subject to the rights of the Stockholders.

EIGHTH: A director or officer of the Corporation, or any person serving as a director or officer of another corporation at the request of the Corporation, shall not be personally liable to the Corporation or Stockholders for monetary damages for breach of fiduciary duty as a director or officer to the fullest extent permitted by law from time to time.

The Corporation shall, to the extent permitted by law from time to time, indemnify any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise or entity from and against any and all expenses, liabilities or losses asserted against, or incurred by any such person in any such capacity, or arising out of his or her status as such; and the indemnification authorized herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaws, an agreement, a vote of Stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Corporation is, to the extent permitted by law from time to time, authorized to purchase and maintain insurance and to use other arrangements (including, without limitation, trust funds, security interests, or surety arrangements) to protect itself or any person who is or was a director, officer, employee or agent of the Corporation or serving at the request of the Corporation as a director, officer,

employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise or entity against any expense, liability or loss asserted against, or incurred by any such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

Any amendments or repeal of this Article Eighth (in whole or in part) shall not adversely affect any right or protection existing hereunder in respect of any act or omission occurring prior to such amendment or repeal.