

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  
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Global  
Signal s  
Annual  
Report  
on  
Form  
10-K  
for  
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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](http://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

12

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

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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 taxes, minority interests, credit (provision) for income taxes, interest expense, amortization of deferred financing costs, interest and 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

(\$ 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

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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 Castle

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