

CROWN CASTLE INTERNATIONAL CORP  
Form SC 13D/A  
July 09, 2007  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

Crown Castle International Corp.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

22822710

(CUSIP Number)

David N. Brooks, Esq.

General Counsel

Fortress Investment Group LLC

1345 Avenue of the Americas

New York, New York 10105

(212) 798-6100

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

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COPY TO:

Joseph A. Coco, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

Four Times Square

New York, New York 10036

(212) 735-3000

June 28, 2007

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

CUSIP No. 22822710

Page 2 of 35 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

FRIT PINN LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware		
NUMBER OF	7	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	9	-0-
EACH		SOLE DISPOSITIVE POWER
REPORTING	10	-0-
PERSON		SHARED DISPOSITIVE POWER
WITH		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		-0-
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	
		SHARES (See Instructions)
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		0%
14	TYPE OF REPORTING PERSON (See Instructions)	
		OO

SCHEDULE 13D

CUSIP No. 22822710

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1	NAME OF REPORTING PERSON
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
2	FRIT Holdings LLC
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(See Instructions) (a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions)
	Not Applicable
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
	TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware		
NUMBER OF	7	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		-0-
EACH	9	SOLE DISPOSITIVE POWER
REPORTING	10	-0-
PERSON		SHARED DISPOSITIVE POWER

11 WITH AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 -0-  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0%  
TYPE OF REPORTING PERSON (See Instructions)

OO

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 Fortress Registered Investment Trust  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions) (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

5 Not Applicable  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

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TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware		
NUMBER OF	7	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		-2000-
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON	10	SHARED DISPOSITIVE POWER
		-2000-

WITH  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 -2000-  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING PERSON (See Instructions)

OO

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CUSIP No. 22822710

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 Fortress Pinnacle Investment Fund LLC  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions) (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

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Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware		
NUMBER OF	7	SOLE VOTING POWER
SHARES	-0-	
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	9	-0- SOLE DISPOSITIVE POWER
EACH	10	-0- SHARED DISPOSITIVE POWER
REPORTING		-0-
PERSON		

WITH  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 -0-  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0%  
TYPE OF REPORTING PERSON (See Instructions)

IV

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 FIG Advisors LLC  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions) (a)   
(b)

3 SEC USE ONLY

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4 SOURCE OF FUNDS (See Instructions)

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware		
NUMBER OF	7	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		-0-
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON	10	SHARED DISPOSITIVE POWER

WITH  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%  
14 TYPE OF REPORTING PERSON (See Instructions)

IA

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SCHEDULE 13D

CUSIP No. 22822710  
1 NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Robert H. Gidel

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions) (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware		
NUMBER OF	7	SOLE VOTING POWER
SHARES		-24,753-*
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	9	-8,752-** SOLE DISPOSITIVE POWER
EACH		-24,753-*
REPORTING	10	SHARED DISPOSITIVE POWER
PERSON		-8,752-**

WITH  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-33,505-\*\*\*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

less than 1%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

\* In his capacity as Managing Member of Liberty Partners, LLC.

\*\* In his capacity as a trustee of the Robert H. Gidel Revocable Trust.

\*\*\* 24,753 shares in his capacity as Managing Member of Liberty Partners, LLC and 8,752 shares in his capacity as a trustee of the Robert H. Gidel Revocable Trust.

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SCHEDULE 13D



1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fortress Investment Fund LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

8

-0-

SHARED VOTING POWER

BENEFICIALLY

-2000-\*

OWNED BY

9

SOLE DISPOSITIVE POWER

EACH

10

-0-

SHARED DISPOSITIVE POWER

REPORTING

-2000-\*

PERSON

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-2000-\*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Solely in its capacity as the holder of all issued and outstanding shares of beneficial interest of Fortress Registered Investment Trust.

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fortress Fund MM LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES -0-

8 SHARED VOTING POWER

BENEFICIALLY

-2000-\*

OWNED BY 9 SOLE DISPOSITIVE POWER

EACH -0-

10 SHARED DISPOSITIVE POWER

REPORTING

-2000-\*

PERSON

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-2000-\*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Solely in its capacity as the managing member of Fortress Investment Fund LLC.

SCHEDULE 13D

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

FIT GSL LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

-0-

8 SHARED VOTING POWER

BENEFICIALLY

-0-

OWNED BY 9 SOLE DISPOSITIVE POWER

EACH

-0-

10 SHARED DISPOSITIVE POWER

REPORTING

-0-

PERSON

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

SCHEDULE 13D

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 FIT Holdings LLC  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES -0-

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 9 SOLE DISPOSITIVE POWER

EACH -0-

10 SHARED DISPOSITIVE POWER

REPORTING

-0-

PERSON

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

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CUSIP No. 22822710

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fortress Investment Trust II

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

8 -0- SHARED VOTING POWER

BENEFICIALLY

OWNED BY

9 -464- SOLE DISPOSITIVE POWER

EACH

10 -0- SHARED DISPOSITIVE POWER

REPORTING

-464-

PERSON

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-464-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

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SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

SCHEDULE 13D

CUSIP No. 22822710

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fortress Investment Fund II LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions) (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware		
NUMBER OF	7	SOLE VOTING POWER

SHARES	-0-	
BENEFICIALLY	8	SHARED VOTING POWER

OWNED BY	9	SOLE DISPOSITIVE POWER
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EACH	-0-	
REPORTING	10	SHARED DISPOSITIVE POWER

PERSON	-464-*	
--------	--------	--

WITH

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-464-\*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Solely in its capacity as the holder of a majority of the issued and outstanding shares of beneficial interest of Fortress Investment Trust II.

SCHEDULE 13D

CUSIP No. 22822710

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fortress Fund MM II LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 9 SOLE DISPOSITIVE POWER

-464-\*

EACH 10 SHARED DISPOSITIVE POWER

REPORTING

-464-\*

PERSON

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-464-\*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Solely in its capacity as the managing member of Fortress Investment Fund II LLC.

SCHEDULE 13D

CUSIP No. 22822710

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 FIG LLC (formerly known as Fortress Investment Group LLC)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions) (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES 8 -0- SHARED VOTING POWER

BENEFICIALLY

OWNED BY 9 -2464-\* SOLE DISPOSITIVE POWER

EACH -0-



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REPORTING 10 SHARED DISPOSITIVE POWER

PERSON -2464-\*

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-2464-\*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* 2000 shares solely in its capacity as the managing member of Fortress Fund MM LLC and 464 shares solely in its capacity as the managing member of Fortress Fund MM II LLC.

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CUSIP No. 22822710

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fortress Operating Entity I LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES -0-

8 SHARED VOTING POWER

BENEFICIALLY

-2464-\*

OWNED BY 9 SOLE DISPOSITIVE POWER

-0-

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EACH 10 SHARED DISPOSITIVE POWER

REPORTING -2464-\*

PERSON

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-2464-\*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Solely in its capacity as holder of all of the issued and outstanding shares of beneficial interest of FIG LLC.

SCHEDULE 13D

CUSIP No. 22822710

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

FIG Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions) (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES 8 -0- SHARED VOTING POWER

BENEFICIALLY

OWNED BY 9 -2464-\* SOLE DISPOSITIVE POWER

EACH -0-

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REPORTING 10 SHARED DISPOSITIVE POWER

PERSON -2464\*-

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-2464-\*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Solely in its capacity as the general partner of Fortress Operating Entity I LP.

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fortress Investment Group LLC (formerly known as Fortress Investment Group Holdings LLC)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions) (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES 8 -0- SHARED VOTING POWER

BENEFICIALLY

OWNED BY 9 -2464-\* SOLE DISPOSITIVE POWER

EACH 10 -0- SHARED DISPOSITIVE POWER

REPORTING -2464-\*

PERSON

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-2464-\*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

\* Solely in its capacity as holder of all of the issued and outstanding shares of beneficial interest of FIG Corp.

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This Amendment No. 1 to the Schedule 13D filed by the Reporting Persons on January 2, 2007 (the "Original Schedule 13D") is being filed to report the sale of 30,419,617 shares of common stock, par value \$0.01 per share, of Crown Castle International Corp., a Delaware corporation. This transaction is described more fully under Items 4 and 5. Terms defined in the Original Schedule 13D previously filed have the same meanings in this Amendment.

**Item 2. Identity and Background**

The following new information is added to Item 2, subclause (a):

Subsequent to the filing of the Original Schedule 13D, the entity referred to therein as "Fortress Investment Group LLC" changed its name to "FIG LLC" and the entity referred to therein as "Fortress Investment Group Holdings LLC" changed its name to "Fortress Investment Group LLC." Annex A to the Original Schedule 13D is amended and restated in its entirety as set forth in Amended and Restated Annex A attached hereto.

**Item 4. Purpose of Transaction.**

The following new information is added to Item 4:

On June 28, 2007, (i) FRIT PINN LLC, FRIT Holdings LLC, Fortress Registered Investment Trust, Fortress Pinnacle Investment Fund LLC, and FIT GSL LLC (collectively, the "Selling Shareholders") and certain other selling shareholders named therein, (ii) Morgan Stanley & Co. Incorporated, Allen & Company LLC, and Banc of America Securities LLC, (as representatives for the underwriters named therein, collectively, the "Underwriters") and (iii) the Issuer entered into an Underwriting Agreement (the "Underwriting Agreement") pursuant to which the Selling Shareholders agreed to sell an aggregate of 30,419,617 shares of Common Stock to the Underwriters at \$35.30 per share. The foregoing description of the Underwriting Agreement is not intended to be complete and is qualified in its entirety by reference to the Underwriting Agreement filed with the Securities and Exchange Commission on June 29, 2007 as Exhibit 10.1 to the Issuer's Current Report on Form 8-K, and incorporated herein by reference.

**Item 5. Interest in Securities of the Issuer**

The following new information is added to the applicable subclauses of Item 5:

(a), (b), (c), (e) As a result of the sale by the Selling Shareholders pursuant to the Underwriting Agreement, which was completed on July 5, 2007, each Reporting Person beneficially owns less than 1% of the outstanding shares of Common Stock.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

The following new information is added to Item 6:

On June 28, 2007, the Selling Shareholders, the Underwriters, the Issuer and certain other parties entered into the Underwriting Agreement pursuant to which the Selling Shareholders agreed to sell an aggregate of 30,419,617 shares of Common Stock to the Underwriters at \$35.30 per share. The foregoing description of the Underwriting Agreement is not intended to be complete

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and is qualified in its entirety by reference to the Underwriting Agreement filed with the Securities and Exchange Commission on June 29, 2007 as Exhibit 10.1 to the Issuer's Current Report on Form 8-K, and incorporated herein by reference.

**Item 7. Material to be Filed as Exhibits**

- 99.1 Joint Filing Agreement, dated as of July 9, 2007, by and among Fortress Pinnacle Investment Fund LLC, a Delaware limited liability company, FIG Advisors LLC, a Delaware limited liability company, Robert H. Gidel, an individual, FRIT PINN LLC, a Delaware limited liability company, FRIT Holdings LLC, a Delaware limited liability company, Fortress Registered Investment Trust, a Delaware business trust, Fortress Investment Fund LLC, a Delaware limited liability company, Fortress Fund MM LLC, a Delaware limited liability company, FIT GSL LLC, a Delaware limited liability company, FIT Holdings LLC, Fortress Investment Trust II, a Delaware business trust, Fortress Investment Fund II LLC, a Delaware limited liability company, Fortress Fund MM II LLC, a Delaware limited liability company, FIG LLC, a Delaware limited liability company, Fortress Operating Entity I LP, a Delaware limited partnership, FIG Corp., a Delaware corporation, and Fortress Investment Group LLC, a Delaware limited liability company.
- 99.2 Underwriting Agreement dated June 28, 2007, among Morgan Stanley & Co. Incorporated, Allen & Company LLC and Banc of America LLC, as representatives for the underwriters, Fortress Registered Investment Trust, FRIT Holdings LLC, FRIT PINN LLC, FIT GSL LLC, Fortress Pinnacle Investment Fund, GCP SPV 1, LLC, GCP SPV 2, LLC, Greenhill Capital Partners, LLC, Abrams Capital Partners I, L.P., Abrams Capital Partners II, L.P. and Whitecrest Partners, L.P., as selling shareholders, and Crown Castle International Corp., filed with the Securities and Exchange Commission on June 29, 2007 as Exhibit 10.1 to the Issuer's Current Report on Form 8-K, and incorporated herein by reference.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 9, 2007

FORTRESS PINNACLE INVESTMENT FUND LLC

By: /s/ Robert H. Gidel  
Robert H. Gidel

as sole manager of Fortress Pinnacle Investment Fund LLC

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 9, 2007

FIG ADVISORS LLC

By: /s/ Randal A. Nardone  
Randal A. Nardone

as Chief Operating Officer of Fortress Investment Group LLC,  
managing member of FIG Advisors LLC

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 9, 2007

ROBERT H. GIDEL

/s/ Robert H. Gidel  
Robert H. Gidel

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 9, 2007

FRIT PINN LLC

By: /s/ Randal A. Nardone  
Randal A. Nardone  
as Vice President and Secretary

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 9, 2007

FRIT HOLDINGS LLC

By: /s/ Randal A. Nardone  
Randal A. Nardone

as Chief Operating Officer and Secretary

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 9, 2007

**FORTRESS REGISTERED INVESTMENT TRUST**

By: /s/ Randal A. Nardone  
Randal A. Nardone

as Chief Operating Officer and Secretary

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 9, 2007

**FORTRESS INVESTMENT FUND LLC**



By: /s/ Randal A. Nardone  
Randal A. Nardone

as Chief Operating Officer and Secretary of Fortress Fund MM  
LLC, managing member of Fortress Investment Fund LLC

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 9, 2007

FORTRESS FUND MM LLC

By: /s/ Randal A. Nardone  
Randal A. Nardone

as Chief Operating Officer and Secretary

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 9, 2007

FIT GSL LLC

By: /s/ Randal A. Nardone  
Randal A. Nardone

as Chief Operating Officer and Secretary

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 9, 2007

FIT HOLDINGS LLC

By: /s/ Randal A. Nardone  
Randal A. Nardone  
  
as Chief Operating Officer and Secretary

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 9, 2007

FORTRESS INVESTMENT TRUST II

By: /s/ Randal A. Nardone  
Randal A. Nardone  
  
as Chief Operating Officer and Secretary

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 9, 2007

FORTRESS INVESTMENT FUND II LLC

By: /s/ Randal A. Nardone  
Randal A. Nardone

as Chief Operating Officer and Secretary of Fortress Fund MM II  
LLC, managing member of Fortress Investment Fund II LLC

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 9, 2007

FORTRESS FUND MM II LLC

By: /s/ Randal A. Nardone  
Randal A. Nardone

as Chief Operating Officer and Secretary

**SIGNATURE**

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 9, 2007

FIG LLC

By: /s/ Randal A. Nardone  
Randal A. Nardone  
  
as Chief Operating Officer

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 9, 2007

FORTRESS INVESTMENT GROUP LLC

By: /s/ Randal A. Nardone  
Randal A. Nardone  
  
as Chief Operating Officer

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 9, 2007

FORTRESS OPERATING ENTITY I LP

By: /s/ Randal A. Nardone  
Randal A. Nardone

as Chief Operating Officer of FIG Corp, general partner of Fortress  
Operating Entity I LP

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 9, 2007

FIG CORP.

By: /s/ Randal A. Nardone  
Randal A. Nardone

as Chief Operating Officer

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**AMENDED AND RESTATED ANNEX A**

**DIRECTORS AND EXECUTIVE OFFICERS OF FIG LLC**

The name and principal occupation of the director and each of the executive officers of FIG LLC, the holder of all issued and outstanding shares of beneficial interest of FIG Advisors LLC, the managing member of Fortress Fund MM LLC, the managing member of Fortress Fund MM II LLC, the managing member of Drawbridge Special Opportunities Advisors LLC and the managing member of Drawbridge Global Macro Advisors LLC, are listed below. The principal business address of each of the directors and executive officers of Fortress Investment Group LLC is 1345 Avenue of the Americas, 46<sup>th</sup> Floor, New York, NY 10105.

<b>NAME</b>	<b>PRINCIPAL OCCUPATION</b>
Wesley R. Edens	Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC
Peter L. Briger, Jr.	Co-President and Director of Fortress Investment Group LLC
Robert I. Kauffman	President-Europe and Director of Fortress Investment Group LLC
Randal A. Nardone	Chief Operating Officer and Director of Fortress Investment Group LLC
Michael E. Novogratz	Co-President and Director of Fortress Investment Group LLC
Daniel N. Bass	Chief Financial Officer of Fortress Investment Group LLC

**DIRECTORS AND EXECUTIVE OFFICERS OF FIG CORP.**

The name and principal occupation of the directors and each of the executive officers of FIG Corp., the general partner of Fortress Operating Entity I LP, are listed below. The principal business address of each of the directors and executive officers of FIG Corp. is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46<sup>th</sup> Floor, New York, NY 10105.

<b>NAME</b>	<b>PRINCIPAL OCCUPATION</b>
Wesley R. Edens	Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC
Peter L. Briger, Jr.	Co-President and Director of Fortress Investment Group LLC
Robert I. Kauffman	President-Europe and Director of Fortress Investment Group LLC
Randal A. Nardone	Chief Operating Officer and Director of Fortress Investment Group LLC
Michael E. Novogratz	Co-President and Director of Fortress Investment Group LLC
Daniel N. Bass	Chief Financial Officer of Fortress Investment Group LLC
David Brooks	Secretary, Vice President and General Counsel of Fortress Investment Group LLC

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**DIRECTORS AND EXECUTIVE OFFICERS OF FORTRESS INVESTMENT GROUP LLC**

The name and principal occupation of each of the directors and executive officers of Fortress Investment Group LLC, the holder of all of the issued and outstanding shares of FIG Corp., are listed below. The principal business address of each of the directors and executive officers of Fortress Investment Group LLC is 1345 Avenue of the Americas, 46<sup>th</sup> Floor, New York, NY 10105.

<b>NAME</b>	<b>PRINCIPAL OCCUPATION</b>
Wesley R. Edens	Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC
Peter L. Briger, Jr.	Co-President and Director of Fortress Investment Group LLC
Robert I. Kauffman	President-Europe and Director of Fortress Investment Group LLC
Randal A. Nardone	Chief Operating Officer and Director of Fortress Investment Group LLC
Michael E. Novogratz	Co-President and Director of Fortress Investment Group LLC
Daniel N. Bass	Chief Financial Officer of Fortress Investment Group LLC
David Brooks	Secretary, Vice President and General Counsel of Fortress Investment Group LLC

**GENERAL PARTNER OF FORTRESS OPERATING ENTITY I LP**

The name of the general partner of Fortress Operating Entity I LP, the holder of all issued and outstanding shares of beneficial interest of Fortress Investment Group LLC, is FIG Corp. The name and principal occupation of the directors and each of the executive officers of Fortress Investment Group LLC, the holder of all of the issued and outstanding shares of FIG Corp., are listed below. The principal business address of the general partner of Fortress Operating Entity I LP and each of the directors and executive officers of Fortress Investment Group LLC is 1345 Avenue of the Americas, 46<sup>th</sup> Floor, New York, NY 10105.

<b>NAME</b>	<b>PRINCIPAL OCCUPATION</b>
Wesley R. Edens	Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC
Peter L. Briger, Jr.	Co-President and Director of Fortress Investment Group LLC
Robert I. Kauffman	President-Europe and Director of Fortress Investment Group LLC
Randal A. Nardone	Chief Operating Officer and Director of Fortress Investment Group LLC
Michael E. Novogratz	Co-President and Director of Fortress Investment Group LLC
Daniel N. Bass	Chief Financial Officer of Fortress Investment Group LLC
David Brooks	Secretary, Vice President and General Counsel of Fortress Investment Group LLC

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**EXECUTIVE OFFICERS OF FORTRESS INVESTMENT FUND II LLC**

The name and principal occupation of each of the executive officers of Fortress Investment Fund II LLC, the holder of a majority of the issued and outstanding shares of beneficial interest of Fortress Investment Trust II, are listed below. The principal business address of each of the executive officers of Fortress Investment Fund II LLC is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46<sup>th</sup> Floor, New York, NY 10105.

<b>NAME</b>	<b>PRINCIPAL OCCUPATION</b>
Wesley R. Edens	Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC
Robert I. Kauffman	President-Europe and Director of Fortress Investment Group LLC
Randal A. Nardone	Chief Operating Officer and Director of Fortress Investment Group LLC
Jeffrey R. Rosenthal	Chief Financial Officer of Fortress Investment Group LLC's Private Equity Funds

**DIRECTORS AND EXECUTIVE OFFICERS OF FIT GSL LLC**

The name and principal occupation of each of the directors and executive officers of FIT GSL LLC are listed below. The principal business address of each of the directors and executive officers of FIT GSL LLC is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46<sup>th</sup> Floor, New York, NY 10105.

<b>NAME</b>	<b>PRINCIPAL OCCUPATION</b>
Wesley R. Edens	Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC
Randal A. Nardone	Chief Operating Officer and Director of Fortress Investment Group LLC
Jeffrey R. Rosenthal	Chief Financial Officer of Fortress Investment Group LLC's Private Equity Funds
Jonathan Ashley	Managing Director of Fortress Investment Group LLC

**EXECUTIVE OFFICERS OF FORTRESS FUND MM II LLC**

The name and principal occupation of each of the executive officers of Fortress Fund MM II LLC, the managing member of Fortress Investment Fund II LLC, are listed below. The principal business address of each of the executive officers of Fortress Fund MM II LLC is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46<sup>th</sup> Floor, New York, NY 10105.

<b>NAME</b>	<b>PRINCIPAL OCCUPATION</b>
Wesley R. Edens	Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC
Robert I. Kauffman	President-Europe and Director of Fortress Investment Group LLC
Randal A. Nardone	Chief Operating Officer and Director of Fortress Investment Group LLC
Jeffrey R. Rosenthal	Chief Financial Officer of Fortress Investment Group LLC's Private Equity Funds

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**MANAGERS AND MEMBERS OF FORTRESS INVESTMENT FUND LLC**

The name and principal occupation of each of the managers and members of Fortress Investment Fund LLC, the holder of all of the issued and outstanding shares of beneficial interest of Fortress Registered Investment Trust, are listed below. The principal business address of each of the managers and members officers of Fortress Investment Fund LLC is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46<sup>th</sup> Floor, New York, NY 10105.

<b>NAME</b>	<b>PRINCIPAL OCCUPATION</b>
Wesley R. Edens	Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC
Peter L. Briger, Jr.	Co-President and Director of Fortress Investment Group LLC
Robert I. Kauffman	President-Europe and Director of Fortress Investment Group LLC
Randal A. Nardone	Chief Operating Officer and Director of Fortress Investment Group LLC
Michael E. Novogratz	Co-President and Director of Fortress Investment Group LLC
Daniel N. Bass	Chief Financial Officer of Fortress Investment Group LLC

**EXECUTIVE OFFICERS OF FIT HOLDINGS LLC**

The name and principal occupation of each of the executive officers of FIT Holdings LLC, the sole member of FIT GSL LLC, are listed below. The principal business address of each of the managers and members officers of FIT Holdings LLC is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46<sup>th</sup> Floor, New York, NY 10105.

<b>NAME</b>	<b>PRINCIPAL OCCUPATION</b>
Randal A. Nardone	Chief Operating Officer and Director of Fortress Investment Group LLC
Jeffrey R. Rosenthal	Chief Financial Officer of Fortress Investment Group LLC's Private Equity Funds



**EXECUTIVE OFFICERS OF FRIT HOLDINGS LLC**

The name and principal occupation of each of the executive officers of FRIT Holdings LLC, the sole member of FRIT PINN LLC, are listed below. The principal business address of each of the managers and members officers of FRIT Holdings LLC is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46<sup>th</sup> Floor, New York, NY 10105.

<b>NAME</b>	<b>PRINCIPAL OCCUPATION</b>
Randal A. Nardone	Chief Operating Officer and Director of Fortress Investment Group LLC
Jeffrey R. Rosenthal	Chief Financial Officer of Fortress Investment Group LLC's Private Equity Funds

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**MANAGERS AND MEMBERS OF FORTRESS FUND MM LLC**

The name and principal occupation of each of the managers and members of Fortress Fund MM LLC, the managing member of Fortress Investment Fund LLC, are listed below. The principal business address of each of the managers and members officers of Fortress Fund MM LLC is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46<sup>th</sup> Floor, New York, NY 10105.

<b>NAME</b>	<b>PRINCIPAL OCCUPATION</b>
Wesley R. Edens	Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC
Robert I. Kauffman	President-Europe and Director of Fortress Investment Group LLC
Randal A. Nardone	Chief Operating Officer and Director of Fortress Investment Group LLC
Jeffrey R. Rosenthal	Chief Financial Officer of Fortress Investment Group LLC's Private Equity Funds

**MEMBERS AND MANAGERS OF FRIT PINN LLC**

The name and principal occupation of each of the members and managers of FRIT PINN LLC are listed below. The principal business address of each of the members and managers of FRIT PINN LLC is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46<sup>th</sup> Floor, New York, NY 10105.

<b>NAME</b>	<b>PRINCIPAL OCCUPATION</b>
Wesley R. Edens	Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC
Randal A. Nardone	Chief Operating Officer and Director of Fortress Investment Group LLC
Jeffrey R. Rosenthal	Chief Financial Officer of Fortress Investment Group LLC's Private Equity Funds
William B. Doniger	Managing Director of Fortress Investment Group LLC

**MANAGERS AND MEMBERS OF FIG ADVISORS LLC**

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The name and principal occupation of each of the managers and members of FIG Advisors LLC, the investment advisor of Fortress Pinnacle Investment Fund LLC, are listed below. The principal business address of each of the managers and members officers of FIG Advisors LLC is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46<sup>th</sup> Floor, New York, NY 10105.

<b>NAME</b>	<b>PRINCIPAL OCCUPATION</b>
Wesley R. Edens	Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC
Robert I. Kauffman	President-Europe and Director of Fortress Investment Group LLC
Randal A. Nardone	Chief Operating Officer and Director of Fortress Investment Group LLC
Jeffrey R. Rosenthal	Chief Financial Officer of Fortress Investment Group LLC's Private Equity Funds

### TRUSTEES AND EXECUTIVE OFFICERS OF FORTRESS REGISTERED INVESTMENT TRUST

The name and principal occupation of each of the trustees and executive officers of Fortress Registered Investment Trust, the sole member of FRIT Holdings LLC, are listed below. The principal business address of each of the executive officers of Fortress Registered Investment Trust is c/o Fortress Investment Group LLC 1345 Avenue of the Americas, 46<sup>th</sup> Floor, New York, NY 10105.

#### Trustees

<b>NAME</b>	<b>PRINCIPAL OCCUPATION</b>	<b>PRINCIPLE BUSINESS ADDRESS</b>
Carmen Gigliotti	Senior Portfolio Manager, DuPont Pension Fund Investment	DuPont Pension Fund Investment  One Righter Pkwy Suite 3200  Wilmington, DE 19803
Amy Diamond	Manager, Private Investments, Northwestern University	Northwestern University 1800 Sherman Ave, Suite 400, Evanston, Il 60201
Doug Gorence	Chief Investment Officer for the University of Minnesota Foundation Investment Advisors	220 S. 6 <sup>th</sup> Street, Suite 1225, Minneapolis, MN 55402
Marcia Haydel	Portfolio Manager, General Motors Investment Management Corporation	General Motors Investment Management Corporation  767 Fifth Avenue  New York, NY 10153
Dennis Porterfield	Self-employed	321 Race Track Road  Ho-Ho-Kus, NJ 07423
Gary Holt	Investment Officer, Washington State Investment Board	Washington State Investment Board  2100 Evergreen Park Drive SW  Olympia, WA 98504
John Sites	Partner, Daystar Partners	Daystar Partners

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411 Theodore Fremd Avenue , Suite 100

Rye, NY 10580

Mark Barnard                      Director - Private Investments, Howard Hughes  
Medical Institute                      Howard Hughes Medical Institute

4000 Jones Bridge Road

Wesley R. Edens                      Chairman of the Board of Directors and Chief  
Executive Officer of Fortress Investment Group  
LLC                      Chevy Chase, MD 20815-6789  
Fortress Investment Group LLC  
1345 Avenue of the Americas, 46<sup>th</sup> Floor  
New York, NY 10105

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### Executive Officers

<b>NAME</b>	<b>PRINCIPAL OCCUPATION</b>
Wesley R. Edens	Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC
Robert I. Kauffman	President-Europe and Director of Fortress Investment Group LLC
Randal A. Nardone	Chief Operating Officer and Director of Fortress Investment Group LLC
Jeffrey R. Rosenthal	Chief Financial Officer of Fortress Investment Group LLC's Private Equity Funds
Allison Thrush	Managing Director of Fortress Investment Group LLC

### TRUSTEES AND EXECUTIVE OFFICERS OF FORTRESS INVESTMENT TRUST II

The name and principal occupation of each of the trustees and executive officers of Fortress Investment Trust II, the holder of all issued and outstanding shares of beneficial interest of FIT Holdings LLC, are listed below. The principal business address of each of the executive officers of Fortress Investment Trust II is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46<sup>th</sup> Floor, New York, NY 10105.

### Trustees

<b>NAME</b>	<b>PRINCIPAL OCCUPATION</b>	<b>PRINCIPLE BUSINESS ADDRESS</b>
Carmen Gigliotti	Senior Portfolio Manager, DuPont Pension Fund Investment	DuPont Pension Fund Investment  One Righter Pkwy Suite 3200  Wilmington, DE 19803
Amy Diamond	Manager, Private Investments, Northwestern University	Northwestern University 1800 Sherman Ave, Suite 400

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Evanston, IL 60201

Doug Gorence	Chief Investment Officer for the University of Minnesota Foundation Investment Advisors	220 S. 6 <sup>th</sup> Street, Suite 1225, Minneapolis, MN 55402
Dean Takahashi	Senior Director, Yale University	55 Whitney Avenue, New Haven, CT
Dennis Porterfield	Self- employed	321 Race Track Road Ho-Ho-Kus, NJ 07423
Gary Holt	Investment Officer, Washington State Investment Board	Washington State Investment Board 2100 Evergree Park Drive SW Olympia, WA 98504
John Sites	Partner, Daystar Partners	Daystar Partners 411 Theodore Fremd Avenue, Suite 100 Rye, NY 10580

Mark Barnard	Director Private Investments, Howard Hughes Medical Institute	Howard Hughes Medical Institute 4000 Jones Bridge Road Chevy Chase, MD 20815-6789
Mike Dire	Director, California State Teachers Retirement System	7667 Folsom Blvd, Suite 250 Sacramento, CA 95826
Ron Schmitz	Chief Investment Officer, Oregon State Treasury	100 Labor & Industries Bldg. 350 Winter St., NE Salem, OR 97301-3896
Wesley R. Edens	Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group Holdings LLC	Fortress Investment Group LLC 1345 Avenue of the Americas, 46 <sup>th</sup> Floor New York, NY 10105

**Executive Officers**

<b>NAME</b>	<b>PRINCIPAL OCCUPATION</b>
Wesley R. Edens	Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC
Robert I. Kauffman	President-Europe and Director of Fortress Investment Group LLC
Randal A. Nardone	Chief Operating Officer and Director of Fortress Investment Group LLC
Jeffrey R. Rosenthal	Chief Financial Officer of Fortress Investment Group LLC's Private Equity Funds
Allison Thrush	Managing Director of Fortress Investment Group LLC

**OFFICERS OF FORTRESS PINNACLE INVESTMENT FUND LLC**

The name and principal occupation of each of the officers of Fortress Pinnacle Investment Fund LLC are listed below. The principal business address of each of the officers of Fortress Pinnacle Investment Fund LLC is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46<sup>th</sup> Floor, New York, NY 10105.

<b>NAME</b>	<b>PRINCIPAL OCCUPATION</b>
Wesley R. Edens	Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC
Robert I. Kauffman	President-Europe and Director of Fortress Investment Group LLC
Randal A. Nardone	Chief Operating Officer and Director of Fortress Investment Group LLC
Jeffrey R. Rosenthal	Chief Financial Officer of Fortress Investment Group LLC's Private Equity Funds
Allison Thrush	Managing Director of Fortress Investment Group LLC