



CROWN CASTLE INTERNATIONAL
2001 ANNUAL REPORT

CORPORATE PROFILE

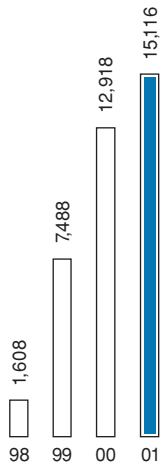
Crown Castle International Corp. is one of the world's leading independent owners and operators of shared wireless communications and broadcast infrastructure. The Company engineers, deploys, owns and operates technologically advanced shared wireless infrastructure and delivers services to broadcasters and wireless telecommunications operators on three continents.

With operations in the United States, United Kingdom and Australia, Crown Castle works closely with carriers and broadcasters through the various phases of operations and provides value-added network management services. The Company's extensive network, encompassing more than 750 broadcast towers and more than 15,000 transmission sites, offers near-universal broadcast coverage in the United Kingdom and significant wireless communications coverage to 68 of the top 100 US markets, 95% of the UK population and 92% of the Australian population.

Headquartered in Houston, Texas, Crown Castle has more than 75 years of experience in engineering and operating broadcast transmission networks and more than 20 years of experience in the ownership, leasing, design and deployment of wireless communications sites and systems.

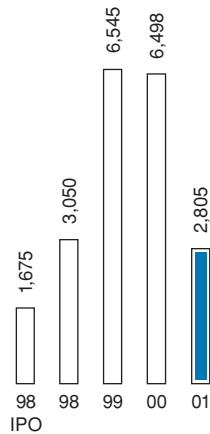
FINANCIAL HIGHLIGHTS

(millions of dollars)	Years Ended December 31,		
	1999	2000	2001
Net Revenues:			
Site rental and broadcast transmission	\$ 267.9	\$ 446.1	\$ 576.0
Network services and other	77.9	203.1	323.0
	\$ 345.8	\$ 649.2	\$ 899.0
EBITDA:			
Site rental and broadcast transmission	\$ 140.0	\$ 221.2	\$ 301.9
Network services and other	(0.2)	25.9	14.9
	\$ 139.8	\$ 247.1	\$ 316.8
Total sites owned and managed	7,488	12,918	15,116
Capital expenditures	\$ 293.8	\$ 636.5	\$ 683.1
Total assets	\$ 3,836.7	\$ 6,401.9	\$ 7,375.5
Total debt	1,542.3	2,602.7	3,423.1
Redeemable preferred stock	422.9	842.7	878.9
Total stockholders' equity	1,617.7	2,420.9	2,364.6



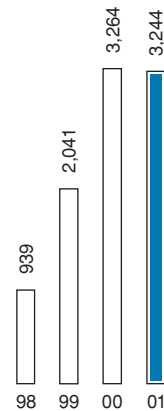
Site History

(number of sites)



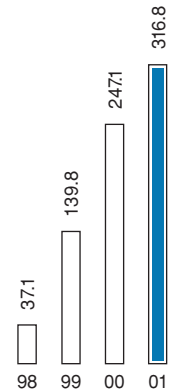
Market Capitalization

(millions of dollars)



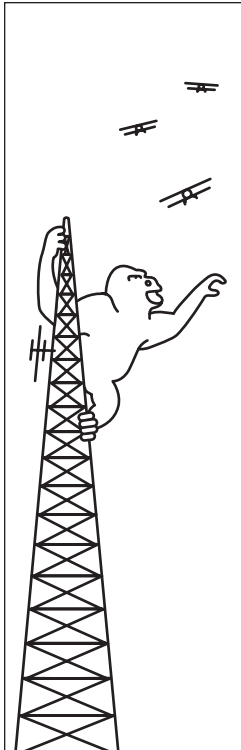
Net Worth History

(millions of dollars)



EBITDA

(millions of dollars)



MYTH VS. REALITY

As in any industry, there are myths that evolve from economic, market and industry conditions. Here's our take on the myths vs. realities facing the wireless industry:

Myth: Demand for cell sites is being dampened by slowing wireless subscriber growth.

Reality: There is still significant potential for growth as a result of increased usage, data network requirements and gaps in wireless carrier networks.

Myth: New technologies such as smart antennas and advanced radio equipment will enable carriers to improve coverage and capacity without building more sites.

Reality: Technology alone cannot provide the complete solution. Crown Castle is involved in the development of exciting new technologies that will provide cutting-edge shared infrastructure solutions for carriers; however, technology does not take away the need for more tower and rooftop sites.

Myth: Capital market constraints will prevent wireless service providers from making necessary investments.

Reality: Carriers must expand their networks to reduce churn tied to quality-of-service issues, and wireless service providers recognize that they benefit from their return on network investment.



FRANKIE FIELD

BALL	STRIKE	OUT	AT BAT	RUNS	HITS	ERRS
0	0	0	0	0	0	0
VIS: CHS				0	0	0
CHS				0	0	0

The image depicts a sophisticated architectural space, likely a modern office or public building. The central focus is a large, illuminated, triangular skylight with a complex, grid-like structure that glows with a warm, golden light. This skylight is set within a dark, metallic frame. Above the skylight, a series of horizontal glass panels are visible, some of which are illuminated from within, creating a layered, translucent effect. The overall color palette is dominated by deep blues and blacks, contrasted with the bright, warm light of the skylight and the silhouettes of people. In the foreground, a glass entrance is visible, with several people standing in silhouette, looking towards the interior. The architecture is characterized by clean lines and a high-tech aesthetic.

[performance]

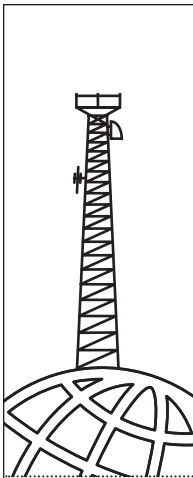
DEAR SHAREHOLDERS:

I appreciate the opportunity to update you on Crown Castle's progress, achievements and performance in 2001. Amid a difficult year for the economy, capital markets and the telecommunications industry, the Company focused its efforts on enhancing shareholder value through the disciplined execution of our business model: accommodating customers' needs, leasing sites, controlling costs and driving substantial growth in cash flow and margins.

Financial Performance

We are proud of the financial success our Company enjoyed in 2001, with the organization posting increased revenues, greater margins and a 28% increase in year-over-year EBITDA. Significantly, we grew revenues by 22% on a same-tower basis. These results were in line with projections and are consistent with our original business model. While the Company has substantial debt, we also have significant financial flexibility, having ended the year with more than \$1 billion in cash and marketable securities and more than \$500 million in unutilized bank lines. Though our management team is pleased with these accomplishments, we are disappointed with how the equity market has valued our progress and, like you, we are disappointed in the Company's stock price.

While the decline in Crown Castle's stock price is somewhat tied to economic conditions, it is also a reflection of Wall Street's concerns about our customers' long-term ability to add wireless subscribers and uncertainties surrounding new wireless applications. We have taken strategic steps, discussed in this report, to address these concerns and assist our customers as they expand their networks to remedy what the media has characterized as "Swiss cheese" (full-of-holes) carrier coverage and as they launch new wireless technologies.



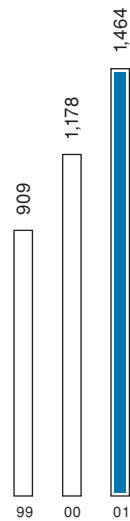
UNPARALLELED GEOGRAPHIC FOOTPRINTS

With more than 15,000 towers, Crown Castle maintained unparalleled coverage footprints and closed 2001 with impressive statistics:

- towers and a significant wireless communications presence in 68 of the top 100 markets in the United States;
- near-universal broadcast coverage and more than 95% wireless communications coverage in the United Kingdom; and
- wireless communications coverage of more than 92% of the Australian population.

Towers Constructed

New towers built increased 24% in 2001







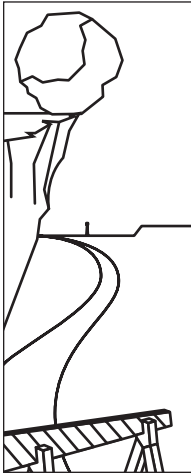
A Move to the New York Stock Exchange

The common stock of Crown Castle began trading on the New York Stock Exchange under the ticker symbol “CCI” on April 25, 2001, giving our Company the visibility and liquidity that the NYSE’s auction market provides. The move to the NYSE should deliver value to our shareholders through reduced transaction costs and more efficient trade executions resulting from the central location of the NYSE marketplace.

Industry Issues

Our customers face significant opportunities and challenges in the year ahead. We certainly recognize that the issues impacting our customers impact Crown Castle, and our organization is working diligently with carriers to address their issues and craft timely solutions. Specifically, carriers continue to experience significant growth in their subscriber bases and total network utilization. They are also faced with an average 30% “churn” rate, which equates to a turnover of almost one-third of their wireless subscribers each year. While marketing and pricing plans play a role in turnover, subscribers most often cite diminished network quality as the driving force behind their decisions to switch carriers.

To reduce churn, build subscriber bases and meet customer usage demands, carriers have made network quality a priority. Quite simply, we believe the primary way for carriers to improve network quality is to increase their number of transmitting sites. As such, the next few years represent an opportunity for Crown Castle to help carriers improve network quality through the utilization of our shared infrastructure concept to reduce their capital requirements while increasing their speed to market.



WATCH FOR ROAD SIGNS AHEAD

It's important to look at all road signs when evaluating any industry's future prospects.

We expect to see the following trends begin to emerge in the telecommunications industry in 2002 and the years that follow:

- increased emphasis among wireless carriers on reducing churn rates; we believe one way for carriers to reduce churn is to improve the quality of their coverage;
- continued growth in minutes of use; and
- the launch of new and exciting advanced data services.

Each of these trends should result in carriers needing additional sites and towers in the years to come.







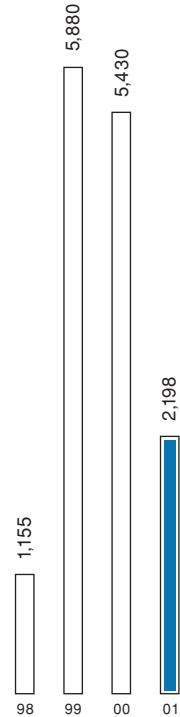
OPERATIONS REVIEW

In 2001, Crown Castle strategically shifted its focus from acquisitions and international expansion to maximizing the efficiency of its operations. At year-end, the Company had:

- improved site-level economics through continued disciplined execution of Crown Castle's business model;
- created and upgraded organizational capabilities in the outsourced network services area;
- broadened relationships with customers to provide additional value-added installation and outsourced services;
- established operational priorities for leasing existing sites, streamlining operations, maximizing site revenue and allocating capital efficiently; and
- increased revenue 22% year-over-year on the 12,918 sites owned as of December 31, 2000.

Towers Integrated

Crown Castle integrated 2,198 towers into its networks in 2001



The Year in Review

Crown Castle's leasing momentum from 2000 continued in 2001, further confirming our business plan and reflecting our long-term value proposition of adding leases to towers and rooftops through co-location. The following are highlights for the year:

United States

- The lease rate on Crown Castle's towers met or exceeded market projections as we continued to add tenants on our towers.
- Reflecting the integration of our assets and the experience of our team, US tower revenue grew 24% in 2001 on a same-tower basis and the Company realized substantial efficiencies in growing tower cash flow.
- We continued to develop our US organizational capabilities, strengthened processes and implemented best practices, with a focus on asset, national account and project management.
- The Company constructed 675 new towers during the year for US anchor tenants.
- EBITDA increased 46% and tower gross margins grew from 58% to 62% in 2001 over 2000.

Australia

- Our position as the largest independent tower operator in Australia was strengthened in April following the purchase of 643 wireless communications towers from Vodafone Australia. (continued on page 17)





[momentum]

The Year in Review (continued)

United Kingdom

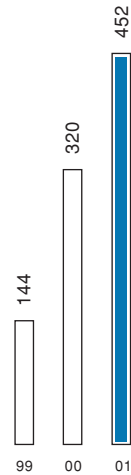
- Crown Castle's significant relationships with all five license holders in the United Kingdom — Hutchison 3G, Orange, Vodafone, One 2 One, BT Cellnet — positioned us to continue leasing at a brisk pace amid challenging market conditions.
- In the first quarter of 2001, Crown Castle launched One 2 One's network in Northern Ireland encompassing the design and build-out of the network, representing the first full outsourcing of a telecommunications network in the United Kingdom and the first time a transaction of this type had been accomplished by a wireless service provider.
- We leveraged our British Telecom relationship and began accessing BT exchange sites for the deployment of 2G and future 3G wireless services, integrating more than 200 exchange sites into our UK portfolio.
- In the fourth quarter, Manx Telecom (BT) launched Europe's first 3G network on the Isle of Man in partnership with Crown Castle and NEC.
- On the broadcast side, Crown Castle continued to execute our transmission contracts with public and private entities in the United Kingdom at a very high level of excellence.



NEXT GENERATION

With a proven history of excellence in providing 2G services, Crown Castle is strategically positioned to play an important role in "Internet-on-the-go" services as consumers embrace third generation technology. Also known as 3G, the convergence of voice, high-speed data and video represents one of the most exciting technologies in today's rapidly advancing marketplace. Crown Castle is at the forefront to offer rapid deployment, turnkey design and build-out, extensive engineered coverage and total outsourcing for new entrants to the market.

Site Rental Revenues (millions of dollars)
Site rental revenues increased more than 40% in 2001





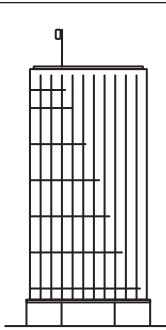


Moving Beyond the Acquisitions Phase: A Focus on Operational Excellence

Since the Company's inception in 1994, our mission has been to develop, deploy, own and operate the world's most technologically advanced, shared communications infrastructure. Our acquisition strategy enabled Crown Castle to acquire significant assets in our three primary geographic markets and propelled the Company into an industry-leading position.

Our initiatives are global in nature, from the United States to the United Kingdom to Australia. When Crown Castle became more operationally focused in August, our management team established four priorities to drive shareholder value through disciplined execution of our business plan. We will continue to focus on these initiatives in 2002 as we (1) lease existing sites, (2) streamline operations, (3) maximize site revenue and (4) allocate capital efficiently.

- Organic tower leasing is a priority for Crown Castle as it is central to our business plan. Sharing sites between carriers allows them to improve their network quality and establish the higher-density networks required for high-speed wireless data services. It also reduces the proliferation of towers as sites are utilized by multiple providers. (continued on page 25)



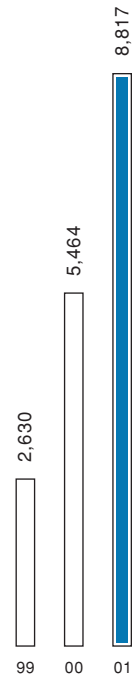
WIRELESS TELECOM

Global demand for wireless services continues to grow rapidly, with worldwide subscribers projected to reach 1.62 billion by 2006. In the United States where wireless penetration is below Europe's 70%, subscriber growth is projected to increase from the current level of 118 million to 186 million subscribers by 2006. While the number of wireline phones will remain stable or see a moderate fluctuation at approximately 170 million, the number of wireless phones in use is expected to surpass wireline units by early 2005. Minutes of use are projected to increase by 172% per subscriber by 2010, up from 292 minutes to 797 minutes; and minutes of use per site are projected to increase by 98% to 562,000 minutes.

— Source: *Pyramid Research, Raymond James & Lehman Brothers*

Number of New Tenants Added

The Company increased revenue by adding new tenants

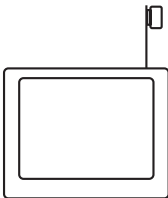






Moving Beyond the Acquisitions Phase: A Focus on Operational Excellence (continued)

- We have already achieved some notable efficiencies and streamlined certain of our operations by identifying areas to drive costs out of the Company. In the United States, we reorganized our regional delivery platform midyear from 18 to 13 regional offices. Crown Castle's operational focus is allowing us to pursue greater efficiencies with our people, processes and procedures as a follow-up to the Company's prior acquisitions phase.
- Site revenue maximization is being pursued as we develop plans around additional revenue opportunities that extend from our core business of leasing space on towers. We are taking a two-pronged approach:
 - (1) further emphasis on developing our existing relationships to assist in solving carrier issues, and
 - (2) providing additional services at our sites.
- Prudent capital allocation is being employed to maximize the returns on new towers constructed and other investments. Our rigorous capital review process is designed to position Crown Castle as free cash flow positive by 2004.



BROADCAST EXPERIENCE

Seventy-five years of broadcast experience have positioned Crown Castle as an international leader. The Company launched the world's first commercial Digital Terrestrial Television and Digital Audio Broadcast transmission networks in the United Kingdom in 1998. Leveraging our broadcast outsourcing experience, Crown Castle launched One 2 One's network in Northern Ireland in 2001, encompassing the design and build-out of the network. This represented the first full outsourcing of a telecommunications network in the UK and the first time a transaction of this type had been accomplished by a wireless service provider. In the fourth quarter, Manx Telecom (BT) launched Europe's first 3G network on the Isle of Man in partnership with Crown Castle and NEC.

Broadcast Revenues (millions of dollars)
Broadcast revenues remained steady in 2001







[strategy]

The Year Ahead

Crown Castle's strategy continues to be blocking and tackling as we pursue operational excellence to better meet our customers' needs. With a focus on details, we believe that by executing our business model and satisfying our customers in a timely and efficient manner, the relationships we have fostered over the years should position the Company to realize our expectations.

As we move forward to address the opportunities that face us, several important factors bode well for our Company, including:

- Crown Castle controls an impressive global tower footprint.
- The Company is identifying techniques and tools to provide shared infrastructure for enhanced coverage.
- Carriers will continue to improve their networks in order to add new services and meet customer demands.
- We are focused on value-added endeavors and committed to achieving efficiencies in our operations.

On behalf of the Board of Directors and our employees, I offer our sincere appreciation for your continued support and confidence. We will continue to report our accomplishments, achievements and endeavors throughout 2002. In the interim, please let us hear from you with your questions or comments.

Respectfully,

A handwritten signature in black ink that reads "John P. Kelly". The signature is written in a cursive, flowing style.

John P. Kelly
President & CEO

CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS*

(In thousands of dollars, except per share amounts)	Years Ended December 31,		
	1999	2000	2001
Net revenues:			
Site rental and broadcast transmission	\$ 267,894	\$ 446,039	\$ 575,961
Network services and other	77,865	203,126	322,990
Total net revenues	345,759	649,165	898,951
Costs of operations:			
Site rental and broadcast transmission	114,436	194,424	238,748
Network services and other	42,312	120,176	228,485
Total costs of operations	156,748	314,600	467,233
General and administrative	43,823	76,944	102,539
Corporate development	5,403	10,489	12,337
Restructuring charges	5,645	—	19,416
Asset write-down charges	—	—	24,922
Non-cash general and administrative compensation charges	2,173	3,127	6,112
Depreciation and amortization	130,106	238,796	328,491
Operating income (loss)	1,861	5,209	(62,099)
Interest and other income (expense)	17,731	33,761	8,548
Interest expense and amortization of deferred financing costs	(110,908)	(241,294)	(297,444)
Loss before income taxes, minority interests, extraordinary item and cumulative effect of change in accounting principle	(91,316)	(202,324)	(350,995)
Provision for income taxes	(275)	(246)	(16,478)
Minority interests	(2,756)	(721)	1,306
Loss before extraordinary item and cumulative effect of change in accounting principle	(94,347)	(203,291)	(366,167)
Extraordinary item – loss on early extinguishment of debt	—	(1,495)	—
Cumulative effect of change in accounting principle for costs of start-up activities	(2,414)	—	—
Net loss	(96,761)	(204,786)	(366,167)
Dividends on preferred stock	(28,881)	(59,469)	(79,028)
Net loss after deduction of dividends on preferred stock	\$ (125,642)	\$ (264,255)	\$ (445,195)
Per common share – basic and diluted:			
Loss before extraordinary item and cumulative effect of change in accounting principle	\$ (0.94)	\$ (1.47)	\$ (2.08)
Extraordinary item	—	(0.01)	—
Cumulative effect of change in accounting principle	(0.02)	—	—
Net loss	\$ (0.96)	\$ (1.48)	\$ (2.08)
Common shares outstanding – basic and diluted (in thousands)	131,466	178,588	214,246

* The results of operations for the years ended December 31, 1999, 2000 and 2001 are not comparable as a result of business and asset acquisitions. Results of operations of these acquired businesses and assets are included in our consolidated financial statements for the periods after the respective dates of acquisition. This information should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2001, as filed with the Securities and Exchange Commission.

CONDENSED CONSOLIDATED BALANCE SHEET

(In thousands of dollars)	December 31,		
	1999	2000	2001
Assets:			
Cash and cash equivalents	\$ 549,328	\$ 453,833	\$ 804,602
Short-term investments	—	38,000	72,963
Other current assets	112,717	242,345	338,496
Property and equipment, net	2,468,101	4,303,037	4,844,912
Escrow deposit for acquisition	50,000	—	—
Investments	—	137,000	128,500
Goodwill and other intangible assets, net	596,147	1,112,876	1,051,431
Other assets	60,357	114,794	134,554
	<u>\$ 3,836,650</u>	<u>\$ 6,401,885</u>	<u>\$ 7,375,458</u>

Liabilities and Stockholders' Equity:

Current liabilities	\$ 131,281	\$ 286,920	\$ 411,453
Long-term debt, less current maturities	1,542,343	2,602,687	3,394,011
Other liabilities	67,064	93,354	157,549
Minority interests	55,292	155,344	168,936
Redeemable preferred stock	422,923	842,718	878,861
Stockholders' equity	1,617,747	2,420,862	2,364,648
	<u>\$ 3,836,650</u>	<u>\$ 6,401,885</u>	<u>\$ 7,375,458</u>

OTHER CONSOLIDATED DATA

(In thousands of dollars)	Years Ended December 31,		
	1999	2000	2001
EBITDA**	\$ 139,785	\$ 247,132	\$ 316,842
Summary cash flow information:			
Net cash provided by operating activities	92,608	165,495	131,930
Net cash used for investing activities	(1,509,146)	(1,957,687)	(895,136)
Net cash provided by financing activities	1,670,402	1,707,091	1,109,309

** EBITDA is defined as operating income (loss) plus depreciation and amortization, non-cash general and administrative compensation charges, asset write-down charges and restructuring charges. EBITDA is presented as additional information because management believes it to be a useful indicator of our ability to meet debt service and capital expenditure requirements. It is not, however, intended as an alternative measure of operating results or cash flow from operations (as determined in accordance with generally accepted accounting principles). Furthermore, our measure of EBITDA may not be comparable to similarly titled measures of other companies.

BOARD OF DIRECTORS

Ted B. Miller, Jr.

Chairman

Randall A. Hack

Senior Managing Director
Nassau Capital LLC

Dale N. Hatfield

Director of Interdisciplinary Telecommunications
University of Colorado at Boulder

Lee W. Hogan

Individual Investor

Edward C. Hutcheson, Jr.

Individual Investor and Consultant

David L. Ivy

Individual Investor

John P. Kelly

President and Chief Executive Officer

J. Landis Martin

President and Chief Executive Officer
NL Industries, Inc. and
Chairman and Chief Executive Officer
Titanium Metals Corporation

Robert F. McKenzie

Individual Investor

William D. Strittmatter

Vice President
GE Capital Corporation and
Managing Director - Telecommunications
for the Structured Finance Group of
GE Capital Corporation

SENIOR OFFICERS

John P. Kelly

President and Chief Executive Officer

Peter G. Abery

President and Managing Director
Crown Castle UK Limited

Kelli Hunter Cole

Senior Vice President of Human Capital

Wesley D. Cunningham

Senior Vice President, Chief Accounting Officer and
Corporate Controller

Robert E. Giles

Executive Vice President of Strategic Business Units

E. Blake Hawk

Executive Vice President and General Counsel

W. Benjamin Moreland

Senior Vice President, Chief Financial Officer and Treasurer

Robert E. Paladino

Senior Vice President, Global Performance

Michael T. Schueppert

Senior Vice President of Business Development

Edward W. Wallander

President and Chief Operating Officer
Crown Castle USA Inc.

CORPORATE INFORMATION

Corporate Headquarters

510 Bering, Suite 500
Houston, Texas 77057
713.570.3000

Agents and Trustees

Mellon Investor Services LLC
600 North Pearl Street
Suite 1010
Dallas, Texas 75201
214.922.4420

*Transfer Agent for Common Stock,
12^{3/4}% Senior Exchangeable Preferred Stock,
6.25% Convertible Preferred Stock*

The Bank of New York
5 Penn Plaza
13th Floor, Corporate Finance Department
New York, New York 10001
212.896.7268

Trustee for the Company's Debt Securities

The Law Debenture Trust Corporation p.l.c.
Princes House, 95 Gresham Street
London EC2V 7LY
44.(0)20.7696.5206

*Trustee for Crown Castle Finance PLC
(f/k/a Castle Transmission (Finance) PLC)
£125 million 9% Guaranteed Bonds due 2007*

Independent Auditors

KPMG LLP
700 Louisiana
Houston, Texas 77002
713.319.2000

General Investor Inquiries and Correspondence

Investors with general questions about the Company are invited to call at 713.570.3000. Investor correspondence should be directed to:

Jay Brown
Vice President of Finance
Crown Castle International Corp.
510 Bering, Suite 500
Houston, Texas 77057

The Company's Annual Report on Form 10-K as filed with the Securities and Exchange Commission is available, without charge, on written request. In addition, a copy of any exhibit to the Form 10-K is available upon payment of a specified fee, which fee shall be limited to the Company's expenses in furnishing such exhibit(s). All requests should be directed to:

Crown Castle International Corp.

Corporate Secretary
510 Bering, Suite 500
Houston, Texas 77057

Annual Meeting

Stockholders are invited to attend the 2002 Crown Castle International Corp. Annual Meeting of Stockholders, which will be held on Wednesday, May 29, 2002 at 9:00 a.m. at the:

Houstonian Hotel
111 North Post Oak Lane
Houston, Texas 77024

Formal notice of the meeting, along with the proxy statement and materials, will be mailed or otherwise available on or about April 26, 2002, to stockholders of record as of April 9, 2002.

Web Site

www.crowncastle.com

Common Stock Information

Crown Castle International Corp.'s common stock is traded on NYSE (stock symbol: CCI).

Statements made by Crown Castle International Corp. in this annual report that are not historical facts, including those regarding future performance, are forward-looking statements under the Private Securities Litigation Reform Act of 1995. These statements are based on current expectations and assumptions and involve risks and uncertainties that could cause actual results to differ from expectations.



www.crowncastle.com