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**IN THE UNITED STATES BANKRUPTCY COURT**
**FOR THE NORTHERN DISTRICT OF TEXAS**
**FORT WORTH DIVISION**

| | | |
|---|---|---|
| In re: | § | Chapter 11 |
| | § | |
| FIBERTOWER NETWORK SERVICES CORP., *et al*., | § | Case No. 12-44027-DML-11 |
| | § | |
| | § | Jointly Administered |
| Debtors. | § | |

**NOTICE OF (I) SALE OF CERTAIN ASSETS OF THE DEBTORS**
**AND (II) HEARING WITH RESPECT THERETO**

**PLEASE TAKE NOTICE THAT**, pursuant to an Order of the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the "Bankruptcy Court"), dated October 4, 2012 [Docket No. 310] (the "Bidding Procedures Order"), the above-captioned debtors and debtors in possession (the "Debtors") are offering for sale the Acquired Assets,[1] comprising (i) substantially all of the assets of FiberTower Corporation ("FiberTower") and FiberTower Network Services Corp. ("FT Network Services" and, together with FiberTower, the "Seller Debtors") used in connection with the Seller Debtors' business (the "Business") of providing facilities-based backhaul services to wireless carriers in the following markets: (i) the State of Texas, including the markets in Dallas, Houston, San Antonio, Austin,

[1] Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Bidding Procedures Order.

and Waco; and (ii) the Greater Washington DC Market (collectively, the "Markets"), and (ii) certain other assets of the Seller Debtors (and their affiliates, as applicable).

**PLEASE TAKE FURTHER NOTICE THAT**, subject in all respects to higher and better offers, the Seller Debtors have entered into an asset purchase agreement with ICB Networks Texas, LLC ("ICB Texas"), ICB Networks Washington LLC ("ICB Washington" and, together with ICB Texas, the "Purchasers") and Bordercomm Partners LP, dated September 24, 2012 (the "Purchase Agreement"), pursuant to which, upon approval by the Bankruptcy Court, the Seller Debtors will sell, and the Purchasers will purchase, the Acquired Assets for an Adjusted Purchase Price in an amount to be calculated in accordance with Section 1.5(b) of the Purchase Agreement,[2] in cash, plus the assumption of certain liabilities.

**PLEASE TAKE FURTHER NOTICE THAT**, all interested parties are invited to make competing offers to purchase the Acquired Assets in accordance with the terms and conditions procedures in the Bidding Procedures Order (the "Bidding Procedures"). A Qualified Bidder (other than the Purchasers) who desires to make a bid for the Acquired Assets must deliver written copies of its bid as well as all other documents and information required pursuant to the Bidding Procedures to: Andrews Kurth LLP, 450 Lexington Avenue, 15th Floor, New York, New York 10017 (Attn: Jonathan Levine, Esq.), so as to be actually received not later than 10:00 a.m. (prevailing Eastern Time) on November 1, 2012 (the "Bid Deadline"). **Pursuant to the Bidding Procedures, if the Seller Debtors receive at least one Qualified Bid in addition to the Purchase Agreement prior to the Bid Deadline, an auction for the Acquired Assets (the "Auction") will be conducted, beginning at 10:00 a.m. (prevailing Central Time), on**

[2] The Debtors estimate that the Adjusted Purchase Price for the Acquired Assets pursuant to the Purchase Agreement will be approximately $18,600,000, assuming a Closing Date (as defined in the Purchase Agreement) of November 30, 2012.

**November 5, 2012 at the offices of Andrews Kurth LLP, 1717 Main Street, Suite 3700, Dallas, Texas 75201**.

**PLEASE TAKE FURTHER NOTICE THAT**, as set forth in the Bidding Procedures Order, a hearing (the "Sale Hearing") to approve the Sale of the Acquired Assets to the Purchasers (or to the Successful Bidder submitting a higher or otherwise better bid) will be held on November 6, 2012 at 10:00 a.m. (prevailing Central Time) in the United States Bankruptcy Court for the Northern District of Texas, 501 W. 10th Street, Fort Worth, Texas 75242, before the Honorable D. Michael Lynn, United States Bankruptcy Judge. The Sale Hearing may be adjourned from time to time without notice other than an announcement made at the Sale Hearing.

**PLEASE TAKE FURTHER NOTICE THAT**, pursuant to the Bidding Procedures Order, enclosed herewith are copies of: (i) Debtors' Motion, dated September 28, 2012, for Orders Pursuant to 11 U.S.C. §§ 363 and 365 and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 (A) Approving and Establishing (i) Bidding Procedures, (ii) Certain Bid Protections, (iii) Form and Manner of Sale Notice, and (iv) Sale Hearing and (B) Authorizing and Approving (i) Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (ii) Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and Proposed Cure Amounts with Respect Thereto, and (iii) Purchasers' Assumption of Certain Liabilities [Docket No. 285]; (ii) the Bidding Procedures Order, (iii) the Bidding Procedures; (iv) the proposed Sale Order with respect to the Acquired Assets; and (v) the Purchase Agreement.[3]

[3] The Schedules to the Purchase Agreement (the "Schedules") are voluminous and, therefore, are not included herewith. The Schedules will be provided to Potential Bidders as part of the Bidding Process. The Schedules are also available to the public upon written request to the Debtors' counsel, Andrews Kurth LLP, 450 Lexington Avenue, 15th Floor, New York, New York 10017 (Attn: Jeremy B. Reckmeyer, Esq.) (Tel: (212) 850-2851; Email: jeremyreckmeyer@andrewskurth.com).

**PLEASE TAKE FURTHER NOTICE THAT** objections to the sale of the Acquired Assets, if any, must be in writing and served upon the following so as to be actually received no later than 4:00 p.m. (prevailing Central Time) on October 29, 2012: (a) the undersigned counsel to the Debtors; (b) counsel to the Committee, Otterbourg, Steindler, Houston & Rosen, P.C., 230 Park Avenue, New York, NY 10169 (Attn: David M. Posner); (c) the Office of the U.S. Trustee, 1100 Commerce Street, Room 9C60, Dallas, Texas 75242 (Atten: Elizabeth Ziegler); (d) counsel to the Indenture Trustee for the Debtors' 9.00% Senior Secured Notes due 2016, Reed Smith LLP, 225 Fifth Avenue, Suite 1200, Pittsburgh, PA 15222 (Attn: Gregory Taddonio); (e) Purchasers and their counsel, Gardere Wynne Sewell LLP, 1601 Elm Street, Suite 3000, Dallas, Texas 75201 (Attn: Robert Sarfatis); and (e) counsel to the ad hoc committee of holders of the Debtors' 9.00% Senior Secured Notes due 2016, Strook & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038 (Attn: Matthew Garofalo and Sayan Bhattacharyya). If no objections to the sale are timely filed and served, the Court may enter an order approving the sale without any further notice.

Respectfully submitted this 4th day of October, 2012.

**ANDREWS KURTH LLP**

By: /s/ Jason S. Brookner
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*Counsel to the Debtors*

## CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 4th day of October, 2012, he caused a true and correct copy of the foregoing pleading to be served on the parties and in the manner directed by paragraph 9 of the Court's Bidding Procedures Order [Docket No. 310].

/s/Jason S. Brookner
Jason S. Brookner