

UNITED STATES BANKRUPTCY COURT Northern District of Texas		Document Page 1 of 14	VOLUNTARY PETITION
Name of Debtor (if individual, enter Last, First, Middle): FiberTower Network Services Corp.		Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 52-2312256		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):	
Street Address of Debtor (No. and Street, City, and State): 2613 Gravel Drive Forth Worth, TX <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 76118</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	
County of Residence or of the Principal Place of Business: Tarrant County		County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>			
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding </div> </div>	
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box.) <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts. </div>	
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). ----- Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	
Statistical/Administrative Information <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.			THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> 1-49</div> <div><input type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input type="checkbox"/> 200-999</div> <div><input checked="" type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5,001-10,000</div> <div><input type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input type="checkbox"/> Over 100,000</div> </div>			
Estimated Assets <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input checked="" type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>			
Estimated Liabilities <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input checked="" type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>			

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Document		Page 2 of 14	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)					
Location Where Filed:		Case Number:		Date Filed:	
Location Where Filed:		Case Number:		Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)					
Name of Debtor: FiberTower Corporation; FiberTower Licensing Corp.; and FiberTower Spectrum Holdings LLC		Case Number:		Date Filed: July 17, 2012	
District: Northern District of Texas		Relationship: Affiliates		Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>			<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>		
<p style="text-align: center;">Exhibit C</p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>					
<p style="text-align: center;">Exhibit D</p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>					
<p style="text-align: center;">Information Regarding the Debtor - Venue</p> <p style="text-align: center;">(Check any applicable box.)</p> <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>					
<p style="text-align: center;">Certification by a Debtor Who Resides as a Tenant of Residential Property</p> <p style="text-align: center;">(Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: right;">_____ (Name of landlord that obtained judgment)</p> <p style="text-align: right;">_____ (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>					

<p>Voluntary Petition (This page must be completed and filed in every case.)</p>	<p>Document Page 3 of 14 FiberTower Network Services Corp.</p>
<p>Signatures</p>	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X <u>/s/ Paul N. Silverstein</u> Signature of Attorney for Debtor(s) <u>Paul N. Silverstein</u> Printed Name of Attorney for Debtor(s) <u>Andrews Kurth LLP</u> Firm Name <u>450 Lexington Avenue</u> <u>New York, New York 10017</u> Address <u>(212) 850-2800</u> Telephone Number <u>July 17, 2012</u> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Kurt J. Van Wagenen</u> Signature of Authorized Individual <u>Kurt Van Wagenen</u> Printed Name of Authorized Individual <u>President</u> Title of Authorized Individual <u>July 17, 2012</u> Date</p>	

EXHIBIT A

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

In re:	§	Chapter 11
	§	
FIBERTOWER NETWORK SERVICES	§	Case No. 12-_____ - ____-11
CORP.,	§	
	§	
Debtor.	§	
	§	

EXHIBIT A TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is **0001296578**.

2. The following financial data is the latest available information and refers to the debtor's condition on **June 30, 2012**.

a. Total assets		\$ <u>75,859,381</u>	
b. Total debts (including debts listed in 2.c., below)		\$ <u>527,292,221¹</u>	
c. Debt securities held by more than 500 holders:			Approximate number of holders:
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____	
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____	
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____	
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____	
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____	
d. Number of shares of preferred stock	<u>0</u>	<u>0</u>	
e. Number of shares common stock	<u>100</u>	<u>1</u>	

¹ On November 9, 2006, FiberTower Corporation issued \$402.5 million of 9% Senior Secured Convertible Notes due 2012 (the "2012 Notes"). On December 22, 2009, FiberTower Corporation redeemed a portion of the 2012 Notes for cash, common stock, and 9% Senior Secured Notes due 2016 (the "2016 Notes"). The 2012 Notes and the 2016 Notes were guaranteed, jointly and severally, by each of FiberTower Corporation's debtor and non-debtor affiliates. This amount includes \$169,945,229, representing the outstanding principal and accrued interest on the 2012 Notes and the 2016 Notes as of June 30, 2012.

Comments, if any:

FiberTower Corporation owns 100% of common stock

3. Brief description of debtor's business: **Telecommunications provider**

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: FiberTower Corporation, Solus Alternative Asset Management LP, Arthur J. Samberg, and Crown Castle Investment Corp.

FIBERTOWER NETWORK SERVICES CORP.

CERTIFICATE OF RESOLUTIONS

I, Kurt J. Van Wagenen, the sole Director and President of Fibertower Network Services Corp., a Delaware corporation (the "Company"), hereby certify that, on July 17, 2012, the following resolutions were duly adopted by the sole Director of the Company in lieu of a meeting in accordance with the requirements of the Delaware General Corporation Law and the Company's charter and bylaws, that these resolutions are true, complete and correct as they appear, and that these resolutions have not been modified, amended, or rescinded and are still in full force and effect as of the current date.

RESOLVED, that, in the judgment of the Company's sole Director, it is desirable and in the best interests of the Company, its creditors, employees, and other interested parties that a petition be filed by the Company, seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

RESOLVED, that Kurt J. Van Wagenen, the Company's sole Director and President, and any other person designated and so authorized to act (each such officer or designee being, an "Authorized Person" and collectively being the "Authorized Persons") are hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute, deliver and verify any and all petitions and amendments thereto under chapter 11 of the Bankruptcy Code (the "Chapter 11 Case") and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Texas (the "Bankruptcy Court") at such time or in such other jurisdiction as such Authorized Person executing the same shall determine;

RESOLVED, that each Authorized Person (as defined below), and such other officers of the Company as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to negotiate, execute, deliver, and perform or cause the performance under that certain Plan Support Agreement attached as Exhibit A hereto;

RESOLVED, that the law firm of Andrews Kurth LLP is hereby employed as counsel to the Company in the Company's Chapter 11 Case, subject to any requisite Bankruptcy Court approval;

RESOLVED, that the law firms of: (a) Hogan Lovells and (b) Willkie Farr and Gallagher LLP are hereby employed as special FCC counsel for the Company in the Company's Chapter 11 Case, subject to any requisite Bankruptcy Court approval;

RESOLVED, that the firm of FTI Consulting, Inc. is hereby employed as financial advisor to the Company in the Company's Chapter 11 Case, subject to any requisite Bankruptcy Court approval;

RESOLVED, that BMC Group, Inc. is hereby employed as claims and noticing agent for the Company in the Company's Chapter 11 Case, subject to any requisite Bankruptcy Court approval;

RESOLVED, that each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and to take and perform any and all further acts and deeds which he or she deems necessary, proper or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of such case;

RESOLVED, that each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to engage and retain all assistance by legal counsel, accountants, financial advisors, and other professionals in connection with the Chapter 11 Case, with a view to the successful prosecution of such case;

RESOLVED, that each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action as in the judgment of such person shall be or become necessary, appropriate, desirable, or advisable to effectuate a successful reorganization of the business of the Company;

RESOLVED, that each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to negotiate, execute, deliver, and perform or cause the performance of any notes, guarantees, security agreements, other agreements, consents, certificates or instruments as such person considers necessary, appropriate, desirable, or advisable to effectuate borrowings or other financial arrangements, such determination to be evidenced by such execution or taking of such action;

RESOLVED, that each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, and any such actions heretofore taken by any of them are hereby ratified, confirmed and approved in all respects: (i) to negotiate, execute, deliver and/or file any and all of the agreements, documents and instruments referenced herein, and such other

agreements, documents and instruments and assignments thereof as may be required or as such Authorized Persons deem appropriate or advisable, or to cause the negotiation, execution and delivery thereof, in the name and on behalf of the Company, as the case may be, in such form and substance as such Authorized Persons may approve, together with such changes and amendments to any of the terms and conditions thereof as such Authorized Persons may approve, with the execution and delivery thereof on behalf of the Company by or at the direction of such Authorized Persons to constitute evidence of such approval, (ii) to negotiate, execute, deliver and/or file, in the name and on behalf of the Company, any and all agreements, documents, certificates, consents, filings and applications relating to the resolutions adopted and matters ratified or approved herein and the transactions contemplated hereby, and amendments and supplements to any of the foregoing, and to take such other actions as may be required or as such Authorized Persons deem appropriate or advisable in connection therewith, and (iii) to do such other things as may be required or as may, in the judgment of such Authorized Persons, be appropriate or advisable in order to effectuate fully the resolutions adopted and the matters ratified or approved herein and the consummation of the transactions contemplated hereby;

RESOLVED, that any and all past actions heretofore taken by any Authorized Persons of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects.

IN WITNESS WHEREOF, I have executed this Certificate as of July 17, 2012.

/s/ Kurt J. Van Wagenen
Kurt J. Van Wagenen

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

In re:	§ Chapter 11
	§
FIBERTOWER NETWORK SERVICES	§ Case No. 12-_____-____-11
CORP., <i>et al.</i> ,	§
	§ Jointly Administered (Pending)
Debtors.	§
	§

**CONSOLIDATED LIST OF CREDITORS
HOLDING 30 LARGEST UNSECURED CLAIMS**

Following is the consolidated list of creditors holding the 30 largest unsecured claims as of July 10, 2012, unless otherwise indicated, against the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”)² in the above-referenced chapter 11 cases commenced on the date hereof.³ The list is prepared for filing in this chapter 11 case based upon the books and records of the Debtor and in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure. The list does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31), or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

Name of Creditor and Complete Mailing Address	Nature of Claims (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to setoff	Amount of Claim (If secured also state value of security)
US Bank, NA Indenture Trustee for the Debtors 9.00% Convertible Senior Secured Notes due 2012 60 Livingston Avenue St. Paul, MN 55107 susan.jacobsen2@usbank.com	2012 Note Debt	Undisputed	\$37,046,441.89 ⁴

² The Debtors in these Chapter 11 cases are: (i) FiberTower Network Services Corp.; (ii) FiberTower Corporation; (iii) FiberTower Licensing Corp.; and (iv) FiberTower Spectrum Holdings LLC.

³ The information herein shall not constitute an admission by, nor is it binding on, the Debtor.

⁴ With the help of FTI Consulting, Inc. (“FTI”), their proposed financial advisor, the Debtors’ preliminary valuation work shows that the Debtors’ enterprise value is materially less than \$132 million -- i.e., the approximate principal amount of the 2016 Notes outstanding as of the Petition Date (this preliminary valuation work is based upon the assumption that the Debtors’ spectrum licenses will not be terminated). As a result, the claim relating to the 2012 Notes is unsecured.

Name of Creditor and Complete Mailing Address	Nature of Claims (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to setoff	Amount of Claim (If secured also state value of security)
Ernst & Young 560 Mission Street, Suite 1600 San Francisco, CA 94105-2907 glenn.chadbourn@ey.com	Vendor	Disputed	\$459,200.00
Fiberlight 11700 Great Oaks Way Suite 100 Alpharetta, GA 30022 susan.eulberg@fiberlight.com	Vendor	Disputed	\$434,899.12
Light Tower Fiber LLC P.O. Box 30279 New York, NY 10087-0279 billing@lighttower.com	Vendor	Disputed	\$405,317.30
Zayo Bandwidth 400 Centennial Parkway, Suite 200 Louisville, CO 80027 billing@zayo.com	Vendor	Disputed	\$283,675.19
SpectraSite Tower Leasing South P.O. Box 751760 Charlotte, NC 28275-1760 james.long@americantower.com	Vendor	Disputed	\$267,619.80
Cingular Wireless - Site Rent 8645 154th Avenue NE RTC 3 Redmond, WA 98073-9779 ad8554@att.com	Vendor	Disputed	\$204,759.02
Time Warner P.O. Box 223085 Pittsburgh, PA 15251-2085 darin.zirkle@twcable.com	Vendor	Disputed	\$196,542.00
Global Signal Acquisitions II LLC P.O. Box 403551 Atlanta, GA 30384-3551 mtorres@gtpsites.com	Vendor	Disputed	\$194,947.68
Ceragon Networks, Inc. 10 Forest Avenue Paramus, NJ 07652 rachel.mansour@ceragon.com	Vendor	Disputed	\$164,175.64

Name of Creditor and Complete Mailing Address	Nature of Claims (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to setoff	Amount of Claim (If secured also state value of security)
Level 3 1025 Eldorado Boulevard Dept 182 Denver, CO 80291-0182 accounts.receivables@level3.com	Vendor	Disputed	\$126,979.19
HELPCOmm, INC. 8760 Virginia Meadows Drive Manassas, VA 20109 corey@helpcomm.com	Vendor	Disputed	\$115,253.25
FPL FiberNet 9250 West Flagler Street Miami, Florida 33174 fpln_billing@fpl.com	Vendor	Disputed	\$113,162.00
US Signal 201 Ionia Avenue SW Grand Rapids, MI 49503 jmitts@ussignal.com	Vendor	Disputed	\$106,405.65
Phonoscope 6105 Westline Drive Houston, TX 77036 accounting@phonoscope.com	Vendor	Disputed	\$94,689.53
American Tower Corp. 10 Presidential Way Suite 1 Woburn, MA 01801 james.long@americantower.com	Vendor	Disputed	\$76,546.06
TEK Systems P.O. Box 198568 Atlanta, GA 30384-8568 kevinlynch@teksystems.com	Vendor	Disputed	\$63,276.00
Accruent LLC 10801-2 N Mopac Expressway Suite 400 Austin, TX 78759-5458 apeschong@accruent.com	Vendor	Disputed	\$63,060.00
Buckeye TeleSystems, Inc. P.O. Box 94536 Cleveland, OH 44101-4536 qjefferson@telesystem.us	Vendor	Disputed	\$54,377.99
First Telecom Services LLC 2561 Bernville Road Reading, PA 19612-5164 jbrocklesby@firstcomm.com	Vendor	Disputed	\$53,594.00

Name of Creditor and Complete Mailing Address	Nature of Claims (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to setoff	Amount of Claim (If secured also state value of security)
Connectivity Solutions, Inc. 103 A Carpenter Drive Sterling, VA 20164 noelle@csiva.net	Vendor	Disputed	\$52,600.00
NEC Corporation of America Radio Communications Systems 6535 N. State Hwy. 161 Irving, TX 75039-2402 candace.choy@necam.com	Vendor	Disputed	\$51,510.19
AboveNet Communications, Inc. P.O. Box 79006 City of Industry, CA 91716-9006 abovenet_billing@above.net	Vendor	Disputed	\$51,253.00
Fibergate 6076 Franconia Road, Suite C Alexandria, VA 22310 hmarkis@fibergate.com	Vendor	Disputed	\$49,080.00
MCC/China Basin - 3rd Amendment Dept # 2113 P.O. Box 39000 San Francisco, CA 94139-2113 jaa@mccarthycook.com	Vendor	Disputed	\$46,951.73
Sidera Networks, LLC 55 Broad Street New York, NY 10004 janet.downie@sidera.net	Vendor	Disputed	\$46,163.86
Network Building & Consulting, LLC 7380 Coca Cola Drive Suite 106 Hanover, MD 21076 dshelah@nbcllc.com	Vendor	Disputed	\$45,549.05
Verizon Business 20855 Stone Oak Parkway San Antonio, TX 78258 jeannie.kirk@verizon.com	Vendor	Disputed	\$42,647.86
Cox Communications Attn: Cox Access Billing P.O. Box 105339 Atlanta, GA 30348-5339 gertrude.jones@cox.com	Vendor	Disputed	\$41,884.00

Name of Creditor and Complete Mailing Address	Nature of Claims (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to setoff	Amount of Claim (If secured also state value of security)
syncreon Technology USA LLC dba nal.syncreon 1200 Green Briar Drive Addison, IL 60101 lisa.moser@nal.syncreon.com	Vendor	Disputed	\$41,588.80

CERTIFICATION

I, Kurt J. Van Wagenen, certify under penalty of perjury that I am the President of FiberTower Network Services Corp. ("FiberTower Network Services"), a Delaware corporation, the corporation named as Debtor in the foregoing petition. I hereby declare that the statements in the foregoing petition and all exhibits, schedules and all attachments thereto are true and correct to the best of my knowledge, information and belief, and that the filing of this petition and all exhibits, schedules and all attachments thereto on behalf of FiberTower Network Services has been duly authorized by the sole Director of FiberTower Network Services as evidenced by the attached Certificate of Resolution.

EXECUTED on July 17, 2012.

/s/ Kurt J. Van Wagenen

Kurt J. Van Wagenen