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Proposed Counsel to the Debtors

**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.	§
	§

**MOTION FOR ORDER PURSUANT TO SECTIONS 102 AND 105(a)
OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES
2002(m) AND 9007 ESTABLISHING NOTICE PROCEDURES**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”),¹ by their undersigned counsel, for their Motion for Order pursuant to Sections 102 and 105(a) of the Bankruptcy Code and Bankruptcy Rules 2002(m) and 9007 Establishing Notice Procedures (the “Motion”), respectfully represent:

¹ 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.

JURISDICTION AND VENUE

1. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).

2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

INTRODUCTION

3. On July 17, 2012 (the “Petition Date”), each of the Debtors filed with this Court petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

4. The Debtors are operating their businesses and managing their properties as debtors in possession, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

BACKGROUND

5. The Debtors are an alternative provider of facilities-based backhaul services, principally to wireless carriers, and a national provider of millimeter-band spectrum services. Backhaul is the transport of voice, video and data traffic from a wireless carrier’s mobile base station, or cell site, to its mobile switching center or other exchange point. The Debtors offer these backhaul services nationally by utilizing wireless spectrum assets and fiber relationships to construct and operate high-coverage, high-capacity hybrid microwave and fiber networks. The Debtors provide spectrum leasing services directly to other carriers and enterprise clients, and also offer their spectrum services through spectrum brokerage arrangements and through fixed wireless equipment partners.

6. A significant asset of the Debtors is their ownership of a national spectrum portfolio (the “Spectrum Portfolio”) of 24 GHz and 39 GHz wide-area spectrum licenses, including over 740 MHz in the top twenty (20) U.S. metropolitan areas and, in the aggregate,

approximately 1.72 billion channel pops (calculated as the number of channels in a given area multiplied by the population, as measured in the 2010 census, covered by these channels). The Debtors believe that the Spectrum Portfolio represents one of the largest and most comprehensive collections of millimeter wave spectrum in the U.S., covering areas with a total population of over 300 million.

7. As of the Petition Date, the Debtors provide service to approximately 5,390 customer locations at approximately 3,188 deployed sites in thirteen (13) markets throughout the U.S. The fixed wireless portion of these hybrid services is predominantly through common carrier spectrum in the 11, 18 and 23 GHz bands. The Debtors' biggest service markets are Dallas/Fort Worth and Washington, D.C./Baltimore, with additional markets in Atlanta, Boston, Chicago, Cleveland, Denver, Detroit, Houston, New York/New Jersey, Pittsburgh, San Antonio/Austin/Waco and Tampa.

8. The Debtors have customer service agreements with major U.S. wireless carriers. The Debtors also hold separate national-scope service agreements with Verizon Business and CenturyLink which allow them to provide government grade transport services to the United States General Services Administration and other governmental entities.

RELIEF REQUESTED

9. By this Motion, the Debtors request that the Court enter an Order, pursuant to Sections 105(a) and 102 of the Bankruptcy Code and Rules 2002(m) and 9007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), limiting the notice procedures in these Chapter 11 cases and designating the parties upon whom notice must be served. By regulating the service, notice and filing requirements at the outset of these cases, the Court will simplify procedural matters. The Debtors respectfully submit that the proposed procedures will ease the

Court's administration of these cases and dramatically reduce the economic burden on the Debtors' estates.

10. The Debtors propose that every motion, application, pleading, notice, brief, memorandum, affidavit and declaration or other writing filed in these cases (with the exception of proofs of claim or interest) (collectively, the "Filings") shall be subject to the notice procedures described below (the "Notice Procedures"), unless otherwise ordered by the Court.

11. There are hundreds of potential creditors and other parties in interest involved in the Debtors' Chapter 11 cases, each of which may be entitled to certain notices, including notice under Bankruptcy Rule 2002(a)(2) and (3). In addition, the Debtors expect that numerous parties will file notices of appearance and requests for notices and copies of pleadings as these cases proceed. The potential costs associated with copying and mailing or otherwise serving all notices and motions to the entire creditor group will impose an undue and expensive administrative and economic burden on the Debtors' estates.

12. Pursuant to sections 102 and 105(a) of the Bankruptcy Code and the applicable Bankruptcy Rules, the Debtors request that the Court enter an order limiting notice in these chapter 11 cases and designating certain parties who must receive notice of the Filings and of certain matters, including, but not limited to, the matters described in Bankruptcy Rules 2002(a)(2) and (3), 4001, 6004, 6006, 6007 and 9019.

13. The Debtors propose that all Filings in these cases shall be served upon the following list (the "Limited Service List") of parties or entities:

- a. The Debtors and their counsel;
- b. The Office of the United States Trustee for the Northern District of Texas;
- c. The Debtors' thirty (30) largest unsecured creditors;

- d. Counsel to any official committee established in these cases pursuant to section 1102 of the Bankruptcy Code;
- e. The indenture trustee to the Indenture, dated as of December 22, 2009, relating to the 9.00% Senior Secured Notes due 2016;
- f. The indenture trustee to the Indenture, dated as of November 9, 2006, relating to the 9.00% Convertible Senior Secured Notes due 2012;
- g. Counsel to the ad hoc committee of holders of 9.00% Senior Secured Notes due 2016; and
- h. Those parties who have filed a notice of appearance and request for notice or service of all pleadings.

14. Furthermore, the Debtors shall serve all Filings for which particular notices are required by Bankruptcy Rules 2002(a)(2) and (3), 4001, 6004, 6006, 6007, or 9019 on the parties identified on the Limited Service List in addition to the persons/entities set forth below, in accordance with the following procedures, unless otherwise authorized by this Court:

- a. Filings related to the use, sale, lease or abandonment of property other than in the ordinary course of business shall be served on each entity having an interest in the property;
- b. Filings related to relief from, or otherwise related to, the automatic stay shall be served on each entity having a lien or encumbrance on the affected property;
- c. Filings relating to the use of cash collateral or obtaining credit shall be served on each entity with an interest in the cash collateral or each entity with a lien or other interest in property on which a lien is proposed to be granted;
- d. Filings relating to approval of proposed compromises or settlements, shall be served on any entity that is a party to the compromise or settlement or which may be adversely affected thereby;
- e. Filings relating to rights under section 365 of the Bankruptcy Code shall be served on each party to the executory contract(s) or unexpired lease(s) affected thereby;
- f. Filings relating to applications for payment of compensation or reimbursement of expenses shall be served on each professional person

who is seeking payment of compensation or reimbursement of expenses, and whose retention has been authorized by the Court in these cases; and

- g. Notice of other matters for which the Bankruptcy Rules require notice to all parties in interest shall be served on all creditors and equity security holders of the Debtors and parties in interest, unless otherwise authorized by this Court.

15. All other Filings shall be served on the parties identified on the Limited Service List and each entity with a particularized interest in the subject of the Filing.

16. The Debtors further propose that, unless otherwise authorized by the Court, proceedings described in the subsections of Bankruptcy Rule 2002 identified below shall be noticed in accordance with the applicable provisions of such rule: (i) Bankruptcy Rule 2002(a)(1), (4), (5), (7) and (8); (ii) Bankruptcy Rule 2002(b)(1)-(2); (iii) Bankruptcy Rule 2002(d); and (iv) Bankruptcy Rule 2002(f)(1)-(3) and (5)-(7).

17. The Debtors respectfully submit that service of papers by electronic mail (e-mail) will substantially reduce costs for photocopying and postage. To the extent that e-mail addresses are submitted or are obtainable for parties filing a notice of appearance and request for service of papers in these cases, the Debtors will serve those parties by e-mail. Those parties not having access to e-mail will receive service via United States mail or other service as appropriate.

18. The Debtors request that notice given in accordance with the foregoing Notice Procedures shall be deemed adequate pursuant to the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules.

ARGUMENT AND AUTHORITY

19. Bankruptcy Rule 2002(a) provides that notice of certain matters must be given to, among others, all of the Debtors' creditors, equity security holders and other parties in interest. The Bankruptcy Rules, however, further provide that "[t]he Court may from time to time enter

orders designating the matters in respect to which, the entity to whom, and the form and manner in which notices shall be sent except as otherwise provided by these rules.” FED. R. BANKR. P. 2002(m); *see also* FED. R. BANKR. P. 9007 (“[W]hen notice is to be given under these rules, the Court shall designate, if not otherwise specified herein . . . the form and manner in which the notice shall be given.”).

20. In addition, section 105(a) of the Bankruptcy Code grants bankruptcy courts broad authority and discretion to enforce the provisions of the Bankruptcy Code either under specific statutory fiat or under equitable common law principles. Specifically, section 105(a) of the Bankruptcy Code provides:

The court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title. No provision of this title providing for the raising of an issue by a party in interest shall be construed to preclude the court from, *sua sponte*, taking any action or making any determination necessary or appropriate to enforce or implement court orders or rules, or to prevent an abuse of process.

11 U.S.C. § 105(a). Section 102(1) of the Bankruptcy Code states that, where the Bankruptcy Code provides for an action to occur “after notice and a hearing,” such action may occur “after such notice as is appropriate in the particular circumstances, and such opportunity for a hearing as is appropriate in the particular circumstances” 11 U.S.C. § 102(1)(A).

21. As discussed above, there are hundreds of potential creditors and other parties in interest involved in the Debtors’ Chapter 11 cases, each of which may be entitled to certain notices, including notice under Bankruptcy Rule 2002(a)(2) and (3). The costs associated with copying and mailing or otherwise serving all notices and motions to all creditors would impose an administrative and economic burden on the Debtors’ estates. Additionally, the continual drafting and filing of motions to limit notice for each use, sale or lease of the Debtors’ property

out of the ordinary course of business and for various compromises and settlements would also constitute an administrative and economic burden on the Debtors' estates.

22. The Debtors believe that adopting the Notice Procedures will: (i) substantially reduce such administrative burdens and result in substantial cost savings to the Debtors' estates, and (ii) significantly reduce the administrative and economic burden placed on creditors and parties in interest for the same reasons.

23. Pursuant to the terms of the Notice Procedures, all parties in interest who may be directly affected by the relief sought by a particular Filing will receive notice of such Filing directly from the party submitting the Filing to the Court. No party will be prejudiced or adversely effected by the relief requested herein. For these reasons, the Debtors believe the Notice Procedures are appropriate and should be approved and implemented in these cases.

NOTICE

24. Notice of this Motion has been provided to: (i) counsel to the Indenture Trustee for the Debtors' 9.00% Senior Secured Notes due 2016; (ii) counsel to the Indenture Trustee for the Debtors' 9.00% Convertible Senior Secured Notes due 2012; (iii) counsel to the ad hoc committee of holders of the Debtors' 9.00% Senior Secured Notes due 2016; (iv) the office of the United States Trustee for the Northern District of Texas; (v) the holders of the thirty (30) largest unsecured claims against the Debtors on a consolidated basis; and (vi) certain other parties appearing on the attached Certificate of Service. The Debtors respectfully submit that no other or further notice need be provided.

WHEREFORE, the Debtors respectfully request that this Court enter an Order: (i) approving the Notice Procedures as described herein, and (ii) granting such other and further relief as may be just and proper.

Respectfully submitted this 17th day of July, 2012.

ANDREWS KURTH LLP

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Proposed Counsel to the Debtors

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 17th day of July, 2012, he caused a true and correct copy of the foregoing document to be hand delivered to the Office of the United States Trustee, 9C60 Earle Cabell Federal Building, 1100 Commerce Street, Dallas, Texas 75242 and caused the same to be served on the parties appearing on the attached Service List via first class United States mail, postage prepaid and, where possible, via electronic mail and/or overnight mail.

/s/ Jason S. Brookner
Jason S. Brookner

US Bank, NA (2012 Notes)
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Federal Communications Commission
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Pittsburgh, PA 15262-000

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Special Procedures-Insolvency
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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	§ Case No. 12-_____-____-11
CORP., <i>et al.</i> ,	§
	§ Request for Joint Administration Pending
Debtors.	§
	§

**ORDER PURSUANT TO SECTIONS 102 AND 105(a) OF
THE BANKRUPTCY CODE AND BANKRUPTCY RULES 2002(m)
AND 9007 ESTABLISHING NOTICE PROCEDURES**

Upon the Motion of the above-captioned debtors and debtors in possession (collectively, the “Debtors”),¹ for entry of an Order Pursuant to Sections 102 and 105(a) of the Bankruptcy Code and Bankruptcy Rules 2002(m) and 9007 Establishing Notice Procedures (the “Motion”);² and the Court having jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); and the Court

¹ 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.

² Capitalized terms not otherwise defined herein shall have the same meaning as ascribed to them in the Motion.

being satisfied that the relief requested in the Motion is appropriate and in the best interests of the Debtors and their respective estates and creditors; and it appearing that sufficient notice of the Motion has been given, and that no other or further notice is required; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED AS FOLLOWS:

1. The Motion is hereby granted, to the extent provided herein.
2. All Filings in these cases shall be served upon the following list (the “Limited Service List”) of parties or entities:³
 - a. The Debtors and their counsel;
 - b. The Office of the United States Trustee for the Northern District of Texas;
 - c. The Debtors’ thirty (30) largest unsecured creditors on a consolidated basis;
 - d. Counsel to any official committee established in these cases pursuant to section 1102 of the Bankruptcy Code;
 - e. The indenture trustee to the Indenture, dated as of December 22, 2009, relating to the 9.00% Senior Secured Notes due 2016;
 - f. The indenture trustee to the Indenture, dated as of November 9, 2006, relating to the 9.00% Convertible Senior Secured Notes due 2012;
 - g. Counsel to the ad hoc committee of holders of 9.00% Senior Secured Notes due 2016; and
 - g. Those parties who have filed a notice of appearance and request for notice or service of all pleadings.

³ The Debtors shall periodically file the Limited Service List as required by the Local Rules and Orders of the Court.

3. The Debtors shall serve all Filings for which particular notices are required by Bankruptcy Rules 2002(a)(2) and (3), 4001, 6004, 6006, 6007, or 9019 on the parties identified on the Limited Service List in addition to the persons/entities set forth below, in accordance with the following procedures, unless otherwise authorized by this Court:

- a. Filings related to the use, sale, lease or abandonment of property other than in the ordinary course of business shall be served on each entity having an interest in the property;
- b. Filings related to relief from, or otherwise related to, the automatic stay shall be served on each entity having a lien or encumbrance on the affected property;
- c. Filings relating to the use of cash collateral or obtaining credit shall be served on each entity with an interest in the cash collateral or each entity with a lien or other interest in property on which a lien is proposed to be granted;
- d. Filings relating to approval of proposed compromises or settlements, shall be served on any entity that is a party to the compromise or settlement or which may be adversely affected thereby;
- e. Filings relating to rights under section 365 of the Bankruptcy Code shall be served on each party to the executory contract(s) or unexpired lease(s) affected thereby;
- f. Filings relating to applications for payment of compensation or reimbursement of expenses shall be served on each professional person who is seeking payment of compensation or reimbursement of expenses, and whose retention has been authorized by the Court in these cases; and
- g. Notice of other matters for which the Bankruptcy Rules require notice to all parties in interest shall be served on all creditors and equity security holders of the Debtors and parties in interest, unless otherwise authorized by this Court.

4. All other Filings shall be served on the parties identified on the Limited Service List and each entity with a particularized interest in the subject of the Filing; and it is further

5. Unless otherwise authorized by the Court, proceedings described in the subsections of Bankruptcy Rule 2002 identified below shall be noticed in accordance with the

applicable provisions of such Rule: (i) Bankruptcy Rule 2002(a)(1), (4), (5), (7) and (8); (ii) Bankruptcy Rule 2002(b)(1)-(2); (iii) Bankruptcy Rule 2002(d); and (iv) Bankruptcy Rule 2002(f)(1)-(3) and (5)-(7).

6. To the extent that e-mail addresses are submitted or are obtainable for parties filing a notice of appearance and request for service of papers in these cases, the Debtors are authorized to serve those parties by e-mail. Those parties not having access to e-mail will receive service via United States mail or other service as appropriate.

7. Notice given in accordance with the foregoing Notice Procedures is hereby deemed adequate pursuant to the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules.

8. Every motion, application, pleading, notice, brief, memorandum, affidavit and declaration or other writing filed in these cases (with the exception of proofs of claim or interest) is hereby subject to the foregoing Notice Procedures, unless otherwise ordered by the Court.

END OF ORDER