



U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

TAWANA C. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed December 17, 2013


United States Bankruptcy Judge

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

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

ORDER (I) APPROVING DISCLOSURE STATEMENT; (II) APPROVING PROPOSED SOLICITATION PROCEDURES; (III) SETTING A HEARING AND ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR CONFIRMATION OF THE PLAN; AND (IV) GRANTING RELATED RELIEF

Upon the motion (the "Motion")¹ of FiberTower Network Services Corp. and its above-captioned debtor affiliates as debtors and debtors in possession (collectively, the "Debtors")² for an order, pursuant to sections 105(a), 502, 1125, 1126, and 1128 of title 11 of the United States

¹ Any capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion or the Plan, as applicable.

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.

**ORDER APPROVING DISCLOSURE STATEMENT
FOR DEBTORS' SECOND AMENDED JOINT CHAPTER 11 PLAN**

Code (the “Bankruptcy Code”), Rules 2002, 3003, 3017, 3018, 3020, 9013, and 9021 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3017-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Northern District of Texas (the “Local Rules”), (i) approving the Debtors’ Disclosure Statement (as may be amended, modified, or supplemented from time to time, the “Disclosure Statement”) for the *Debtors’ Second Amended Joint Chapter 11 Plan*, dated December 4, 2013 [Docket No. 1007] (as may be amended, modified, or supplemented from time to time, the “Plan”); (ii) approving the proposed Solicitation Procedures; (iii) setting a hearing and establishing notice and objection procedures for confirmation of the Plan; and (iv) granting related relief, all as more fully set forth in the Motion; and the Court having jurisdiction over this matter; and this being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided and it appearing no other or further notice need be provided; and a hearing having been held on October 29, 2013 to consider the relief requested in the Motion (the “Disclosure Statement Hearing”); and upon the record of the Disclosure Statement Hearing and all of the proceedings had before the Court and the Court having reviewed the Motion, the papers in support thereof, and the responses thereto, if any; and the Court having found and determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein and that the relief requested in the Motion is in the best interests of the Debtors, their estates, and creditors; and after due deliberation and sufficient cause appearing therefor;

**ORDER APPROVING DISCLOSURE STATEMENT
FOR DEBTORS’ SECOND AMENDED JOINT CHAPTER 11 PLAN**

IT IS HEREBY FOUND THAT:

A. The Court has reviewed and approved the Disclosure Statement filed by the Debtors (as approved, the “Disclosure Statement”) and has determined that it complies with section 1125 Bankruptcy Code.

B. The procedures set forth below for the solicitation and tabulation of votes to accept or reject the Plan provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

C. The form of Individual Ballot and form of Master Ballot annexed hereto as Exhibits 1-A and 1-B, including all voting instructions provided therein, are consistent with Official Form No. 14, adequately address the particular needs of these Chapter 11 Cases, and provide adequate information and instructions for each Class of Claims entitled to vote to accept or reject the Plan. No further information or instructions are necessary.

D. Pursuant to the Plan, Allowed Claims in Classes 1B through 4B (each, a “Voting Class” and collectively, the “Voting Classes”) are impaired and entitled to receive distributions under the Plan and, accordingly, Holders of Allowed Claims in these Classes are entitled to vote on account of such Claims.

E. Pursuant to the Plan, Allowed Claims in classes 1A through 4A and 1C through 4C are unimpaired (together, the “Unimpaired Classes”) and, accordingly, pursuant to section 1126(f) of the Bankruptcy Code, Holders of such Claims are conclusively presumed to accept the Plan and are not entitled to vote on account of such Claims.

F. Pursuant to the Plan, Holders of Allowed Claims in classes 1D through 4D and 1E through 4E are impaired, conclusively deemed to have rejected the Plan, and not entitled to vote to accept or reject the Plan.

G. Pursuant to the Plan, Holders of Allowed Claims and Equity Interests in all remaining classes (together with Holders of Allowed Claims in classes 1D through 4D and 1E through 4E, collectively, the “Non-Voting Impaired Classes”) will not receive or retain any property under the Plan in respect of their Claims or Equity Interests and, therefore, pursuant to section 1126(g) of the Bankruptcy Code, Holders of such Claims and Equity Interests are deemed to reject the Plan and are not entitled to vote on account of such Claims or Equity Interests (together with the Unimpaired Classes, the “Non-Voting Classes”).

H. The Notices of Non-Voting Status, substantially in the forms annexed hereto as Exhibits 2-A and 2-B, comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules and, together with the Confirmation Hearing Notice, provide adequate notice to Holders of Claims or Equity Interests in the Non-Voting Classes of their non-voting status. No further notice of their non-voting status is necessary.

I. The distribution and contents of the Solicitation Packages comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties of the Voting Record Date, Voting Deadline, Plan Objection Deadline (as defined below), Confirmation Hearing, and all related matters.

J. The period during which the Debtors may solicit acceptances to the Plan, as set forth below, is a reasonable and sufficient period of time for Holders of Claims in the Voting Classes to make an informed decision regarding whether to accept or reject the Plan and timely return Individual Ballots and Master Ballots, as applicable, evidencing such decision.

K. The notice substantially in the form annexed hereto as Exhibit 3 (the “Confirmation Hearing Notice”), and the procedures set forth below for providing notice of the time, date, and place of the hearing to consider confirmation of the Plan (the “Confirmation

Hearing”) and for filing objections or responses to the Plan, provide due, proper, and adequate notice and comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties.

L. The form and manner of notice of the time set for filing objections to, and the time, date, and place of, the Disclosure Statement Hearing to consider approval of the Disclosure Statement and other relief requested in the Motion was adequate and comports with due process and no further action is necessary.

M. All notices to be provided relating to confirmation of the Plan pursuant to the procedures set forth herein, constitute good and sufficient notice to all parties in interest of all matters pertinent hereto and of all matters pertinent to the Confirmation Hearing and no other or further notice need be provided.

NOW, THEREFORE, IT IS ORDERED:

1. The Motion is GRANTED.
2. The Disclosure Statement contains adequate information in accordance with section 1125 of the Bankruptcy Code and is APPROVED.
3. The Disclosure Statement Hearing Notice complied with Bankruptcy Rules 2002(b) and (d) and 3017(a) and Local Rule 3017-1 and is APPROVED.
4. All objections or responses to the Disclosure Statement, if any, which have not been withdrawn or resolved, are overruled.
5. BMC Group, Inc. (the “Tabulation Agent”) is authorized to perform all balloting and solicitation services and any services incidental thereto.
6. Except as otherwise provided herein, a creditor who holds a Claim in a Voting Class is entitled to vote on the Plan.

**ORDER APPROVING DISCLOSURE STATEMENT
FOR DEBTORS’ SECOND AMENDED JOINT CHAPTER 11 PLAN**

7. The Voting Record Date shall be set as November 28, 2013.

8. The record Holders of Claims shall be determined as of the Voting Record Date based upon the records of the Debtors and the Tabulation Agent. Accordingly, any documentation evidencing a transfer of a claim not received and docketed by the Court on or before the Voting Record Date shall not be recognized for purposes of voting or receipt of the Plan confirmation materials.

9. The Solicitation Packages are APPROVED.

10. The Voting Solicitation Package shall be distributed to each member of the Voting Classes by December 11, 2013 (the "Solicitation Date") and shall contain the following materials: (i) the Disclosure Statement, together with the Plan and all other exhibits annexed thereto; (ii) Disclosure Statement Order; (iii) a Ballot with instructions and a postage prepaid return envelope; and (iv) the Confirmation Hearing Notice. The Debtors shall not distribute the Voting Solicitation Packages (and related Ballots or Master Ballots, as applicable) to the 2016 Agent.

11. The Non-Voting Notice Packages shall be distributed to each member of the Non-Voting Classes and shall contain the following materials: (i) the appropriate Notice of Non-Voting Status; and (ii) the Confirmation Hearing Notice.

12. The Notice Solicitation Packages shall be distributed to (a) the U.S. Trustee, (b) counsel to the Committee, (c) the Securities and Exchange Commission, (d) the Internal Revenue Service, (e) the United States Attorney's Office for the Northern District of Texas, and (f) any party that has requested notice of pleadings in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002 as of the day prior to service. The Notice Solicitation Package shall contain the Confirmation Hearing Notice.

**ORDER APPROVING DISCLOSURE STATEMENT
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13. The Debtors may distribute the Solicitation Packages at their discretion in either paper or CD-ROM format (other than the Confirmation Hearing Notice, the Individual Ballot, and Master Ballot, each of which shall be provided in paper format); provided, however, that, upon the request of any party in interest, the Debtors shall provide a paper copy of the Disclosure Statement Order and/or the Disclosure Statement, together with the Plan and any exhibits annexed thereto, at no cost to the party within five (5) business days of such request.

14. The Debtors are directed to distribute, or cause to be distributed, by the Solicitation Date, the Confirmation Hearing Notice on all parties in the creditor matrix maintained by the Tabulation Agent that are not otherwise entitled to receive a Solicitation Package.

15. With respect to any creditor who has filed duplicate Claims (whether against the same or multiple Debtors) or Claims that have amended or superseded previously filed Claims which are classified under the Plan in the same Class, the Debtors shall provide to such creditor only one Solicitation Package and one Ballot for voting a single Claim in such Class, regardless of whether an objection to such duplicate, amended or superseded Claims has been filed.

16. The Debtors are not required to distribute Solicitation Packages to creditors who have timely filed proofs of claim if the Claims have already been paid in the full claimed amount; provided, however, if, and to the extent that, any such creditor would be entitled to receive a Solicitation Package for any reason other than by virtue of the fact that its Claim had been scheduled by the Debtors, such creditor will be sent a Solicitation Package.

17. With respect to addresses from which Disclosure Statement Hearing Notices were returned by the United States Postal Service as undeliverable without a forwarding address, the Debtors are excused from distributing Solicitation Packages to those entities listed at such

addresses unless the Debtors are provided with accurate addresses for such entities before the Solicitation Date and failure to distribute Solicitation Packages to such entities will not constitute inadequate notice of the Confirmation Hearing or the Voting Deadline, or violation of Bankruptcy Rule 3017(d), and the Debtors are further excused from attempting to find better addresses for entities as to whom a Solicitation Package was returned by the United States Postal Service as undeliverable without a forwarding address.

18. The Debtors are authorized to make non-substantive changes to the Disclosure Statement, the Plan, and related documents without further order of the Court, including ministerial changes to correct typographical and grammatical errors, and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages prior to mailing.

19. The Individual Ballot and the Master Ballot, are APPROVED.

20. The Voting Deadline is set as January 8, 2014 at 5:00 p.m. (prevailing U.S. Central Time).

21. Unless otherwise provided herein, all Individual Ballots and Master Ballots must be properly executed, completed, and the original thereof shall be delivered to the Tabulation Agent so as to be actually received by the Tabulation Agent no later than the Voting Deadline at the following address:

By US Mail:

FiberTower Ballot Processing
c/o BMC Group, Inc.
P.O. Box 3020
Chanhassen, MN 55317-0320.

By Express Shipping or Courier:

FiberTower Ballot Processing
c/o BMC Group, Inc.
18675 Lake Drive East
Chanhassen, MN 55317

22. The Debtors shall cause the Individual Ballots, substantially in the form annexed hereto as Exhibit 1-A, to be delivered to the Holders of 2016 Claims and 2016 Guaranty Claims.

23. The Debtors shall send the Master Ballot, substantially in the form annexed hereto as Exhibit 1-B to the applicable Voting Nominees. The Voting Nominees shall be responsible for distributing Voting Solicitation Packages to the Beneficial Owners of 2016 Claims and 2016 Guaranty Claims in Classes 1B through 4B. Each Voting Nominee shall be entitled to receive a reasonably sufficient number of Voting Solicitation Packages, including a sufficient number of Individual Ballots, to distribute to the Beneficial Owners for which it is a Voting Nominee, and the Debtors shall reimburse such Voting Nominee for the reasonable and documented costs and expenses associated with the distribution of such Voting Solicitation Packages, the tabulation of related Individual Ballots, and the completion of the Master Ballot. Each Voting Nominee shall promptly distribute a Voting Solicitation Package to each Beneficial Owner for whom such

Voting Nominee acts after receipt of such Voting Solicitation Package from the Debtors and obtain the votes of such Beneficial Owners.

24. To be counted as a vote to accept or reject the Plan, Holders of 2016 Claims and 2016 Guaranty Claims must transmit their individual Ballots (each an “Individual Ballot,” and collectively, the “Individual Ballots”) directly to their applicable Voting Nominee on the date and time as the applicable Voting Nominee shall establish to allow the Voting Nominee sufficient time to process the Individual Ballots and timely submit the Master Ballot to the Tabulation Agent by the Voting Deadline. Individual Ballots returned by Beneficial Owners directly to the Tabulation Agent or to the 2016 Agent shall not be counted.

25. Each Voting Nominee shall collect the Individual Ballots submitted by the Beneficial Owners of 2016 Claims and 2016 Guaranty Claims for which it acts as a Voting Nominee, tabulate the votes, and record them on the applicable Master Ballot. Each Voting Nominee shall submit properly executed and completed Master Ballots so as to be received on or before the Voting Deadline by the Tabulation Agent. Each Voting Nominee must certify that each Beneficial Owner whose Individual Ballot is represented on its Master Ballot has not cast more than one vote with respect to any given Claim for any purpose, including for determining both the number of votes and the amount of the Claims, even if such Holder holds 2016 Notes in more than one account.

26. Only the Beneficial Owners of the 2016 Notes as reflected in the records (the “Notes Record Amount”) maintained by the 2016 Agent or the security position report received from DTC, as appropriate, as of the close of business on the Voting Record Date shall be entitled to vote.

27. Votes cast by Beneficial Owners through a Voting Nominee will be applied against the positions held by such entities in the 2016 Notes as of the Voting Record Date, as evidenced by the 2016 Agent's record and the security position report received from DTC. Votes submitted by a Voting Nominee, pursuant to the Master Ballot, will not be counted in excess of the Notes Record Amount of such 2016 Notes held by such Voting Nominee.

28. To the extent that conflicting votes or "overvotes" are submitted by a Voting Nominee, the Tabulation Agent, in good faith, will attempt to reconcile discrepancies with the Voting Nominees.

29. To the extent that overvotes on the Master Ballot are not reconcilable prior to the preparation of the vote certification, the Tabulation Agent will apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballots that contained the overvote, but only to the extent of the Voting Nominee's position in the 2016 Notes as of the Voting Record Date.

30. With respect to Master Ballots submitted by Voting Nominees, the Court directs as follows:

- a. All Voting Nominees to which Beneficial Owners return their Individual Ballots shall summarize on the Master Ballot all Individual Ballots cast by Beneficial Owners and return the Master Ballot to the Tabulation Agent on or before the Voting Deadline; provided, however, that each Voting Nominee shall be required to retain the original Individual Ballots cast by the Beneficial Owners for inspection for one (1) year following the submission of the Master Ballot;
- b. Votes cast by Beneficial Owners through a Voting Nominee by means of a Master Ballot shall be applied against the positions held by such Voting Nominee as evidenced by the security position report received from DTC compiled as of the Voting Record Date; provided, however, that votes submitted by a Voting Nominee on a Master Ballot shall not be counted in excess of the position maintained by such Voting Nominee as of the Voting Record Date;
- c. To the extent that there are overvotes submitted by a Voting Nominee on a Master Ballot, votes to accept and to reject the Plan shall be applied by the Tabulation Agent

in the same proportion as the votes to accept or reject the Plan submitted on the Master Ballot that contains the over-vote, but only to the extent of the position maintained by such Voting Nominee as of the Voting Record Date; and

- d. Where a Beneficial Owner holds securities through more than one Voting Nominee, it must execute a separate Individual Ballot for each block of securities it owns. However, such Beneficial Owner must vote all of its Claims within each Class in the same manner to either accept or reject the Plan. Accordingly, if such Beneficial Owner returns more than one Individual Ballot to more than one Voting Nominee voting different Claims under the Plan, and the Individual Ballots are not voted in the same manner as reflected on such separate Master Ballots, such votes shall not be counted.

31. Each creditor that votes to accept or reject the Plan is deemed to have voted the full amount of its Claim thereof.

32. If any claimant seeks to challenge the allowance of its Claim for voting purposes, such claimant is directed to file with the Court and serve on the Debtors and the parties set forth in paragraph 5 of the Confirmation Hearing Notice a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Plan on or before the fourteenth (14th) day after the later of (i) the date of service of the Confirmation Hearing Notice and (ii) the date of service of notice of an objection, if any, to such Claim, but in no event later than seven (7) days prior to the Confirmation Hearing.

33. As to any creditor filing a motion pursuant to Bankruptcy Rule 3018(a), such creditor's Ballot shall not be counted unless temporarily allowed by the Court for voting purposes, after notice and a hearing, prior to or at the Confirmation Hearing.

34. In the event that a claimant reaches an agreement with the Debtors as to the treatment of its claim for voting purposes, a stipulation setting forth that agreement shall be submitted to the Court for approval under a certification of counsel after providing a minimum of two (2) business days' notice to the U.S. Trustee and the Committee.

35. If a creditor casts more than one Ballot voting the same Claim(s) before the Voting Deadline, the last valid Ballot received before the Voting Deadline is deemed to reflect the voter's intent and, thus, to supersede and revoke any prior Ballots and only the last Ballot received prior to the Voting Deadline will be counted.

36. Creditors must vote all of their Claims within a particular class under the Plan, whether or not such Claims are asserted against the same or multiple Debtors, either to accept or reject the Plan and may not split their vote(s).

37. If a creditor returns more than one Ballot voting different Claims within a single Class under the Plan and the Ballots are not voted in the same manner, those Ballots will not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected.

38. The following Individual Ballots and Master Ballots, as applicable, shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

- a. any Ballot or Master Ballot received after the Voting Deadline, unless the relevant voting party is granted an extension of the Voting Deadline with respect to such Ballot or unless authorized by the Court;
- b. any Ballot or Master Ballot that is illegible or contains insufficient information to permit the identification of the claimant;
- c. any Ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan;
- d. any Ballot cast for a claim identified as unliquidated, contingent, or disputed for which no proof of claim was timely filed;
- e. any unsigned Ballot or Master Ballot, or any Ballot or Master Ballot not bearing an original signature;
- f. any Ballot or Master Ballot transmitted to the Tabulation Agent by facsimile, email or other electronic means;

- g. any Ballot voting on account of a proof of claim filed after the Voting Record Date that has not been temporarily allowed for voting purposes by order of the Court; and
- h. any Individual Ballot or Master Ballot submitted to the 2016 Agent or any Individual Ballot submitted directly to the Tabulation Agent or the 2016 Agent.

39. Any Ballot that (i) does not indicate either an acceptance or rejection of the Plan or (ii) indicates both an acceptance and rejection of the Plan shall be deemed to reflect the voter's intent to accept the Plan.

40. A vote shall be disregarded if the Court determines, after notice and a hearing, that such vote was not solicited or procured in good faith or in accordance with the provisions of the Bankruptcy Code.

41. All votes to accept or reject the Plan must be cast using the appropriate Individual Ballot or Master Ballot, as applicable, and in accordance with the voting instructions attached to such Individual Ballot or Master Ballot, as applicable. All votes cast in any other manner shall *not* be counted.

42. Any Individual Ballot that partially accepts and partially rejects the Plan shall be deemed to constitute an acceptance of the Plan.

43. Any entity entitled to vote to accept or reject the Plan may change its vote before the Voting Deadline by casting a properly executed and valid superseding Ballot so that it is received on or before the Voting Deadline.

44. If the Tabulation Agent receives multiple Ballots from a Holder on the same day which are voted inconsistently, such Ballots shall be deemed to constitute an Acceptance of the Plan.

45. The Tabulation Agent is authorized, but not directed, to attempt to cure invalid Ballots.

46. Where an Impaired Class of Claims is otherwise entitled to vote on the Plan, but no Claim in such class is voted, such Class may be deemed to have accepted the Plan.

47. Subject to any order of the Court to the contrary, the Debtors, in their sole discretion, may waive any defect in any Ballot at any time, whether before or after the Voting Deadline, and without notice.

48. The Tabulation Agent shall file its voting certification no later than one (1) business day prior to the Confirmation Hearing.

49. The Confirmation Hearing Notice is APPROVED.

50. The Confirmation Hearing will be held on January 15, 2014 at 1:30 p.m. (prevailing Central Time); provided, however, that the Confirmation Hearing may be adjourned from time to time by the Court, the Debtors without further notice to parties other than an announcement in Court at the Confirmation Hearing or any adjourned Confirmation Hearing.

51. Objections to confirmation of the Plan may be filed no later than January 8, 2014 at 4:00 p.m. (prevailing Central Time) (the "Plan Objection Deadline").

52. Objections to confirmation of the Plan, if any, must (i) be in writing, (ii) state the name and address of the objecting party and the amount and nature of the Claim or Equity Interest of such party, (iii) state with particularity the basis and nature of any objection, and (iv) be filed, together with proof of service, with the Court and served so that they are actually received no later than the Plan Objection Deadline by each of the parties identified in paragraph 5 of the Confirmation Hearing Notice at the respective addresses set forth therein.

53. Objections to confirmation of the Plan not timely filed and served in the manner set forth above shall not be considered and shall be overruled.

54. The Debtors are authorized to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

55. The Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Disclosure Statement Order.

END OF ORDER

EXHIBIT A

Individual Ballot for Beneficial Owner of 2016 Claims and 2016 Guaranty Claims

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

In re:	§	Chapter 11
	§	
FIBERTOWER NETWORK SERVICES	§	Case No. 12-44027-DML-11
CORP., <i>et al.</i> ,	§	
	§	Jointly Administered
Debtors.	§	

**INDIVIDUAL BALLOT FOR BENEFICIAL OWNERS OF
2016 CLAIMS AND 2016 GUARANTY CLAIMS**

FiberTower Network Services Corp. and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors-in-possession (collectively, the “Debtors”),¹ are soliciting votes with respect to the *Debtors’ Second Amended Joint Chapter 11 Plan*, dated December 4, 2013 (as it may be amended, modified, or supplemented from time to time, the “Plan”), from the Holders of certain Impaired Claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions shall have the meaning ascribed to them in the Disclosure Statement Order (defined below) or Plan, as applicable. If you have any questions on how to complete this Individual Ballot, please contact BMC Group, Inc. (the “Tabulation Agent”) at (888) 909-0100 or by email at BMC-FiberTower@bmcgroup.com.

THIS INDIVIDUAL BALLOT IS TO BE USED FOR VOTING BY HOLDERS OF 2016 CLAIMS AND 2016 GUARANTY CLAIMS. If you are, as of November 28, 2013, the Holder of a 2016 Claim and/or 2016 Guaranty Claim, please use this Individual Ballot to cast your vote to accept or reject the Plan. By Order dated December 5, 2013 (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the “Court”) approved the *Disclosure Statement for the Debtors’ Second Amended Joint Chapter 11 Plan* (including all exhibits thereto, and as it may be amended, modified or supplemented from time to time, the “Disclosure Statement”) as containing adequate information within the meaning of section 1125 of the Bankruptcy Code. The Disclosure Statement Order also contains important information regarding the balloting process. Please also read the Disclosure Statement Order and the instructions sent with this Individual Ballot prior to submitting an Individual Ballot.

The Disclosure Statement and the Plan may be examined by accessing the Tabulation Agent’s website, www.bmcgroup.com/fibertower. In addition you may obtain a copy of the Disclosure Statement and Plan by contacting the Tabulation Agent. Copies of the Plan and Disclosure Statement and all pleadings are publically available for a fee via PACER at: <http://www.txnb.uscourts.gov>. Please be advised that the Tabulation Agent is not authorized to, and will not, provide legal advice.

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.

IMPORTANT

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim(s) under the Plan.

VOTING DEADLINE: JANUARY 8, 2014 AT 5:00 P.M. PREVAILING U.S. CENTRAL TIME

IN ORDER FOR YOUR VOTE TO COUNT, THIS INDIVIDUAL BALLOT MUST BE RECEIVED BY YOUR VOTING NOMINEE (I.E., BROKER, DEALER, COMMERCIAL BANK, TRUST COMPANY OR OTHER AGENT NOMINEE) IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED BY YOUR VOTING NOMINEE SO THAT IT HAS SUFFICIENT TIME TO TRANSFER THE INFORMATION TO A MASTER BALLOT, WHICH MUST BE RECEIVED BY THE TABULATION AGENT BY THE VOTING DEADLINE. DO NOT RETURN YOUR INDIVIDUAL BALLOT TO THE 2016 AGENT OR DIRECTLY TO THE TABULATION AGENT.

Individual Ballots will not be accepted by facsimile transmission, email, or any other electronic method.

If your Individual Ballot is not received by the Voting Nominee in time for the Voting Nominee to transfer the information to a Master Ballot and deliver the Master Ballot to the Tabulation Agent on or before the Voting Deadline, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. Even if you intend to vote to reject the Plan, you must still read, complete, and execute this entire Individual Ballot.

Your receipt of this Individual Ballot does not signify that your Claim has been or will be Allowed. The Debtors reserve all rights to dispute such Claim.

The Plan will be accepted by a Class if it is accepted by the Holders of two-thirds (2/3) in amount and more than one-half (1/2) in number of Claims in such Class voting on the Plan. If the Plan is confirmed by the Bankruptcy Court, all Holders of Claims against and Equity Interests in the Debtors (including those Holders who abstain from voting on or reject the Plan, and those Holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.

**VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING INDIVIDUAL
BALLOT**

1. To properly complete this Individual Ballot, you must:
 - a) Complete Item 1;
 - b) Cast a vote to accept or reject the Plan by checking the appropriate box in Item 2;
 - c) Review and complete Item 3 and, if appropriate, provide the information requested;
 - d) Review Item 4;
 - e) Sign, date, and provide the remaining information requested; and
 - f) Return the Individual Ballot (containing original signature) to your Voting Nominee so that it is actually received by your Voting Nominee in sufficient time to permit your Voting Nominee to deliver a Master Ballot including your vote to the Tabulation Agent by January 8, 2014 at 5:00 p.m. (prevailing U.S. Central Time) (the "Voting Deadline"). **Do not return the Individual Ballot to the 2016 Agent or directly to the Tabulation Agent. Individual Ballots submitted by facsimile, email or other electronic transmission will not be counted, except in the Debtors' sole discretion.**
2. You must vote all of your Claims within a single Class under the Plan either to accept or to reject the Plan. Any Individual Ballot that (i) does not indicate either an acceptance or rejection of the Plan or (ii) indicates both an acceptance and rejection of the Plan will be deemed to reflect the voter's intent to accept the Plan.
3. The Individual Ballot does not constitute, and will not be deemed, a Proof of Claim or an assertion of a Claim or Equity Interest.
4. If you cast more than one Individual Ballot voting the same Claim prior to the Voting Deadline, the latest received valid Individual Ballot will supersede and revoke any and all prior Individual Ballots.
5. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS INDIVIDUAL BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.
6. IF YOU HAVE RECEIVED A DAMAGED INDIVIDUAL BALLOT OR HAVE LOST YOUR INDIVIDUAL BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS INDIVIDUAL BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE TABULATION AGENT AT (888) 909-0100 OR BY EMAIL AT BMC-FIBERTOWER@BMCGROUP.COM.

PLEASE COMPLETE ALL ITEMS BELOW. IF THIS INDIVIDUAL BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES, THIS INDIVIDUAL BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Principal Amount of 2016 Notes. The undersigned hereby certifies that, as of November 28, 2013, he, she or it holds 2016 Notes in the following principal amount (insert amount below). If you do not know the principal amount, please contact your Voting Nominee immediately.

Principal Amount: \$ _____

Item 2. Vote. The undersigned Holder of the Claim identified in Item 1 hereby votes to:

Check One Box Only

- Accept the Plan.**
- Reject the Plan.**

Item 3. Certifications as to 2016 Claims and/or 2016 Guaranty Claims Held in Additional Accounts. By completing and returning this Individual Ballot, the undersigned Beneficial Owner certifies that either (1) it has not submitted any other Individual Ballots for other 2016 Claims and/or 2016 Guaranty Claims held in other accounts or other record names, or (2) it has provided the information in the following table for all other 2016 Claims and/or 2016 Guaranty Claims for which it has submitted additional Individual Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary).

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED 2016 CLAIMS AND/OR 2016 GUARANTY CLAIMS ON AN INDIVIDUAL BALLOT OTHER THAN THIS INDIVIDUAL BALLOT.

Name of Holder	Account Number	Principal Amount of Other 2016 Claims and/or 2016 Guaranty Claims Voted
1.		\$
2.		\$
3.		\$
4.		\$
5.		\$
6.		\$
7.		\$
8.		\$
9.		\$
10.		\$

Item 4. Acknowledgments. By signing this Individual Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors that:

- a. either: the undersigned is (i) the Holder of the 2016 Claims and/or 2016 Guaranty Claims being voted; or (ii) an authorized signatory for an Entity that is a Holder of the 2016 Claims and/or 2016 Guaranty Claims being voted;
- b. the undersigned has received a copy of the Disclosure Statement Order and the Voting Solicitation Package (including the Disclosure Statement, the Plan and all exhibits thereto) and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- c. the undersigned has cast the same vote to accept or reject the Plan with respect to all Claims held by the undersigned that are within the same Class; and
- d. no other Individual Ballots with respect to the amount of the 2016 Claims and/or 2016 Guaranty Claims identified in Item 1 have been cast or, if any other Individual Ballots have been cast with respect to such Claims, then any such Individual Ballots dated earlier are hereby revoked.

Name of Claimant:	
Signature:	
If by Authorized Agent, Name and Title:	
Street Address:	
City, State, Zip Code:	
Telephone Number:	
Email:	
Date Completed:	

PLEASE COMPLETE, SIGN, AND DATE THE INDIVIDUAL BALLOT AND RETURN IT PROMPTLY TO YOUR VOTING NOMINEE IN THE RETURN ENVELOPE PROVIDED.

PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE TABULATION AGENT BEFORE THE VOTING DEADLINE, WHICH IS JANUARY 8, 2014 AT 5:00 P.M. (PREVAILING U.S. CENTRAL TIME).

EXHIBIT B

Master Ballot for 2016 Claims and 2016 Guaranty Claims

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

In re:	§ Chapter 11
	§
FIBERTOWER NETWORK SERVICES	§ Case No. 12-44027-DML-11
CORP., <i>et al.</i> ,	§
	§ Jointly Administered
Debtors.	§

MASTER BALLOT FOR 2016 CLAIMS AND 2016 GUARANTY CLAIMS

FiberTower Network Services Corp. and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors-in-possession (collectively, the “Debtors”),¹ are soliciting votes with respect to the *Debtors’ Second Amended Joint Chapter 11 Plan*, dated December 4, 2013 (as it may be amended, modified, or supplemented from time to time, the “Plan”), from the Holders of certain Impaired Claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions shall have the meaning ascribed to them in the Disclosure Statement Order (defined below) or Plan, as applicable. If you have any questions on how to complete this Master Ballot, please contact BMC Group, Inc. (the “Tabulation Agent”) at (310) 321-5543 or by email at kmartin@bmcgroup.com.

By Order dated December 5, 2013 (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the “Court”) approved the *Disclosure Statement for the Debtors’ Second Amended Joint Chapter 11 Plan* (including all exhibits thereto, and as it may be amended, modified or supplemented from time to time, the “Disclosure Statement”) as containing adequate information within the meaning of section 1125 of the Bankruptcy Code. The Disclosure Statement Order also contains important information regarding the balloting process. Please also read the Disclosure Statement Order and the instructions sent with this Master Ballot prior to submitting a Master Ballot.

The Debtors have sent this Master Ballot to you because their records indicate that you are a broker, dealer, commercial bank, trust company or other agent nominee (each, a “Voting Nominee”) of a Beneficial Owner of 2016 Claims and 2016 Guaranty Claims as of November 28, 2013 (the “Voting Record Date”). Voting Nominees should use the Master Ballot to cast votes to accept or reject the Plan and to make certain elections and certifications related thereto. This Master Ballot may not be used for any other purpose. If you believe that you have received this Master Ballot in error, please contact the Tabulation Agent.

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.

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE MASTER BALLOT**

VOTING DEADLINE:

The Voting Deadline is **January 8, 2014 at 5:00 p.m. (prevailing U.S. Central Time)**, unless extended. To have the vote(s) of the Beneficial Owner(s) of 2016 Claims and 2016 Guaranty Claims for whom you act as Voting Nominee count, you must complete, sign, and return the Master Ballot so that it is *actually received* by the Tabulation Agent at the address set forth in the Master Ballot on or before the Voting Deadline. **Master Ballots will not be accepted by facsimile transmission, email, or any other electronic method. Do not return the Master Ballot to the 2016 Agent.**

HOW TO VOTE:

If you are transmitting the votes of any Beneficial Owner of a 2016 Claim and 2016 Guaranty Claim, other than yourself, you must deliver the Individual Ballot to the Beneficial Owner, as well as the other materials included in the Voting Solicitation Package, and take the necessary actions to enable such Beneficial Owner to complete and execute such Individual Ballot voting to accept or reject the Plan, and to return the completed, executed Individual Ballot to you so as to be received in sufficient time to enable you to complete and submit the Master Ballot by the Voting Deadline.

With respect to all of the Individual Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a) Complete the certification of authority in Item 1;
- b) Indicate in Item 2 the votes to accept or reject the Plan, as transmitted to you by the Beneficial Owners in the Individual Ballots;

IMPORTANT: EACH BENEFICIAL OWNER MUST VOTE ALL OF HIS, HER, OR ITS 2016 CLAIMS AND 2016 GUARANTY CLAIMS IN THE SAME CLASS EITHER TO ACCEPT OR REJECT THE PLAN, AND MAY NOT SPLIT SUCH VOTE. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE TABULATION AGENT IMMEDIATELY.

- c) Transcribe the votes from Item 3 of the Individual Ballots to the table referenced in Item 3 of the Master Ballot;
- d) Review and complete the certification in Item 4 of the Master Ballot;
- e) Ensure that each Individual Ballot is signed and the certification is complete;
- f) Sign and date the Master Ballot, and provide the remaining information requested;

- g) Independently verify and confirm the accuracy of the information provided with respect to each Beneficial Owner of 2016 Claims and 2016 Guaranty Claims;
- h) If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable item of the Master Ballot to which you are responding;
- i) Deliver the completed Master Ballot (containing an original signature) so as to be received by the Tabulation Agent before the Voting Deadline. **Do not return the Master Ballot to the 2016 Agent.** For each completed, executed Individual Ballot returned to you by a Beneficial Owner, you must retain such Individual Ballot in your files for one (1) year from the Voting Deadline;
- j) Votes cast by Beneficial Owners through a Voting Nominee will be applied against the positions held by such entities in the 2016 Notes as of the Voting Record Date, as evidenced by the 2016 Agent's record and security position report from the Depository Trust Company ("**DTC**"). Votes submitted by a Voting Nominee pursuant to the Master Ballot, will not be counted in excess of the record principal amount of such 2016 Notes held by such Voting Nominee;
- k) To the extent that conflicting votes or "overvotes" are submitted by a Voting Nominee, the Tabulation Agent, in good faith, will attempt to reconcile discrepancies with the applicable Voting Nominee; and
- l) To the extent that overvotes on the Master Ballot are not reconcilable prior to the preparation of the vote certification, the Tabulation Agent will apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot that contained the overvote, but only to the extent of the Voting Nominee's position in the 2016 Notes.

PLEASE NOTE:

The Master Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan and to make certain certifications and elections related thereto. No Individual Ballot nor Master Ballot shall constitute or be deemed, a Proof of Claim or an assertion of a Claim or Equity Interest.

No fees, commissions, or other remuneration will be payable to any Voting Nominee for soliciting votes on the Plan. The Debtors will, however, reimburse you for reasonable, documented, actual costs and expenses associated with the distribution of the Solicitation Packages, the tabulation of the Individual Ballots, and the completion of this Master Ballot, as set forth in the Disclosure Statement Order.

PLEASE MAIL THE INDIVIDUAL BALLOTS PROMPTLY. IF YOU BELIEVE THAT YOU ARE MISSING ANY MATERIALS FROM THE VOTING SOLICITATION

PACKAGE, HAVE RECEIVED THE WRONG INDIVIDUAL BALLOTS OR MASTER BALLOT, HAVE QUESTIONS REGARDING THE INDIVIDUAL BALLOTS OR MASTER BALLOT, OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF OTHER ENCLOSED MATERIALS, PLEASE CALL THE TABULATION AGENT AT (310) 321-5543 OR BY EMAIL AT KMARTIN@BMCGROUP.COM. DO NOT CONTACT THE TABULATION AGENT FOR LEGAL ADVICE. THE TABULATION AGENT CANNOT AND WILL NOT PROVIDE LEGAL ADVICE.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR THE TABULATION AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.

PLEASE COMPLETE THE FOLLOWING:

Item 1. Certification of Authority to Vote. The undersigned hereby certifies that, as of the Voting Record Date, the undersigned (please check the appropriate box):

- is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of the 2016 Notes listed in Item 2 below; or
- is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate principal amount of the 2016 Notes listed in Item 2 below; or
- has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial owner, that is the registered holder of the aggregate principal amount of 2016 Notes listed in Item 2 below, and accordingly, has full power and authority to vote to accept or reject the Plan, on behalf of the beneficial holders of 2016 Claims and 2016 Guaranty Claims described in Item 2.

Item 2. Transmittal of Beneficial Owner Voting. The undersigned transmits the following votes of Beneficial Owners of 2016 Claims and 2016 Guaranty Claims in respect of such Claims and certifies that the following Beneficial Owners of 2016 Claims and 2016 Guaranty Claims in respect of such Claims, as identified by their respective customer account numbers set forth below, are Beneficial Owners of such securities as of the Voting Record Date and have delivered to the undersigned, as Voting Nominee, Individual Ballots casting such votes.

Please note that each Beneficial Owner must vote all of his, her, or its Claims within a single Class under the Plan to accept or reject the Plan and may not split such vote. Any Individual Ballot that (i) does not indicate either an acceptance or rejection of the Plan or (ii) indicates both an acceptance and rejection of the Plan will be deemed to reflect the voter's intent to accept the Plan.

Customer Name or Account Number for Each Beneficial Owner of a 2016 Claim or 2016 Guaranty Claim That Voted on the Plan	Principal Amount of 2016 Notes Voted to Accept or Reject the Plan	
	<u>Accept</u>	<u>Reject</u>
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS:	\$	\$

Item 3. Certification as to Transcription of Information from Item 3 of the Individual Ballot for Beneficial Owners of 2016 Claims and 2016 Guaranty Claims Regarding 2016 Claims and 2016 Guaranty Claims Voted Through Other Individual Ballots. The undersigned certifies that he, she, it has transcribed in the following table the information, if any, provided by Beneficial Owners of 2016 Claims and 2016 Guaranty Claims in Item 3 of each of the Beneficial Owner’s original Individual Ballots, identifying any 2016 Claims and 2016 Guaranty Claims for which such Beneficial Owners have submitted other Individual Ballots other than to the undersigned:

Your Customer Account Number for Each Beneficial Owner Voting 2016 Claims and 2016 Guaranty Claims	TRANSCRIBE FROM ITEM 3 OF THE INDIVIDUAL BALLOTS:		
	Name of Holder	Account Number	Principal Amount of Other 2016 Claims and/or 2016 Guaranty Claims Voted
1.			\$
2.			\$
3.			\$
4.			\$
5.			\$
6.			\$
7.			\$
8.			\$
9.			\$
10.			\$
TOTALS:			\$

Item 4. Acknowledgments and Certification. By signing this Master Ballot, the undersigned certifies that (a) each Beneficial Owner of a 2016 Claim or 2016 Guaranty Claim whose vote is being transmitted by this Master Ballot has been provided with a copy of the Disclosure Statement and the Plan, including the exhibits thereto, as well as the Disclosure Statement Order and a Ballot for voting its Claims; and (b) each Beneficial Owner has not cast more than one vote with respect to any given Claim for any purposes, including for determining both the number of votes and the amount of the Claim, even if such holder holds 2016 Notes in more than one account. The undersigned also acknowledges that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement Order.

Name of Voting Nominee:	
DTC Participant Number:	
If by Authorized Agent, Name and Title:	
Signature:	
Street Address:	
City, State, Zip Code:	
Telephone Number:	
Email Address:	
Date Completed:	

In order to vote 2016 Claims and 2016 Guaranty Claims to accept or reject the Plan, please complete, sign, and date this Master Ballot and promptly return it to the following address, so as to be received on or before the Voting Deadline:

By US Mail:

**BMC Group, Inc.
Attn: FiberTower Ballot Processing
P.O. Box 3020
Chanhassen, MN 55317-0320**

By Express Shipping or Courier:

**BMC Group, Inc.
Attn: FiberTower Ballot Processing
18675 Lake Drive East
Chanhassen, MN 55317**

THE TABULATION AGENT MAY ACCEPT MASTER BALLOTS BY FACSIMILE TRANSMISSION, EMAIL, OR ANY OTHER ELECTRONIC METHOD, PROVIDED, HOWEVER, THAT THIS MASTER BALLOT MUST BE RECEIVED BY THE TABULATION AGENT NO LATER THAN THREE (3) DAYS AFTER THE VOTING DEADLINE. DO NOT RETURN THIS MASTER BALLOT TO THE 2016 AGENT.

EXHIBIT C-1

Notice of Non-Voting Status to Unimpaired Classes

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

In re:	§	Chapter 11
	§	
FIBERTOWER NETWORK SERVICES	§	Case No. 12-44027-DML-11
CORP., <i>et al.</i> ,	§	
	§	Jointly Administered
Debtors.	§	

**NOTICE OF NON-VOTING STATUS
TO HOLDERS OF CLAIMS IN UNIMPAIRED CLASSES¹**

PLEASE TAKE NOTICE THAT, by Order dated December 5, 2013 (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the “Court”) approved the *Disclosure Statement for the Debtors’ Second Amended Joint Chapter 11 Plan* (including all exhibits thereto, and as it may be amended, modified or supplemented from time to time, the “Disclosure Statement”) filed by the above-captioned debtors and debtors in possession (collectively, the “Debtors”).² The Disclosure Statement Order authorizes the Debtors to solicit votes to accept or reject the *Debtors’ Second Amended Joint Chapter 11 Plan*, dated December 4, 2013 (as it may be amended, modified, or supplemented from time to time, the “Plan”), a copy of which is annexed as **Exhibit A** to the Disclosure Statement.

UNDER THE TERMS OF THE PLAN, YOUR CLAIM AGAINST THE DEBTORS IS NOT IMPAIRED AND THEREFORE, PURSUANT TO SECTION 1126(f) OF TITLE 11 OF THE UNITED STATES CODE, YOU (A) ARE DEEMED TO HAVE ACCEPTED THE PLAN AND (B) ARE NOT ENTITLED TO VOTE ON THE PLAN.

If you have any questions about the status of your Claim(s), or to request a copy of the Plan and Disclosure Statement, please contact the Debtors’ Tabulation Agent, BMC Group, Inc., at (888) 909-0100 or by email at BMC-FiberTower@bmcgroup.com. Copies of the Plan and Disclosure Statement can also be accessed online at www.bmcgroup.com/fibertower. Please note that the Tabulation Agent is not permitted to give legal advice.

Dated: December [__], 2013
Fort Worth, Texas

¹Under the Plan, Unimpaired Classes are Classes 1A through 4A (Priority Non-Tax Claims), and Classes 1C through 4C (Other Secured Claims).

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.

EXHIBIT C-2

Notice of Non-Voting Status to Non-Voting Impaired Classes

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

In re:	§ Chapter 11
	§
FIBERTOWER NETWORK SERVICES	§ Case No. 12-44027-DML-11
CORP., <i>et al.</i> ,	§
	§ Jointly Administered
Debtors.	§

**NOTICE OF NON-VOTING STATUS TO HOLDERS
OF CLAIMS IN NON-VOTING IMPAIRED CLASSES¹**

PLEASE TAKE NOTICE THAT, by Order dated December 5, 2013 (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the “Court”) approved the *Disclosure Statement for the Debtors’ Second Amended Joint Chapter 11 Plan* (including all exhibits thereto, and as it may be amended, modified or supplemented from time to time, the “Disclosure Statement”) filed by the above-captioned debtors and debtors in possession (collectively, the “Debtors”).² The Disclosure Statement Order authorizes the Debtors to solicit votes to accept or reject the *Debtors’ Second Amended Joint Chapter 11 Plan*, dated December 4, 2013 (as it may be amended, modified, or supplemented from time to time, the “Plan”), a copy of which is annexed as **Exhibit A** to the Disclosure Statement.

UNDER THE TERMS OF THE PLAN, HOLDERS OF CLAIMS IN CLASSES 1D THROUGH 4D (2012 CLAIMS AND 2012 GUARANTY CLAIMS) AND CLASSES 1E THROUGH 4E (GENERAL UNSECURED CLAIMS) ARE ENTITLED TO RECEIVE, IN FULL SATISFACTION OF SUCH CLAIMS, THEIR PRO RATA SHARE (TOGETHER WITH THE OTHER BENEFICIARIES) OF THE LITIGATION TRUST INTERESTS. THE DEBTORS DO NOT ANTICIPATE THAT SUCH LITIGATION TRUST INTERESTS WILL YIELD A RECOVERY TO THE HOLDERS THEREOF. ACCORDINGLY, HOLDERS OF CLAIMS IN CLASSES 1D THROUGH 4D AND CLASSES 1E THROUGH 4E ARE IMPAIRED, CONCLUSIVELY DEEMED TO HAVE REJECTED THE PLAN, AND NOT ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN.

UNDER THE TERMS OF THE PLAN, HOLDERS OF CLAIMS AND EQUITY INTERESTS IN CLASSES 1F THROUGH 4F (INTERCOMPANY CLAIMS) AND CLASSES 1G THROUGH 4G (EQUITY INTERESTS) WILL NOT RECEIVE A DISTRIBUTION OF PROPERTY FROM THE DEBTORS. THEREFORE, PURSUANT TO SECTION 1126(g) OF TITLE 11 OF THE UNITED STATES CODE, SUCH HOLDERS ARE DEEMED TO HAVE REJECTED THE PLAN AND ARE NOT ENTITLED TO VOTE ON THE PLAN.

¹ Under the Plan, Non-Voting Impaired Classes are Classes 1D through 4D (2012 Claims and 2012 Guaranty Claims), 1E through 4E (General Unsecured Claims), 1F through 4F (Intercompany Claims), and 1G through 4G (Equity Interests).

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.

If you have any questions about the status of your Claim(s), or to request a copy of the Plan and Disclosure Statement, please contact the Debtors' Tabulation Agent, BMC Group, Inc., at (888) 909-0100 or by email at BMC-FiberTower@bmcgroup.com. Copies of the Plan and Disclosure Statement can also be accessed online at the Tabulation Agent's website, www.bmcgroup.com/fibertower. Please note that the Tabulation Agent is not permitted to give legal advice.

Dated: December [__], 2013
Fort Worth, Texas.

EXHIBIT D

Confirmation Hearing Notice

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

In re:	§ Chapter 11
	§
FIBERTOWER NETWORK SERVICES	§ Case No. 12-44027-DML-11
CORP., <i>et al.</i> ,	§
	§ Jointly Administered
Debtors.	§

**NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT;
(II) ESTABLISHMENT OF SOLICITATION AND VOTING PROCEDURES
WITH RESPECT TO PLAN; (III) HEARING ON CONFIRMATION OF PLAN;
AND (IV) ESTABLISHMENT OF NOTICE AND OBJECTION
PROCEDURES FOR OBJECTING TO CONFIRMATION OF PLAN**

**TO ALL PARTIES IN INTEREST IN THE ABOVE-REFERENCED CHAPTER 11
CASES OF FIBERTOWER NETWORK SERVICES CORP. AND ITS AFFILIATED
DEBTORS (COLLECTIVELY, THE “DEBTORS”),¹ PLEASE TAKE NOTICE THAT:**

- 1. Approval of Disclosure Statement.** By Order dated December 5, 2013 (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the “Court”) approved the *Disclosure Statement for the Debtors’ Second Amended Joint Chapter 11 Plan* (including all exhibits thereto, and as it may be amended, modified or supplemented from time to time, the “Disclosure Statement”). The Disclosure Statement Order authorizes the Debtors to solicit votes to accept or reject the *Debtors’ Second Amended Joint Chapter 11 Plan*, dated December 4, 2013 (as it may be amended, modified, or supplemented from time to time, the “Plan”), a copy of which is annexed as **Exhibit A** to the Disclosure Statement.²
- 2. Confirmation Hearing.** A hearing will be held before the Honorable D. Michael Lynn, United States Bankruptcy Judge, in the U.S. Bankruptcy Court for the Northern District of Texas, 501 W. 10th Street, Fort Worth, Texas 76102, on January 15, 2014 at 1:30 p.m. (prevailing U.S. Central Time), or as soon thereafter as counsel may be heard (the “Confirmation Hearing”) to consider the entry of an order confirming the Plan. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors of the adjourned date(s) at the Confirmation Hearing or any continued hearing, and the Plan may be modified, if necessary, pursuant to 11 U.S.C. §

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 used but not defined herein shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order, as applicable.

1127 prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

3. **Record Date and Voting Deadline.** The Disclosure Statement Order establishes (a) November 28, 2013 as the record date for determining the Holders of Claims in Voting Classes entitled to vote on the Plan and (b) January 8, 2014 at 5:00 p.m. (prevailing U.S. Central Time) as the deadline for the submission of ballots (the “Voting Deadline”) to accept or reject the Plan. Holders of Claims in the Voting Classes will receive Ballots for casting such votes. Failure to follow the instructions set forth in the Disclosure Statement Order and Ballot may disqualify that Ballot and the vote represented thereby.
4. **Parties in Interest Not Entitled to Vote.** Holders of Unimpaired Claims and Claims in No-Distribution Classes are not entitled to vote and will not receive a Ballot. If you hold such a Claim or Equity Interest, you will receive a notice of your non-voting status. If you are not entitled to vote on the Plan but believe that you should be entitled to vote on the Plan, then you must serve on the parties identified in paragraph 5 below, and file with the Court, a motion for an order, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (a “Rule 3018(a) Motion”), temporarily allowing such claim or equity interest in a stated amount for purposes of voting to accept or reject the Plan. All Rule 3018(a) Motions must be filed on or before the fourteenth (14th) day after the later of (i) the date of service of this Notice and (ii) the date of service of an objection, if any, to such Claim, but in no event later than seven (7) days prior to the Confirmation Hearing. In accordance with Rule 3018 of the Federal Rules of Bankruptcy Procedure, as to any creditor filing a Rule 3018(a) Motion, such creditor’s Ballot will not be counted unless temporarily allowed by the Court for voting purposes, after notice and a hearing, prior to or at the Confirmation Hearing. Rule 3018(a) Motions that are not timely filed and served in the manner set forth above may not be considered.
5. **Objections to Confirmation of the Plan.** Objections, if any, to the Plan must (i) be in writing, (ii) state the name and address of the objecting party and the amount and nature of the Claim or Equity Interest of such party, (iii) state with particularity the basis and nature of any objection to the Plan, and (iv) be filed with the Clerk of the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division, 510 W. Tenth Street, Fort Worth, Texas 76102-3643, together with proof of service, and served upon: (a) counsel to the Debtors, Andrews Kurth LLP, 450 Lexington Avenue, 15th Floor, New York, NY 10017 (Attn: Paul N. Silverstein and Jonathan I. Levine) and 1717 Main Street, Suite 3700, Dallas, Texas 75201 (Attn: Michelle V. Larson); (b) counsel to the Ad Hoc 2016 Committee, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038 (Attn: Kristopher M. Hansen and Sayan Bhattacharyya) and Haynes & Boone, LLP, 201 Main Street, Suite 2200, Fort Worth, Texas 76102 (Attn: Stephen Pezanosky); (c) counsel to the Committee, Otterbourg, Steindler, Houston & Rosen, P.C., 230 Park Avenue, New York, NY 10169-0075 (Attn: David M. Posner) and Cole, Schotz, Meisel, Forman & Leonard, P.A., 310 Commerce Street, Suite 1700, Fort Worth, Texas 76102 (Attn: Michael D. Warner); and (d) Office of the United States Trustee, 1100 Commerce Street, Room 976, Dallas, Texas 75242 (Attn: Elizabeth Ziegler).; in each case so as to be actually received on or before **JANUARY 8, 2014 AT 4:00 P.M. (PREVAILING U.S. CENTRAL TIME).** **UNLESS AN**

OBJECTION IS TIMELY FILED AND SERVED AS PROVIDED HEREIN, IT MAY NOT BE CONSIDERED AT THE CONFIRMATION HEARING.

6. **Releases, Exculpations, and Injunctions.** The Plan also enjoins any party from, among other things, pursuing their claims against and interests in the Debtors. With certain exceptions, the Plan also exculpates and provides for releases for certain parties, including the Debtors and their officers, directors and employees, from liability for any actions taken relating to the Debtors, including actions taken prior to and in connection with the chapter 11 cases. Please refer to Article XI of the Plan for additional information.

7. **Additional Information.** For information about the solicitation procedures, or to obtain a copy of the Disclosure Statement Order, the Disclosure Statement, the Plan, or any related documents, please contact BMC Group, Inc., the Debtors' Tabulation Agent, at (888) 909-0100 or by email at BMC-FiberTower@bmcgroup.com, or visit the Tabulation Agent's website at www.bmcgroup.com/fibertower. Please note that the Tabulation Agent is not permitted to give legal advice. In addition, copies of the Plan, Disclosure Statement or any related documents may be obtained or viewed on the internet for a fee at the Bankruptcy Court's website (<http://www.txnb.uscourts.gov>) by following the directions for accessing the electronic case filing system on such website.

Dated: December [__], 2013
Fort Worth, Texas

ANDREWS KURTH LLP

By: /s/ Paul N. Silverstein
Paul N. Silverstein (admitted *pro hac vice*)
Jonathan I. Levine (admitted *pro hac vice*)
450 Lexington Avenue, 15th Floor
New York, New York 10017
Telephone: (212) 850-2800
Facsimile: (212) 850-2929
Email: paulsilverstein@andrewskurth.com
Email: jonathanlevine@andrewskurth.com

-and-

Michelle V. Larson
Texas State Bar No. 00796928
1717 Main Street, Suite 3700
Dallas, Texas 75201
Telephone: (214) 659-4400
Facsimile: (214) 659-4401
Email: michellelarson@andrewskurth.com

Counsel to the Debtors