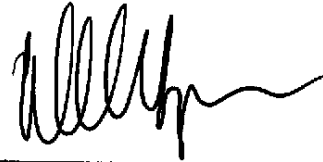


U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS
ON THE COURTS DOCKET
TAWANA C. MARSHALL, CLERK

JUL 24 2012



D. Michael Lynn
U.S. 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- <u>44027</u> - ___ -11
CORP., <i>et al.</i> ,	§	
	§	Request for Joint Administration Pending
Debtors.	§	
	§	

**ORDER DIRECTING PARTIES TO (I) COMPLY WITH SECTION 362
AND OTHER PROVISIONS OF THE BANKRUPTCY CODE
AND (II) CONTINUE TO PERFORM UNDER TERMS
OF CONTRACTS AND LEASES**

Upon the Motion of the above-captioned debtors and debtors in possession (collectively, the "Debtors"),² for entry of an Order Directing Parties to (i) Comply With Section 362 and Other Provisions of the Bankruptcy Code, and (ii) Continue to Perform Under the Terms of Contracts and Leases (the "Motion");² and the Court being satisfied that the relief requested in

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.

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

the Motion is appropriate and would be 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. Pursuant to the terms of section 362(a) of the Bankruptcy Code, subject to sections 362(b), 365, 555, 556, 559 and 560 of the Bankruptcy Code, all persons (including individuals, partnerships, corporations, and other entities and all those acting on their behalf) and governmental units, whether of the United States, any state or locality therein or any territory or possession thereof, or any foreign country (including any division, department, agency, instrumentality or service thereof and those acting on their behalf), are hereby stayed, restrained and enjoined from:

- 1) Commencing or continuing (including the issuance or employment of process) any judicial, administrative, or other action or proceeding against the Debtors that was or could have been commenced before the commencement of the Debtors' chapter 11 cases or recovering a claim against the Debtors that arose before the commencement of the Debtors' chapter 11 cases;
- 2) Enforcing against the Debtors or against property of their estates, any judgment or order obtained before the commencement of the Debtors' chapter 11 cases;
- 3) Taking any action to obtain possession of property of the Debtors' estates or to exercise control over property of the estates or interfere in any way with the conduct by the Debtors of their businesses, including without limitation, attempts to interfere with the Debtors' businesses or to seize or reclaim any equipment, supplies or other assets the Debtors use in their businesses;
- 4) Taking any action to create, perfect, or enforce any lien against property of the Debtors' estate;

- 5) Taking any action to create, perfect, or enforce against property of the Debtors any lien to the extent that such lien secures a claim that arose prior to the commencement of the Debtors' chapter 11 cases;
- 6) Taking any action to collect, assess, or recover a claim against the Debtors that arose prior to the commencement of the Debtors' chapter 11 cases;
- 7) Offsetting any debt owing to the Debtors that arose before the commencement of the Debtors' chapter 11 cases against any claim against the Debtors; and
- 8) Commencing or continuing any proceeding before the United States Tax Court concerning the Debtors tax liability for a taxable period the Court may determine.

3. Pursuant to sections 362 and 365 of the Bankruptcy Code, and subject to any relevant provisions of the Bankruptcy Code, (i) notwithstanding any provision in an executory contract or unexpired lease, or any applicable law, all persons and entities are hereby stayed, restrained and enjoined from terminating or modifying any and all unexpired leases and executory contracts to which any Debtor is a party or signatory, at any time after the commencement of these cases because of a provision in such executory contract or unexpired lease that is conditioned on (a) the insolvency or financial condition of the Debtors at any time before the closing of these cases or (b) the commencement of these cases under the Bankruptcy Code, or for any other reason, and (ii) notwithstanding the Debtors' Chapter 11 filings, all such persons and entities are required to continue performing their obligations post-petition under such unexpired leases and executory contracts.

4. Nothing in this Order or the Motion shall constitute a rejection or assumption by the Debtors, as debtors in possession, of any executory contract or unexpired lease by virtue of reference of any such contract or lease in the Motion.

5. In accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and applicable law, upon request of a party in interest, and after notice and a hearing,

this Court may grant relief from the restraints imposed herein in the event that it is necessary, appropriate and warranted to terminate, annul, modify or condition the within injunctive relief.

6. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation of this Order.

END OF ORDER

In re:
FiberTower Network Services Corp.
Debtor

Case No. 12-44027-dml
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0539-4

User: dhuffman
Form ID: pdf025

Page 1 of 2
Total Noticed: 16

Date Rcvd: Jul 25, 2012

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jul 27, 2012.

db +FiberTower Network Services Corp., 2613 Gravel Drive, Fort Worth, TX 76118-6963
aty +Daniel J. Harris, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982
aty +Gregory L. Taddonio, Reed Smith LLP, Reed Smith Centre, 225 Fifth Avenue,
Pittsburgh, PA 15222-2716
aty +Jeremy B. Reckmeyer, Andrews Kurth LLP, 450 Lexington Ave., 15th Floor,
New York, NY 10017-3939
aty +Jonathan I. Levine, Andrews Kurth LLP, 450 Lexington Ave., 15th Floor,
New York, NY 10017-3939
aty +Matthew G. Garofalo, Stroock & Stroock & Lavan LLP, 180 Maiden Lane,
New York, NY 10038-4982
aty +Paul N. Silverstein, Andrews & Kurth LLP, 450 Lexington Ave., 15th Floor,
New York, NY 10017-3939
aty +Sayan Bhattacharyya, Stroock & Stroock & Lavan LLP, 180 Maiden Lane,
New York, NY 10038-4982
cr +American Communications, LLC, c/o Basden & Ivie, PC, 17300 Dallas Parkway, Suite 3160,
Dallas, TX 75248-7708
cr Richardson ISD, Highland Park ISD, Valwood Improve, c/o Elizabeth Banda Calvo,
Perdue Brandon Fielder et al, PO Box 13430, Arlington, TX 76094-0430

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

cr +E-mail/Text: dallas.bankruptcy@LGBS.com Jul 25 2012 23:18:01 City of Coppell,
Linebarger Goggan Blair & Sampson, LLP, c/o Laurie Spindler Huffman, 2323 Bryan Street,
Suite 1600, Dallas, TX 75201-2644
cr +E-mail/Text: dallas.bankruptcy@LGBS.com Jul 25 2012 23:18:02 Coppell ISD,
Linebarger Goggan Blair & Sampson, LLP, c/o Laurie Spindler Huffman, 2323 Bryan Street,
Suite 1600, Dallas, TX 75201-2644
cr +E-mail/Text: dallas.bankruptcy@LGBS.com Jul 25 2012 23:18:02 Dallas County,
Linebarger, Goggan, Blair & Sampson LLP, c/o Laurie Spindler Huffman, 2323 Bryan St.,
Ste. 1600, Dallas, TX 75201-2644
cr +E-mail/Text: dallas.bankruptcy@LGBS.com Jul 25 2012 23:18:01 Irving ISD,
Linebarger, Goggan, Blair & Sampson LLP, c/o Laurie Spindler Huffman, 2323 Bryan St.,
Ste. 1600, Dallas, TX 75201-2644
cr +E-mail/Text: dallas.bankruptcy@LGBS.com Jul 25 2012 23:18:02 Kaufman County,
c/o Laurie Spindler Huffman, 2323 Bryan Street, Suite 1600, Dallas, TX 75201-2637, U.S.
cr +E-mail/Text: dallas.bankruptcy@LGBS.com Jul 25 2012 23:18:01 Tarrant County,
c/o Laurie Spindler Huffman, 2323 Bryan Street, Suite 1600, Dallas, TX 75201-2637, U.S.
TOTAL: 6

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

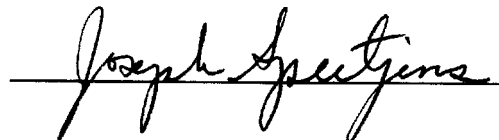
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jul 27, 2012

Signature:



District/off: 0539-4

User: dhuffman
Form ID: pdf025

Page 2 of 2
Total Noticed: 16

Date Rcvd: Jul 25, 2012

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on July 25, 2012 at the address(es) listed below:

David Ellerbe on behalf of Creditor US Signal, L.L.C. dellerbe@neliganlaw.com,
kgradick@neliganlaw.com
Elizabeth Banda Calvo on behalf of Creditor Richardson ISD, Highland Park ISD, Valwood
Improvement Authority rgleason@pbfc.com, ebcavlo@pbfc.com
Elizabeth Basden on behalf of Creditor American Communications, LLC eli@basdenivie.com,
kelly@basdenivie.com, katie@basdenivie.com, john@basdenivie.com
Eric A. Schaffer on behalf of Creditor Wells Fargo Bank, National Association, as indenture
trustee and collateral agent, slucas@reedsmith.com; gtaddonio@reedsmith.com
Jason S. Brookner on behalf of Debtor FiberTower Corporation jbrookner@akllp.com,
susanholley@andrewskurth.com
John Mark Chevallier on behalf of Creditor U. S. Bank National Association, as Trustee
mchevallier@mcsllaw.com
Kristopher Martin Hansen on behalf of Creditor Ad Hoc Committee of Holders of the 9% Senior
Secured Notes Due 2016
mmagzamen@stroock.com; dharris@stroock.com; mgarofalo@stroock.com; sbhattacharyya@stroock.com
Laurie Spindler Huffman on behalf of Creditor City of Coppell Laurie.Spindler@publicans.com,
Dallas.bankruptcy@publicans.com; Della.Camarillo@lgbs.com
Mark Minuti on behalf of Creditor SBA Sites, Inc., et al. mminuti@saul.com, rwarren@saul.com
Michael B. Fisco on behalf of Creditor U. S. Bank National Association, as Trustee
michael.fisco@faegrebd.com
Stephen M. Pezanosky on behalf of Creditor Ad Hoc Committee of Holders of the 9% Senior
Secured Notes Due 2016 stephen.pezanosky@haynesboone.com, kim.morzak@haynesboone.com
UST U.S. Trustee ustpreion06.da.ecf@usdoj.gov, albert.loftus@usdoj.gov

TOTAL: 12