

**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.	§	
	§	

**DECLARATION OF BMC GROUP, INC. REGARDING
SOLICITATION AND TABULATION OF BALLOTS
WITH RESPECT TO DEBTORS' JOINT CHAPTER 11 PLAN¹**

I, Kevin A. Martin, certify and declare as follows:

1. I am over eighteen years of age and not a party to the above-captioned cases. I am employed as a Director by BMC Group, Inc. (“BMC”), the claims, noticing and balloting agent for the above-captioned debtors and debtors in possession (the “Debtors”)² in these chapter 11 cases.³ BMC’s business address is 300 North Continental, Suite 570, El Segundo, California 90245.

2. The Court established November 28, 2013 as the record date (the “Voting Record Date”) for determining which creditors and holders of interests were entitled to vote to accept or reject the Plan. Pursuant to the Plan, Holders of Class 1B 2016 Claims and Class 2B – 4B 2016 Guaranty Claims are entitled to vote to accept or reject the Plan. Class 1A Priority Non-Tax Claims, Class 1C Other Secured Claims, Class 2A – 4A Priority Non-Tax Claims and Class 2C –

¹ Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the *Debtors Third Amended Joint Chapter 11 Plan* [Docket No. 1042] (the “Plan”).

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

³ On August 20, 2012, the Court entered its *Order (i) Authorizing the Debtors to Employ and Retain BMC Group, Inc. as the Debtors Claims, Noticing and Solicitation Agent and (ii) Appointing BMC Group, Inc. as Agent of the Bankruptcy Court* [Docket No. 212] (the “BMC Order”).

4C Other Secured Claims are unimpaired, deemed to accept the Plan and therefore not entitled to vote. Class 1D 2012 Claims, Class 1E General Unsecured Claims, Class 1F Intercompany Claims, Class 1G FiberTower Equity Interests, Class 2D – 4D 2012 Guaranty Claims, Class 2E – 4E General Unsecured Claims, Class 2F – 4F Intercompany Claims, and Class 2G – 4G Other Equity Interests are deemed to reject the Plan and therefore are not entitled to vote.

3. In accordance with the solicitation procedures (the “Solicitation Procedures”) approved by the Court in the *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* [Docket No. 1013] (the “Disclosure Statement Order”),⁴ BMC served the following solicitation package (the “Solicitation Package”) to Holders of Class 1B 2016 Claims and Class 2B – 4B 2016 Guaranty Claims by December 11, 2013:

- (a) the Debtors’ Second Amended Joint Chapter 11 Plan [Docket No. 1007];
- (b) the *Disclosure Statement for Debtors’ Second Amended Joint Chapter 11 Plan* (the “Disclosure Statement”) [Docket No. 1009];
- (c) the Disclosure Statement Order;
- (d) the *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* [Docket No. 1013, Exhibit D] (the “Confirmation Hearing Notice”); and
- (e) an Individual Ballot or Master Ballot (each as defined in the Disclosure Statement Motion), as appropriate.⁵

⁴ The Disclosure Statement Order approved the Debtors’ *Motion for Order (i) Approving Disclosure Statement, (ii) Approving Proposed Solicitation Procedures and (iii) Setting a Hearing and Establishing Notice and Objection Procedures for Confirmation of the Debtors’ Proposed Joint Chapter 11 Plan* [Docket No. 948] (the “Disclosure Statement Motion”).

⁵ On December 18, 2013, BMC filed a *Certificate of Service* [Docket No. 1022] evidencing service of the Solicitation Packages.

4. Pursuant to the Disclosure Statement Order, the Court established (i) January 8, 2014, at 5:00 p.m. (prevailing Central Time) as the date by which Ballots for accepting or rejecting the Plan must have been received by BMC (the “Voting Deadline”) and (ii) January 15, 2014, as the date for hearing on confirmation of the Debtors’ Plan (the “Confirmation Hearing”).

5. BMC solicited, reviewed, and tabulated Ballots to accept or reject the Plan in accordance with the procedures approved by the Court pursuant to the Disclosure Statement Order. In tabulating the Ballots, the following Ballots were not counted or considered 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 was 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 was illegible or contained 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.

6. Below is a summary of all of Ballots tabulated:

IMPAIRED CLASS AND DESCRIPTION	ACCEPT		REJECT	
	VOTES COUNTED	AMOUNT	VOTES COUNTED	AMOUNT
Class 1B 2016 Claims and Class 2B – 4B 2016 Guaranty Claims	25 100.00%	\$106,515,147.00 100.00%	0 0.00%	\$0.00 0.00%

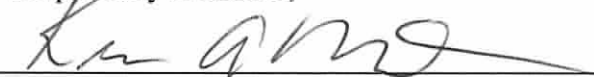
7. Attached hereto as **Exhibit A** is the full tabulation report that provides both summary and detail of all Ballots received as of the Voting Deadline.

8. All Ballots received by BMC are stored at BMC’s Chanhassen office located at 18750 Lake Drive East, Chanhassen, Minnesota 55317, and are available for inspection by the Court or any party in interest.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: January 13, 2014

Respectfully submitted,



Kevin A. Martin, Director
BMC Group, Inc.

Exhibit A

Voting Tabulation Chart

**BALLOT TABULATION REPORT
SUMMARY**

UNAUDITED - SUBJECT TO FURTHER REVIEW AND VERIFICATION

In Re: FiberTower Network Services Corp

Ballot Counts							Ballot Amounts							
Class	Accepted		Rejected		Total Counted	Total Excluded	Total Received	Accepted		Rejected		Total Counted	Total Excluded	Total Received
1B - 4B	25	100.00%	0	0.00%	25	0	25	\$106,515,147.00	100.00%	\$0.00	0.00%	\$106,515,147.00	\$0.00	\$106,515,147.00
Class	Description													
1B - 4B	2016 Claims													

In Re: FiberTower Network Services Corp

BALLOT TABULATION REPORT

UNAUDITED - SUBJECT TO FURTHER REVIEW AND VERIFICATION

Plan Class 1B - 4B: 2016 Claims

Ballot Counts							Ballot Amounts							
Class	Accepted		Rejected		Total Counted	Total Excluded	Total Received	Accepted		Rejected	Total Counted	Total Excluded	Total Received	
1B - 4B	25	100.00%	0	0.00%	25	0	25	\$106,515,147.00	100.00%	\$0.00	0.00%	\$106,515,147.00	\$0.00	\$106,515,147.00

Ctrl. No.	Clm No.	Creditor Name	Total Amount	Accepting		Rejecting		Excluded	Comments
				Amount	Votes	Amount	Votes		
7		BROADRIDGE FINANCIAL SERVICES	\$83,927,331.00	\$83,927,331.00	8	\$0.00	0		
2		FIRST SOUTHWEST COMPANY	\$1,542,085.00	\$1,542,085.00	1	\$0.00	0		
1		PNC BANK	\$302,291.00	\$302,291.00	1	\$0.00	0		
6		STATE STREET BANK & TRUST	\$574,221.00	\$574,221.00	2	\$0.00	0		
4		THE BANK OF NEW YORK MELLON	\$13,944,038.00	\$13,944,038.00	4	\$0.00	0		
5		THE BANK OF NEW YORK MELLON	\$3,263,711.00	\$3,263,711.00	4	\$0.00	0		
8		THE BANK OF NEW YORK MELLON	\$302,370.00	\$302,370.00	1	\$0.00	0		Received Electronically; Ballot received via facsimile, deficiency waived by Debtors
3		THE NORTHERN TRUST COMPANY	\$2,659,100.00	\$2,659,100.00	4	\$0.00	0		