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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. 12-44027-DML-11
CORP., *et al.*, §
§ Jointly Administered
Debtors. §

**DEBTORS’ MOTION TO FILE UNDER SEAL (I) MEMORANDUM OF LAW IN
SUPPORT OF CONFIRMATION OF DEBTORS’ JOINT CHAPTER 11 PLAN AND
(II) DECLARATION OF THOMAS SCOTT IN SUPPORT OF CONFIRMATION
OF DEBTORS’ JOINT CHAPTER 11 PLAN**

TO: THE HONORABLE D. MICHAEL LYNN,
UNITED STATES BANKRUPTCY JUDGE:

The above-captioned debtors and debtors in possession (collectively, the “Debtors”),¹ for their Motion to File Under Seal (i) the Memorandum of Law in Support of Confirmation of Debtors’ Third Amended Joint Chapter 11 Plan (the “Memorandum of Law”) and (ii) Declaration of Thomas Scott in Support of Confirmation of the Debtors’ Third Amended Joint Chapter 11 Plan (“Scott Declaration”) (the “Motion”), respectfully represents:

1. On the date hereof, the Debtors filed their *Third Amended Joint Chapter 11 Plan* [Docket No. 1042] (the “Plan”). In support of confirmation of the Plan, the Debtors are filing the

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.

Memorandum of Law and Scott Declaration, also on the date hereof. Portions of the Memorandum of Law and the entirety of the Scott Declaration contain confidential and/or commercially sensitive information which, if disclosed, could prejudice the Debtors. As a result, and by this Motion, the Debtors seek authority pursuant to 11 U.S.C. § 107(b)(1) to file (i) a redacted version of the Memorandum of Law and (ii) the Scott Declaration under seal.

2. Full and unredacted copies of the Memorandum of Law and Scott Declaration are being delivered simultaneously to Chambers for the Court's *in camera* review.

WHEREFORE, the Debtors respectfully request that the Court (i) grant this Motion and (ii) grant such other and further relief as may be just and proper.

Respectfully submitted this 13th day of January, 2014.

ANDREWS KURTH LLP

By: /s/ Paul N. Silverstein
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CERTIFICATE OF SERVICE

The undersigned hereby certifies that, on the 13th day of January, 2014, she caused a true and correct copy of the foregoing document to be served upon all parties appearing on the Limited Service List maintained in these chapter 11 cases via first class U.S. mail, postage prepaid.

/s/Michelle V. Larson
Michelle V. Larson

**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.	§	

**ORDER GRANTING DEBTORS' MOTION TO FILE UNDER SEAL (I)
MEMORANDUM OF LAW IN SUPPORT OF CONFIRMATION OF DEBTORS'
JOINT CHAPTER 11 PLAN AND (II) DECLARATION OF THOMAS SCOTT IN
SUPPORT OF CONFIRMATION OF DEBTORS' JOINT CHAPTER 11 PLAN**

Upon the Motion (the "Motion")¹ of the above-captioned debtors and debtors in possession (collectively, the "Debtors")² to File Under Seal (i) Memorandum of Law in Support of Confirmation of Debtors' Third Amended Joint Chapter 11 Plan (the "Memorandum of Law") and (ii) Declaration of Thomas Scott in Support of Confirmation of the Debtors' Third Amended Joint Chapter 11 Plan ("Scott Declaration"); 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 being satisfied that the relief requested in the Motion is

¹ Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Motion.

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.

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 set forth herein.
2. The Debtors are hereby authorized to file (i) a redacted version of the Memorandum of Law and (ii) the Scott Declaration under seal.
3. The Clerk is hereby directed to file the Memorandum of Law and Scott Declaration under seal, and keep the same under seal until such time as the Court enters an order unsealing such documents.
4. The Debtors shall follow the procedures in the Court's ECF User Manual under the heading "Procedure for submission of a document [not previously provided] upon entry of order sealing document" and shall also provide copies of the Memorandum of Law and Scott Declaration, by hand delivery, to Chambers.

END OF ORDER