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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., <i>et al.</i> ,	§
	§ Jointly Administered
Reorganized Debtors.	§

**REORGANIZED DEBTORS' APPLICATION FOR FINAL DECREE  
CLOSING CERTAIN OF THE REORGANIZED DEBTORS'  
CHAPTER 11 CASES PURSUANT TO SECTION 350(a)  
OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 3022**

**NO HEARING WILL BE CONDUCTED HEREON UNLESS A  
WRITTEN RESPONSE IS FILED WITH THE CLERK OF THE  
UNITED STATES BANKRUPTCY COURT AT ELDON B.  
MAHON U.S. COURTHOUSE, 501 W. 10TH ST., RM. 147,  
FORT WORTH, TX 76102-3643 BEFORE CLOSE OF  
BUSINESS ON AUGUST 3, 2015, WHICH IS AT LEAST 24  
DAYS FROM THE DATE OF SERVICE HEREOF.**

**ANY RESPONSE SHALL BE IN WRITING AND FILED WITH  
THE CLERK, AND A COPY SHALL BE SERVED UPON  
COUNSEL FOR THE MOVING PARTY PRIOR TO THE  
DATE AND TIME SET FORTH HEREIN. IF A RESPONSE IS  
FILED A HEARING MAY BE HELD WITH NOTICE ONLY  
TO THE OBJECTING PARTY.**

**IF NO HEARING ON SUCH NOTICE OR MOTION IS  
TIMELY REQUESTED, THE RELIEF REQUESTED SHALL  
BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY  
ENTER AN ORDER GRANTING THE RELIEF SOUGHT OR  
THE NOTICED ACTION MAY BE TAKEN.**

FiberTower Network Services Corp. and its affiliated reorganized debtors in the above-referenced chapter 11 cases (collectively, the “Debtors” and, as reorganized, the “Reorganized Debtors”),<sup>1</sup> for their Application (the “Application”) for Final Decree Closing Certain of the Reorganized Debtors’ Chapter 11 Cases Pursuant to Section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022, respectfully represent:

### **JURISDICTION AND VENUE**

1. The Court has jurisdiction over this Application 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.

### **BACKGROUND**

#### **A. CHAPTER 11 CASES**

3. On July 17, 2012 (the “Petition Date”), each of the Debtors filed with this Court a petition for relief under chapter 11 of title 11, United States Code (the “Bankruptcy Code”). The Debtors’ chapter 11 cases (the “Chapter 11 Cases”) were jointly administered for procedural purposes only.

4. An official committee of unsecured creditors (the “Committee”) was appointed by the Office of the United States Trustee (the “U.S. Trustee”) on July 26, 2012. No trustee or examiner has been appointed.

5. The Debtors continued to manage and operate their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

6. The Debtors commenced the Chapter 11 Cases with a pre-negotiated plan of reorganization that was supported by the Debtors’ senior secured lenders. Shortly after the

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<sup>1</sup> The Reorganized 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 (“FT Spectrum”).

Petition Date, however, the direction of the Chapter 11 Cases changed from the terms of the reorganization originally contemplated by the Debtors upon the filing of these cases. Thereafter, the Debtors focused their attention in part towards additional opportunities to maximize creditor recoveries through, among other things, sales of certain of the Debtors' assets and gradually winding down the Debtors' wireless backhaul business. On April 30, 2013, the Debtors' network operations ceased.

7. Despite the cessation of the Debtors' wireless backhaul business, the Debtors and their professionals continued to work diligently to formulate the terms of a chapter 11 plan that would maximize the Debtors' value. In connection therewith, the Debtors and their professionals actively negotiated with the Debtors' senior secured debt in an effort to reach consensus on the terms of a proposed plan that would permit the Debtors to successfully emerge from chapter 11 as a going concern.

8. As a consequence of such negotiations and discussions, the Debtors filed a plan of reorganization in September 2013 (as subsequently amended and/or supplemented, the "Plan"), predicated on a business plan focused around leasing (through point-to-point spectrum leases or area-wide spectrum leases) the forty-nine (49) active FCC licenses (in thirty-five (35) markets) that were renewed by the Federal Communications Commission (as described below).

9. On January 27, 2014, the Court entered the *Findings of Fact and Conclusions of Law on Debtors' Fourth Amended Joint Chapter 11 Plan and Order Confirming Debtors' Fourth Amended Joint Chapter 11 Plan* [Docket Nos. 1066 and 1067] (collectively, the "Confirmation Order"), pursuant to which, the Plan was confirmed.

10. On March 31, 2014 (the "Effective Date"), the Plan went effective and the Reorganized Debtors successfully emerged from chapter 11.

11. Since the Effective Date, the Reorganized Debtors have complied with their requirements to file periodic post-confirmation status reports. The Reorganized Debtors have also completed the claims reconciliation process. All distributions under the Plan have been completed. The Reorganized Debtors have emerged as reorganized entities and, other than the pending FCC Action (described in detail below), there remains no reason for any of the Chapter 11 Cases to remain open. The Plan has been substantially consummated and the Chapter 11 Cases have been “fully administered” within the meaning of Section 350 of the Bankruptcy Code.

**B. FCC ACTION**

12. When the Debtors commenced these chapter 11 cases, the Debtors were an alternative provider of facilities-based backhaul services, principally to wireless carriers, and a national provider of millimeter-band spectrum services. A significant asset of the Debtors was their ownership of a national spectrum portfolio (the “Spectrum Portfolio”) of 24 GHz and 39 GHz wide-area spectrum licenses (the “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).

13. Shortly after the Petition Date, it became clear to the Debtors that the FCC was planning to deny certain pending applications filed by the Debtors (collectively, the “Applications”) seeking a determination that FCC “build out” requirements with respect to some of the Debtors’ FCC licenses had been satisfied, or obtaining from the FCC a waiver or extension of time to complete the required build-out with respect to such FCC licenses.

14. In anticipation of negative action by the FCC with respect to the Applications and some, but not all, of the Debtors' FCC licenses, the Debtors filed a complaint commencing adversary proceeding No. 12-04104, captioned *FiberTower Network Services Corp., et al. v. Federal Communications Commission* on August 23, 2012 (the "FCC Action"). In the FCC Action, the Debtors sought either (i) a declaration that the automatic stay applied to the FCC's cancellation of the Debtors' licenses covered by the Applications or, in the alternative, (ii) an injunction enjoining cancellation of such FCC licenses pending the entry of a final non-appealable order on the FCC's actions through the administrative and judicial review processes.

15. After a hearing on September 12, 2012, the Court entered a preliminary injunction on September 27, 2012, and issued its Memorandum Opinion in respect thereof (collectively, the "Memorandum Opinion") on October 11, 2012. In the Memorandum Opinion, the Court enjoined the FCC from "[g]ranting, transferring, assigning or selling the [Debtors'] FCC Licenses to any entity other than Debtors or Debtors' assignee or designee" and "[t]aking any action with respect to the [Debtors'] FCC Licenses that would impair or otherwise adversely alter [the] Debtors' rights before the Commission on or on appeal of any decision of the Commission to contest (a) cancellation or termination of the FCC Licenses; or (b) a determination that the FCC Licenses were terminated or cancelled prior to entry of this Order."

16. On November 7, 2012, the FCC's Wireless Telecommunications Bureau issued its Memorandum Opinion and Order (the "FCC Opinion") stating that the Debtors had not met the substantial service construction requirements, denying the Debtors' requests for an extension or waiver of such requirements, and declaring that most of the Debtors' licenses terminated as of June 1, 2012. In accordance with this Court's injunction, however, the FCC recognized that it was precluded from re-assigning the licenses while the injunction is in effect. On December 7,

2012, the Debtors timely appealed (the “Appeal”) the FCC Opinion and have continued to advocate and appeal for reinstatement of the terminated licenses.

17. The D.C. Circuit recently issued its ruling in the Appeal. *See Fibertower Spectrum Holdings v. FCC*, No. 14-1039, 2015 WL 1499294 (D.C. Cir. April 3, 2015). The D.C. Circuit affirmed the FCC’s ruling as to whether the Debtors met the substantial service standard for 647 Licenses and vacated the FCC’s ruling (and remanded to the FCC) as to whether the Debtors met the substantial service standard for 42 Licenses. For all 689 Licenses, the D.C. Circuit vacated the FCC’s ruling and remanded the matter to the FCC for further proceedings on whether waiver and extension relief should be granted. The Reorganized Debtors intend to pursue additional administrative and judicial review concerning the Licenses and the Appeal.

18. The Reorganized Debtors believe that the FCC Action should remain open pending the full and final resolution of the Appeal, because the Reorganized Debtors believe that resolution of the Appeal may have an impact on the issues raised in the FCC Action. Consequently, during the pendency of the Appeal, the Reorganized Debtors and the FCC have agreed consensually to extend various scheduling deadlines in the FCC Action (including, but not limited to, the FCC’s deadline to answer or otherwise respond to the complaint in the FCC Action), pending resolution of the Appeal. Most recently, the Reorganized Debtors and the FCC agreed to the terms of (and the Court thereafter entered) an amended scheduling order that adjourned the various trial and discovery dates and deadlines to as late as January 2018.

19. The FCC Action is the sole pending matter relating to the Chapter 11 Cases.

### **RELIEF REQUESTED**

20. All of the Chapter 11 Cases have been “fully administered.” The Reorganized Debtors, however, do not seek to close all of the Chapter 11 Cases. Rather, because the Appeal of the FCC Opinion remains pending and the Reorganized Debtors believe that the FCC Action should remain open until the Appeal is fully and finally resolved, the Reorganized Debtors seek to close all of the Chapter 11 Cases (collectively, the “Inactive Cases”)<sup>2</sup> other than (i) the chapter 11 case of FT Spectrum (the owner of the Licenses and the principal plaintiff in the Appeal) and (ii) the FCC Action.

21. Closing the Inactive Cases will, among other things, permit the Reorganized Debtors to cease paying quarterly fees for the Inactive Cases to the U.S. Trustee, which is an unnecessary financial burden on them now that they have emerged from Chapter 11 and the Chapter 11 Cases have been fully administered.

22. Therefore, by this Application, pursuant to Section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022, the Reorganized Debtors seek entry of a final decree (i) closing the Inactive Cases and (ii) retaining this Court’s jurisdiction pursuant to Article XII of the Plan and Paragraph 39 of the Confirmation Order, including, without limitation, with respect to any and all matters that may arise in connection with the Plan and/or the Inactive Cases.

### **ARGUMENT AND AUTHORITY**

#### **A. AMPLE CAUSE EXISTS TO GRANT THE REQUESTED RELIEF**

23. Section 350(a) of the Bankruptcy Code provides that “[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case.” 11 U.S.C. § 350(a). Bankruptcy Rule 3022, which implements section 350 of the Bankruptcy Code, further

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<sup>2</sup> For the avoidance of doubt, the Inactive Cases are: (i) Case No. 12-44027-DML-11, (ii) Case No. 12-44029-DML-11, and (iii) Case No. 12-44030-DML-11.

provides that “[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case.” Fed. R. Bankr. P. 3022.

24. The term “fully administered” is not defined in either the Bankruptcy Code or the Bankruptcy Rules. The Advisory Committee Note to Bankruptcy Rule 3022, however, sets forth the following non-exclusive factors to be considered in determining whether a case has been fully administered.

- (1) whether the order confirming the plan has become final;
- (2) whether deposits required by the plan have been distributed;
- (3) whether the property proposed by the plan to be transferred has been transferred;
- (4) whether the debtor or [its successor] has assumed the business or the management of the property dealt with by the plan;
- (5) whether payments under the plan have commenced; and
- (6) whether all motions, contested matters, and adversary proceedings have been finally resolved.

*See, e.g., In re Clayton*, 101 F.3d 697 (5th Cir. 1996); *In re Cam-Plek of Virginia IQ Converting Div., Inc.*, Case No. 96-21367 (Memorandum Decision) (Bankr. E.D. Tenn. Aug. 20, 1999); *In re Kliegl Bros. Universal Elec. Stage Lighting Co., Inc.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999); *In re DC Servs., Inc.*, No. 97 CIV. 3081 (TPG), 1998 WL 547085, at \*3 (Bankr. S.D.N.Y. Aug. 28, 1998); *In re Jay Bee Enters., Inc.*, 207 B.R. 536, 538 (Bankr. E.D. Ky. 1997); *In re Mold Makers, Inc.*, 124 B.R. 766, 768 (Bankr. N.D. Ill. 1990). These six (6) factors are merely guidelines that aid a court’s determination, however, and each of the factors need not be present before a court enters a final decree. *See Mold Makers*, 124 B.R. at 768-69; *see also Walnut*



*Assocs. v. Saidel*, 164 B.R. 487, 493 (E.D. Pa. 1994); *see also In re Union Home & Indust., Inc.*, 375 B.R. 912, 917 (B.A.P. 10th Cir. 2007).

25. Although courts should apply and weigh the factors set forth by the Advisory Committee Note, no one factor is dispositive. *See In re Kliegel Bros.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999); *In re JMP-Newcor Int'l*, 225 B.R. 462, 465 (Bankr. N.D. Ill. 1998). Rather, Rule 3022 is intended to allow courts a flexible standard for determining whether an estate is fully administered, and the determination is based on a “case-by-case basis . . .” *Spierer v. Federated Dep’t Stores, Inc. (In re Federated Dep’t Stores, Inc.)*, No. 01-4242, 2002 U.S. App. LEXIS 16059, at \*7 (6th Cir. Aug 5, 2002). Furthermore, the mere possibility that the court’s jurisdiction may be invoked in the future does not mean that the court should keep the case open. *Id.*, 2002 U.S. App. LEXIS 16059 at \*7.

26. The case law is clear that entry of a final decree is an administrative matter and does not determine substantive rights. As noted in *In re Greater Jacksonville Transportation Co.*, 169 B.R. 221, 224 (Bankr. M.D. Fla. 1994):

Even a cursory reading of [Rule 3022] leaves no doubt that entry of a final decree is merely a perfunctory, administrative event and nothing more than a ministerial housekeeping act which was never designed to determine with finality the substantive rights of parties in interest involved in a chapter 11 case. This should be evident from the fact that the final decree is entered without notice and hearing to anyone and could be entered even on the Court’s own motion.

27. Furthermore, a bankruptcy court may issue a final decree closing a case and specifically except from such decree any matters pending before the court. *See, e.g., In re Fonnica Corp., et al.*, Case No. 02-10969 (BRL) (Bankr. S.D.N.Y. Aug. 22, 2005) (closing cases notwithstanding certain pending matters); *In re PWS Holding Corp., et al.*, Case No. 98-212 (SLR) (Bankr. D. Del. Nov. 9, 2005) (closing cases notwithstanding pending adversary

proceeding); *In re JMP Newcor Int'l, Inc.*, 225 B.R. 462 (Bankr. N.D. Ill. 1998) (same); *In re Jr. Food Mart of Arkansas, Inc.*, 201 B.R. 522, 525 (Bankr. E.D. Ark. 1996) (same); *see also Jay Bee Enters.*, 207 B.R. at 538 (Bankruptcy Rule 3022 allows the court flexibility; it does not require a chapter 11 case be kept open until all allowed claims or statutory fees have been paid). Accordingly, notwithstanding the pending FCC Action, this Court has discretion to enter a final decree closing the Inactive Cases.

**B. THE CASES HAVE BEEN FULLY ADMINISTERED**

28. The Chapter 11 Cases effectively have been “fully administered” within the meaning of section 350 of the Bankruptcy Code, making it appropriate for the Bankruptcy Court to enter a final decree closing such cases. For example:

- (1) the Plan of Reorganization became effective on March 31, 2014, more than fifteen (15) months ago;
- (2) the transfer of all or substantially all of the property proposed by the Plan has occurred;
- (3) the Reorganized Debtors have assumed the business and management of all or substantially all of the property of the Debtors as provided in the Plan ;
- (4) all distributions required to be made under the Plan, including distributions of New FiberTower Common Stock and Litigation Trust Interests (each as defined in the Plan), have been made in accordance with the Plan;
- (5) no further distributions will be made from the Debtors’ estates (including the estates of the Debtors in the Inactive Cases);
- (6) all payments required to be made pursuant to the Plan have been made;
- (7) all orders on fees and objections to claims have become final; and
- (8) other than the FCC Action, there are no adversary proceedings or contested matters pending before this Court.

29. The only pending matter remaining in the Chapter 11 Cases is the FCC Action. At this time, it is unclear if or when the Appeal will be fully and finally resolved. Indeed, this Court recently entered a scheduling order that adjourned the various discovery and trial dates in the FCC Action significantly. For example, under such scheduling order, the trial phase of the FCC Action is not scheduled to take place until January 2018.

30. The Reorganized Debtors are required to pay quarterly fees to the United States Trustee for the Northern District of Texas (the “U.S. Trustee”) after confirmation and consummation of a chapter 11 plan until each Debtor’s case is closed. *See* 28 U.S.C. § 1930(a)(6). Unless and until this Court enters a final decree closing the Chapter 11 Cases, the Reorganized Debtors must continue paying quarterly fees for each open Chapter 11 Case to the U.S. Trustee. Given the amended trial schedule in the FCC Action and the uncertainty regarding the timing of the full and final resolution of the Appeal of the FCC Opinion, leaving all of the Chapter 11 Cases open could require the Reorganized Debtors to pay quarterly fees to the U.S. Trustee for up to two and half years or more. Such fees constitute a financial burden on the Reorganized Debtors that the Reorganized Debtors respectfully submit is unwarranted and unnecessary.

31. Out of deference to the pending FCC Action and for the administrative convenience of this Court and the parties in interest, the Reorganized Debtors hereby request the closing only of the Inactive Cases. The Reorganized Debtors will seek to close the Chapter 11 Case of FT Spectrum at the appropriate time.

32. For all of the reasons set forth herein, the Reorganized Debtors respectfully request that the Court grant this Motion.

**POST-CONFIRMATION REPORT**

33. In accordance with the requirements of Rule 3022-1 of the Local Bankruptcy Rules for the Northern District of Texas, Exhibit A annexed hereto is a copy of the Post-Confirmation Report which describes, among other things, the fees and expenses awarded to Professionals who rendered services in the Chapter 11 Cases.

**NOTICE**

34. Notice of this Motion has been provided to: (i) the U.S. Trustee; (ii) the FCC; and (iii) the parties appearing on the Limited Service List maintained in these cases. The Reorganized Debtors respectfully submit that such notice is appropriate and that no other or further notice need be provided.

WHEREFORE, the Reorganized Debtors respectfully request that the Court enter an Order: (i) granting the relief requested herein; and (ii) granting such other and further relief as may be just and proper.

Respectfully submitted this 8th day of July, 2015.

**ANDREWS KURTH LLP**

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*Counsel to the Reorganized Debtors*

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that, on the 8th day of July, 2015, he caused a true and correct copy of the foregoing document to be served upon: (i) the U.S. Trustee; (ii) the FCC; and (iii) all parties appearing on the Limited Service List maintained in these chapter 11 cases via first class U.S. mail, postage prepaid.

/s/Jeremy B. Reckmeyer  
Jeremy B. Reckmeyer

**EXHIBIT A**

**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
Reorganized Debtors.	§	

**POST-CONFIRMATION REPORT**

The undersigned submits this Post-Confirmation Report, and certifies that the Plan,<sup>3</sup> as confirmed by the Court, has been fully administered. The undersigned further certifies: the transfer of all or substantially all of the property proposed by the confirmed Plan to be transferred; the assumption by the Reorganized Debtors of the business or the management of all or substantially all of the property of the Debtors as provided in the confirmed Plan; the commencement of distribution to creditors whose claims have been allowed, creditors with equity security interests whose claims have not been disallowed, and to indenture trustees who have filed claims pursuant to Rule 3003(c)(5) which have been allowed, and distribution of any other deposits or payments required by the confirmed Plan; the payment of all sums payable to the Clerk of Court for noticing and claims processing charges; all Orders on Fees and Objections to Claims have become final; and final compensation awarded in the amount of \$6,805,432.64 for fees and expenses payable to Professionals.

Accordingly, the Reorganized Debtors hereby apply for entry of a Final Decree closing the Inactive Cases.

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<sup>3</sup> Capitalized terms not otherwise defined herein shall have the same meaning ascribed to them in the *Reorganized Debtors' Application for Final Decree Closing Certain of the Reorganized Debtors' Chapter 11 Cases Pursuant to Section 350(A) of the Bankruptcy Code and Bankruptcy Rule 3022*.

Submitted: July 8, 2015

**ANDREWS KURTH LLP**

By: /s/ Paul N. Silverstein

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*Counsel to the Reorganized Debtors*



**EXHIBIT B**

**PROPOSED ORDER**

**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
Reorganized Debtors.	§	

**ORDER GRANTING REORGANIZED DEBTORS' APPLICATION FOR FINAL  
DECREE CLOSING CERTAIN OF THE REORGANIZED DEBTORS'  
CHAPTER 11 CASES PURSUANT TO SECTION 350(a)  
OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 3022**

Upon the Reorganized Debtors' Application for Final Decree Closing Certain of the Reorganized Debtors' Chapter 11 Cases Pursuant to Section 350(A) of the Bankruptcy Code and Bankruptcy Rule 3022 (the "Application") filed by FiberTower Network Services Corp. and its affiliated reorganized debtors in the above-referenced chapter 11 cases (collectively, the "Debtors" and, as reorganized, the "Reorganized Debtors")<sup>4</sup>; and the Court having jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334, and venue of these proceedings and the Application being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Application presenting a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A) and (O); and upon the entirety of the record of these Chapter 11 Cases<sup>5</sup>, and it appearing that the Chapter 11 Cases (including the Inactive Cases) have been fully administered; and the Court having determined that the relief sought in the Application is in the best interests of the Reorganized Debtors and all parties in interest; and upon the Application and all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefore; it is hereby

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<sup>4</sup> The Reorganized 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.

<sup>5</sup> Capitalized terms not otherwise defined herein shall have the same meaning ascribed to them in the Application.

ORDERED AS FOLLOWS:

1. The Application is granted, as set forth herein.
2. Pursuant to section 350 of the Bankruptcy Code and Bankruptcy Rule 3022, a final decree is hereby issued with respect to the Inactive Cases and the Inactive Cases shall be, and hereby are, closed.
3. Entry of this Final Decree is without prejudice to the rights of the Reorganized Debtors to seek to reopen the Inactive Cases for good cause shown pursuant to section 350(b) of the Bankruptcy Code.
4. The Court shall retain jurisdiction over the Inactive Cases and the Chapter 11 Cases to the extent permitted under Article XII of the Plan and Paragraph 39 of the Confirmation Order.
5. The Reorganized Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Decree in accordance with the Application.
6. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, and 9014 or otherwise, the terms and conditions of this Final Decree shall be immediately effective and enforceable upon its entry.
7. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Final Decree

### END OF ORDER ###