Paul N. Silverstein (admitted *pro hac vice*)
Jonathan I. Levine (admitted *pro hac vice*)
ANDREWS KURTH LLP
450 Lexington Avenue, 15th Floor
New York, New York 10017
Telephone: (212) 850-2800
Facsimile: (212) 850-2929

Jason S. Brookner
Texas State Bar No. 24033684
ANDREWS KURTH LLP
1717 Main Street, Suite 3700
Dallas, Texas 75201
Telephone: (214) 659-4400
Facsimile: (214) 659-4401

Counsel to the Debtors

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

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

DEBTORS' THIRD MOTION (I) TO REJECT CERTAIN SITE LEASES EFFECTIVE AS OF SEPTEMBER 7, 2012 AND (II) TO ABANDON CERTAIN PERSONAL PROPERTY

The above-captioned debtors and debtors in possession (collectively, the "Debtors"),[1] for their Third Motion (i) to Reject Certain Site Leases Effective as of September 7, 2012 and (ii) to Abandon Certain Personal Property (the "Motion"), respectfully represent:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this Motion 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.

[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.

INTRODUCTION

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 of the United States Code (the "Bankruptcy Code"). The Debtors are operating their businesses and managing their properties as debtors in possession, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

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

BACKGROUND

5. The Debtors are an alternative provider of facilities-based backhaul services, principally to wireless carriers, and a national provider of millimeter-band spectrum services. Backhaul is the transport of voice, video and data traffic from a wireless carrier's mobile base station, or cell site, to its mobile switching center or other exchange point. The Debtors offer these backhaul services nationally by utilizing wireless spectrum assets and fiber relationships to construct and operate high-coverage, high-capacity hybrid microwave and fiber networks. The Debtors provide spectrum leasing services directly to other carriers and enterprise clients, and also offer their spectrum services through spectrum brokerage arrangements and through fixed wireless equipment partners.

6. A significant asset of the Debtors is their ownership of a national spectrum portfolio (the "Spectrum Portfolio") of 24 GHz and 39 GHz wide-area spectrum 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). The

Debtors believe that the Spectrum Portfolio represents one of the largest and most comprehensive collections of millimeter wave spectrum in the U.S., covering areas with a total population of over 300 million.

7. As of the Petition Date, the Debtors provide service to approximately 5,390 customer locations at approximately 3,188 deployed sites in thirteen (13) markets throughout the U.S. The fixed wireless portion of these hybrid services is predominantly through common carrier spectrum in the 11, 18 and 23 GHz bands. The Debtors' biggest service markets are Dallas/Fort Worth and Washington, D.C./Baltimore, with additional markets in Atlanta, Boston, Chicago, Cleveland, Denver, Detroit, Houston, New York/New Jersey, Pittsburgh, San Antonio/Austin/Waco and Tampa.

8. The Debtors have customer service agreements with major U.S. wireless carriers. The Debtors also hold separate national-scope service agreements with Verizon Business and CenturyLink which allow them to provide government grade transport services to the United States General Services Administration and other governmental entities.

9. In connection with their business, the Debtors have entered into, and are thus parties to, many site leases, where the Debtors install and maintain equipment to provide their backhaul services. Some of these leases are "one off" stand-alone leases. Other leases, often denominated as "site license agreements" ("SLAs") or "licenses" among other names (globally referred to herein as "SLAs" for ease), were entered into under, and are subject to the global and generally applicable provisions of, one of several "master" lease agreements (collectively, "MLAs"), with each SLA having specific terms pertaining to a specific location, but also being governed by the generally applicable provisions of its MLA. Each SLA is subject to being independently assumed or rejected.

10. The Debtors have determined, in their business judgment, that approximately 82 site leases and/or SLAs (collectively, the "Leases") are no longer necessary to their business operations, are consuming otherwise scarce resources, and will not be required as part of their overall restructuring. As a result, the Debtors seek to reject the Leases (as set forth on the attached Exhibit "A"), with such rejection effective as of September 7, 2012.

11. In addition, in connection with the rejection of the Leases, the Debtors seek to abandon all personal property (collectively, the "Abandoned Property") located at the sites to which the Leases relate (the "Leased Sites"). The Debtors have determined, in their business judgment, that the Abandoned Property is burdensome to the estate within the meaning of section 554(a) of the Bankruptcy Code. The Abandoned Property is no longer required in the ongoing operations of the Debtors and the Debtors may encounter significant costs in any attempt to retrieve the Abandoned Property and realize value therefrom. The Debtors estimate that such costs would exceed any value realizable from the sale of the Abandoned Property. Accordingly, the Debtors have determined, in their business judgment, that the abandonment of the Abandoned Property is in the best interests of the Debtors and their estates.

RELIEF REQUESTED

12. By this Motion, pursuant to section 365(a) of the Bankruptcy Code, the Debtors seek entry of an order (i) authorizing rejection of the Leases appearing on the attached Exhibit "A," with such rejection being effective as of September 7, 2012,[2] and (ii) authorizing the Debtors to abandon any Abandoned Property that the Debtors determine, in their business judgment, would be in the best interests of the Debtors and their estates.

[2] Certain of the Leases appearing on Exhibit "A" may have been terminated prepetition. However, the Debtors seek to reject such Leases anyway, out of an abundance of caution. The Debtors reserve all rights with respect to any and all claims for rejection damages which may be filed including, but not limited to, contending that no damages are owing as a result of a prepetition Lease termination.

ARGUMENT AND AUTHORITY

A. Rejection of the Leases

13. Section 365(a) of the Bankruptcy Code, which governs the rejection of unexpired leases and executory contracts, provides in pertinent part, that:

> the trustee, subject to the court's approval, may assume or reject any executory contract or unexpired lease of the Debtors.

11 U.S.C. § 365(a).

14. The business judgment standard governs the Debtors' decision to reject the Leases. *See Richmond Leasing Co. v. Capital Bank, N.A.,* 762 F.2d 1303,1308 (5th Cir. 1985) ("It is well established that 'the question whether a lease should be rejected . . . is one of business judgment.'"); *In re Texas Sheet Metals, Inc.,* 90 B.R. 260, 2641 (Bankr. S.D. Tex. 1988) ("The traditional business judgment standard governs the rejection of ordinary executory contracts."). Rejection should be permitted if, in the Debtors' exercise of their business judgment, the Leases are burdensome to the estate such that the rejection of the Leases will benefit the estate. *In re Minges*, 602 F.2d 38, 43 (2d Cir. 1979). One of the purposes of Section 365 of the Bankruptcy Code is "to permit the trustee or debtor-in-possession to use valuable property of the estate and to 'renounce title and abandon burdensome property.'" *In re Orion Pictures Corp.*, 4 F.3d 1095, 1098 (2d Cir. 1993).

15. Here, the Debtors seek to reject approximately 82 leases. In the aggregate, the monthly rent payable under such Leases is approximately $10,153. Maintaining the Leases on a go-forward basis constitutes an unnecessary cost to the Debtor and their respective estates, given that the Debtors have decided that the Leases are not necessary to their reorganization. Continuing the Leases will, therefore, burden the Debtors' estates. Instead, by rejecting the Leases, the Debtors will have additional funds available each month to be used to fund the

reorganization. Rejection of the Leases will, therefore, benefit the Debtors and their respective estates and creditors.

16. Counterparties to certain MLAs may contend that the MLA in question is not severable from the underlying SLAs and, thus, that individual SLAs cannot be assumed or rejected without assuming or rejecting the MLA itself. However, it is well established in this Circuit, and others, that agreements may be severable, or divisible, into smaller component agreements, with each smaller component being independently subject to assumption or rejection. *See generally Stewart Title Guar. Co. v. Old Republic Nat'l Title Ins. Co.*, 83 F.3d 735, 741-42 (5th Cir. 1996); *In re Gardinier, Inc.*, 831 F.2d 974, (11th Cir. 1987); *see also In re Convenience USA, Inc.*, No. 01-81478, 2002 WL 230772 (Bankr. M.D.N.C. Feb. 12, 2002); *In re Holly's, Inc.*, 140 B.R. 643, 681 (Bankr. E.D. Mich. 1992); *In re Cutters, Inc.*, 104 B.R. 886, 889 (Bankr. M.D. Tenn. 1989). Whether an agreement is severable is a matter of state law and often times (if not all of the time) the intent of the parties. *In re Mirant Corp.*, 318 B.R. 100, 105-106 (N.D. Tex. 2004) (deciding issue under law of District of Columbia).

17. The MLAs are arguably controlled by various state laws. However, a review of the various provisions of the MLAs shows that the underlying SLAs are severable and may, thus, be assumed or rejected separate and apart from the MLA itself. Courts have recognized that individual agreements entered into under a master agreement may be severable, and separately assumed or rejected from, the master agreement. *See, e.g.*, *In re Convenience USA, Inc.*, 2002 WL 230772; *In re FFP Operating Partners, LP*, Case No. 03-90171-BJH-11, 2004 WL 3007079 (Bankr. N.D. Tex. Aug. 12, 2004); *In re Cafeteria Operators, LP*, 299 B.R. 384 (Bankr. N.D. Tex. 2003).

18. The Debtors also seek to have rejection of the Leases be effective retroactively, to the date this Motion was filed (*i.e.*, September 7, 2012). Retroactive rejection is appropriate where the equities of a particular case dictate. *See, e.g., In re Cafeteria Operators, L.P.*, 299 B.R. 384, 394 (Bankr. N.D. Tex. 2003); *In re Amber's Stores*, 193 B.R. 819, 827 (Bankr. N.D. Tex. 1996); *see also, e.g., In re DBSI, Inc.*, 409 B.R. 720, 734 n. 4 (Bankr. D. Del. 2009) ("under appropriate circumstances, this Court may enter a lease rejection order with an effective date earlier than the date the order is entered") (citations omitted); *In re Jamesway Corp.*, 179 B.R. 33, 37 (S.D.N.Y. 1995) (finding that the bankruptcy court could select "a retroactive date for the effective date of rejection"); *In re Signature Styles, LLC*, Case No. 11-11733 (Bankr. D. Del. June 30, 2011), Docket No. 127 (approving rejection of executory contracts as of the petition date).

19. Finally, in order to streamline their Chapter 11 cases, the Debtors request that any counterparty to any Lease rejected pursuant to this Motion be required to file any claim such party has for alleged rejection damages no later than the date that is thirty (30) days after the entry of the Court's order approving this Motion.

B. <u>Abandonment of the Abandoned Property</u>

20. Section 554 of the Bankruptcy Code provides: "[a]fter notice and a hearing, the trustee may abandon any property of the estate that is burdensome to the estate or that is of inconsequential value and benefit to the estate." 11 U.S.C. § 554(a). Section 554 requires two showings. First, the property to be abandoned must be property of the estate. 11 U.S.C. §§ 541 and 554; *Estate of McGahren v. Heck (In re Weiss)*, 111 F. 3d 1159, 1167 (4th Cir.). Second, the property to be abandoned must be burdensome to the estate or of inconsequential value or benefit to the debtor's estate. *Id.*

21. Courts give great deference to the decision by a debtor-in-possession to abandon property under section 554 of the Bankruptcy Code. *See In re Vel Rey Props., Inc.*, 174 B.R. 859,867 (Bankr. D.D.C. 1994) ("Clearly, the court should give deference to the trustee's judgment in such matters."); *In re Cult Awareness Network. Inc.*, 205 B.R. 575, 579 (Bankr. N.D. Ill. 1997) ("The party seeking to make the trustee act or prevent him or her from acting has the burden to show an abuse of discretion"). Indeed, a debtor's right to abandon property of the estate is, but for certain exceptions inapplicable in the present case, unfettered. *See generally, Midlantic Nat'l Bank v. New Jersey Dep't of Env'tl Protection*, 474 U.S. 494 (1986); *South Chicago Disposal, Inc. v. LTV Steel Co., Inc. (In re Chateaugay Corp.)*, 130 B.R. 162, 167 (S.D.N.Y. 1991).

22. The Debtors submit that the first requirement of section 554 is readily satisfied here. The Debtors represent that they have legal and equitable title to the Abandoned Property. *See* 11 U.S.C. § 541(a) (providing that "all legal or equitable interests of the debtor" ... "wherever located and by whomever held" constitute property of the estate.); *In re Weiss*, III F.3d at 1166 (courts broadly define property of the estate).

23. The second requirement is also met in these cases. As described above, the Abandoned Property is burdensome to the estate. The Abandoned Property is no longer required in the ongoing operations of the Debtors and the Debtors may encounter significant costs in any attempt to retrieve the Abandoned Property and realize value therefrom Such costs are likely to exceed any value realizable from the sale of the Abandoned Property. The Debtors have thus determined, in their business judgment, that the abandonment of the Abandoned Property is in the best interests of the Debtors' estates, their creditors, and other parties in interest.

NOTICE

24. Notice of this Motion has been provided to: (i) counsel to the Committee; (ii) the US Trustee; and (iii) the parties appearing on the attached Limited Service List. The Debtors respectfully submit that such notice is appropriate and that no other or further notice need be provided.

WHEREFORE, the 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 7th day of September, 2012.

ANDREWS KURTH LLP

By: /s/ Jason S. Brookner
Jason S. Brookner
Texas State Bar No. 24033684
1717 Main Street, Suite 3700
Dallas, Texas 75201
Telephone: (214) 659-4400
Facsimile: (214) 659-4401
Email: jasonbrookner@andrewskurth.com

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

Counsel to the Debtors

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 7th day of September, 2012, he caused a true and correct copy of the foregoing document to be served on the parties appearing on the attached Service List via first class United States mail, postage prepaid and, where possible, via electronic mail and/or overnight mail.

/s/ Jason S. Brookner
Jason S. Brookner

In re: FiberTower Network Services Corp., *et al.* - Limited Service List as of 8/29/2012

US Bank, NA (2012 Notes)
Susan E. Jacobsen
Mail Station EP-MN-WS1D
60 Livingston Avenue
St. Paul, MN 55107

Ernst & Young
Glenn A Chadbourne Jr.
560 Mission St., Suite 1600
San Francisco, CA 94105-2907

Fiberlight
Susan Eulberg
11700 Great Oaks Way, Suite 100
Alpharetta, GA 30022

Light Tower Fiber LLC
PO Box 30279
New York, NY 10087-90279

SpectraSite Tower Leasing South
James R. Long
PO Box 752760
Charlotte, NC 28275-1760

Cingular Wireless
An Dullanty
8645 154th Avenue, NE RTC 3
Redmond, WA 98073-9779

Time Warner
Darin Zirkle
Box 223085
Pittsburgh, PA 15251-2085

Global Signal Acquisitions II LLC
Marrion Torres
PO Box 403551
Atlanta, GA 30384-3551

Ceragon Networks, Inc.
Jeff Sarasohn
10 Forest Avenue
Paramus, NJ 07652

Zayo Bandwidth
Theresa Lucero
PO Box 952136
Dallas, TX 75395-2136

Zayo Bandwith
Jeremy J Sias
400 Centennial Parkway, Suite 200
Louisville, CO 80027

Level 3
Dept 182
Denver, CO 80291-0182

HELPCOmm, INC.
Corey Stokes
8760 Virginia Meadows Drive
Manassas, VA 20109

FPL FiberNet
Damaris Diaz
9250 West Flagler Street
Miami, FL 33174

US Signal
Joanna Shaw, CFO
201 Ionia Ave SW
Grand Rapids, MI 49503

Phonoscope
6105 Westline Drive
Houston, TX 77036

American Tower Corp.
Nelson Delrosario
10 Presidential Way, Suite 1
Woburn, MA 01801

Syncreon Technology USA LLC
dba nal.syncreon
Lisa Moser
1200 Green Briar Drive
Addison, IL 60101

TEK Systems
Kendra Mitchell
PO Box 198568
Atlanta, GA 30384-8568

Accruent LLC
Adam Peschong
10801-2 N. Mopac Expwy., Suite 400
Austin, TX 78759-5458

Buckeye TeleSystems, Inc.
Quesha Jefferson
PO Box 94536
Cleveland, OH 44101-4536

First Telecom Services LLC
Joan Brocklesby
2561 Bernville Road
Reading, PA 19612-5164

Connectivity Solutions, Inc.
Andy Mortenson
103 A Carpenter Drive
Sterling, VA 20164

NEC Corporation of America
Lou McCall
Radio Communications Systems
6535 N. State Hwy 161
Irving, TX 75039-2402

AboveNet Communications, Inc.
Michelle Dantzler
PO Box 79006
City of Industry, CA 91716-9006

Fibergate
Susan Hageman, VP Sales & Marketing
6076 Franconia Road, Suite C
Alexandra, VA 22310

MCC/China Basin - 3rd Amendment
Dept 2113
PO Box 39000
San Francisco, CA 94139-2113

In re: FiberTower Network Services Corp., *et al.* - Limited Service List as of 8/29/2012

Sidera Networks, LLC
Janet Downie
55 Broad Street
New York, NY 10004

Network Building & Consulting, LLC
Steve Weber
7380 Coca Cola Drive, Suite 106
Hanover, MD 21076

Verizon Business
Jeannie Kirk
20855 Stone Oak Pkwy
San Antonio, TX 78258

Cox Communications MAIN ACCT
Attn: Cox Access Billing
Gertrude Jones
PO Box 105339
Atlanta, GA 30348-5339

Faegre Baker Daniels LLP
Attn: Abby Wilkinson
2200 Wells Fargo Center
90 S. Seventh Street
Minneapolis, MN 55402-3901

Stephen M. Pezanosky
Mark Elmore
Haynes and Boone, LLP
201 Main Street, Suite 2200
Forth Worth, TX 76102-3126

David Ellerbe
Neligan Foley LLP
325 N. St Paul
Dallas, TX 75201

Stroock and Stroock and Lavan LLP
Kris M. Hansen
Sayan Bhattacharyya
180 Maiden Lane
New York, NY 10038

Federal Communications Commission
445 12th ST. SW
Washington, DC 20554

Federal Communications Commission
Box 358994
500 Ross St., Rm 670
Pittsburgh, PA 15262-000

Office of the United States Trustee
Attn: Lisa Lambert
Earle Cabell Federal Building
1100 Commerce St., Room 9C60
Dallas, TX 75242

Angie Dodd
Securities and Exchange Commission
175 W. Jackson Blvd., Suite 900
Chicago, IL 60604

Internal Revenue Service
Special Procedures-Insolvency
P O Box 7346
Philadelphia, PA 19101-7346

Wells Fargo Bank
Thomas M. Korsman
625 Marquette Avenue
Minneapolis, MN 55402

Regina Stango Kelborn
Blank Rome LLP
1201 Market Street, Ste. 800
Wilmington, DE 19801

Regina Stango Kelborn
Blank Rome LLP
One Logan Square
130 North 18th Street
Philadelphia, PA 19103-6998

Luke Schaeffer
FTI Consulting
633 West Fifth Street
16th Floor
Los Angeles, CA 90071

Jarod Wada
FTI Consulting
One Front Street., 14th Floor
San Francisco, CA 94105

Jive Jagtap
FTI Consulting
1001 17th Street, Ste. 1100
Denver, CO 80202

John T Gregg
Barnes & Thornburg, LLP
171 Monroe Ave NW, Ste. 1000
Grand Rapids, MI 49503

Laurie Spindler Huffman
Linebarger Goggan Blair & Sampson
2323 Bryan Street, Ste. 1600
Dallas, TX 75201

Eric A. Schaffer
Gregory L. Taddonio
Reed Smith LLP
Reed Smith Centre
225 Fifth Avenue
Pittsburgh, PA 15222

Linda Boyle
tw telecom inc.
10475 Park Meadows Drive, #400
Littleton, CO 80124

Daniel J. Harris
Matthew G. Garofalo
Stroock & Stroock & Lavan,, LLP
180 Maiden Lane
New York, NY 10038

Elizabeth Banda Calvo
Perdue Brandon Fielder Collins Mott
P.O. Box 13430
Arlington, TX 76094-0430

J. Mark Chevallier
McGuire, Craddock & Strother, P.C.
2501 N. Harwood, Suite 1800
Dallas, TX 75201

Michael B. Fisco
Regina A. Butler
Faegre Baker Daniels LLP
90 S. Seventh Street, Suite 2200
Minneapolis, MN 55402

In re: FiberTower Network Services Corp., *et al.* - Limited Service List as of 8/29/2012

Elizabeth Basden
Basden & Ivie, PC,
17300 Dallas Parkway, Ste 3160
Dallas, Texas 75248

Mark Minuti, Esq.
Lucian B. Murley, Esq.
Saul Ewing LLP
222 Delaware Avenue, Suite 1200
P.O. Box 1266
Wilmington, DE 19899

W. Tomothy Miller
Taft Stettinius & Hollister LLP
425 Walnut Street, Suite 1800
Cincinnati, OH 45202-3957

James W. Grudus, Esq.
AT&T Services, Inc.
General Attorney
One AT&T Way, Room 3A218
Bedminster, New Jersey 07921

Courtney L. Sauer
ALSTON&BIRD LLP
2828 N. Harwood Street, Suite 1800
Dallas, Texas 75201

Joseph Kots
Commonwealth of Pennsylvania
Dept. of Labor & Industry
Reading Bankruptcy & Compliance Unit
625 Cherry Street, Room 203
Reading, PA 19602-1152

Shawn Konig
IBM Corporation
1316 Renee Levesque W., Suite 400
Montreal, QC H3G 2W6
Canada

David McCall
Gay, McCall, Isaacks, Gordon & Roberts, P.C.
777 East 15th Street
Plano, Texas 75074

Lee Gordon
McCreary, Veselka, Bragg &
Allen, P.C.
P.O. Box 1269
Round Rock, Texas 78680

Diane W. Sanders
Linebarger Goggan Blair &
Sampson, LLP
P.O. Box 17428
Austin, TX 78760-7428

Mark H. Ralston
Taber, Estes Thorne & Carr PLLC
3500 Maple Ave., Suite 100
Dallas, TX 75219

David A. Rosenzweig, Esq.
Fulbright & Jaworski L.L.P.
666 Fifth Avenue
New York, New York 10103

C. Nicole Gladden, Esq.
AT&T Services, Inc.
Senior Attorney
One AT&T Way, Room 3A204
Bedminster, NJ 07921

William S. Sugden
Sage M. Sigler
ALSTON & BIRD LLP
1201 West Peachtree Street
Atlanta, GA 30309

Greg Lowry
Locke Lord, LLP
2200 Ross Avenue
Suite 2200
Dallas, Texas 75201

Kristin M. McDonough, Esq.
Riemer & Braunstein LLP
Three Center Plaza
Boston, MA 02108

Kristen N. Pate
GGP Limited Partnership, as Agent
110 N. Wacker Drive
Chicago, Illinois 60606

Herrick, Feinstein LLP
Attn: Leslie W. Chervokas
Stephen B. Selbst
Justin Singer
Two Park Avenue
New York, New York 10016

Michelle E. Shriro, Esq.
Singer & Levick, P.C.
16200 Addison Road, Suite 140
Addison, Texas 75001

Mark A. Platt, Esq.
Fulbright & Jaworski L.L.P.
2200 Ross Avenue, Suite 2800
Dallas, Texas 75201

Shelley Bush Marmon
Crady, Jewett & McCulley, LLP
2727 Allen Parkway, Suite 1700
Houston, Texas 77019

David M. Posner, Esq.
Gianfranco Finizio, Esq.
Otterbourg, Steindler, Houston & Rosen, P.C.
230 Park Avenue
New York, NY 10169-0075

Spring Branch ISD
c/o Owen M. Sonik
Perdue, Brandon, Fielder, Collins & Mott,
L.L.P.
1235 North Loop West, Suite 600
Houston, TX 77008

John P. Dillman
Linebarger Goggan Blair &
Sampson, LLP
P.O. Box 3064
Houston, TX 77253-3064

John T. Richer
Bonnie N. Hackler
Hall, Estill, Hardwick, Gable, Golden &
Nelson, P.C.
320 South Boston Avenue, Suite 200
Tulsa, OK 74103-3706

Christine E. Devine
Mirick, O'Connell, DeMallie & Lougee, LLP
1800 West Park Drive, Suite 400
Westborough, MA 01581

Diana Nelson, CFC
Pinellas County Tax Collector
Post Office Box 4006
Seminole, FL 33775-4006

In re: FiberTower Network Services Corp., *et al.* - Limited Service List as of 8/29/2012

Michael S. Greger, Esq.
Allen Matkins Leck Gamble Mallory
& Natsis LLP
1900 Main Street, Fifth Floor
Irvine, CA 92614-7321 (192)

Stephen C. Stapleton
Cowles & Thompson, PC
901 Main Street, Suite 3900
Dallas, Texas 75202

C. Elaine Howard
Matthew D. Cavenaugh
JACKSON WALKER L.L.P.
1401 McKinney Street, Suite 1900
Houston, Texas 77010

Kate P. Foley
Mirick, O'Connell, DeMallie &
Lougee, LLP
1800 West Park Drive, Suite 400
Westborough, MA 01581

Michelle E. Shriro, Esq.
Singer & Levick, P.C.
16200 Addison Road, Suite 140
Addison, TX 75001 (192)

Susan D,. Profant, CFCA, CLA, FPP
Paralegal
Ken Burton, Jr. Manatee County Tax
Collector
4333 US 301 North
Ellenton, FL 34222

Mark J. Petrocchi
Griffith, Jay & Michel, LLP
2200 Forest Park Blvd.
Fort Worth, TX 76110

Carrollton-Farmers Branch Independent
School District
c/o Andrea Sheehan, Esq.
Offices of Robert E. Luna, P.C.
4411 N. Central Expressway
Dallas, TX 75205

David Escamilla
Travis County Attorney
P.O. Box 1748
Austin, TX 78767

Belkys Escobar, Asst. County Attorney
The County of Loudoun, VA
One Harrison Street, S.E.,
5th Floor (MSC#06)
Leesburg, VA 20175-3102

EXHIBIT "A"

LEASES TO BE REJECTED

ATL1401	Global Signal Acquisitions II LLC-LANDLORD	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	2302 SATELLITE BLVD NW, DULUTH, GA	MLA
AUS0104	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	4850 1/2 YEAGER LANE, MANOR, TX	MLA
AUS0105	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	12218 US HWY 290 EAST, MANOR, TX	MLA
AUS0202	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	6500 TRACOR LANE, AUSTIN, TX	MLA
AUS0206	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	2439 EAST HIGHWAY 71, AUSTIN, TX	MLA
AUS0211	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	4805 1/2 US HIGHWAY 183 S., AUSTIN, TX	MLA
AUS0217	Lower Colorado River Authority-LANDLORD	Lower Colorado River Authority-LANDLORD	P.O. Box 200870, , Houston, TX, 77216-0870	1824 1/2 BOGGY CREEK DR. #A, AUSTIN, TX	MLA
AUS0218	Global Signal Acquisitions II LLC-LANDLORD	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	634 1/2 SLAUGHTER LANE W., AUSTIN, TX	MLA
AUS0312	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	2244 & LOOP 360, AUSTIN, TX	MLA
AUS0322	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	11209 CONROY LANE, MANCHACA, TX	MLA
AUS0323	Butler Broadcasting Co., LTD.	Butler Broadcasting Co., LTD.	PO Box 9190, , Austin, TX, 78766	3100D TRAIL OF MADRONES, WEST LAKE HILLS, TX	MLA
BOS0252	2nd Church in Dorchester of the Nazarene	2nd Church in Dorchester of the Nazarene	44 Moultrie Street, Dorchester, MA, 02124	600 WASHINGTON ST, BOSTON, MA	MLA
BOS2030	Beth Israel Deaconess Medical Center, Inc.	Beth Israel Deaconess Medical Center, Inc.	330 Brookline Ave., , Boston, MA, 02215	380 Longwood Ave., Boston, MA	MLA
BOS2038	Gerald J Realty Company, Inc.	Gerald J Realty Company, Inc.	975 Commonwealth Ave, Boston, MA, 02215	975 Commonwealth Ave., Boston, MA	MLA
BOS2039	Massachusetts Society for the Prevention of Cruelty to Animals	Massachusetts Society for the Prevention of Cruelty to Animals	350 South Huntington Avenue, , Boston, MA, 02130	350 South Huntington Ave, Boston, MA	MLA
BOS2446	American Tower Corp	American Tower Corp	10 Presidential Way, Woburn, MA 01801	50 DUNNELL LANE, PAWTUCKET, RI	MLA
BOS2529	Charlesgate North Affordable Housing Partners	Charlesgate North Affordable Housing Partners	Attn: Frank Gershkoff, 670 North Main Street, Providence, RI, 02904	670 North Main Street, Providence, RI	MLA
CHI0125	Catholic Bishop of Chicago, a corporate sole	Catholic Bishop of Chicago, a corporate sole	Attn: Archdiocese, 835 North Rush Street, Chicago, IL, 60611	5352 W BELDEN, CHICAGO, IL	MLA
CHI0130	SpectraSite Tower Leasing South	American Tower Corp	10 Presidential Way, Woburn, MA 01801	6501 N. MANNHEIM ROAD, DES PLAINES, IL	MLA
CHI0130	SpectraSite Tower Leasing South - LANDLORD	American Tower Corp	10 Presidential Way, Woburn, MA 01801	6501 N. MANNHEIM ROAD, DES PLAINES, IL	MLA
CHI0503	Global Signal Acquisitions II LLC	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	874 BURNHAM AVE, CALUMET CITY, IL	MLA
CHI0513	Global Signal Acquisitions II LLC	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	5200 W 27TH STREET, GARY, IN	MLA
CHI0517	Global Signal Acquisitions II LLC	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	1350 WOODVIEW DR, CROWN POINT, IN	MLA
CHI0518	Global Signal Acquisitions II LLC	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	7905 TAFT ST, MERRILLVILLE, IN	MLA
CHI0519	Global Signal Acquisitions II LLC	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	1246 BIRCH DR, SCHERERVILLE, IN	MLA
CHI0522	Global Signal Acquisitions II LLC	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	1934 W. EXCHANGE, CRETE, IL	MLA
CHI0535	Hammond Board of Public Works & Safety	Hammond Board of Public Works & Safety	5925, Calumet Ave, Hammond, IN, 46320	518 Fayette Street, HAMMOND, IN	MLA
CHI0624	Global Signal Acquisitions II LLC	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	29 WEST 551 NORTH AURORA ROAD, NAPERVILLE, IL	MLA
CHI0702	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	21 W 740 Irving Park Road, MEDINAH, IL	MLA

CHI0707	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	1901 Golf Road, ROLLING MEADOWS, IN	MLA
CHI0710	Crown Communications	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	1109 EAST LAKE ST., STREAMWOOD, IL	MLA
CHI0711	Crown Communications	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	1760 Jensen Blvd, HANOVER PARK, IL	MLA
CHI0712	GTP Towers Issuer, LLC	GTP Towers Issuer, LLC	750 Park of Commerce, Suite 300, Boca Raton, FL 33487	1339 YORKSHIRE RD, STREAMWOOD, IL	No
CHI0730	Frank and Corinne Kehoe	Frank and Corinne Kehoe	160 N. Garden Avenue, , Roselle, IL, 60172	160 N GARDEN STREET, ROSELLE, IL	No
CHI0901	Illinois State Toll Highway Authority - RENT ONLY	Illinois State Toll Highway Authority - RENT ONLY	Attn: Finance Dept, 2700 Ogden Avenue, Downers Grove, IL, 60515	2300 Half Day Rd (Tri State Toll Plaza #23), LINCOLNSHIRE, IL	MLA
CHI0902	AEW-DOW LLC/DBA Marriott Suites	AEW-DOW LLC/DBA Marriott Suites	2 Parkway North, , Deerfield, IL, 60015	2 Parkway North, DEERFIELD, IL	MLA
CHI0928	North Shore Tower Company, LLC-LANDLORD	North Shore Tower Company, LLC-LANDLORD	27200 Rancho San Carlos Rd, , Carmel, CA, 93923	1380 S. SKOKIE HIGHWAY, LAKE FOREST, IL	MLA
CHI1009	Global Signal Acquisitions II LLC	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	10501 WEST 133RD AVE, CEDAR LAKE, IN	MLA
CHI1023	Crown Communications - Site Rent	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	17801 South Highland Ave, TINLEY PARK, IL	MLA
CHI1105	Crown Communications - Site Rent	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	5336 W. CHICAGO AVENUE, CHICAGO, IL	MLA
CHI1222	Crown Communications - Site Rent	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	4613 SOUTH WESTERN AVE, Chicago, IL	MLA
CHI1225	GTP Towers I, LLC	GTP Towers Issuer, LLC	750 Park of Commerce, Suite 300, Boca Raton, FL 33487	4301 S. WESTERN AVENUE, CHICAGO, IL	MLA
CHI1303	Village of Glenview	Village of Glenview	1225 Waukegan Road, , Glenview, IL, 60025	1215 Waukegan Road, GLENVIEW, IL	MLA
CHI1320	Crown Communications - Site Rent	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	9550 CENTRAL ROAD, GLENVIEW, IL	MLA
CLE0329	American Tower Corp	American Tower Corp	10 Presidential Way, Woburn, MA 01801	9971 DIAGONAL ROAD, MANTUA, OH	MLA
CLE0345	American Tower Corp	American Tower Corp	10 Presidential Way, Woburn, MA 01801	5051 Corbin Dr., Cleveland, OH	MLA
CLE0510	American Tower Corp	American Tower Corp	10 Presidential Way, Woburn, MA 01801	1325 CARPENTER RD., GATES MILLS, OH	MLA
CLE1505	American Tower Corp - LANDLORD	American Tower Corp	10 Presidential Way, Woburn, MA 01801	1115 S. State St, Girard, OH	MLA
DLS0122	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	CRUTCHFIELD ROAD OFF 1385, PROSPER, TX	MLA
DLS0335	SpectraSite Tower Leasing South	American Tower Corp	10 Presidential Way, Woburn, MA 01801	1641A KEENAN BRIDGE RD, Farmers Branch, TX	MLA
DLS0508	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	5077 PEAR RIDGE, DALLAS, TX	MLA
DLS0521	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	11424 GOODNIGHT LN, DALLAS, TX	MLA
DLS0601	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	5029 HALTOM RD, HALTOM CITY, TX	MLA
DLS0613	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	1120 WATSON RD, SAGINAW, TX	MLA
DLS0624	AT&T Mobility II, LLC	AT&T	Attn: Collocation A/R, PO Box 5086, Carol Stream, IL, 60197-5086	6525 Snider, North Richland Hills, TX	No
DLS0932	Global Signal Acquisitions II LLC	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	209 BRENDA LANE, SAGINAW, TX	MLA
DLS0936	American Tower Corp	American Tower Corp	10 Presidential Way, Woburn, MA 01801	312 PORTER RD., AZLE, TX	MLA
DLS1043	SpectraSite Tower Leasing South	American Tower Corp	10 Presidential Way, Woburn, MA 01801	4014 S. Belt Line, Grand Prairie, TX	MLA
DLS1401	Crown Communications	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	2740 South Freeway (I-35W), Fort Worth, TX	MLA
DLS2311	Long and Kimyen Huynh	Long and Kimyen Huynh	12920 S. E. 38th Street, Bellevue, WA 98006	4416 Bryant St. B"", Dallas, TX	No
DLS2312	T-Mobile Texas, L.P.	T-Mobile	7706 Shumard Circle, , Irving, TX, 75063	4416 Bryan Street, DALLAS, TX	MLA
HOU0132	TowerCo Assets, LLC	TowerCo Assets, LLC	PO Box 636572, , Cincinnati, OH, 45263-6572	9524 Spring Cypress Rd, Spring, TX	No
HOU0416	Crown Communications	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	2310 Portsmouth, Houston, TX	MLA
HOU1002	Crown Communications	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	7236 Hillcrest, Houston, TX	MLA
HOU1004	SpectraSite Tower Leasing South	American Tower Corp	10 Presidential Way, Woburn, MA 01801	5710 Brittmore Rd, Houston, TX	MLA
HOU1612	Crown Communications	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	TAYLOR STREET, HOUSTON, TX	MLA
SAU0103	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	1101 OLD HIGHWAY 90 WEST, SAN ANTONIO, TX	MLA
SAU0107	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	114 TACOMA, SAN ANTONIO, TX	MLA
SAU0113	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	11681 Loop 410 SE at Roosevelt, San Antonio, TX	MLA

SAU0125	Crown Communications - Site Rent	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	1569 Bandera Road, San Antonio, TX	MLA
SAU0126	Crown Communications - Site Rent	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	6794 Ingram Rd., San Antonio, TX	MLA
SAU0401	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	18876 REDLAND ROAD, SAN ANTONIO, TX	MLA
SAU0421	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	1022 AUSTIN HWY, SAN ANTONIO, TX	MLA
SAU0424	Global Signal Acquisitions II LLC-LANDLORD	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	1802-1896 NACODOCHES ROAD, SAN ANTONIO, TX	MLA
SAU0430	Crown Communications - Site Rent	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	17195 Nacogdoches Rd, San Antonio, TX	MLA
SAU0512	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	SE CORNER INT IH-10 & LOOP 410, SAN ANTONIO, TX	MLA
TAM1202	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	DD 11503 Palomino Ln worked, Ft Myers, FL	MLA
TAM1221	American Tower Corp - LANDLORD	American Tower Corp	10 Presidential Way, Woburn, MA 01801	2601 LINWOOD AVE, ALVA, FL	MLA
TAM1222	Global Signal Acquisitions II LLC-LANDLORD	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	N. SAMVILLE RD., FT MYERS, FL	MLA
TAM1224	American Tower Corp - LANDLORD	American Tower Corp	10 Presidential Way, Woburn, MA 01801	10651 Buckingham Rd., Lehigh Acres, FL	MLA
WDC0921	Global Signal Acquisitions II LLC-LANDLORD	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	4200 FORBES BLVD, LANHAM, MD	MLA
WDC1534	Global Signal Acquisitions II LLC-LANDLORD	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	120S BELMAR DRIVE, BELCAMP, MD	MLA
Total Rent of Sites to be Rejected in Round 3			**$10,153**		

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

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

ORDER GRANTING DEBTORS' THIRD MOTION (I) TO REJECT CERTAIN SITE LEASES EFFECTIVE AS OF SEPTEMBER 7, 2012 AND (II) TO ABANDON CERTAIN PERSONAL PROPERTY

Upon the Third Motion (i) to Reject Certain Site Leases Effective as of September 7, 2012 and (ii) to Abandon Certain Personal Property (the "Motion") filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors");[1] and the Court being satisfied that the relief requested in the Motion is necessary and is in the best interests of the Debtors and their respective estates and creditors; and it appearing that sufficient notice of the Motion has

[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.

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[2]

ORDERED AS FOLLOWS:

1. The Motion is hereby granted, to the extent provided herein.

2. The Debtors are authorized to reject each of the Leases set forth on Exhibit "A" attached hereto and such Leases be, and are hereby deemed to be, rejected effective as of September 7, 2012.

3. The Debtors are authorized, but not directed, to abandon the Abandoned Property.

4. Nothing herein shall be deemed a determination as to whether any Lease listed on Exhibit "A" constitutes an "executory contract" or "unexpired lease" under 11 U.S.C. § 365, and all of the Debtors' rights are preserved with respect to any rejection claims that may be filed.

5. The parties listed on Exhibit "A" shall have until date that is (30) days from the date of this Order to file any claims for rejection damages, or such claims will be forever barred and discharged.

6. The Debtors shall serve a copy of this Order on the parties appearing on Exhibit "A" within five (5) days from the date this Order is entered on the docket.

END OF ORDER # #

[2] Capitalized terms not otherwise defined herein shall have the same meaning as ascribed to them in the Motion.

EXHIBIT "A"

REJECTED LEASES

ATL1401	Global Signal Acquisitions II LLC-LANDLORD	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	2302 SATELLITE BLVD NW, DULUTH, GA	MLA
AUS0104	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	4850 1/2 YEAGER LANE, MANOR, TX	MLA
AUS0105	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	12218 US HWY 290 EAST, MANOR, TX	MLA
AUS0202	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	6500 TRACOR LANE, AUSTIN, TX	MLA
AUS0206	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	2439 EAST HIGHWAY 71, AUSTIN, TX	MLA
AUS0211	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	4805 1/2 US HIGHWAY 183 S., AUSTIN, TX	MLA
AUS0217	Lower Colorado River Authority-LANDLORD	Lower Colorado River Authority-LANDLORD	P.O. Box 200870, , Houston, TX, 77216-0870	1824 1/2 BOGGY CREEK DR. #A, AUSTIN, TX	MLA
AUS0218	Global Signal Acquisitions II LLC-LANDLORD	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	634 1/2 SLAUGHTER LANE W., AUSTIN, TX	MLA
AUS0312	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	2244 & LOOP 360, AUSTIN, TX	MLA
AUS0322	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	11209 CONROY LANE, MANCHACA, TX	MLA
AUS0323	Butler Broadcasting Co., LTD.	Butler Broadcasting Co., LTD.	PO Box 9190, , Austin, TX, 78766	3100D TRAIL OF MADRONES, WEST LAKE HILLS, TX	MLA
BOS0252	2nd Church in Dorchester of the Nazarene	2nd Church in Dorchester of the Nazarene	44 Moultrie Street, Dorchester, MA, 02124	600 WASHINGTON ST, BOSTON, MA	MLA
BOS2030	Beth Israel Deaconess Medical Center, Inc.	Beth Israel Deaconess Medical Center, Inc.	330 Brookline Ave., , Boston, MA, 02215	380 Longwood Ave., Boston, MA	MLA
BOS2038	Gerald J Realty Company, Inc.	Gerald J Realty Company, Inc.	975 Commonwealth Ave, Boston, MA, 02215	975 Commonwealth Ave., Boston, MA	MLA
BOS2039	Massachusetts Society for the Prevention of Cruelty to Animals	Massachusetts Society for the Prevention of Cruelty to Animals	350 South Huntington Avenue, , Boston, MA, 02130	350 South Huntington Ave, Boston, MA	MLA
BOS2446	American Tower Corp	American Tower Corp	10 Presidential Way, Woburn, MA 01801	50 DUNNELL LANE, PAWTUCKET, RI	MLA
BOS2529	Charlesgate North Affordable Housing Partners	Charlesgate North Affordable Housing Partners	Attn: Frank Gershkoff, 670 North Main Street, Providence, RI, 02904	670 North Main Street, Providence, RI	MLA
CHI0125	Catholic Bishop of Chicago, a corporate sole	Catholic Bishop of Chicago, a corporate sole	Attn: Archdiocese, 835 North Rush Street, Chicago, IL, 60611	5352 W BELDEN, CHICAGO, IL	MLA
CHI0130	SpectraSite Tower Leasing South	American Tower Corp	10 Presidential Way, Woburn, MA 01801	6501 N. MANNHEIM ROAD, DES PLAINES, IL	MLA
CHI0130	SpectraSite Tower Leasing South - LANDLORD	American Tower Corp	10 Presidential Way, Woburn, MA 01801	6501 N. MANNHEIM ROAD, DES PLAINES, IL	MLA
CHI0503	Global Signal Acquisitions II LLC	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	874 BURNHAM AVE, CALUMET CITY, IL	MLA
CHI0513	Global Signal Acquisitions II LLC	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	5200 W 27TH STREET, GARY, IN	MLA
CHI0517	Global Signal Acquisitions II LLC	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	1350 WOODVIEW DR, CROWN POINT, IN	MLA
CHI0518	Global Signal Acquisitions II LLC	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	7905 TAFT ST, MERRILLVILLE, IN	MLA
CHI0519	Global Signal Acquisitions II LLC	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	1246 BIRCH DR, SCHERERVILLE, IN	MLA
CHI0522	Global Signal Acquisitions II LLC	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	1934 W. EXCHANGE, CRETE, IL	MLA
CHI0535	Hammond Board of Public Works & Safety	Hammond Board of Public Works & Safety	5925, Calumet Ave, Hammond, IN, 46320	518 Fayette Street, HAMMOND, IN	MLA
CHI0624	Global Signal Acquisitions II LLC	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	29 WEST 551 NORTH AURORA ROAD, NAPERVILLE, IL	MLA
CHI0702	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	21 W 740 Irving Park Road, MEDINAH, IL	MLA

CHI0707	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	1901 Golf Road, ROLLING MEADOWS, IN	MLA
CHI0710	Crown Communications	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	1109 EAST LAKE ST., STREAMWOOD, IL	MLA
CHI0711	Crown Communications	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	1760 Jensen Blvd, HANOVER PARK, IL	MLA
CHI0712	GTP Towers Issuer, LLC	GTP Towers Issuer, LLC	750 Park of Commerce, Suite 300, Boca Raton, FL 33487	1339 YORKSHIRE RD, STREAMWOOD, IL	No
CHI0730	Frank and Corinne Kehoe	Frank and Corinne Kehoe	160 N. Garden Avenue, , Roselle, IL, 60172	160 N GARDEN STREET, ROSELLE, IL	No
CHI0901	Illinois State Toll Highway Authority - RENT ONLY	Illinois State Toll Highway Authority - RENT ONLY	Attn: Finance Dept, 2700 Ogden Avenue, Downers Grove, IL, 60515	2300 Half Day Rd (Tri State Toll Plaza #23), LINCOLNSHIRE, IL	MLA
CHI0902	AEW-DOW LLC/DBA Marriott Suites	AEW-DOW LLC/DBA Marriott Suites	2 Parkway North, , Deerfield, IL, 60015	2 Parkway North, DEERFIELD, IL	MLA
CHI0928	North Shore Tower Company, LLC-LANDLORD	North Shore Tower Company, LLC-LANDLORD	27200 Rancho San Carlos Rd, , Carmel, CA, 93923	1380 S. SKOKIE HIGHWAY, LAKE FOREST, IL	MLA
CHI1009	Global Signal Acquisitions II LLC	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	10501 WEST 133RD AVE, CEDAR LAKE, IN	MLA
CHI1023	Crown Communications - Site Rent	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	17801 South Highland Ave, TINLEY PARK, IL	MLA
CHI1105	Crown Communications - Site Rent	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	5336 W. CHICAGO AVENUE, CHICAGO, IL	MLA
CHI1222	Crown Communications - Site Rent	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	4613 SOUTH WESTERN AVE, Chicago, IL	MLA
CHI1225	GTP Towers I, LLC	GTP Towers Issuer, LLC	750 Park of Commerce, Suite 300, Boca Raton, FL 33487	4301 S. WESTERN AVENUE, CHICAGO, IL	MLA
CHI1303	Village of Glenview	Village of Glenview	1225 Waukegan Road, , Glenview, IL, 60025	1215 Waukegan Road, GLENVIEW, IL	MLA
CHI1320	Crown Communications - Site Rent	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	9550 CENTRAL ROAD, GLENVIEW, IL	MLA
CLE0329	American Tower Corp	American Tower Corp	10 Presidential Way, Woburn, MA 01801	9971 DIAGONAL ROAD, MANTUA, OH	MLA
CLE0345	American Tower Corp	American Tower Corp	10 Presidential Way, Woburn, MA 01801	5051 Corbin Dr., Cleveland, OH	MLA
CLE0510	American Tower Corp	American Tower Corp	10 Presidential Way, Woburn, MA 01801	1325 CARPENTER RD., GATES MILLS, OH	MLA
CLE1505	American Tower Corp - LANDLORD	American Tower Corp	10 Presidential Way, Woburn, MA 01801	1115 S. State St, Girard, OH	MLA
DLS0122	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	CRUTCHFIELD ROAD OFF 1385, PROSPER, TX	MLA
DLS0335	SpectraSite Tower Leasing South	American Tower Corp	10 Presidential Way, Woburn, MA 01801	1641A KEENAN BRIDGE RD, Farmers Branch, TX	MLA
DLS0508	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	5077 PEAR RIDGE, DALLAS, TX	MLA
DLS0521	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	11424 GOODNIGHT LN, DALLAS, TX	MLA
DLS0601	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	5029 HALTOM RD, HALTOM CITY, TX	MLA
DLS0613	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	1120 WATSON RD, SAGINAW, TX	MLA
DLS0624	AT&T Mobility II, LLC	AT&T	Attn: Collocation A/R, PO Box 5086, Carol Stream, IL, 60197-5086	6525 Snider, North Richland Hills, TX	No
DLS0932	Global Signal Acquisitions II LLC	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	209 BRENDA LANE, SAGINAW, TX	MLA
DLS0936	American Tower Corp	American Tower Corp	10 Presidential Way, Woburn, MA 01801	312 PORTER RD., AZLE, TX	MLA
DLS1043	SpectraSite Tower Leasing South	American Tower Corp	10 Presidential Way, Woburn, MA 01801	4014 S. Belt Line, Grand Prairie, TX	MLA
DLS1401	Crown Communications	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	2740 South Freeway (I-35W), Fort Worth, TX	MLA
DLS2311	Long and Kimyen Huynh	Long and Kimyen Huynh	12920 S. E. 38th Street, Bellevue, WA 98006	4416 Bryant St. B[illegible], Dallas, TX	No
DLS2312	T-Mobile Texas, L.P.	T-Mobile	7706 Shumard Circle, , Irving, TX, 75063	4416 Bryan Street, DALLAS, TX	MLA
HOU0132	TowerCo Assets, LLC	TowerCo Assets, LLC	PO Box 636572, , Cincinnati, OH, 45263-6572	9524 Spring Cypress Rd, Spring, TX	No
HOU0416	Crown Communications	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	2310 Portsmouth, Houston, TX	MLA
HOU1002	Crown Communications	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	7236 Hillcrest, Houston, TX	MLA
HOU1004	SpectraSite Tower Leasing South	American Tower Corp	10 Presidential Way, Woburn, MA 01801	5710 Brittmore Rd, Houston, TX	MLA
HOU1612	Crown Communications	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	TAYLOR STREET, HOUSTON, TX	MLA
SAU0103	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	1101 OLD HIGHWAY 90 WEST, SAN ANTONIO, TX	MLA
SAU0107	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	114 TACOMA, SAN ANTONIO, TX	MLA
SAU0113	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	11681 Loop 410 SE at Roosevelt, San Antonio, TX	MLA

SAU0125	Crown Communications - Site Rent	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	1569 Bandera Road, San Antonio, TX	MLA
SAU0126	Crown Communications - Site Rent	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	6794 Ingram Rd., San Antonio, TX	MLA
SAU0401	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	18876 REDLAND ROAD, SAN ANTONIO, TX	MLA
SAU0421	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	1022 AUSTIN HWY, SAN ANTONIO, TX	MLA
SAU0424	Global Signal Acquisitions II LLC-LANDLORD	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	1802-1896 NACODOCHES ROAD, SAN ANTONIO, TX	MLA
SAU0430	Crown Communications - Site Rent	Crown Castle Communications	2000 Corporate Drive, Canonsburg, PA 15317	17195 Nacogdoches Rd, San Antonio, TX	MLA
SAU0512	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	SE CORNER INT IH-10 & LOOP 410, SAN ANTONIO, TX	MLA
TAM1202	Cingular	Cingular	12555 Cingular Way, Alpharetta, GA 30004	DD 11503 Palomino Ln worked, Ft Myers, FL	MLA
TAM1221	American Tower Corp - LANDLORD	American Tower Corp	10 Presidential Way, Woburn, MA 01801	2601 LINWOOD AVE, ALVA, FL	MLA
TAM1222	Global Signal Acquisitions II LLC-LANDLORD	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	N. SAMVILLE RD., FT MYERS, FL	MLA
TAM1224	American Tower Corp - LANDLORD	American Tower Corp	10 Presidential Way, Woburn, MA 01801	10651 Buckingham Rd., Lehigh Acres, FL	MLA
WDC0921	Global Signal Acquisitions II LLC-LANDLORD	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	4200 FORBES BLVD, LANHAM, MD	MLA
WDC1534	Global Signal Acquisitions II LLC-LANDLORD	Crown Castle Communications	301 N. Cattlemen Rd., Suite 300, Sarasota, FL 34232, copy to Crown Castle International, 2000 Corporate Drive, Canonsburg, PA 15317	1205 BELMAR DRIVE, BELCAMP, MD	MLA
Total Rent of Sites to be Rejected in Round 3			**$10,153**		