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

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

AGREED MOTION TO EXTEND THE DEADLINE BY WHICH T-MOBILE USA, INC. MUST FILE CLAIMS

NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AT 501 W. TENTH STREET, FORT WORTH, TEXAS 76102, BEFORE CLOSE OF BUSINESS ON NOVEMBER 19, 2012, WHICH IS AT LEAST TWENTY-FOUR (24) DAYS FROM THE DATE OF SERVICE HEREOF.

ANY RESPONSE MUST BE IN WRITING AND FILED WITH THE CLERK, AND A COPY MUST BE SERVED UPON COUNSEL TO THE DEBTORS PRIOR TO THE DATE AND TIME SET FORTH HEREIN. IF A RESPONSE IS TIMELY FILED AND SERVED, A HEARING WILL BE HELD WITH NOTICE ONLY TO THE OBJECTING PARTY.

IF NO HEARING ON THE MOTION IS TIMELY REQUESTED, THE RELIEF REQUESTED IN THE MOTION SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT WITHOUT ANY FURTHER NOTICE.

T-Mobile USA, Inc. ("**T-Mobile**") and FiberTower Network Services Corp. and its affiliated debtors and debtors-in-possession, (collectively, the "**Debtors**") (the Debtors and T-Mobile, the "**Parties**") hereby file this *Agreed Motion to Extend The Deadline by which T-Mobile USA, Inc. Must File Claims* (the "**Agreed Motion**"). In support of the Agreed Motion, the Parties respectfully show the Court as follows.

1. T-Mobile and FiberTower Corporation entered into that certain Master License Agreement dated March 31, 2006 (the "**T-Mobile MLA**").

2. As contemplated by the T-Mobile MLA, T-Mobile and its affiliates and FiberTower Corporation entered into certain site license agreements (the "**T-Mobile SLAs**").

3. T-Mobile and FiberTower Corporation entered into that certain Master Services Agreement effective January 24, 2005 (the "**T-Mobile MSA**").

4. As contemplated by the T-Mobile MSA, T-Mobile and its affiliates have entered into certain service orders with the Debtors for the provision of backhaul services (the "**T-Mobile Service Orders**").

5. On July 17, 2012 (the "**Petition Date**"), each of the Debtors filed with this Court petitions for relief under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**").

6. The Court entered an order directing the joint administration of the Debtors' bankruptcy cases on July 24, 2012 (Docket No. 74), pursuant to which the bankruptcy case of FiberTower Corporation (Case No. 12-44029-dml11) is jointly administered with the above-captioned lead bankruptcy case.

7. The Debtors are managing their affairs as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

8. On the Petition Date, the Debtors filed their *Motion to Reject Certain Site Leases Effective as of the Petition Date* (the "**First Rejection Motion**") (Docket No. 12).

9. On August 1, 2012, the Debtors filed their *Second Motion (I) to Reject Certain Site Leases Effective as of August 1, 2012 and (II) Abandon Certain Personal Property* (the "**Second Rejection Motion**") (Docket No. 141).

10. On September 7, 2012, the Debtors filed their *Third Motion (I) to Reject Certain Site Leases Effective as of September 7, 2012 and (II) Abandon Certain Personal Property* (the "**Third Rejection Motion**") (Docket No. 247).

11. On October 12, 2012, the Debtors filed their *Fourth Motion (I) to Reject Certain Site Leases Effective as of October 12, 2012 and (II) Abandon Certain Personal Property* (the "**Fourth Rejection Motion**" and, together with the Debtors' First Rejection Motion, Second Rejection Motion and Third Rejection Motion, the "**Rejection Motions**") (Docket No. 331).

12. Through the Rejection Motions, Debtors sought to reject certain T-Mobile SLAs.

13. On August 20, 2012, September 24, 2012, and October 2, 2012, the Court entered orders granting the First Rejection Motion, the Second Rejection Motion and the Third Rejection Motion (the "**Rejection Orders**") (Docket Nos. 210, 277, and 297), effectively rejecting certain T-Mobile SLAs.

14. Each of the Rejection Orders provides that any claims for damages related to the rejection of an executory contract must be filed within thirty (30) days of the entry of the related Rejection Order.

15. To date, the Debtors have not rejected any T-Mobile Service Orders, nor have the Debtors assumed or rejected the T-Mobile MSA.

16. T-Mobile and the Debtors have agreed and consented to extend the deadline by which T-Mobile and its affiliates must file claims against the Debtors including, but not limited to, claims (a) resulting from or related to the rejection of T-Mobile SLAs as effectuated by the Rejection Orders; (b) that may result from or relate to (i) the rejection of T-Mobile SLAs as effectuated by any order granting the Fourth Rejection Motion or (ii) any subsequent motion to reject any T-Mobile SLA or the T-Mobile MLA, or; (c) that may result from or relate to the rejection of the T-Mobile MSA or any T-Mobile Service Order (the "**Claims**") through and including the later of (a) December 4, 2012, or (b) thirty (30) days following the entry of an order effectuating the rejection of a T-Mobile SLA, the T-Mobile MLA, the T-Mobile MSA or a T-Mobile Service Order (the "**Agreed Extension**").

WHEREFORE, the Parties respectfully request the Court:

a. approve the Agreed Extension; and

b. enter an order substantially in the form of the proposed consent order attached hereto as Exhibit A.

Respectfully submitted this 25th day of October, 2012.

/s/ Sage M. Sigler William S. Sugden, Esq. Sage M. Sigler, Esq. Alston & Bird LLP 1201 West Peachtree Street Atlanta, Georgia 30309 (404)881-7000 will.sugden@alston.com sage.sigler@alston.com *Counsel to T-Mobile USA, Inc.*	/s/ Jason S. Brookner Jason S. Brookner, Esq. Andrews Kurth LLP 1717 Main Street, Suite 3700 Dallas, TX 75201 (214)659-4400 jasonbrookner@andrewskurth.com *Counsel to Debtors*

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 25th day of October, 2012, he caused a true and correct copy of the foregoing document to be served on the parties appearing on Limited 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

EXHIBIT A
PROPOSED ORDER

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

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

CONSENT ORDER EXTENDING THE DEADLINE BY WHICH T-MOBILE USA, INC. MUST FILE CLAIMS

This matter is before the Court on the *Agreed Motion to Extend The Deadline by which T-Mobile USA, Inc. Must File Claims* (the "**Agreed Motion**") filed by T-Mobile USA, Inc. ("**T-Mobile**") and FiberTower Network Services Corp. and its affiliated debtors and debtors-in-possession, (collectively, the "**Debtors**") (the Debtors and T-Mobile, the "**Parties**"). The Parties have agreed to extend the deadline by which T-Mobile and its affiliates must file Claims against the Debtors.[1] Accordingly, it is hereby **ORDERED THAT**:

[1] Capitalized terms not defined herein shall have the meaning set forth in the Agreed Motion.

1. T-Mobile shall have until later of (a) December 4, 2012, or (b) thirty (30) days following the entry of an order effectuating the rejection of a T-Mobile SLA, the T-Mobile MLA, the T-Mobile MSA or a T-Mobile Service Order to file any Claims.

END OF ORDER

Order Prepared and Consented to By:

/s/ Sage M. Sigler William S. Sugden, Esq. Sage M. Sigler, Esq. Alston & Bird LLP 1201 West Peachtree Street Atlanta, Georgia 30309 *Counsel to T-Mobile USA, Inc.*	/s/ Jason S. Brookner Jason S. Brookner, Esq. Andrews Kurth LLP 1717 Main Street, Suite 3700 Dallas, TX 75201 *Counsel to Debtors*