BINGHAM

PLEASE DATE STAMP & RETURN

Jean L. Kiddoo
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December 4, 2012

FILED/ACCEPTED

DEC 4 2012

Federal Communications Commission
Office of the Secretary

Via Hand Delivery

Marlene H. Dortch, Secretary
Office of the Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TW-A325
Washington, DC 20554

Re: FiberTower Corporation - Discontinuance of Service

Dear Ms. Dortch:

On behalf of FiberTower Corporation ("FiberTower"), enclosed please find an original and six (6) copies of a filing regarding FiberTower's planned discontinuance of service. Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,

Jean L. Kiddoo
Brett P. Ferenchak

Counsel for FiberTower Corporation

cc via email: Rodney McDonald
Kimberly Jackson
William Dever
Hillary Burchuk

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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

Notification of	)
FiberTower Corporation	)
Regarding the Discontinuance of	)
Telecommunications Service	)

NOTIFICATION REGARDING THE DISCONTINUANCE OF TELECOMMUNICATIONS SERVICE

FiberTower Corporation ("FiberTower") hereby notifies the Commission that it will discontinue the provision of all domestic telecommunications services on April 30, 2013.[1] This notification supersedes the notification filed at the Commission by FiberTower on November 9, 2012 (the "Initial Notification") that advised the Commission of a planned discontinuance date on or after December 9, 2012.[2]

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[1] Pursuant to the Binding Term Sheet (the "Term Sheet") dated November 20, 2012, between and among FiberTower and certain of its carrier customers, the April 30, 2013, discontinuance date may be extended for an Extension Period (as defined in the Term Sheet) of no longer than ninety (90) days by those carrier customers (the "Participating Carriers" set forth below) for one or more markets and subject to the obligations set forth in the Term Sheet. A copy of the Term Sheet is appended hereto as Exhibit A. The Term Sheet was approved by the Bankruptcy Court on November 28, 2012. *In re FiberTower Network Services Corp.*, Case No. 12-44027-DML-11, Order Granting Debtors' Motion for Approval of Binding Term Sheet with Participating Carriers for Migration of Services off Debtors' Backhaul Network and Wind-Down of Debtors' Business (Bankr. N.D. Tex.) (Nov. 28, 2012).

The Participating Carriers are: T-Mobile USA, Inc.; MetroPCS Wireless, Inc.; MetroPCS Texas, LLC; Cricket Communications, Inc.; Sprint Spectrum, L.P.; Sprint Communications Company, L.P.; Nextel of California, Inc.; Nextel Communications of the Mid-Atlantic, Inc.; Nextel of New York, Inc.; Nextel South Corp.; Nextel of Texas, Inc.; Nextel West Corp.; Nextel Partners, Inc.; AT&T Services, Inc.; Clear Wireless LLC; and Cellco Partnership d/b/a/ Verizon Wireless.

[2] *See FiberTower Corporation Discontinuance of Service*, Notification Regarding the Discontinuance of Telecommunications Service, WC Docket No. 12-334, Comp. Pol. File No. 1066 (filed Nov. 9, 2012). Since the time that the Initial Notification was filed, FiberTower has entered into the Term Sheet with the Participating Carriers, which agreement will enable it to extend the date on which it will discontinue service for the Participating Carriers as set

(continued...)

FiberTower offers point-to-point wireless and fiber optic backhaul and transport services as an interstate private carrier.[3] FiberTower therefore does not believe that this decommissioning is subject to the discontinuance procedures applicable to interstate common carriers set forth in 47 C.F.R. §§ 63.60, et seq., and 101.305. Nevertheless, out of an abundance of caution and without waiving its position, FiberTower has provided a second[4] notice to its current customers consistent with the Commission's discontinuance procedures to provide the revised discontinuance date. To the extent the Commission processes this filing in accordance with the procedures applicable to the discontinuance of telecommunications services by common carriers set forth in 47 C.F.R. § 63.71, FiberTower requests that the Commission promptly do so (including promptly issuing a public notice) given that FiberTower is financially incapable of maintaining service beyond the revised discontinuance date as described herein. FiberTower also requests that the Commission permit the planned discontinuance to become automatically effective as of April 30, 2013, subject, with respect to Participating Carriers, to any Extension Period in any market(s) pursuant to the Term Sheet as described in note 1, *supra*, and set forth in Exhibit A hereto.

(...continued)
forth in the Term Sheet and for all other customers until April 30, 2013. Accordingly, FiberTower is withdrawing its Initial Notification concurrently herewith.

[3] A private, as opposed to a common, carrier (a) relies on contracts with customers that are individually negotiated and tailored to the individual customer's needs, (b) has a relatively stable clientele; (c) provides service pursuant to medium to long-term contracts to that clientele; and (d) has diminished market power. *See* National Assn. of Regulatory Util. Comm'rs. v. FCC, 533 F.2d 601, 609 (D.C. Cir. 1976); National Assn. of Regulatory Util. Comm'rs. v. FCC, 525 F.2d 630, 641 (D.C. Cir. 1976), *cert. denied*, 425 U.S. 992 (1976); *see also* PLDT v. Int'l Telecom, File No. E-95-29, FCC 97-233, ¶13 (rel. July 18, 1997); Independent Data Communications, 10 FCC Rcd 13717, 13723-24 (1995); Beehive Tel., Inc. v. Bell Operating Cos., 10 FCC Rcd 10562, 10564-65 (1995), *remanded*, No. 95-1479 (D.C. Cir. Dec. 27, 1996).

[4] In its Initial Notification, FiberTower provided a copy of the form of discontinuance notice sent to customers on November 9, 2012. *See* n.2 *supra*.

The Applicant provides the following information required by Section 63.71 of the Commission's Rules:

1. *Name and Address of the Carrier*: FiberTower is located at 185 Berry Street, Suite 4800, San Francisco, CA 94107.

2. *Date of Planned Service Discontinuance, Reduction or Impairment*: Applicant plans to discontinue all services on April 30, 2013. Other than the rights of Participating Carriers to extend the discontinuance for an Extension Period of up to an additional ninety (90) days pursuant to the Term Sheet (*see* n.1 *supra* and Exhibit A hereto), there are no circumstances currently known to Applicant under which Applicant will be able to continue to provide any telecommunications services beyond April 30, 2013.

3. *Points of Geographic Areas of Service Affected*: Applicant proposes to discontinue services in all areas that it serves. Currently, Applicant provides services in and around: Gillette, AR; Atlanta, GA; Baltimore, MD; Boston, MA; Cleveland, OH; Detroit, MI; Dallas, TX; Denver, CO; Dallas, Houston, San Antonio, Austin and Waco TX; New York/New Jersey; Pittsburgh, PA; Tampa, FL and Washington, D.C./Suburban MD & VA.

4. *Brief Description of Type of Service Affected*: FiberTower provides point-to-point wireless and fiber optic backhaul and transport services utilizing fixed wireless and fiber optic circuits.

5. *Brief Description of the Dates and Methods of Notice to All Affected Customers*: On November 9, 2012, Applicant mailed written notice to all customers, in a form consistent with the requirements of Section 63.71(a) of the Commission's Rules, stating that Applicant planned to discontinue services on December 9, 2012, and provided a customer specific list of service locations thus satisfying the requirement in the rules that the notice list

the points of geographic areas affected.[5] A copy of the form of the November 9, 2012 customer notice was provided as Exhibit A to the Initial Notification. On December 4, 2012, Applicants mailed a second written notice to customers, in a form consistent with the requirements of Section 63.71(a) of the Commission's Rules, informing customers of the revised discontinuance date of April 30, 2013. Copies of the forms of customer notices that were sent to the Participating Carriers and to all other FiberTower customers on December 4, 2012 are appended thereto as Exhibits B and C, respectively.

As the Commission is aware, even prior to the Initial Notification, FiberTower worked with many of its customers, including the Participating Carriers whose service represents over 95% percent of FiberTower's circuits, to keep them apprised of FiberTower's Chapter 11 proceedings. As a result, such customers have already had considerable notice of FiberTower's financial circumstances and the precarious nature of its creditor-supported plan of reorganization, which was dependent upon FiberTower maintaining its 24 and 39 GHz licenses.[6] FiberTower's customers, therefore, have been aware for some time of the possibility that services provided over FiberTower's legacy network might be terminated as a result of the Commission's rejection of FiberTower Spectrum Holdings LLC's requests for extension of time to demonstrate substantial service and waiver of the substantial service

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[5] The Commission extended the discontinuance date until December 16, 2012. *See Application of FiberTower Corporation to Discontinue Domestic Telecommunications* Services, Public Notice, WC Docket No. 12-334, DA 12-1848 (rel. Nov. 15, 2012).

[6] In fact, a number of FiberTower's customers acknowledged their awareness of the relationship between the reorganization plan and the status of the FiberTower licenses when they filed letters with the Commission to support the extension of the licenses or express concern about the effect that cancelling them might have on the backhaul services they obtain from FiberTower. *See* Memorandum Opinion and Order, *In re FiberTower Spectrum Holdings LLC*, DA 12-1785, at ¶ 16 (released Nov. 7, 2012) ("License Termination Order")

deadlines.[7] All customers also received the formal customer notice as part of the Initial Notification process. Accordingly, the current notice of the revised discontinuance date of April 30, 2013 is by no means the first time that FiberTower's customers are becoming aware of the discontinuance (other than as to the extended date of such discontinuance).

6. *Whether the Carrier is Considered Dominant or Non-dominant with Respect to the Service to be Discontinued, Reduced or Impaired*: Applicant is considered non-dominant with respect to the affected services.

7. *Service of Application:* In accordance with Section 63.71 of the Commission's Rules, a copy of this Notification is being mailed to the Governors and public services commissions of Arkansas, Colorado, the District of Columbia, Florida, Georgia, Maryland, Massachusetts, Michigan, New Jersey, New York, Ohio, Pennsylvania, Texas, and Virginia, and to the Special Assistant for Telecommunications for the Secretary of Defense, concurrently with the filing of this Notification.

8. *Questions regarding this Notification may be addressed to:*

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
(202) 373-6034
jean.kiddoo@bingham.com
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Joseph M. Sandri, Jr.
Senior Vice President
FiberTower Corporation
1730 Rhode Island Ave, N.W.
Suite 304
Washington, DC 20036
(202) 223-1028
jsandri@fibertower.com

9. *Circumstances of the Discontinuance*: As the Commission is aware, on July 17, 2012, FiberTower Network Services Corp., FiberTower Corporation, FiberTower

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[7] *In re FiberTower Spectrum Holdings LLC, Requests for Waiver, Extension of Time, or in the alternative, Limited Waiver of Substantial Service Requirements*, File Nos. 0005207557 *et seq.*, 0005207187 *et seq.* and 0005207571 *et seq.*

Licensing Corp., and FiberTower Spectrum Holdings LLC each filed a petition for relief under Chapter 11 of the Bankruptcy Code.[8] More than a majority of FiberTower's first lien creditors signed a support agreement (which had attached to is a proposed chapter 11 plan) outlining the parameters for an agreed-upon reorganization of FiberTower's business. As contemplated, the reorganization would have allowed FiberTower operating and developing its spectrum services, carrier services, and other services during the bankruptcy proceedings and upon emergence from Chapter 11. However, the support agreement and proposed chapter 11 plan were contingent on FiberTower maintaining its 24 and 39 GHz licenses. The Commission's denial of FiberTower's extension requests[9] ended FiberTower's chances for a successful restructuring. As a result, FiberTower will not have the financial resources to continue provide service beyond April 30, 2013, except in the limited circumstances set forth in the Term Sheet as to any Extension Periods requested by Participating Carriers.

10. To the extent that the Commission processes this filing as an Application pursuant to Section 63.71, FiberTower requests that the Commission issue a Public Notice regarding this discontinuance as soon as possible so that FiberTower can proceed with its discontinuance as planned.

WHEREFORE, FiberTower believes that the proposed discontinuance is reasonable and necessary and, without waiving its position that approval is not required, requests that FiberTower's plan to discontinue services as of April 30, 2013 (subject, with respect to Participating Carriers, to the possible extension for an Extension Period of up to ninety (90)

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8 In re FiberTower Network Services Corp., *et al.*, Case No. 12-44027-DML-11 (Bankr. N.D. Tex).

9 *See* License Termination Order at ¶ 1.

days in any markets specified by one or more Participating Carriers pursuant to the Term Sheet) be automatically approved.

Respectfully submitted,

Jean L. Kiddoo
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Washington, DC 20006-1806
Tel: (202) 373-6034
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

Counsel to FiberTower Corporation

Dated: December 4, 2012

CERTIFICATE OF SERVICE

I hereby certify that the foregoing Notification Regarding the Discontinuance of Telecommunications Services was served this 4th day of December, 2012, by mailing true and correct copies thereof, postage prepaid, or by sending by electronic mail (indicated by *) to the following persons at the addresses listed below.

Competition Policy Division
Wireline Competition Bureau
Federal Communications Commission
445 12th Street, S.W., Room 5-C140
Washington, D.C. 20554
Attn: Carmel Weathers

Secretary of Defense
ATTN: Special Assistant for Telecommunications
Pentagon
Washington, DC 20301

Arkansas Public Service Commission
1000 Center Street
Little Rock, AR 72201-4300

Governor Mike Beebe
State Capitol Room 250
Little Rock, AR 72201

Colorado Public Utilities Commission
1560 Broadway, Suite 250
Denver, CO 80202

John W Hickenlooper, Governor
136 State Capitol
Denver, CO 80203-1792

District of Columbia Public Service Commission
1333 H Street, N.W.
2nd Floor, West Tower
Washington, D.C. 20005

The Honorable Mayor Vincent C. Gray
Executive Office of the Mayor
1350 Pennsylvania Avenue, NW, Suite 316,
Washington, DC 20004

Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

Office of Governor Rick Scott
State of Florida
The Capitol
400 S. Monroe St.
Tallahassee, FL 32399-0001

Georgia Public Service Commission
244 Washington Street, S.W.
Atlanta, GA 30334

Governor Nathan Deal
The Office of the Governor
State of Georgia
203 State Capitol
Atlanta, Georgia 30334

Maryland Public Service Commission
6 St. Paul Street
William Donald Schaefer Tower
Baltimore, MD 21202

Governor Martin O'Malley
100 State Circle
Annapolis, Maryland 21401-1925

Massachusetts Department of
Telecommunications and Cable
1000 Washington Street, Suite 820
Boston, MA 02118-6500

Office of the Governor
Massachusetts State House
Room 280
Boston, MA 02133

Michigan Public Service Commission
6545 Mercantile Way, Suite 7
Lansing, MI 48911

Governor Rick Snyder
P.O. Box 30013
Lansing, Michigan 48909

New Jersey Board of Public Utilities
Two Gateway Center
Newark, New Jersey 07102

The Honorable Chris Christie
Office of the Governor
PO Box 001
Trenton, NJ 08625

New York Public Service Commission
Agency Building 3
Three Empire State Plaza
Albany, NY 12223-1350

The Honorable Andrew M. Cuomo
Governor of New York State
NYS State Capitol Building
Albany, NY 12224

Public Utilities Commission of Ohio
180 E. Broad St.
Columbus, OH 43215-3793

Governor John R. Kasich
Governor's Office
Riffe Center, 30th Floor
77 South High Street
Columbus, OH 43215-6108

Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120

Governor Tom Corbett
225 Main Capitol Bldg.
Harrisburg, PA 17120

Public Utility Commission of Texas
1701 N. Congress Avenue
Austin, Texas 78711-3326

Texas Governor Rick Perry
State Capitol
P.O. Box 12428
Austin, TX 78711

Virginia State Corporation Commission
Tyler Building
1300 East Main Street
Richmond, VA 23219

Governor Bob McDonnell
State Capitol
Richmond, VA 23219

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dsmith@kelleydrye.com

Counsel to XO Communications Services, LLC

Alvin Henderson Jr., Chief
Department of Emergency Services
County of Allegheny
400 North Lexington Street
Pittsburgh, PA 15208

Brett P Ferenchak

Brett P. Ferenchak

EXHIBIT A

Term Sheet

EXECUTION VERSION

BINDING TERM SHEET

This binding term sheet (the "Term Sheet") is a term sheet for a carrier supported orderly migration of services off of, and orderly wind-down of, the backhaul network operated by FiberTower Network Services, Inc. and its affiliates that are debtors in bankruptcy (collectively, "FiberTower"). The carriers that have participated in the formulation of this Term Sheet and are prepared to support an orderly migration and wind-down in accordance with this Term Sheet are: T-Mobile, AT&T, Sprint, MetroPCS, Cricket, Clearwire, and Verizon Wireless (collectively, the "Participating Carriers" and together with FiberTower, the "Parties").

Term	FiberTower shall continue service to the Participating Carriers pursuant to each Participating Carrier's agreement with FiberTower, until April 30, 2013 (the "Shut-Down Date," and the period between November 1, 2012 and the Shut-Down Date, being the "Term"). No backhaul or other service of any kind shall be provided by FiberTower to the Participating Carriers after the Shut-Down Date, except upon not less than sixty (60) days written notice to FiberTower, a Participating Carrier or Participating Carriers (the "Requesting Carrier(s)") may request that FiberTower extend the Shut-Down Date (the "Extension Request"). for one or more markets, for a period of not more than ninety (90) days (the "Extension Period"). Within five (5) days of the receipt of the Extension Request, FiberTower will provide the Requesting Carrier(s) with an amount, which FiberTower shall determine in its sole discretion, equal to (a) the forecasted costs of continuing to operate during the Extension Period (based upon the Extension Request) plus (b) a $150,000 per month management fee (the "Extension Funding Requirement"). Within ten (10) days of receipt of the Extension Funding Requirement, the Requesting Carrier(s) shall pay FiberTower the Extension Funding Requirement (the "Extension Funding Period"). If FiberTower does not actually receive the full amount of the Extension Funding Requirement during the Extension Funding Period, or if no Extension Request is timely made, all of the Participating Carriers (including any Requesting Carrier(s)) shall be deemed to have waived any and all rights to intervene in, or oppose, the shutdown of FiberTower's network after the Shut-Down Date. The Participating Carriers, collectively, shall have the right to make only one (1) Extension Request.
Surcharge	The Participating Carriers shall pay, on the Shut-Down Date, a one-time fee of $750,000 to FiberTower for management

EXECUTION VERSION

	during the Term. In addition, on the Shut-Down Date, the Participating Carriers shall pay a one-time amount of $600,000 for Fibertower to fund any type of employee incentive program, severance program or other such employee programs as determined by FiberTower in its sole discretion. The combined total of these two charges, or $1,350,000, shall be paid by each of the carriers as allocated below on the Shut-Down Date (each the "Surcharge" for the respective Carrier): AT&T - $479,130 Clearwire - $2,356 Cricket - $148,421 MetroPCS - $87,610 Sprint - $566,666 T-Mobile - $42,701 Verizon Wireless - $23,117
MRC Commitment and Letter of Credit	Each Participating Carrier shall pay to FiberTower the same monthly recurring charges as billed by Fibertower for October 2012, to Fibertower for each month during the Term (the "MRCs"). Attached hereto as Exhibit A is a list of the MRCs for each of the Participating Carriers. The MRCs are to be paid on a monthly basis. Each participating carrier shall be severally liable for the total of its MRCs paid during the Term and its allocation of the Surcharge (the "Full Charges"). The Full Charges shall not be subject to reduction, offset or any other type of defense other than MRCs being reduced consequent to an Asset Sale being consummated (as discussed below). To ensure Fibertower receives the Full Charges, each Participating Carrier shall, within two (2) business days of Bankruptcy Court approval of this Term Sheet, obtain issuance, from a financial institution with a credit profile acceptable to FiberTower, not to be unreasonably denied, of a Letter of Credit in favor of FiberTower (or a cash collateralized escrow account) in an amount equal to the Full Charges. A form of Letter of Credit (or form of escrow agreement) for each of the Participating Carriers will be provided to FiberTower no later than November 26, 2012 and each shall be attached hereto as Exhibit B. The Letter of Credit shall be payable to FiberTower as follows: (i) for MRCs not paid within ten (10) days of their due date or, with respect to MRCs due for the month of March 2013 and April 2013, ten (10) days date after the Shut-Down Date if

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	such MRCs are not otherwise paid on or before such date; and (ii) for the Surcharge, ten (10) days after the Shut-Down Date if the Surcharge is not otherwise paid on or before such date. The Participating Carriers' obligations under this Term Sheet are subject to FiberTower's continued performance under each of the agreements between FiberTower and the respective Participating Carrier.
Asset Sales	Prior to the Shut-Down Date, FiberTower may continue to pursue (and consummate) minor asset sales and other transactions (each, an "Asset Sale") and any Asset Sale shall not negatively impact continuous service to the Participating Carriers. FiberTower will, as part of any Asset Sale, have its proposed purchaser (a "Purchaser") agree to continue to provide service , or make arrangements with FiberTower so FiberTower can continue to fulfill the obligation to provide service, to the Participating Carriers through the Shut-Down Date with respect to any assets purchased. Specifically, a Purchaser will undertake to maintain the Participating Carriers' continuity of service during the Term on terms no less favorable than those set forth in this Term Sheet. To the extent an Asset Sale is consummated and, as a result of such Asset Sale, a Participating Carrier will be obligated to pay MRCs to a Purchaser post-closing, FiberTower shall reduce such affected Participating Carrier(s) MRCs accordingly.
Bankruptcy Court Approval	Promptly after execution of this Term Sheet, FiberTower shall seek bankruptcy court approval to authorize FiberTower's undertakings under this Term Sheet.
Regulatory Notices	Promptly after approval of this Term Sheet by the Bankruptcy Court, FiberTower shall take all appropriate regulatory actions necessary, if any, to implement its obligations pursuant to the Term Sheet.
Participating Carriers' Termination of Circuits and Service Orders	The Order of the Bankruptcy Court approving this Term Sheet, shall contain a provision permitting the Participating Carriers to terminate circuits and service orders without further charge by 30-day notice to FiberTower and in the ordinary course of business without further order from the Bankruptcy Court; provided, however, such termination shall not relieve the Participating Carriers of the Full Charges.

Agreed to this 20th day of November, 2012:

T-MOBILE USA, INC. By: _____ Its: Bryan Fleming VP, Technical Systems & Business Operations	**METROPCS WIRELESS, INC.** By: _____ Its: _____
METROPCS TEXAS, LLC By: _____ Its: _____	**CRICKET COMMUNICATIONS, INC.** By: _____ Its: _____
SPRINT SPECTRUM, L.P. By: _____ Its: _____	**NEXTEL OF CALIFORNIA, INC.** By: _____ Its: _____
NEXTEL COMMUNICATIONS OF THE MID-ATLANTIC, INC. By: _____ Its: _____	**NEXTEL OF NEW YORK, INC.** By: _____ Its: _____
NEXTEL SOUTH CORP. By: _____ Its: _____	**NEXTEL OF TEXAS, INC.** By: _____ Its: _____
NEXTEL WEST CORP. By: _____ Its: _____	**NEXTEL PARTNERS, INC.** By: _____ Its: _____
SPRINT COMMUNICATIONS COMPANY, L.P. By: _____ Its: _____	**CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS** By: _____ Its: _____
AT&T SERVICES, INC. By: _____ Its: _____	**CLEAR WIRELESS LLC** By: _____ Its: _____

Agreed to this 20th day of November, 2012:

T-MOBILE USA, INC. By: _____ Its: _____	METROPCS WIRELESS, INC. By: _____ Its: SVP Engineering + Network ops Legal Review: J. Christopher Lewis
METROPCS TEXAS, LLC By: _____ Its: SVP Engineering + Network ops Legal Review: J. Christopher Lewis	CRICKET COMMUNICATIONS, INC. By: _____ Its: _____
SPRINT SPECTRUM, L.P. By: _____ Its: _____	NEXTEL OF CALIFORNIA, INC. By: _____ Its: _____
NEXTEL COMMUNICATIONS OF THE MID-ATLANTIC, INC. By: _____ Its: _____	NEXTEL OF NEW YORK, INC. By: _____ Its: _____
NEXTEL SOUTH CORP. By: _____ Its: _____	NEXTEL OF TEXAS, INC. By: _____ Its: _____
NEXTEL WEST CORP. By: _____ Its: _____	NEXTEL PARTNERS, INC. By: _____ Its: _____
SPRINT COMMUNICATIONS COMPANY, L.P. By: _____ Its: _____	CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS By: _____ Its: _____
AT&T SERVICES, INC. By: _____ Its: _____	CLEAR WIRELESS LLC By: _____ Its: _____

Agreed to this 20th day of November, 2012:

T-MOBILE USA, INC. By: _____ Its: _____	METROPCS WIRELESS, INC. By: _____ Its: _____
METROPCS TEXAS, LLC By: _____ Its: _____	CRICKET COMMUNICATIONS, INC. By: [signature] Its: VP - Engineering + Tech Services
SPRINT SPECTRUM, L.P. By: _____ Its: _____	NEXTEL OF CALIFORNIA, INC. By: _____ Its: _____
NEXTEL COMMUNICATIONS OF THE MID-ATLANTIC, INC. By: _____ Its: _____	NEXTEL OF NEW YORK, INC. By: _____ Its: _____
NEXTEL SOUTH CORP. By: _____ Its: _____	NEXTEL OF TEXAS, INC. By: _____ Its: _____
NEXTEL WEST CORP. By: _____ Its: _____	NEXTEL PARTNERS, INC. By: _____ Its: _____
SPRINT COMMUNICATIONS COMPANY, L.P. By: _____ Its: _____	CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS By: _____ Its: _____
AT&T SERVICES, INC. By: _____ Its: _____	CLEAR WIRELESS LLC By: _____ Its: _____

Agreed to this 20th day of November, 2012:

T-MOBILE USA, INC. By: _____ Its: _____	**METROPCS WIRELESS, INC.** By: _____ Its: _____
METROPCS TEXAS, LLC By: _____ Its: _____	**CRICKET COMMUNICATIONS, INC.** By: _____ Its: _____
SPRINT SPECTRUM, L.P. By: Robert M Azzi Its: Robert M. Azzi, SVP Network	**NEXTEL OF CALIFORNIA, INC.** By: Robert M Azzi Its: Robert M. Azzi, SVP Network
NEXTEL COMMUNICATIONS OF THE MID-ATLANTIC, INC. By: Robert M Azzi Its: Robert M. Azzi, SVP Network	**NEXTEL OF NEW YORK, INC.** By: Robert M Azzi Its: Robert M. Azzi, SVP Network
NEXTEL SOUTH CORP. By: Robert M Azzi Its: Robert M. Azzi, SVP Network	**NEXTEL OF TEXAS, INC.** By: Robert M Azzi Its: Robert M. Azzi, SVP Network
NEXTEL WEST CORP. By: Robert M Azzi Its: Robert M. Azzi, SVP Network	**NEXTEL PARTNERS, INC.** By: Robert M Azzi Its: Robert M. Azzi, SVP Network
SPRINT COMMUNICATIONS COMPANY, L.P. By: Robert M Azzi Its: Robert M. Azzi, SVP Network	**CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS** By: _____ Its: _____
AT&T SERVICES, INC. By: _____ Its: _____	**CLEAR WIRELESS LLC** By: _____ Its: _____

Agreed to this 20th day of November, 2012:

T-MOBILE USA, INC. By: _____ Its: _____	**METROPCS WIRELESS, INC.** By: _____ Its: _____
METROPCS TEXAS, LLC By: _____ Its: _____	**CRICKET COMMUNICATIONS, INC.** By: _____ Its: _____
SPRINT SPECTRUM, L.P. By: _____ Its: _____	**NEXTEL OF CALIFORNIA, INC.** By: _____ Its: _____
NEXTEL COMMUNICATIONS OF THE MID-ATLANTIC, INC. By: _____ Its: _____	**NEXTEL OF NEW YORK, INC.** By: _____ Its: _____
NEXTEL SOUTH CORP. By: _____ Its: _____	**NEXTEL OF TEXAS, INC.** By: _____ Its: _____
NEXTEL WEST CORP. By: _____ Its: _____	**NEXTEL PARTNERS, INC.** By: _____ Its: _____
SPRINT COMMUNICATIONS COMPANY, L.P. By: _____ Its: _____	**CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS** By: Arthur J. Lindsey Its: Executive Director
AT&T SERVICES, INC. By: _____ Its: _____	**CLEAR WIRELESS LLC** By: _____ Its: _____

Agreed to this 20th day of November, 2012:

T-MOBILE USA, INC. By: _____ Its: _____	**METROPCS WIRELESS, INC.** By: _____ Its: _____
METROPCS TEXAS, LLC By: _____ Its: _____	**CRICKET COMMUNICATIONS, INC.** By: _____ Its: _____
SPRINT SPECTRUM, L.P. By: _____ Its: _____	**NEXTEL OF CALIFORNIA, INC.** By: _____ Its: _____
NEXTEL COMMUNICATIONS OF THE MID-ATLANTIC, INC. By: _____ Its: _____	**NEXTEL OF NEW YORK, INC.** By: _____ Its: _____
NEXTEL SOUTH CORP. By: _____ Its: _____	**NEXTEL OF TEXAS, INC.** By: _____ Its: _____
NEXTEL WEST CORP. By: _____ Its: _____	**NEXTEL PARTNERS, INC.** By: _____ Its: _____
SPRINT COMMUNICATIONS COMPANY, L.P. By: _____ Its: _____	**CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS** By: _____ Its: _____
AT&T SERVICES, INC. By: _____ Its: _____	**CLEAR WIRELESS LLC** By: _____ Its: _____

NYC 244206 v

Agreed to this 20th day of November, 2012:

T-MOBILE USA, INC. By: _____ Its: _____	**METROPCS WIRELESS, INC.** By: _____ Its: _____
METROPCS TEXAS, LLC By: _____ Its: _____	**CRICKET COMMUNICATIONS, INC.** By: _____ Its: _____
SPRINT SPECTRUM, L.P. By: _____ Its: _____	**NEXTEL OF CALIFORNIA, INC.** By: _____ Its: _____
NEXTEL COMMUNICATIONS OF THE MID-ATLANTIC, INC. By: _____ Its: _____	**NEXTEL OF NEW YORK, INC.** By: _____ Its: _____
NEXTEL SOUTH CORP. By: _____ Its: _____	**NEXTEL OF TEXAS, INC.** By: _____ Its: _____
NEXTEL WEST CORP. By: _____ Its: _____	**NEXTEL PARTNERS, INC.** By: _____ Its: _____
SPRINT COMMUNICATIONS COMPANY, L.P. By: _____ Its: _____	**CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS** By: _____ Its: _____
AT&T SERVICES, INC. By: _____ Its: _____	**CLEAR WIRELESS LLC** By: _____ EAMON O'HEARN Its: VP Engineering

EXECUTION VERSION

FIBERTOWER CORPORATION By: Its: VP, Finance & Treasurer	FIBERTOWER NETWORK SERVICES CORP. By: Its: VP, Finance & Treasurer
FIBERTOWER LICENSING CORP. By: Its: VP, Finance & Treasurer	FIBERTOWER SPECTRUM HOLDINGS LLC By: Its: VP, Finance & Treasurer

EXECUTION VERSION

Exhibit A

AT&T	$ 1,812,358.85
Clearwire	$ 35,553.17
Cricket	$ 257,721.56
MetroPCS	$ 462,632.91
Sprint	$ 1,408,126.73
T-Mobile	$ 555,398.69
Verizon	$ 370,261.67[1]

[1] In the event that Verizon Wireless and FiberTower execute a definitive agreement with respect to an Asset Sale relating to the assets used by FiberTower to provide backhaul services to Verizon Wireless in Ohio (in FiberTower's "Cleveland" and "Detroit" markets), Verizon Wireless' participation in this Term Sheet shall automatically be modified to exclude its usage in Ohio, in which case Verizon Wireless' MRC shall decrease to $136,343.19 and its Letter of Credit may be modified accordingly.

EXHIBIT B

Form of Customer Notice to Participating Carriers

FiberTower

FiberTower Corp.
1730 Rhode Island Avenue, NW
Suite 304
Washington DC 20036
Direct: 202.223.1028
Main: 202.223.9690
Fax: 202.223.9692

IMMEDIATE ATTENTION REQUIRED

December 4, 2012

[Customer Name
Address]

Re: **SERVICE DISCONTINUANCE NOTICE TO PARTICIPATING CARRIERS**
REVISED DISCONTINUANCE DATE: April 30, 2013

Dear Sir or Madam:

On November 9, 2012, FiberTower Corporation ("FiberTower" or the "Company") notified you by letter that it intended to discontinue services and decommission its private microwave network transmission and other facilities (including fiber facilities) at all locations throughout the United States on or after December 9, 2012. On November 20, 2012, FiberTower entered into a Binding Term Sheet with certain of its carrier customers ("Participating Carriers"[1]), pursuant to which it will extend the date on which it will discontinue service until April 30, 2013, which date may be extended by a Participating Carrier pursuant to procedures set forth in the Binding Term Sheet for a period not more than ninety (90) days (the "Extension Period"). We therefore urge that you begin to take any and all necessary steps to promptly transition your services to another provider consistent with this revised timeframe.

FiberTower is committed to doing what it can to aid the transition of the affected service locations. Towards that end, please note that as part of our November 9, 2012 letter we provided a comprehensive list of all your service locations as of October 31, 2012. This list included pertinent information associated with such locations including service location address, customer identifier, billing account identifier and service being provided. Should you have questions with the respect to the information provided or other queries, please do not hesitate to contact either of

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1 The Participating Carriers are: T-Mobile USA, Inc.; MetroPCS Wireless, Inc.; MetroPCS Texas, LLC; Cricket Communications, Inc.; Sprint Spectrum, L.P.; Sprint Communications Company, L.P.; Nextel of California, Inc.; Nextel Communications of the Mid-Atlantic, Inc.; Nextel of New York, Inc.; Nextel South Corp.; Nextel of Texas, Inc.; Nextel West Corp.; Nextel Partners, Inc.; AT&T Services, Inc.; Clear Wireless LLC; and Cellco Partnership d/b/a/ Verizon Wireless.

the persons below. Either person will be able to answer questions or direct you in the appropriate manner.

Steve Merriman	Ornella Napolitano
smerriman@fibertower.com	onapolitano@fibertower.com
330-416-7327	202-251-5210

FiberTower currently operates as an interstate private carrier[2] and does not believe that this decommissioning is subject to the discontinuance procedures applicable to interstate common carriers set forth in 47 C.F.R. § 63.60, *et seq*. Nevertheless, FiberTower is advising the Federal Communications Commission (the "FCC" or the "Commission") of the revised discontinuance date and has provided a description of the nature of the decommissioning and the other information required by 47 C.F.R. § 63.71(b). And, should the Commission treat FiberTower's filing as an Application under 47 C.F.R. §63.71, FiberTower is also providing, without waiving its position with respect to the Company's private carrier status, the following statement required by the FCC's rules:

> *The FCC will normally authorize this proposed discontinuance of service unless it is shown that customers would be unable to receive service or a reasonable substitute from another carrier or that the public convenience and necessity is otherwise adversely affected. If you wish to object, you should file your comments as soon as possible, but no later than 15 days after the Commission releases public notice of the proposed discontinuance. Address them to the Federal Communications Commission, Wireline Competition Bureau, Competition Policy Division, Washington, DC 20554, and include in your comments a reference to the § 63.71 Application of FiberTower Corporation. Comments should include specific information about the impact of this proposed discontinuance upon you or your company, including any inability to acquire reasonable substitute service.*

Please do not hesitate to contact us regarding this discontinuance notice and to answer any questions you may have.

Sincerely,

Joseph M. Sandri, Jr.
SVP Regulatory Affairs
FiberTower Corporation
jsandri@fibertower.com
202-253-3956

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[2] A private, as opposed to a common, carrier (a) relies on contracts with customers that are individually negotiated and tailored to the individual customer's needs, (b) has a relatively stable clientele; (c) provides service pursuant to medium to long-term contracts to that clientele; and (d) has diminished market power.

EXHIBIT C

Form of Customer Notice to Other Customers

FiberTower

FiberTower Corp.
1730 Rhode Island A venue, NW
Suite 304
Washington DC 20036
Direct: 202.223.1028
Main: 202.223.9690
Fax: 202.223.9692

IMMEDIATE ATTENTION REQUIRED

December 4, 2012

[Customer Name
Address]

Re: **SERVICE DISCONTINUANCE NOTICE**
REVISED DISCONTINUANCE DATE: April 30, 2013

Dear Sir or Madam:

On November 9, 2012, FiberTower Corporation ("FiberTower" or the "Company") notified you by letter that it intended to discontinue services and decommission its private microwave network transmission and other facilities (including fiber facilities) at all locations throughout the United States on or after December 9, 2012. FiberTower is pleased to advise you that it has been able to extend the date on which it will discontinue service until April 30, 2013. As a result, FiberTower will discontinue the fixed wireless and/or fiber optic backhaul services currently provided to your company on April 30, 2013. We therefore urge that you take any and all necessary steps to promptly transition your services to another provider no later than April 30, 2013.

FiberTower is committed to doing what it can to aid the transition of the affected service locations. Towards that end, please note that as part of our November 9, 2012 letter we provided a comprehensive list of all your service locations as of October 31, 2012. This list included pertinent information associated with such locations including service location address, customer identifier, billing account identifier and service being provided. Should you need a copy of that list or have questions with the respect to the information provided or other queries, please do not hesitate to contact either of the persons below. Either person will be able to answer questions or direct you in the appropriate manner.

Steve Merriman
smerriman@fibertower.com
330-416-7327

Ornella Napolitano
onapolitano@fibertower.com
202-251-5210

FiberTower currently operates as an interstate private carrier[1] and does not believe that this decommissioning is subject to the discontinuance procedures applicable to interstate common carriers set forth in 47 C.F.R. § 63.60, *et seq.* Nevertheless, FiberTower is advising the Federal Communications Commission (the "FCC" or the "Commission") of the revised discontinuance date and has provided a description of the nature of the decommissioning and the other information required by 47 C.F.R. § 63.71(b). And, should the Commission treat FiberTower's filing as an Application under 47 C.F.R. §63.71, FiberTower is also providing, without waiving its position with respect to the Company's private carrier status, the following statement required by the FCC's rules:

> *The FCC will normally authorize this proposed discontinuance of service unless it is shown that customers would be unable to receive service or a reasonable substitute from another carrier or that the public convenience and necessity is otherwise adversely affected. If you wish to object, you should file your comments as soon as possible, but no later than 15 days after the Commission releases public notice of the proposed discontinuance. Address them to the Federal Communications Commission, Wireline Competition Bureau, Competition Policy Division, Washington, DC 20554, and include in your comments a reference to the § 63.71 Application of FiberTower Corporation. Comments should include specific information about the impact of this proposed discontinuance upon you or your company, including any inability to acquire reasonable substitute service.*

We regret that we have been obliged to issue this decommissioning notice and urge that you begin to take any and all necessary steps to promptly transition your services to another provider no later than April 30, 2013. Please do not hesitate to contact us regarding this discontinuance notice and to answer any questions you may have.

Sincerely,

Joseph M. Sandri, Jr.
SVP Regulatory Affairs
FiberTower Corporation
jsandri@fibertower.com
202-253-3956

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[1] A private, as opposed to a common, carrier (a) relies on contracts with customers that are individually negotiated and tailored to the individual customer's needs, (b) has a relatively stable clientele; (c) provides service pursuant to medium to long-term contracts to that clientele; and (d) has diminished market power.

VERIFICATION

I, Joseph M. Sandri, Jr., state that I am Senior Vice President of FiberTower Corporation ("FiberTower"); that I am authorized to make this Verification on behalf of FiberTower; that the foregoing filing was prepared under my direction and supervision; and that matters set forth in the filing are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 4th day of December 2012.

Joseph M. Sandri, Jr.
Senior Vice President
FiberTower Corporation