

AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

**As Adopted by the Board of Directors
on August 25, 2006**

Role

The role of the Compensation Committee (the “Committee”) is to discharge the responsibilities of the Board of Directors (the “Board”) of FiberTower Corporation (the “Company”) relating to compensation of the Company’s executives, to issue an annual report on executive compensation for inclusion in the Company’s proxy statement, and to oversee and advise the Board on the adoption of policies that govern the Company’s compensation programs, including stock and benefit plans.

Membership

The membership of the Committee consists of at least three directors, each of whom is to be free of any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment. Applicable laws and regulations will be followed in evaluating a member’s independence. All members shall be elected annually by the Board. The Board shall appoint a chairperson.

Operations

The Committee will normally meet two times per year, in conjunction with a regular meeting of the Board, or on a more frequent basis as necessary to carry out its responsibilities. The Committee will cause to be kept adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Compensation Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, quorum and voting requirements and removal and vacancies as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the state of Delaware.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Responsibilities

The principal responsibilities and functions of the Compensation Committee are as follows:

- Review the performance of the CEO and executive management.
- Review and approve CEO goals and objectives, evaluate CEO performance in light of these corporate objectives, and set CEO compensation levels consistent with company philosophy.
- Approve the salaries, bonus and other compensation for all executive officers, provided that as to the Chief Executive Officer, the Committee will recommend appropriate salary, bonus and other compensation to the Board for approval.
- Review and approve compensation packages for new corporate officers and termination packages for corporate officers as requested by management.
- Review and discuss with the Board and senior officers plans for officer development and corporate succession plans for the CEO and other senior officers.
- Review and approve the awards made under any executive officer bonus plan, and provide an appropriate report to the Board.
- Review and make recommendations concerning long-term incentive compensation plans, including the use of stock options and other equity-based plans. Except as otherwise delegated by the Board, the Committee will act on behalf of the Board as a “Plan Administrator” or similar function established to administer equity-based and employee benefit plans, and as such will discharge any responsibilities imposed on the Committee under those plans, including making and authorizing grants, in accordance with the terms of those plans.
- Review periodic reports from management on matters relating to the Company’s personnel appointments and practices.
- Issue an annual Report of the Compensation Committee on Executive Compensation for the Company’s annual proxy statement in compliance with applicable Securities and Exchange Commission (“SEC”) and Nasdaq rules and regulations.
- Annually evaluate the Committee’s performance and this Charter and recommend to the Board any proposed changes to the Charter or the Committee.
- Undertake all further actions and discharge all further responsibilities imposed upon the Committee from time to time by the Board, the federal securities laws or the rules and regulations of the SEC or Nasdaq.