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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 § Case No. 12-44027-DML-11
CORP., *et al.*, §
§ Jointly Administered
Debtors. §

**SUMMARY OF THE FOURTH INTERIM APPLICATION OF
ANDREWS KURTH LLP, COUNSEL TO THE DEBTORS, FOR
ALLOWANCE OF COMPENSATION, REIMBURSEMENT
OF EXPENSES AND PAYMENT OF HOLDBACKS**

1. Applicant: Andrews Kurth LLP (“AK”)
2. Application Period: July 1, 2013 through October 31, 2013
3. Date of Entry of Order Authorizing Employment: August 20, 2012
4. Date Services by Applicant Were Commenced: July 17, 2012
5. Prior Fee Application(s): Three
6. Prior Fees Awarded: \$2,142,516.75
7. Prior Expenses Awarded: \$51,028.74
8. Date of Order(s) Awarding Prior Fees and Expenses: January 14, 2013; June 12, 2013; October 10, 2013
9. Total Fees Requested for Approval in this Fourth Interim Fee Application: \$311,862.00¹
10. Total Expenses Requested for Approval in this Fourth Interim Fee Application: \$8,650.82²
11. Total Interim Fees Previously Paid in this Period: \$174,674.40³
12. Total Interim Expenses Previously Paid in this Period: \$4,319.73
13. Total Amount of Fee Holdbacks Requested to be Paid: \$62,372.40⁴
14. Blended Rate for Application Period: \$721.74 (\$681.52, including paraprofessionals)

¹ As of the date of this Application, all billed amounts for October 2013 remain outstanding. On December 11, 2013, the Debtors will be authorized to pay \$74,815.20, representing 80% of the AK’s monthly fees for October 2013, assuming no timely objections are received.

² This amount includes billed amounts for October 2013, for which AK has not yet been paid. On December 11, 2013, the Debtors will be authorized to pay \$4,331.09 of such amount, representing 100% of the expenses reflected on AK’s Monthly Fee Statement for October, 2013, assuming no timely objections are received.

³ Interim payments of 80% of monthly fees and 100% of monthly expenses were made pursuant to the Court’s *Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 213].

⁴ On December 11, 2013, the Debtors will be authorized to pay \$79,146.29, representing 80% of the fees and 100% of the expenses reflected on AK’s Monthly Fee Statement for October, 2013, assuming no timely objections are received. At such time, the total amount of fee “holdbacks” for the Application Period shall equal \$62,372.40.

Professionals Who Performed Services During the Application Period:

NAME	DATE OF FIRST BAR ADMISSION	BILLABLE RATE	HOURS WORKED	VALUE OF SERVICES RENDERED
<u>PARTNERS</u>				
Paul N. Silverstein	1982	\$1,090.00	69.5	\$75,755.00
Andrew Feiner	1982	\$1,030.00	25.4	\$26,162.00
Michelle V. Larson	1996	\$600.00	1.6	\$960.00
Jonathan I. Levine	2001	\$850.00	100.5	\$85,425.00
<u>TOTAL</u>		<u>\$955.85</u> (blended)	<u>197.00</u>	<u>\$188,302.00</u>

NAME	DATE OF FIRST BAR ADMISSION	BILLABLE RATE	HOURS WORKED	VALUE OF SERVICES RENDERED
ASSOCIATES, COUNSEL AND SENIOR ATTORNEYS				
Jeremy B. Reckmeyer	2006	\$590.00	153.3	\$90,447.00
Cassandra L. Porsch	2006	\$510.00	16	\$8,160.00
Brian M. Clarke	2012	\$290.00	52.2	\$15,138.00
<u>TOTAL</u>		<u>\$513.52</u> (blended)	<u>221.5</u>	<u>\$113,745.00</u>

NAME	DATE OF FIRST BAR ADMISSION	BILLABLE RATE	HOURS WORKED	VALUE OF SERVICES RENDERED
<u>PARALEGALS AND OTHER PROFESSIONALS</u>				
Susan Holley	N/A	\$270.00	2.0	\$540.00
Carolyn Perkins	N/A	\$250.00	37.1	\$9,275.00
<u>TOTAL</u>		<u>\$251.02</u> (blended)	<u>39.10</u>	<u>\$9,815.00</u>

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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 § Case No. 12-44027-DML-11
CORP., *et al.*, §
§ Jointly Administered
Debtors. §

**FOURTH INTERIM APPLICATION OF ANDREWS KURTH LLP,
COUNSEL TO THE DEBTORS, FOR ALLOWANCE OF COMPENSATION,
REIMBURSEMENT OF EXPENSES AND PAYMENT OF HOLDBACKS**

Andrews Kurth LLP (“AK” or the “Applicant”), counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby files its Fourth Interim Application for Allowance of Compensation, Reimbursement of Expenses and Payment of Holdbacks (the “Application”). This Application requests interim approval of fees in the amount of \$311,862.00, and expenses in the amount of \$8,650.82, for the period of July 1, 2013 through October 31, 2013 (the “Application Period”). This Application also requests that this Court authorize and direct payment of AK’s outstanding fee holdbacks.

I.

INTRODUCTION AND BACKGROUND

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).

2. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. This Application is made pursuant to section 330 of title 11 of the United States Code (the "Bankruptcy Code").

4. 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").

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

6. 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.

7. Prior to April 30, 2013, the Debtors were an alternative provider of facilities-based backhaul services, principally to wireless carriers. 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. On April 30, 2013, the Debtors' network operations ceased.

8. In addition to the legacy backhaul business that the Debtors ceased operating as of April 30, 2013, the Debtors are a provider of millimeter-band spectrum services. 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.

9. On July 18, 2012, the Debtors filed their application to retain AK as counsel. By order dated August 20, 2012, the Court approved AK's retention as counsel to the Debtors effective as of the Petition Date.

10. On August 20, 2012, the Court entered its Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 213] (the "Interim Compensation Order").

11. On January 14, 2013, the Court entered its Order Granting First Interim Application of Andrews Kurth LLP, Counsel to the Debtors, for Allowance of Compensation, Reimbursement of Expenses and Payment of Holdbacks [Docket No. 521] (the "First Interim Order").

12. On June 12, 2013, the Court entered its Order Granting Second Interim Application of Andrews Kurth LLP, Counsel to the Debtors, for Allowance of Compensation, Reimbursement of Expenses and Payment of Holdbacks [Docket No. 829] (the "Second Interim Order").

13. On October 10, 2013, the Court entered its Order Granting Third Interim Application of Andrews Kurth LLP, Counsel to the Debtors, for Allowance of Compensation, Reimbursement of Expenses, and Payment of Holdbacks, [Docket No. 957] (the "Third Interim Order").

14. On September 16, 2013, the Debtors filed their *Joint Chapter 11 Plan* [Docket No. 933] (as amended and/or supplemented, the "Plan") and *Disclosure Statement for Debtors' Joint Chapter 11 Plan* [Docket No. 934] (as amended and/or supplemented, the "Disclosure Statement"). On September 27, 2013, the Debtors filed their *Motion for Order (i) Approving Disclosure Statement, (ii) Approving Proposed Solicitation Procedures and (iii) Setting a Hearing And Establishing Notice and Objection Procedures for Confirmation of the Debtors' Plan* [Docket No. 948] (the "Disclosure Statement Motion").

15. On October 29, 2013, the Court held a hearing (the "October 29 Hearing") on, among other things, the Disclosure Statement Motion and the *Motion of the Committee of Unsecured Creditors for Authority to Commence Certain Actions on Behalf of and for the Benefit of the Debtors' Estates* [Docket No. 875] (the "Standing Motion"). At the October 29 Hearing, the Court granted the Disclosure Statement Motion and approved the Disclosure Statement and the Debtors' proposed solicitation procedures relating to the Plan (subject to certain changes to be made to the Disclosure Statement). The hearing on confirmation of the Plan (the "Confirmation Hearing") is scheduled to take place on January 15, 2014.

II.

REQUEST FOR INTERIM APPROVAL AND PAYMENT OF ALL FEES AND EXPENSES FOR THE APPLICATION PERIOD

16. In accordance with the Interim Compensation Order, AK has submitted to the Reviewing Parties (as defined in the Interim Compensation Order) detailed monthly statements of its fees and expenses (collectively, the "Monthly Fee Statements") through October 31, 2013. The Monthly Fee Statements are attached hereto as Exhibit A. Attached hereto as Exhibit B is a detailed summary of the actual and necessary expenses incurred by AK during the Application Period.

17. This is AK's fourth interim application for allowance of compensation and reimbursement of expenses. The Court approved AK's First Interim Application, Second Interim Application, and Third Interim Application on January 14, 2013, June 12, 2013, and October 10, 2013, respectively.

18. As detailed in the Monthly Fee Statements, AK hereby requests approval of the aggregate amount of \$320,512.82, representing \$311,862.00 in fees (for 457.6 hours of services rendered) and reimbursement of out-of-pocket expenses in the amount of \$8,650.82. Of such aggregate amounts requested, \$178,994.13 in fees and expenses have previously been paid to AK

pursuant to the Interim Compensation Order as of the date of this Application.⁵ The Monthly Fee Statements describe the specific legal services performed by AK for each billing matter, including:

- a. the date services were rendered;
- b. the professional rendering the services;
- c. the nature of the services rendered;
- d. the time required for the performance of such services; and
- e. the fee associated for the performance of each service rendered.

19. All services performed by AK’s professionals were recorded in time increments of one-tenth (0.10) of an hour.

20. In representing the Debtors, AK endeavored to avoid waste or duplication of effort, and to work efficiently and economically.

III.

SERVICES RENDERED BY APPLICANT DURING APPLICATION PERIOD

21. AK has organized its billing so that its services were allocated among nineteen (19) categories (each, a “Billing Category”) reflecting major tasks. These categories are reflected below, with a brief explanation of the scope of each category and the work performed in connection therewith, and constitutes a summary of the detailed time records included in AK’s Monthly Fee Statements. The summary is in all respects qualified by the specific time records.

BILLING CATEGORY	DESCRIPTION
General	This Billing Category includes matters of a general nature that are not otherwise easily assignable to a specific category.
Debtor Meetings	This Billing Category includes matters pertaining to meetings with the Debtors, management, etc.

⁵ See FN3.

BILLING CATEGORY	DESCRIPTION
Case Administration	<p>This Billing Category includes, <i>inter alia</i>, all matters related to day-to-day administration of the Debtors' chapter 11 cases, such as general coordination and compliance activities, review of docket pleadings and monthly operating reports, review and response to administrative motions (such as requests for payment of administrative expenses) correspondence, and matters related to Committee formation and U.S. Trustee inquiries.</p> <p>As counsel to the Debtors, AK engaged in routine matters during the Application Period which are necessary with respect to the administration of these chapter 11 cases. Such routine matters include: (i) ensuring that the Debtors complied with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and the Local Rules; (ii) reviewing the docket for filings; (iii) communicating with the Debtors, the Committee, the ad hoc committee of holders of the Debtors' 9.00% Senior Secured Notes due 2016 (the "<u>Ad Hoc Group</u>") and their respective counsel; and (iv) miscellaneous day-to-day tasks.</p>
DIP Financing/Cash Collateral	<p>This Billing Category includes all work performed in connection with cash collateral, debtor in possession financing and related issues.</p> <p>During the Application Period, AK engaged in various matters relating to use of the Debtors' cash collateral, including negotiating the terms of the Interim and Final Cash Collateral Orders with the Ad Hoc Group and the Committee and working with the Debtors in connection with preparation of the Debtors' cash collateral budgets.</p>
Asset Disposition	<p>This Billing Category includes matters related to proposed sales, leases and related asset-disposition transactions.</p>
Business Operations	<p>This Billing Category includes matters related to the day-to-day operations of the Debtors' business.</p> <p>As counsel to the Debtors, during the Application Period, AK routinely worked with the Debtors on matters relating to the Debtors' business operation.</p>
Employee/Benefit Issues	<p>This Billing Category includes all work performed in connection with the various employee-related issues, including, <i>inter alia</i>, to the extent applicable, severance</p>

BILLING CATEGORY	DESCRIPTION
	<p>and other benefits.</p> <p>During the Application Period, AK worked on various matters relating to employee and benefit issues.</p>
Plan and Disclosure Statement	<p>This Billing Category includes matters relating to the Debtors' Chapter 11 Plan and Disclosure Statement and related valuation issues.</p> <p>During the Application Period, AK worked with the Debtors to prepare and file the Debtors' <i>Joint Chapter 11 Plan</i> (as amended), and the Disclosure Statements related thereto. In addition, AK has facilitated negotiations with the Ad Hoc Group and the Committee on matters related to the Debtors' Joint Chapter 11 Plan.</p>
Executory Leases and Contracts	<p>This Billing Category includes, <i>inter alia</i>, issues relating to the assumption or rejection of contracts and leases and all work performed in connection therewith and related thereto, including legal analysis of contracts and leases.</p>
Claims	<p>This Billing Category includes all work performed in connection with, <i>inter alia</i>, specific claim inquiries, pleadings, analyses, and objections to and allowances of claims.</p> <p>AK spent time during the Application Period on tasks associated with claims issues, including analyzing potential claims and objections thereto.</p>
Tax Issues	<p>This Billing Category includes all work performed in connection with tax-related matters.</p> <p>AK spent time during the Application Period on tasks associated with tax-related issues.</p>
Professional Employment and Retention	<p>This Billing Category includes all matters pertaining to the retention and compensation of estate professionals.</p> <p>Time billed in this category primarily includes preparing and reviewing monthly fee statements. These tasks were necessary for the administration of these cases.</p>
Attendance at Hearings	<p>This Billing Category includes all matters related to preparation for and attendance at court hearings and related courtroom activity.</p> <p>During the Application Period, AK spent significant time preparing for and attending hearings and other courtroom</p>

BILLING CATEGORY	DESCRIPTION
	activity. AK attended numerous hearings in these cases, and prepared for and argued a number of motions, objections, and other pleadings while diligently representing the Debtors' interests.
General Litigation	This Billing Category includes matters related to the review and analysis of general litigation matters.
Travel Time	This Billing Category consists of non-working travel time, which is charged at one-half of the normal hourly rate in accordance with the Guidelines for Compensation and Expense Reimbursement of Professionals, Effective January 1, 2001.
Communications with Committee/Meetings	<p>This Billing Category includes all matters pertaining to communications and correspondence with the Committee and its members.</p> <p>During the Application Period, AK communicated with counsel to the Committee with respect to various matters in these cases.</p>
Communications with Creditors	<p>This Billing Category includes all communications with creditors who are not members of the Committee.</p> <p>During the Application Period, AK routinely communicated with creditors with respect to various matters in these cases, including matters relating to claims, lease rejection matters, case status and other issues.</p>
Automatic Stay Issues	This Billing Category includes all matters pertaining to the automatic stay, such as responding to collection letters, enforcing the automatic stay against potential violations, etc.
FCC Issues	<p>This Billing Category includes all matters pertaining to the Debtors' FCC spectrum licenses, interactions with the FCC, and all related FCC matters.</p> <p>During the Application Period, AK spent time devoted to matters relating to the FCC and the Debtors' FCC spectrum licenses.</p>

22. For each Billing Category, the hours and amount billed by AK is as follows:

BILLING CATEGORY	HOURS	AMOUNT
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BILLING CATEGORY	HOURS	AMOUNT
General	47.2	\$35,592.00
Case Administration	10.1	\$4,785.00
DIP Financing/Cash Collateral	9.9	\$7,955.00
Asset Disposition	2.1	\$1,447.00
Business Operations	25.6	\$18,284.00
Employee/Benefit Issues	0.5	\$425.00
Plan and Disclosure Statement	240.5	\$168,713.00
Executory Leases and Contracts	4.5	\$2,166.00
Claims	31.7	\$17,773.00
Tax Issues	3.9	\$4,017.00
Professional Employment and Retention	22.8	\$10,236.00
Attendance at Hearings	1.9	\$1,423.00
General Litigation	24.8	\$14,544.00
Travel Time	9.0 ⁶	\$8,610.00
Communications with Committee/Meetings	2.5	\$1,621.00
Communications with Creditors	15.2	\$9,539.00
FCC Issues	5.4	\$4,732.00
TOTALS	<u>751.6</u>	<u>\$388,533.00</u>

Expenses

23. The out-of-pocket expenses incurred by AK during the Application Period are detailed on the Monthly Fee Statements. Expenses for court costs, outside copy costs, computerized legal research, long distance telephone charges and courier services are billed at actual cost. Outgoing facsimile transmissions are billed at \$1.50 per page plus the cost of the long distance telephone call (if applicable), which represents a good faith estimate of the actual cost, based on the

cost of the fax machine and the supplies therefor. AK does not charge for incoming facsimile transmissions. The use of email and scanning has been significant in this case and has greatly reduced the cost of telecopies. In-house copy charges are billed at \$0.20 per page. AK's long distance telephone calls are charged at the phone company's rates. Expenses incurred during the Application Period total \$8,650.82. A summary of the total expenses billed during the Application Period is set forth below:

SUMMARY OF EXPENSE CATEGORY FOR ALL INVOICES

American Express Travel Expense	\$4,398.72
Computer-Aided Research - Lexis	\$1,627.83
Computer-Aided Research - Pacer	\$439.40
Computer-Aided Research - Westlaw	\$872.88
Delivery Expense- FedEx	\$29.04
Delivery Expense – Outside Vendor	\$206.44
Document Services - Scanning	\$0.40
Hotel & Lodging Expense	\$309.35
Local Meal Expense	\$201.93
Local Transportation	\$253.50
Long Distance Telephone	\$49.00
Messenger Services	\$44.20
Secretarial Overtime	\$106.72
Telephone	\$111.41
<u>Total:</u>	<u>\$8,650.82</u>

IV.

FACTORS TO BE CONSIDERED BY THE COURT

24. Pursuant to applicable Fifth Circuit law, *see, e.g., In re Lawler*, 807 F.2d 1207 (5th Cir. 1987), *Cooper Liquor, Inc. v. Adolph Coors Co.*, 684 F.2d 1087 (5th Cir. 1982), *In re First Colonial Corp. of America*, 544 F.2d 1291 (5th Cir.), *cert. denied*, 97 S. Ct. 1696 (1977), and

⁶ This figure reflects one half of the travel time incurred by AK during the Application Period.

Johnson v. Georgia Highway Express, Inc., 488 F.2d 714 (5th Cir. 1974), AK requests the Court to consider the factors set forth below when determining the reasonableness of AK's requested compensation for its services rendered during these cases.

A. Time and Labor Required

AK's partners, associates, paralegals and professional support staff expended a total of 457.6 hours representing the Debtors during the Application Period, at an average hourly rate of \$681.52 (the average hourly rate for attorneys only is \$721.74). AK's records of time expended in the rendition of professional services for the Debtors, as well as for all of its other clients, consist of daily time entries by each individual attorney, paralegal and professional support staff that are ultimately placed in computer records. AK believes that the detail of its Monthly Fee Statements shows that its request for compensation is reasonable. All of the services specified in the Monthly Fee Statements were necessary for the Debtors to perform their statutory duties and fulfill their fiduciary obligations.

All of AK's professionals who rendered services in these proceedings made a deliberate effort to avoid unnecessary duplication of work and time expended. In certain instances, however, conferences and/or collaboration was necessary among AK's professionals.

Where more routine tasks were involved, AK used the talents of its paralegals and professional support staff to reduce the total fees in these cases, without sacrifice to the quality of the services rendered.

B. Novelty and Difficulty of Issues

Generally speaking, the matters in these chapter 11 cases were often times both novel and complex. Issues concerning the Communications Act of 1934 (the "Communications Act") and the FCC and the interplay with the Bankruptcy Code and the Bankruptcy Court have been pervasive throughout these cases. Telcom bankruptcies are not "run of the mill," and there were many issues that arose that were specific to telecommunications industry that have not been, or have not been routinely, seen in other cases.

C. The Skill Required to Perform the Legal Services Properly

A high level of skill and expertise was required in order for AK to properly perform services for the Debtors. The work performed by AK was consistent with the high degree of specialization and expertise that was required.

D. Preclusion From Other Employment

This element is not relevant here.

E. Customary Fees

AK is applying for compensation that reflect the rates customarily charged to AK's clients. The hourly rates charged for AK's partners, associates, paralegals and professional support staff compare favorably with average costs for similar legal services being provided by a national law firm, and are within the range of those customarily charged by national other law firms of requisite skill and experience with a presence in the Northern District of Texas.

F. Fixed or Contingent Fees

The fees for AK's services are based on the time spent in these cases.

G. Time Limitations Imposed by Client or Other Circumstances

The only limitations imposed were those imposed by the Bankruptcy Code and the Court. That said, throughout this case, AK was available, was used, and was on-call 24/7.

H. Results Achieved

AK believes that the results achieved through these cases by AK and the Debtors have been optimal under the circumstances. Importantly, during the Application Period, the Debtors filed their *Joint Chapter 11 Plan* which the Debtors believe is confirmable and in the best interests of the Debtors and their stakeholders and is supported by the Ad Hoc Group. The Court also approved the Disclosure Statement in connection with such Joint Chapter 11 Plan and scheduled the confirmation hearing on such plan for January 15, 2014.

I. Experience, Reputation and Ability

AK's experience, reputation and ability is of the highest level and degree, and of the type expected by the Debtors and the Court.

J. The Undesirability of the Case

Representation of the Debtors in these case has not been undesirable.

K. The Nature and Length of Professional Relationship with Client

AK has acted as the Debtors' counsel for many years on myriad matters and has been representing the Debtors in connection with their restructuring efforts since such efforts began.

L. Awards in Similar Cases

AK's fees are in conformity with fees allowed in similar proceedings for similar services rendered and results obtained.

V.
SUMMARY

25. The above highlights and the narrative entries on AK's Monthly Fee Statements show the beneficial services rendered by AK for the Debtors for which final approval and payment of fees and expenses as requested herein is appropriate.

26. AK reserves the right to amend, modify or supplement this Fourth Application.

WHEREFORE, AK respectfully requests that the Court enter an order:

- a. Granting interim approval of all fees and expenses in the aggregate amount of \$320,512.82, representing \$311,862.00 in fees (for 457.6 hours of services rendered) and reimbursement of out-of-pocket expenses in the amount of \$8,650.82, for the entire Application Period;
- b. Approving and directing the Debtors to pay to AK the sum of \$62,372.40, representing the anticipated holdbacks for the entire Application Period; and
- c. Granting AK such other and further relief as may be just and proper.

Respectfully submitted this 2nd day of December, 2013.

ANDREWS KURTH LLP

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Email: jonathanlevine@andrewskurth.com

Counsel to the Debtors

CERTIFICATION

The undersigned hereby certifies that (a) she has read the Application; (b) to the best of her knowledge, information and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought is in conformity with this Court's Guidelines for Compensation and Expense Reimbursement of Professionals, Effective January 1, 2001; and (c) the compensation and expense reimbursement requested are billed at rates in accordance with practices no less favorable than those customarily employed by Andrews Kurth LLP and generally accepted by Andrews Kurth LLP's other clients.

The undersigned hereby certifies under penalty of perjury that the information contained in the Application and the foregoing statements are true and correct to the best of her knowledge.

/s/Michelle V. Larson
Michelle V. Larson

CERTIFICATE OF SERVICE

The undersigned hereby certifies that, on the 2nd day of December, 2013, she caused a true and correct copy of the foregoing document to be served upon all parties appearing on the Limited Service List maintained in these chapter 11 cases via first class U.S. mail, postage prepaid.

/s/Michelle V. Larson
Michelle V. Larson

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

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

**ORDER GRANTING FOURTH INTERIM APPLICATION OF
ANDREWS KURTH LLP, COUNSEL TO THE DEBTORS, FOR
ALLOWANCE OF COMPENSATION, REIMBURSEMENT
OF EXPENSES AND PAYMENT OF HOLDBACKS**

Upon the Fourth Interim Application (the "Application") of Andrews Kurth LLP (the "Applicant") for Allowance of Compensation, Reimbursement of Expenses and Payment of Holdbacks for the Period of July 1, 2013 through October 31, 2013 (the "Application Period"), filed on December 2, 2013;¹ and upon the hearing on the Application held on [__]; and the Court having jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334, and the Application presenting a core proceeding under 28 U.S.C. § 157(b)(2); and the Court finding that notice of the

¹ Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Application.

Application and the hearing thereon was good and sufficient under the circumstances and that no other or further notice is or was required; and after due consideration and good cause appearing therefor, it is

ORDERED AS FOLLOWS:

1. The Application is hereby GRANTED to the extent set forth herein.
2. The fees and expenses incurred by Applicant during the Application Period are reasonable and necessary and are hereby approved.
3. Payment of \$62,372.00 in fees (100% of the requested amount), representing all fee holdbacks during the Application Period, to Applicant for Applicant's legal services rendered to the Debtors during the Application Period is hereby allowed.
4. The Debtors shall pay the amounts set forth above to Applicant within five (5) calendar days from the date of this Order.

END OF ORDER