

**EXHIBIT A**

John P. Janka  
James H. Barker  
James R. Barrett  
**LATHAM & WATKINS LLP**  
555 Eleventh Street, NW, Suite 1000  
Washington, D.C. 20004-1304  
Telephone: (202) 637-2200  
Facsimile: (202) 637-2201

*Special FCC Regulatory 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. §

**MONTHLY FEE STATEMENT OF LATHAM & WATKINS LLP  
AS SPECIAL FCC REGULATORY COUNSEL TO THE DEBTORS  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD JULY 1, 2013 THROUGH JULY 31, 2013**

Name of Applicant:	Latham & Watkins LLP (" <b>L&amp;W</b> ")
Authorized to Provide Professional Services to:	The Debtors as Special FCC Regulatory Counsel
Effective Date of Retention:	January 2, 2013
Period for which Compensation and Reimbursement is Sought (the " <b>Fee Period</b> "):	July 1, 2013 through July 31, 2013
Total Amount of Compensation for Period:	\$ 32,570.50
Total Amount of Expenses for Period:	38.74
80% of Fees Requested for Payment:	\$ 26,056.40
100% of Expenses Requested for Payment:	<u>38.74</u>
Total Fees and Expenses Requested for Payment:	\$ 26,095.14

The following L&W professionals provided services charged to the estate during the Fee Period:

<u>Professional Name</u>	<u>Title</u>	<u>Year Admitted to Practice</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
John P. Janka	Partner	1989	14.90	\$965.00	\$ 14,378.50
James H. Barker	Partner	1990	6.40	965.00	6,176.00
Jarrett S. Taubman	Counsel	2005	7.60	820.00	6,232.00
Matthew T. Murchison	Associate	2008	5.70	700.00	3,990.00
Karen P. Sprung	Prof. Staff		6.90	260.00	1,794.00
<b>Total</b>			<b>41.50</b>		<b>\$32,570.50</b>

L&W's billing is divided into the following categories:

<b>BILLING CATEGORY</b>	<b>DESCRIPTION</b>
FCC Review Proceeding	This billing category includes matters related to L&W's representation of the Debtors in the Representative Matters (as defined in the <i>Debtors' Application for Order Authorizing Employment of Latham &amp; Watkins LLP as Special FCC Regulatory Counsel Pursuant to Section 327(e) of the Bankruptcy Code and Bankruptcy Rules 2014 and 216, Effective As of January 2, 2013</i> [Docket No. 554] (the " <b>Retention Application</b> ")).
FCC Reorganization	This billing category includes matters relating to L&W's representation of Debtors in connection with the Representative Matters to facilitate FCC consent for the Debtors to exit bankruptcy.

For each billing category, the hours and amount billed by L&W are as follows:

<b>BILLING CATEGORY</b>	<b>HOURS</b>	<b>AMOUNT</b>
FCC Review Proceeding	33.20	\$ 29,425.50
FCC Reorganization	8.30	3,145.00
<b>TOTALS</b>	<b>41.50</b>	<b>\$ 32,570.50</b>

Attached hereto and incorporated herein by reference are invoices for each Billing Category reflecting the work performed by L&W professionals, recorded in tenths (1/10) of an hour, as well as a report showing the expenses incurred in this case by L&W during the Fee Period. During the Fee Period, L&W incurred actual and necessary expenses in the amount of \$38.74.

The fees and expenses incurred by L&W for services rendered in this case are billed at the rates and in accordance with practices described in the Retention Application, approved by this Court's order entered on August 20, 2012 [Docket No. 12-44027-DML-11].

Accordingly, L&W respectfully requests, in accordance with 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], that L&W be paid 80% of its fees (\$26,056.40) and 100% of its expenses (\$38.74), upon expiration of the 15-day review period.

Respectfully submitted this 30<sup>th</sup> day of August, 2013.

**LATHAM & WATKINS LLP**

By: \_\_\_\_\_ /s/

John P. Janka

James H. Barker

James R. Barrett

555 Eleventh Street, NW, Suite 1000

Washington, D.C. 20004-1304

Telephone: (202) 637-2200

Facsimile: (202) 637-2201

Email: james.barker@lw.com

james.barrett@lw.com

*Special FCC Regulatory Counsel to the Debtors*

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 Tel: +1.202.637.2200 Fax: +1.202.637.2201  
 www.lw.com

**LATHAM & WATKINS** LLP

**INVOICE**

July 31, 2013

FIBERTOWER  
 ATTN: Accounts Payable  
 185 Berry Street, Suite 4800  
 San Francisco, CA 94107

Tax identification No: 95-2018373

**REMITTANCE INSTRUCTIONS**

<u>WIRE TRANSFERS:</u>	<u>CHECKS:</u>
Bank: Citibank, Delaware	Latham & Watkins LLP
One Penn's Way	P.O. Box 7247-8202
New Castle, DE 19720	Philadelphia, PA
ABA: 0311-00209	19170-8202
SWIFT: CITIUS33	
Account Name: <b>Latham &amp; Watkins LLP</b>	
Account Number: <b>3911-7003</b>	

Please identify your check or wire transfer with the following numbers:

Invoice No. 130309190  
 File No. 045623-0005

For questions call:  
 James Barrett at (202) 637-2265

For professional services rendered through July 31, 2013  
 re: **FCC Review Proceeding**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
07/01/13	JPJ	.30	EMAILS WITH J. SANDRI REGARDING SUPPORT FOR FCC APPEAL
07/01/13	JST	.30	REVIEW AND FORWARD DRAFT FCC LETTER
07/01/13	MTM	.20	REVIEW DRAFT LETTER OF SUPPORT
07/03/13	JHB	.60	TELECONFERENCE WITH CLIENT REGARDING STATUS (0.2); TELECONFERENCE WITH J. JANKA REGARDING NEW DEVELOPMENTS (0.4)
07/03/13	JPJ	.80	TELEPHONE CONFERENCE WITH J. SANDRI REGARDING NEW DEVELOPMENTS (0.4); TELEPHONE CONFERENCE WITH J. BARKER REGARDING SAME (0.4)
07/11/13	JHB	.80	PREPARATION FOR (0.3) AND ATTEND STATUS AND UPDATE CALL WITH CLIENT (0.5)
07/11/13	JPJ	.50	PARTICIPATE IN TELEPHONE CONFERENCE WITH J. SANDRI REGARDING FCC STRATEGY
07/11/13	JST	.50	ATTEND STATUS CALL
07/11/13	MTM	.20	CONFER WITH J. JANKA REGARDING POTENTIAL TRANSFER OF FIBERTOWER LICENSES
07/15/13	JPJ	.70	TELEPHONE CONFERENCE WITH J. SANDRI REGARDING STATUS (0.4); EMAIL CONSULTANTS REGARDING STRATEGY (0.2); LEAVE MESSAGE AT FCC (0.1)
07/16/13	JHB	1.90	ATTEND ISSUE REVIEW CALL (0.5); FOLLOW UP REGARDING MATERIALS FOR J. SANDRI (1.4)
07/16/13	JPJ	1.90	TELEPHONE CONFERENCE WITH J. SANDRI REGARDING FCC STRATEGY (0.5); MEETING WITH M. MURCHISON REGARDING FOLLOW-UP TO

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
 FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130309190

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
			SAME (0.2); REVIEW DRAFT SUMMARY FOR J. SANDRI (1.2)
07/16/13	JST	.50	ATTEND STATUS CALL
07/16/13	MTM	.80	CALL WITH J. SANDRI, J. JANKA, AND J. BARKER REGARDING STRATEGY AT COMMISSION (0.5); MEETING WITH J. JANKA REGARDING FOLLOW-UP TO SAME (0.2); PREPARE DRAFT FOR J. SANDRI'S CALL TO COMMISSION STAFF (0.1)
07/17/13	JPJ	1.40	TELEPHONE CONFERENCE WITH J. SANDRI AND STRATEGIC PARTNER REGARDING FCC STRATEGY (0.5); REVIEW AND COMMENT ON MATERIALS FOR HILL DEMONSTRATION (0.9)
07/17/13	MTM	.80	CALL WITH J. SANDRI, J. JANKA, AND STAFF OF PCIA TO DISCUSS UPCOMING SMALL CELL INITIATIVES AND ADVOCACY AT COMMISSION (0.5); REVIEW QUESTIONS FOR FIBERTOWER FROM THE GOVERNMENT ACCOUNTABILITY OFFICE (0.3)
07/18/13	JPJ	.30	TELEPHONE CONFERENCE WITH J. SANDRI REGARDING UPDATE ON DEMO
07/23/13	JHB	1.60	PREPARE CALL REGARDING SMALL CELL HILL SEMINAR (0.5); FOLLOW UP REGARDING FCC INVITATIONS REGARDING SAME (1.1)
07/23/13	JPJ	.80	REVIEW DRAFT MATERIALS FOR SMALL CELL SEMINAR (0.3); PARTICIPATE IN STRATEGY SESSION REGARDING SAME WITH J. SANDRI AND CONSULTANTS (0.5)
07/23/13	JST	.50	ATTEND STATUS CALL
07/23/13	MTM	.50	CALL WITH J. SANDRI AND OTHERS REGARDING HILL EFFORTS IN SUPPORT OF PETITION
07/24/13	JPJ	.80	ADDRESS SMALL CELL ARRANGEMENT (0.5); SEND INVITATIONS TO FCC (0.3)
07/25/13	JHB	.40	FOLLOW UP REGARDING DRAFT TALKING POINTS
07/25/13	MTM	2.90	CALL WITH J. SANDRI AND OTHERS REGARDING SMALL CELL FORUM(0.8); DRAFT TALKING POINTS FOR J. SANDRI REGARDING SMALL CELL DEVELOPMENTS (1.7); DRAFT MODERATOR QUESTIONS FOR SMALL CELL PANEL (0.4)
07/26/13	JPJ	.80	EMAILS REGARDING SMALL CELL SEMINAR WITH FCC AND J. SANDRI
07/29/13	JHB	.90	PREPARE FOR HILL SESSION
07/29/13	JPJ	2.80	PARTICIPATE IN TELEPHONE CONFERENCE WITH J. SANDRI REGARDING SMALL CELL FORUM STRATEGY (0.5); PREPARE FOR AND PARTICIPATE IN SMALL CELL FORUM (1.9); FOLLOW-UP REGARDING SAME WITH J. SANDRI (0.4)
07/29/13	JST	3.60	PREPARE FOR AND ATTEND HILL EVENT AND RELATED CALLS
07/30/13	JHB	.20	ATTENTION TO REVISED GAO OUTLINE
07/30/13	JPJ	1.00	PARTICIPATE IN CALL WITH J. SANDRI AND GOVERNMENT RELATIONS TEAM AS FOLLOW-UP TO SMALL CELL FORUM (0.6); FOLLOW-UP REGARDING SAME (0.4)
07/30/13	JST	.60	ATTEND STATUS CALLS
07/31/13	JPJ	1.40	PREPARE FOR (0.5) AND PARTICIPATE IN (0.9) CALL WITH GAO; TELEPHONE CONFERENCE WITH J. SANDRI REGARDING FCC STRATEGY (0.5)
07/31/13	JST	1.60	DRAFT SUMMARY OF HILL EVENT
07/31/13	MTM	.30	REVIEW MATERIALS PROVIDED BY J. SANDRI ON

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>	
			CALL WITH GOVERNMENT ACCOUNTABILITY OFFICE	
<u>Attorney Hours:</u>				
J P JANKA	(PARTNER)	13.50 hrs @	\$965.00 /hr.	\$13,027.50
J H BARKER	(PARTNER)	6.40 hrs @	\$965.00 /hr.	\$6,176.00
J S TAUBMAN	(COUNSEL)	7.60 hrs @	\$820.00 /hr.	\$6,232.00
M T MURCHISON	(ASSOCIATE)	5.70 hrs @	\$700.00 /hr.	\$3,990.00
Total Services		33.2 hrs		\$29,425.50
<u>Other charges:</u>				
Total other charges				<u>.00</u>
Total current charges				<u>29,425.50</u>
Prior balance due:				92,303.80
BALANCE DUE				<u>\$121,729.30</u>

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130309190

555 Eleventh Street, N.W., Suite 1000  
 Washington, D.C. 20004-1304  
 Tel: +1.202.637.2200 Fax: +1.202.637.2201  
 www.lw.com

**LATHAM & WATKINS** LLP

**INVOICE**

July 31, 2013

FIBERTOWER  
 ATTN: Accounts Payable  
 185 Berry Street, Suite 4800  
 San Francisco, CA 94107

Tax identification No: 95-2018373

**REMITTANCE INSTRUCTIONS**

<b>WIRE TRANSFERS:</b>	<b>CHECKS:</b>
Bank: Citibank, Delaware	Latham & Watkins LLP
One Penn's Way	P.O. Box 7247-8202
New Castle, DE 19720	Philadelphia, PA
ABA: 0311-00209	19170-8202
SWIFT: CITIUS33	
Account Name: <b>Latham &amp; Watkins LLP</b>	
Account Number: <b>3911-7003</b>	

Please identify your check or wire transfer with the following numbers:  
 Invoice No. 130309190  
 File No. 045623-0005

For questions call:  
 James Barrett at (202) 637-2265

The following summarizes the outstanding invoices, both current and past due, which are now due and payable to Latham & Watkins. Copies of all listed invoices are attached hereto. We would appreciate receiving payment of these invoices within 20 days. If you have already paid these invoices, thank you and please accept our apologies for any inconvenience this may have caused.

**REMITTANCE COPY**

FCC Review Proceeding

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Invoice Amount</u>
<u>Outstanding Invoice(s):</u>		
03/31/2013	130304090	27,655.50
04/30/2013	130305361	25,320.20
05/31/2013	130306619	21,315.90
06/30/2013	130307958	18,012.20
<b>Prior Balance Due</b>		<b>92,303.80</b>
<u>Current Invoice:</u>		
July 31, 2013	130309190	\$29,425.50
<b>Balance Due</b>		<b><u>\$121,729.30</u></b>
<b>AMOUNT REMITTED:</b>		\$ _____

Method of Payment:

CHECK       WIRE TRANSFER

555 Eleventh Street, N.W., Suite 1000  
 Washington, D.C. 20004-1304  
 Tel: +1.202.637.2200 Fax: +1.202.637.2201  
 www.lw.com

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Tax identification No: 95-2018373

**INVOICE**

July 31, 2013

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New Castle, DE 19720	Philadelphia, PA
ABA: 0311-00209	19170-8202
SWIFT: CITIUS33	
Account Name: <b>Latham &amp; Watkins LLP</b>	
Account Number: <b>3911-7003</b>	

Please identify your check or wire transfer with the following numbers:

Invoice No. 130309192  
 File No. 045623-0008

For questions call:  
 James Barrett at (202) 637-2265

For professional services rendered through July 31, 2013  
 re: **FCC Reorganization**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
07/12/13	JPJ	.80	MEETING WITH K. SPRUNG AND J. SANDRI REGARDING FCC LICENSE TRANSFER
07/12/13	KRS	1.30	CONDUCT FCC LICENSE RESEARCH IN PREPARATION FOR CALL WITH J. SANDRI (0.2); CALL WITH J. SANDRI AND J. JANKA REGARDING ACTIVE FCC LICENSES (0.8); REVIEW LICENSE SCHEDULES (0.3)
07/15/13	JPJ	.30	MEETING WITH K. SPRUNG REGARDING LICENSE RESEARCH
07/15/13	KRS	5.60	CONDUCT RESEARCH REGARDING FIBERTOWER LICENSES AND REVIEW SUBSTANTIAL SERVICE SHOWINGS (4.7); REVIEW RESEARCH AND CLIENT DATA (0.6); MEETING WITH J. JANKA REGARDING LICENSE RESEARCH (0.30)
07/16/13	JPJ	.30	REVIEW SUMMARY OF LICENSES FROM K. SPRUNG

**Attorney Hours:**

J P JANKA	(PARTNER)	1.40 hrs @	\$965.00 /hr.	\$1,351.00
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BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
 FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130309192

Paralegal Hours:

K R SPRUNG	(PROF STAFF)	<u>6.90 hrs @</u>	\$260.00 /hr.	\$1,794.00
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Total Services	8.3 hrs			\$3,145.00
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Other charges:

Total other charges				<u>.00</u>
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Total current charges				<u>3,145.00</u>
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BALANCE DUE				<u>\$3,145.00</u>
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BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130309192

555 Eleventh Street, N.W., Suite 1000  
Washington, D.C. 20004-1304  
Tel: +1.202.637.2200 Fax: +1.202.637.2201  
www.lw.com

**LATHAM & WATKINS** LLP

Tax identification No: 95-2018373

**INVOICE**

July 31, 2013

FIBERTOWER  
ATTN: Accounts Payable  
185 Berry Street, Suite 4800  
San Francisco, CA 94107

**REMITTANCE INSTRUCTIONS**

<b>WIRE TRANSFERS:</b>	<b>CHECKS:</b>
Bank: Citibank, Delaware	Latham & Watkins LLP
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New Castle, DE 19720	Philadelphia, PA
ABA: 0311-00209	19170-8202
SWIFT: CITIUS33	
Account Name: <b>Latham &amp; Watkins LLP</b>	
Account Number: <b>3911-7003</b>	

Please identify your check or wire transfer with the following numbers:  
Invoice No. 130309192  
File No. 045623-0008

For questions call:  
James Barrett at (202) 637-2265

**REMITTANCE COPY**

FCC Reorganization

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Invoice Amount</u>
<u>Current Invoice:</u>		
July 31, 2013	130309192	\$3,145.00
<b>Balance Due</b>		<b><u>\$3,145.00</u></b>

**AMOUNT REMITTED:** \$ \_\_\_\_\_

Method of Payment:

CHECK       WIRE TRANSFER

555 Eleventh Street, N.W., Suite 1000  
Washington, D.C. 20004-1304  
Tel: +1.202.637.2200 Fax: +1.202.637.2201  
www.lw.com

# LATHAM & WATKINS<sup>LLP</sup>

Tax identification No: 95-2018373

## INVOICE

July 31, 2013

FIBERTOWER  
ATTN: Accounts Payable  
185 Berry Street, Lobby 3, Suite 3500  
San Francisco, CA 94107

## REMITTANCE INSTRUCTIONS

<b>WIRE TRANSFERS:</b>	<b>CHECKS:</b>
Bank: Citibank, Delaware	Latham & Watkins LLP
One Penn's Way	P.O. Box 7247-8202
New Castle, DE 19720	Philadelphia, PA
ABA: 0311-00209	19170-8202
SWIFT: CITIUS33	
Account Name: <b>Latham &amp; Watkins LLP</b>	
Account Number: <b>3911-7003</b>	

Please identify your check or wire transfer with the following numbers:  
Invoice No. 130309191  
File No. 045623-0007

For questions call:  
James Barrett at (202) 637-2265

For professional services rendered through July 31, 2013  
re: Disbursements

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>	
Total Services		0.0 hrs		\$ .00
<u>Other charges:</u>				
TELEPHONE			9.74	
GROUND TRANSPORTATION - LOCAL			<u>29.00</u>	
Total other charges				<u>38.74</u>
Total current charges				<u>38.74</u>
BALANCE DUE				<u>\$ 38.74</u>

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130309191

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Account Name: <b>Latham &amp; Watkins LLP</b>	
Account Number: <b>3911-7003</b>	

Please identify your check or wire transfer with the following numbers:

Invoice No. 130309191

File No. 045623-0007

For questions call:  
James Barrett at (202) 637-2265

**REMITTANCE COPY**

Disbursements

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Invoice Amount</u>
<u>Current Invoice:</u>		
July 31, 2013	130309191	\$ 38.74
<b>Balance Due</b>		<b><u>\$ 38.74</u></b>

**AMOUNT REMITTED:** \$ \_\_\_\_\_

Method of Payment:

CHECK       WIRE TRANSFER

**EXHIBIT B**

John P. Janka  
James H. Barker  
James R. Barrett  
**LATHAM & WATKINS LLP**  
555 Eleventh Street, NW, Suite 1000  
Washington, D.C. 20004-1304  
Telephone: (202) 637-2200  
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*Special FCC Regulatory 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. §

**MONTHLY FEE STATEMENT OF LATHAM & WATKINS LLP  
AS SPECIAL FCC REGULATORY COUNSEL TO THE DEBTORS  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD AUGUST 1, 2013 THROUGH AUGUST 31, 2013**

Name of Applicant:	Latham & Watkins LLP (" <b>L&amp;W</b> ")
Authorized to Provide Professional Services to:	The Debtors as Special FCC Regulatory Counsel
Effective Date of Retention:	January 2, 2013
Period for which Compensation and Reimbursement is Sought (the " <b>Fee Period</b> "):	August 1, 2013 through August 31, 2013
Total Amount of Compensation for Period:	\$ 8,564.00
Total Amount of Expenses for Period:	10.98
80% of Fees Requested for Payment:	\$ 6,851.20
100% of Expenses Requested for Payment:	<u>10.98</u>
Total Fees and Expenses Requested for Payment:	\$ 6,862.18

The following L&W professionals provided services charged to the estate during the Fee

Period:

<u>Professional Name</u>	<u>Title</u>	<u>Year Admitted to Practice</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
John P. Janka	Partner	1989	1.70	\$965.00	\$ 1,640.50
James H. Barker	Partner	1990	.30	965.00	289.50
Jarrett S. Taubman	Counsel	2005	3.00	820.00	2,460.00
Matthew T. Murchison	Associate	2008	2.20	700.00	1,540.00
Karen P. Sprung	Prof. Staff		6.90	260.00	1,794.00
Alexandra Liopiros	Proj. Asst.		4.20	200.00	840.00
<b>Total</b>			<b>18.30</b>		<b>\$ 8,564.00</b>

L&W's billing is divided into the following categories:

<b>BILLING CATEGORY</b>	<b>DESCRIPTION</b>
FCC Review Proceeding	This billing category includes matters related to L&W's representation of the Debtors in the Representative Matters (as defined in the <i>Debtors' Application for Order Authorizing Employment of Latham &amp; Watkins LLP as Special FCC Regulatory Counsel Pursuant to Section 327(e) of the Bankruptcy Code and Bankruptcy Rules 2014 and 216, Effective As of January 2, 2013</i> [Docket No. 554] (the " <b>Retention Application</b> ").
FCC Reorganization	This billing category includes matters relating to L&W's representation of Debtors in connection with the Representative Matters to facilitate FCC consent for the Debtors to exit bankruptcy.

For each billing category, the hours and amount billed by L&W are as follows:

<b>BILLING CATEGORY</b>	<b>HOURS</b>	<b>AMOUNT</b>
FCC Review Proceeding	3.90	\$ 3,180.50
FCC Reorganization	14.40	5,383.50
<b>TOTALS</b>	<b>18.30</b>	<b>\$ 8,564.00</b>

Attached hereto and incorporated herein by reference are invoices for each Billing Category reflecting the work performed by L&W professionals, recorded in tenths (1/10) of an hour, as well as a report showing the expenses incurred in this case by L&W during the Fee Period. During the Fee Period, L&W incurred actual and necessary expenses in the amount of \$10.98.

The fees and expenses incurred by L&W for services rendered in this case are billed at the rates and in accordance with practices described in the Retention Application, approved by this Court's order entered on August 20, 2012 [Docket No. 12-44027-DML-11].

---

Accordingly, L&W respectfully requests, in accordance with 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], that L&W be paid 80% of its fees (\$6,851.20) and 100% of its expenses (\$10.98), upon expiration of the 15-day review period.

Respectfully submitted this 30<sup>th</sup> day of September, 2013.

**LATHAM & WATKINS LLP**

By: \_\_\_\_\_ /s/

John P. Janka

James H. Barker

James R. Barrett

555 Eleventh Street, NW, Suite 1000

Washington, D.C. 20004-1304

Telephone: (202) 637-2200

Facsimile: (202) 637-2201

Email: james.barker@lw.com

james.barrett@lw.com

*Special FCC Regulatory Counsel to the Debtors*

555 Eleventh Street, N.W., Suite 1000  
 Washington, D.C. 20004-1304  
 Tel: +1.202.637.2200 Fax: +1.202.637.2201  
 www.lw.com

**LATHAM & WATKINS** LLP

Tax identification No: 95-2018373

**INVOICE**

August 31, 2013

FIBERTOWER  
 ATTN: Accounts Payable  
 185 Berry Street, Suite 4800  
 San Francisco, CA 94107

**REMITTANCE INSTRUCTIONS**

<u>WIRE TRANSFERS:</u>	<u>CHECKS:</u>
Bank: Citibank, Delaware	Latham & Watkins LLP
One Penn's Way	P.O. Box 7247-8202
New Castle, DE 19720	Philadelphia, PA
ABA: 0311-00209	19170-8202
SWIFT: CITIUS33	
Account Name: <b>Latham &amp; Watkins LLP</b>	
Account Number: <b>3911-7003</b>	

Please identify your check or wire transfer with the following numbers:  
 Invoice No. 130310398  
 File No. 045623-0005

For questions call:  
 James Barrett at (202) 637-2265

For professional services rendered through August 31, 2013  
 re: **FCC Review Proceeding**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
08/01/13	JHB	.30	REVIEW SMALL CELL PAPER COMMENTS
08/01/13	JPJ	.40	REVIEW AND REVISE SUMMARY OF SMALL CELL SEMINAR
08/02/13	JPJ	.40	ADDRESS EMAIL FROM CONSULTANT ON SMALL CELL ISSUES
08/09/13	JPJ	.60	REVIEW AND COMMENT ON MATERIALS REGARDING SMALL CELL ISSUES
08/23/13	MTM	2.20	REVIEW PUBLIC NOTICE FOR DIRECTV MODIFICATION APPLICATION (0.2); EXAMINE RECENT ADDITIONS TO THE RECORD IN DOCKET (0.4); ANALYZE AMENDMENT TO APPLICATION (0.5); DRAFT EMAIL TO J. SANDRI PROVIDING ANALYSIS OF DIRECTV AMENDMENT (0.7); CONFER WITH J. JANKA REGARDING ANALYSIS (0.2); CONFER WITH J. TAUBMAN ON WAIVER WITHDRAWAL (0.2)

**Attorney Hours:**

J P JANKA	(PARTNER)	1.40 hrs @	\$965.00 /hr.	\$1,351.00
J H BARKER	(PARTNER)	0.30 hrs @	\$965.00 /hr.	\$ 289.50
M T MURCHISON	(ASSOCIATE)	2.20 hrs @	\$700.00 /hr.	\$1,540.00
<b>Total Services</b>		<b>3.9 hrs</b>		<b>\$3,180.50</b>

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
 FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130310398

Other charges:

Total other charges .00

Total current charges 3,180.50

Prior balance due: 121,729.30

BALANCE DUE \$124,909.80

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130310398

555 Eleventh Street, N.W., Suite 1000  
 Washington, D.C. 20004-1304  
 Tel: +1.202.637.2200 Fax: +1.202.637.2201  
 www.lw.com

**LATHAM & WATKINS** LLP

Tax identification No: 95-2018373

**INVOICE**

August 31, 2013

FIBERTOWER  
 ATTN: Accounts Payable  
 185 Berry Street, Suite 4800  
 San Francisco, CA 94107

**REMITTANCE INSTRUCTIONS**

**WIRE TRANSFERS:**  
 Bank: Citibank, Delaware  
 One Penn's Way  
 New Castle, DE 19720  
 ABA: 0311-00209  
 SWIFT: CITIUS33  
 Account Name: **Latham & Watkins LLP**  
 Account Number: **3911-7003**

**CHECKS:**  
 Latham & Watkins LLP  
 P.O. Box 7247-8202  
 Philadelphia, PA  
 19170-8202

Please identify your check or wire transfer with the following numbers:  
 Invoice No. 130310398  
 File No. 045623-0005

For questions call:  
 James Barrett at (202) 637-2265

The following summarizes the outstanding invoices, both current and past due, which are now due and payable to Latham & Watkins. Copies of all listed invoices are attached hereto. We would appreciate receiving payment of these invoices within 20 days. If you have already paid these invoices, thank you and please accept our apologies for any inconvenience this may have caused.

**REMITTANCE COPY**

FCC Review Proceeding

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Invoice Amount</u>
<u>Outstanding Invoice(s):</u>		
03/31/2013	130304090	27,655.50
04/30/2013	130305361	25,320.20
05/31/2013	130306619	21,315.90
06/30/2013	130307958	18,012.20
07/31/2013	130309190	29,425.50
<b>Prior Balance Due</b>		<b>121,729.30</b>
<u>Current Invoice:</u>		
August 31, 2013	130310398	\$3,180.50
<b>Balance Due</b>		<b><u>\$124,909.80</u></b>
<b>AMOUNT REMITTED:</b>		<b>\$ _____</b>

**Method of Payment:**

CHECK       WIRE TRANSFER

555 Eleventh Street, N.W., Suite 1000  
 Washington, D.C. 20004-1304  
 Tel: +1.202.637.2200 Fax: +1.202.637.2201  
 www.lw.com

**LATHAM & WATKINS LLP**

**INVOICE**

August 31, 2013

FIBERTOWER  
 ATTN: Accounts Payable  
 185 Berry Street, Suite 4800  
 San Francisco, CA 94107

Tax identification No: 95-2018373

**REMITTANCE INSTRUCTIONS**

<b>WIRE TRANSFERS:</b>	<b>CHECKS:</b>
Bank: Citibank, Delaware	Latham & Watkins LLP
One Penn's Way	P.O. Box 7247-8202
New Castle, DE 19720	Philadelphia, PA
ABA: 0311-00209	19170-8202
SWIFT: CITIUS33	
Account Name: <b>Latham &amp; Watkins LLP</b>	
Account Number: <b>3911-7003</b>	

Please identify your check or wire transfer with the following numbers:  
 Invoice No. 130310400  
 File No. 045623-0008

For questions call:  
 James Barrett at (202) 637-2265

For professional services rendered through August 31, 2013  
 re: **FCC Reorganization**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
08/01/13	JST	1.50	REVISE SMALL-CELL ONE-PAGER
08/02/13	KRS	.40	RESEARCH FCC RULES FOR RETURNING LICENSES
08/05/13	KRS	1.60	REVIEW CLIENT EMAIL AND LICENSE SCHEDULE (0.60); REVIEW FEE FILING GUIDE (0.30); CALL TO FCC/ULS REGARDING FILING FEES (0.20); EMAIL TO J. TAUBMAN REGARDING SAME (0.50)
08/06/13	JST	.40	ADDRESS LICENSING ISSUES
08/06/13	KRS	1.40	REVIEW LEGACY NETWORK LICENSES AND DISCONTINUANCE NOTICES (1.20); EMAIL TO J. TAUBMAN AND J. JANKA REGARDING SAME (0.20)
08/07/13	JPJ	.30	MEETING WITH K. SPRUNG REGARDING FCC ISSUES
08/07/13	JST	.30	ADDRESS LICENSING ISSUES
08/07/13	KRS	.40	MEETING WITH J. JANKA REGARDING FCC ISSUES (0.30); EMAIL TO J. SANDRI REGARDING LEGACY NETWORK LICENSES (0.10)
08/09/13	JST	.50	MEET WITH K. SPRUNG AND ADDRESS LICENSING ISSUES
08/09/13	KRS	1.10	CALL WITH J. SANDRI REGARDING LEGACY NETWORK (0.30); MEET WITH J. TAUBMAN REGARDING LEGACY NETWORK RESEARCH (0.50); REVIEW CLIENT LICENSE SCHEDULE (0.30)

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
 FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130310400

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
08/12/13	ASL	4.20	RESEARCH PENNSYLVANIA PTP LICENSE FREQUENCIES (1.7); RESEARCH GEORGIA PTP LICENSE FREQUENCIES (2.5)
08/12/13	KRS	.80	REVIEW LICENSE RESEARCH (0.70); EMAIL TO J. TAUBMAN REGARDING SAME (0.10)
08/13/13	JST	.30	DISCUSS LICENSING ISSUES WITH K. SPRUNG (0.20); FOLLOW UP REGARDING SAME (0.10)
08/13/13	KRS	.20	CALL WITH J. TAUBMAN REGARDING RESEARCH OF GEORGIA AND PENNSYLVANIA LEGACY NETWORK
08/14/13	KRS	.80	DRAFT EMAIL ANALYSIS TO J. SANDRI REGARDING LEGACY NETWORK
08/23/13	KRS	.20	RESEARCH DIRECTV ACCEPTED FOR FILING FCC PUBLIC NOTICE (0.10); EMAIL TO INTERNAL TEAM REGARDING SAME (0.10)

Attorney Hours:

J P JANKA	(PARTNER)	.30 hrs @	\$965.00 /hr.	\$ 289.50
J S TAUBMAN	(COUNSEL)	3.00 hrs @	\$820.00 /hr.	\$2,460.00

Paralegal Hours:

A S LIOPIROS	(PROJECT ASST)	4.20 hrs @	\$200.00 /hr.	\$ 840.00
K R SPRUNG	(PROF STAFF)	6.90 hrs @	\$260.00 /hr.	\$1,794.00

Total Services 14.4 hrs \$5,383.50

Other charges:

Total other charges .00

Total current charges 5,383.50

Prior balance due: 3,145.00

BALANCE DUE \$8,528.50

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130310400

555 Eleventh Street, N.W., Suite 1000  
 Washington, D.C. 20004-1304  
 Tel: +1.202.637.2200 Fax: +1.202.637.2201  
 www.lw.com

**LATHAM & WATKINS** LLP

Tax identification No: 95-2018373

**INVOICE**

August 31, 2013

FIBERTOWER  
 ATTN: Accounts Payable  
 185 Berry Street, Suite 4800  
 San Francisco, CA 94107

**REMITTANCE INSTRUCTIONS**

<b>WIRE TRANSFERS:</b>	<b>CHECKS:</b>
Bank: Citibank, Delaware	Latham & Watkins LLP
One Penn's Way	P.O. Box 7247-8202
New Castle, DE 19720	Philadelphia, PA
ABA: 0311-00209	19170-8202
SWIFT: CITIUS33	
Account Name: <b>Latham &amp; Watkins LLP</b>	
Account Number: <b>3911-7003</b>	

Please identify your check or wire transfer with the following numbers:  
 Invoice No. 130310400  
 File No. 045623-0008

For questions call:  
 James Barrett at (202) 637-2265

The following summarizes the outstanding invoices, both current and past due, which are now due and payable to Latham & Watkins. Copies of all listed invoices are attached hereto. We would appreciate receiving payment of these invoices within 20 days. If you have already paid these invoices, thank you and please accept our apologies for any inconvenience this may have caused.

**REMITTANCE COPY**

FCC Reorganization

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Invoice Amount</u>
<u>Outstanding Invoice(s):</u>		
07/31/2013	130309192	3,145.00
<b>Prior Balance Due</b>		3,145.00
<u>Current Invoice:</u>		
August 31, 2013	130310400	\$5,383.50
<b>Balance Due</b>		<b><u>\$8,528.50</u></b>

**AMOUNT REMITTED:** \$ \_\_\_\_\_

Method of Payment:

CHECK       WIRE TRANSFER

555 Eleventh Street, N.W., Suite 1000  
Washington, D.C. 20004-1304  
Tel: +1.202.637.2200 Fax: +1.202.637.2201  
www.lw.com

# LATHAM & WATKINS LLP

Tax identification No: 95-2018373

## INVOICE

August 31, 2013

FIBERTOWER  
ATTN: Accounts Payable  
185 Berry Street, Lobby 3, Suite 3500  
San Francisco, CA 94107

## REMITTANCE INSTRUCTIONS

<u>WIRE TRANSFERS:</u>	<u>CHECKS:</u>
Bank: Citibank, Delaware	Latham & Watkins LLP
One Penn's Way	P.O. Box 7247-8202
New Castle, DE 19720	Philadelphia, PA
ABA: 0311-00209	19170-8202
SWIFT: CITIUS33	
Account Name: <b>Latham &amp; Watkins LLP</b>	
Account Number: <b>3911-7003</b>	

Please identify your check or wire transfer with the following numbers:  
Invoice No. 130310399  
File No. 045623-0007

For questions call:  
James Barrett at (202) 637-2265

For professional services rendered through August 31, 2013  
re: Disbursements

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>	
Total Services		0.0 hrs		\$ .00
<u>Other charges:</u>				
TELEPHONE			10.98	
Total other charges				<u>10.98</u>
Total current charges				<u>10.98</u>
Prior balance due:				38.74
BALANCE DUE				<u>\$ 49.72</u>

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130310399

555 Eleventh Street, N.W., Suite 1000  
Washington, D.C. 20004-1304  
Tel: +1.202.637.2200 Fax: +1.202.637.2201  
www.lw.com

# LATHAM & WATKINS<sup>LLP</sup>

Tax identification No: 95-2018373

## INVOICE

August 31, 2013

FIBERTOWER  
ATTN: Accounts Payable  
185 Berry Street, Lobby 3, Suite 3500  
San Francisco, CA 94107

## REMITTANCE INSTRUCTIONS

### WIRE TRANSFERS:

Bank: Citibank, Delaware  
One Penn's Way  
New Castle, DE 19720  
ABA: 0311-00209  
SWIFT: CITIUS33  
Account Name: **Latham & Watkins LLP**  
Account Number: **3911-7003**

### CHECKS:

Latham & Watkins LLP  
P.O. Box 7247-8202  
Philadelphia, PA  
19170-8202

Please identify your check or wire transfer with the following numbers:

Invoice No. 130310399

File No. 045623-0007

For questions call:  
James Barrett at (202) 637-2265

The following summarizes the outstanding invoices, both current and past due, which are now due and payable to Latham & Watkins. Copies of all listed invoices are attached hereto. We would appreciate receiving payment of these invoices within 20 days. If you have already paid these invoices, thank you and please accept our apologies for any inconvenience this may have caused.

## REMITTANCE COPY

### Disbursements

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Invoice Amount</u>
<u>Outstanding Invoice(s):</u>		
07/31/2013	130309191	38.74
<b>Prior Balance Due</b>		38.74
<u>Current Invoice:</u>		
August 31, 2013	130310399	\$ 10.98
<b>Balance Due</b>		<b><u>\$ 49.72</u></b>

AMOUNT REMITTED:

\$ \_\_\_\_\_

### Method of Payment:

CHECK       WIRE TRANSFER

**EXHIBIT C**

John P. Janka  
James H. Barker  
James R. Barrett  
**LATHAM & WATKINS LLP**  
555 Eleventh Street, NW, Suite 1000  
Washington, D.C. 20004-1304  
Telephone: (202) 637-2200  
Facsimile: (202) 637-2201

*Special FCC Regulatory 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. §

**MONTHLY FEE STATEMENT OF LATHAM & WATKINS LLP  
AS SPECIAL FCC REGULATORY COUNSEL TO THE DEBTORS  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30, 2013**

Name of Applicant:	Latham & Watkins LLP (" <b>L&amp;W</b> ")
Authorized to Provide Professional Services to:	The Debtors as Special FCC Regulatory Counsel
Effective Date of Retention:	January 2, 2013
Period for which Compensation and Reimbursement is Sought (the " <b>Fee Period</b> "):	September 1, 2013 through September 30, 2013
Total Amount of Compensation for Period:	\$34,460.00
Total Amount of Expenses for Period:	NA
80% of Fees Requested for Payment:	\$27,568.00
100% of Expenses Requested for Payment:	<u>NA</u>
Total Fees and Expenses Requested for Payment:	\$27,568.00

The following L&W professionals provided services charged to the estate during the Fee

Period:

<u>Professional Name</u>	<u>Title</u>	<u>Year Admitted to Practice</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
John P. Janka	Partner	1989	7.10	\$965.00	\$ 6,851.50
James H. Barker	Partner	1990	19.30	965.00	18,624.50
Jarrett S. Taubman	Counsel	2005	.80	820.00	656.00
Matthew T. Murchison	Associate	2008	11.60	700.00	8,120.00
Karen P. Sprung	Prof. Staff		.80	260.00	208.00
<b>Total</b>			<b>39.60</b>		<b>\$34,460.00</b>

L&W's billing is divided into the following categories:

<b>BILLING CATEGORY</b>	<b>DESCRIPTION</b>
FCC Review Proceeding	This billing category includes matters related to L&W's representation of the Debtors in the Representative Matters (as defined in the <i>Debtors' Application for Order Authorizing Employment of Latham &amp; Watkins LLP as Special FCC Regulatory Counsel Pursuant to Section 327(e) of the Bankruptcy Code and Bankruptcy Rules 2014 and 216, Effective As of January 2, 2013</i> [Docket No. 554] (the " <b>Retention Application</b> ").
FCC Reorganization	This billing category includes matters relating to L&W's representation of Debtors in connection with the Representative Matters to facilitate FCC consent for the Debtors to exit bankruptcy.

For each billing category, the hours and amount billed by L&W are as follows:

<b>BILLING CATEGORY</b>	<b>HOURS</b>	<b>AMOUNT</b>
FCC Review Proceeding	22.70	\$21,905.50
FCC Reorganization	16.90	12,554.50
<b>TOTALS</b>	<b>39.60</b>	<b>\$34,460.00</b>

Attached hereto and incorporated herein by reference are invoices for each Billing Category reflecting the work performed by L&W professionals, recorded in tenths (1/10) of an hour, as well as a report showing the expenses incurred in this case by L&W during the Fee Period. L&W incurred no expenses during the Fee Period.

The fees and expenses incurred by L&W for services rendered in this case are billed at the rates and in accordance with practices described in the Retention Application, approved by this Court's order entered on August 20, 2012 [Docket No. 12-44027-DML-11].

Accordingly, L&W respectfully requests, in accordance with 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], that L&W be paid 80% of its fees (\$27,568.00) upon expiration of the 15-day review period.

Respectfully submitted this 31<sup>st</sup> day of October, 2013.

**LATHAM & WATKINS LLP**

By: \_\_\_\_\_ /s/

John P. Janka

James H. Barker

James R. Barrett

555 Eleventh Street, NW, Suite 1000

Washington, D.C. 20004-1304

Telephone: (202) 637-2200

Facsimile: (202) 637-2201

Email: james.barker@lw.com

james.barrett@lw.com

*Special FCC Regulatory Counsel to the Debtors*

555 Eleventh Street, N.W., Suite 1000  
 Washington, D.C. 20004-1304  
 Tel: +1.202.637.2200 Fax: +1.202.637.2201  
 www.lw.com

**LATHAM & WATKINS** LLP

Tax Identification No: 95-2018373

**INVOICE**

September 30, 2013

FIBERTOWER  
 ATTN: Accounts Payable  
 185 Berry Street, Suite 4800  
 San Francisco, CA 94107

**REMITTANCE INSTRUCTIONS**

**WIRE TRANSFERS:**  
 Bank: Citibank, Delaware  
 One Penn's Way  
 New Castle, DE 19720  
 ABA: 0311-00209  
 SWIFT: CITIUS33  
 Account Name: **Latham & Watkins LLP**  
 Account Number: **3911-7003**

**CHECKS:**  
 Latham & Watkins LLP  
 P.O. Box 7247-8202  
 Philadelphia, PA  
 19170-8202

Please identify your check or wire transfer with the following numbers:  
 Invoice No. 130311596  
 File No. 045623-0005

For questions call:  
 James Barrett at (202) 637-2265

For professional services rendered through September 30, 2013  
 re: **FCC Review Proceeding**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
09/02/13	JHB	1.50	REVIEW DRAFT PLAN AND DISCLOSURE STATEMENT (1.4); EMAIL CLIENT REGARDING SAME (0.1)
09/03/13	JHB	2.00	PREPARE FOR (0.5) AND ATTEND TELEPHONE CONFERENCE WITH CLIENT REGARDING FCC STATUS AND STRATEGY (0.7); COORDINATE WITH BANKRUPTCY COUNSEL REGARDING PLAN AND DISCLOSURE STATEMENT EDITS (0.8)
09/03/13	JPJ	1.50	PARTICIPATE IN TELEPHONE CONFERENCE WITH J. SANDRI AND J. BARKER REGARDING FCC STRATEGY (0.7); FOLLOW-UP REGARDING SAME (0.8)
09/04/13	JHB	3.60	REVIEW CLIENT EDITS TO DRAFT PLAN AND DISCLOSURE SCHEDULE (0.6); REVISE DRAFT PLAN AND DISCLOSURE STATEMENT (2.0); TELEPHONE CONFERENCE WITH J. JANKA REGARDING BANKRUPTCY FILINGS FCC ISSUES (0.5); TELEPHONE CONFERENCE WITH BANKRUPTCY COUNSEL REGARDING FCC APPROVAL AND PROCESS ISSUES (0.5)
09/04/13	JPJ	1.50	REVIEW BANKRUPTCY FILINGS FOR FCC ISSUES (1.0); TELEPHONE CONFERENCE WITH J. BARKER REGARDING SAME (0.5)
09/05/13	JHB	1.30	FURTHER REVISIONS TO DRAFT PLAN AND DISCLOSURE STATEMENT (0.8); MEETING WITH J. JANKA REGARDING SAME (0.5)

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
 FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130311596

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
09/05/13	JPJ	1.30	REVIEW DRAFT FCC SUBMISSION (0.8); MEETING WITH J. BARKER REGARDING SAME (0.5)
09/08/13	JHB	1.50	PREPARE AND SEND DRAFT RISK FACTORS TO BANKRUPTCY COUNSEL
09/09/13	JHB	.30	COORDINATE WITH CLIENT REGARDING FCC ISSUES
09/11/13	JHB	.60	REVIEW CLIENT EDITS TO DRAFT PLAN AND DISCLOSURE STATEMENT
09/12/13	JHB	.80	PREPARE AND SEND ADDITIONAL EDITS TO DISCLOSURE STATEMENT
09/13/13	JHB	1.70	PREPARE AND SEND FINAL EDITS TO DISCLOSURE STATEMENT (1.0); TELEPHONE CONFERENCE WITH CLIENT REGARDING SAME AND FCC ISSUES (0.7)
09/20/13	JHB	.30	PREPARE FOR AND ATTEND UPDATE CALL WITH J. SANDRI
09/20/13	JPJ	1.10	TELEPHONE CONFERENCE WITH J. SANDRI REGARDING FCC STRATEGY (0.6); FOLLOW UP REGARDING SAME (0.5)
09/24/13	JHB	.20	TELEPHONE CONFERENCE WITH FCC STAFF REGARDING STATUS
09/24/13	JPJ	.90	REVIEW J. SANDRI EMAIL (0.3); TELEPHONE CONFERENCE WITH J. SANDRI REGARDING FCC STRATEGY AND DEVELOPMENTS (0.6)
09/25/13	JHB	.80	FOLLOW UP WITH CLIENT REGARDING FCC LICENSING ISSUES
09/30/13	JHB	1.00	PREPARE FOR (0.2) AND ATTEND CONFERENCE CALL WITH J. SANDRI AND J. JANKA REGARDING STRATEGY (0.8)
09/30/13	JPJ	.80	TELEPHONE CONFERENCE WITH J. SANDRI AND J. BARKER REGARDING FCC STRATEGY

Attorney Hours:

J P JANKA	(PARTNER)	7.10 hrs @	\$965.00 /hr.	\$6,851.50
J H BARKER	(PARTNER)	15.60 hrs @	\$965.00 /hr.	\$15,054.00

Total Services 22.7 hrs \$21,905.50

Other charges:

Total other charges .00

Total current charges 21,905.50

Prior balance due: 9,065.60

**BALANCE DUE \$30,971.10**

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130311596

555 Eleventh Street, N.W., Suite 1000  
Washington, D.C. 20004-1304  
Tel: +1.202.637.2200 Fax: +1.202.637.2201  
www.lw.com

# LATHAM & WATKINS<sup>LLP</sup>

Tax identification No: 95-2018373

## INVOICE

September 30, 2013

FIBERTOWER  
ATTN: Accounts Payable  
185 Berry Street, Suite 4800  
San Francisco, CA 94107

## REMITTANCE INSTRUCTIONS

<b>WIRE TRANSFERS:</b>	<b>CHECKS:</b>
Bank: Citibank, Delaware	Latham & Watkins LLP
One Penn's Way	P.O. Box 7247-8202
New Castle, DE 19720	Philadelphia, PA
ABA: 0311-00209	19170-8202
SWIFT: CITIUS33	
Account Name: Latham & Watkins LLP	
Account Number: 3911-7003	

Please identify your check or wire transfer with the following numbers:  
Invoice No. 130311596  
File No. 045623-0005

For questions call:  
James Barrett at (202) 637-2265

The following summarizes the outstanding invoices, both current and past due, which are now due and payable to Latham & Watkins. Copies of all listed invoices are attached hereto. We would appreciate receiving payment of these invoices within 20 days. If you have already paid these invoices, thank you and please accept our apologies for any inconvenience this may have caused.

### REMITTANCE COPY

FCC Review Proceeding

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Invoice Amount</u>
<b><u>Outstanding Invoice(s):</u></b>		
07/31/2013	130309190	5,885.10
08/31/2013	130310398	3,180.50
<b>Prior Balance Due</b>		<b>9,065.60</b>
<b><u>Current Invoice:</u></b>		
September 30, 2013	130311596	\$21,905.50
<b>Balance Due</b>		<b><u>\$30,971.10</u></b>

**AMOUNT REMITTED:** \$ \_\_\_\_\_

**Method of Payment:**

CHECK       WIRE TRANSFER

555 Eleventh Street, N.W., Suite 1000  
 Washington, D.C. 20004-1304  
 Tel: +1.202.637.2200 Fax: +1.202.637.2201  
 www.lw.com

**LATHAM & WATKINS** LLP

**INVOICE**

September 30, 2013

FIBERTOWER  
 ATTN: Accounts Payable  
 185 Berry Street, Suite 4800  
 San Francisco, CA 94107

Tax identification No: 95-2018373

**REMITTANCE INSTRUCTIONS**

**WIRE TRANSFERS:**  
 Bank: Citibank, Delaware  
 One Penn's Way  
 New Castle, DE 19720  
 ABA: 0311-00209  
 SWIFT: CITIUS33  
 Account Name: **Latham & Watkins LLP**  
 Account Number: **3911-7003**

**CHECKS:**  
 Latham & Watkins LLP  
 P.O. Box 7247-8202  
 Philadelphia, PA  
 19170-8202

Please identify your check or wire transfer with the following numbers:  
 Invoice No. 130311597  
 File No. 045623-0008

For questions call:  
 James Barrett at (202) 637-2265

For professional services rendered through September 30, 2013  
 re: **FCC Reorganization**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
09/09/13	JHB	1.00	REVIEW VIVANT SPECTRUM LEASE (0.5); CONFERENCE J. TAUBMAN REGARDING SAME (0.5)
09/09/13	JST	.80	REVIEW VIVINT AGREEMENT (0.3); CONFERENCE WITH J. BARKER REGARDING SAME (0.5)
09/23/13	MTM	.90	REVIEW MASTER LEASE AGREEMENT WITH VIVINT AND OTHER MATERIALS FORWARDED BY J. SANDRI (0.3); REVIEW RECENT BANKRUPTCY FILINGS TO ASCERTAIN PLAN FOR EMERGENCE FROM BANKRUPTCY (0.6)
09/24/13	JHB	.70	PREPARE FOR AND ATTEND TELECONFERENCE REGARDING VIVANT STATUS AND ISSUES
09/26/13	JHB	1.40	REVIEW CLIENT MEMO REGARDING LICENSING ISSUES (0.5); RESEARCH REGARDING SAME (0.6); FOLLOW UP WITH M. MURCHISON REGARDING SAME (0.3)
09/26/13	MTM	2.80	BEGIN PROCESS OF FILING VIVINT LETTER WITH COMMISSION (0.9); COMMUNICATE WITH COMMISSION SUPPORT STAFF ON FILING GLITCHES (0.6); CONFER WITH J. BARKER REGARDING ISSUE RAISED BY J. SCHAUBLE UNDER SECTION 101.305 OF COMMISSION'S RULES (0.3); BEGIN RESEARCHING REGULATORY HISTORY OF RELEVANT RULE AND ITS APPLICATION SO FAR IN THIS PROCEEDING (1.0)

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
 FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130311597

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
09/27/13	JHB	.60	ANALYZE DISCONTINUANCE ISSUES (0.4); CONFERENCE WITH M. MURCHISON REGARDING SAME (0.2)
09/27/13	MTM	3.20	CONTINUE RESEARCHING DISCONTINUANCE ISSUE RAISED BY J. SCHAUBLE (2.2); CONFER WITH J. BARKER REGARDING DISCONTINUANCE ISSUES (0.2); RENEW ATTEMPTS TO FILE VIVINT LETTER (0.3); CONFER WITH COMMISSION SUPPORT STAFF ON FILING ISSUES (0.4); REPORT ON FILING STATUS TO J. SANDRI (0.1)
09/30/13	MTM	4.70	CALL WITH J. SANDRI TO DISCUSS DISCONTINUANCE ISSUES (1.0); FINALIZE FILING OF VIVINT LETTER (1.2); CONFER WITH K. SPRUNG ON FILING (0.2); BEGIN RESEARCHING WHETHER AND TO WHAT EXTENT THE CLEAN FIBERTOWER LICENSES ARE SUBJECT TO COMMON CARRIER REGULATION, INCLUDING SECTION 101.305 (2.3)
09/30/13	KRS	.80	FILE VIVINT LETTER WITH THE FCC (0.80)

Attorney Hours:

J H BARKER	(PARTNER)	3.70 hrs @	\$965.00 /hr.	\$3,570.50
J S TAUBMAN	(COUNSEL)	0.80 hrs @	\$820.00 /hr.	\$ 656.00
M T MURCHISON	(ASSOCIATE)	11.60 hrs @	\$700.00 /hr.	\$8,120.00

Paralegal Hours:

K R SPRUNG	(PROF STAFF)	0.80 hrs @	\$260.00 /hr.	\$ 208.00
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Total Services 16.9 hrs \$12,554.50

Other charges:

Total other charges .00

Total current charges 12,554.50

Prior balance due: 6,012.50

BALANCE DUE \$18,567.00

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130311597

555 Eleventh Street, N.W., Suite 1000  
 Washington, D.C. 20004-1304  
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 www.lw.com

**LATHAM & WATKINS** LLP

Tax identification No: 95-2018373

**INVOICE**

September 30, 2013

FIBERTOWER  
 ATTN: Accounts Payable  
 185 Berry Street, Suite 4800  
 San Francisco, CA 94107

**REMITTANCE INSTRUCTIONS**

**WIRE TRANSFERS:**  
 Bank: Citibank, Delaware  
 One Penn's Way  
 New Castle, DE 19720  
 ABA: 0311-00209  
 SWIFT: CITIUS33  
 Account Name: **Latham & Watkins LLP**  
 Account Number: **3911-7003**

**CHECKS:**  
 Latham & Watkins LLP  
 P.O. Box 7247-8202  
 Philadelphia, PA  
 19170-8202

Please identify your check or wire transfer with the following numbers:  
 Invoice No. 130311597  
 File No. 045623-0008

For questions call:  
 James Barrett at (202) 637-2265

The following summarizes the outstanding invoices, both current and past due, which are now due and payable to Latham & Watkins. Copies of all listed invoices are attached hereto. We would appreciate receiving payment of these invoices within 20 days. If you have already paid these invoices, thank you and please accept our apologies for any inconvenience this may have caused.

**REMITTANCE COPY**

FCC Reorganization

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Invoice Amount</u>
<u>Outstanding Invoice(s):</u>		
07/31/2013	130309192	629.00
08/31/2013	130310400	5,383.50
<b>Prior Balance Due</b>		<b>6,012.50</b>
<u>Current Invoice:</u>		
September 30, 2013	130311597	\$12,554.50
<b>Balance Due</b>		<b><u>\$18,567.00</u></b>

**AMOUNT REMITTED:** \$ \_\_\_\_\_

**Method of Payment:**

CHECK       WIRE TRANSFER

**EXHIBIT D**

John P. Janka  
James H. Barker  
James R. Barrett  
**LATHAM & WATKINS LLP**  
555 Eleventh Street, NW, Suite 1000  
Washington, D.C. 20004-1304  
Telephone: (202) 637-2200  
Facsimile: (202) 637-2201

*Special FCC Regulatory 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. §

**MONTHLY FEE STATEMENT OF LATHAM & WATKINS LLP  
AS SPECIAL FCC REGULATORY COUNSEL TO THE DEBTORS  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD OCTOBER 1, 2013 THROUGH OCTOBER 31, 2013**

Name of Applicant: Latham & Watkins LLP ("**L&W**")  
Authorized to Provide Professional Services to: The Debtors as Special FCC Regulatory Counsel  
Effective Date of Retention: January 2, 2013  
Period for which Compensation and Reimbursement is Sought (the "**Fee Period**"): October 1, 2013 through October 31, 2013  
Total Amount of Compensation for Period: \$115,532.00  
Total Amount of Expenses for Period: NA  
80% of Fees Requested for Payment: \$ 92,425.60  
100% of Expenses Requested for Payment: NA  
Total Fees and Expenses Requested for Payment: \$ 92,425.60

The following L&W professionals provided services charged to the estate during the Fee Period:

<u>Professional Name</u>	<u>Title</u>	<u>Year Admitted to Practice</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
John P. Janka	Partner	1989	22.40	\$965.00	\$ 21,616.00
James H. Barker	Partner	1990	23.20	965.00	22,388.00
David D. Burns	Counsel	1989	1.80	880.00	1,584.00
Jarrett S. Taubman	Counsel	2005	16.20	820.00	13,284.00
Matthew T. Murchison	Associate	2008	80.20	700.00	56,140.00
Karen P. Sprung	Prof. Staff		2.00	260.00	520.00
<b>Total</b>			<b>145.80</b>		<b>\$115,532.00</b>

L&W's billing is divided into the following categories:

<b>BILLING CATEGORY</b>	<b>DESCRIPTION</b>
FCC Review Proceeding	This billing category includes matters related to L&W's representation of the Debtors in the Representative Matters (as defined in the <i>Debtors' Application for Order Authorizing Employment of Latham &amp; Watkins LLP as Special FCC Regulatory Counsel Pursuant to Section 327(e) of the Bankruptcy Code and Bankruptcy Rules 2014 and 216, Effective As of January 2, 2013</i> [Docket No. 554] (the " <b>Retention Application</b> ").
FCC Reorganization	This billing category includes matters relating to L&W's representation of Debtors in connection with the Representative Matters to facilitate FCC consent for the Debtors to exit bankruptcy.

For each billing category, the hours and amount billed by L&W are as follows:

<b>BILLING CATEGORY</b>	<b>HOURS</b>	<b>AMOUNT</b>
FCC Review Proceeding	2.30	\$ 2,219.50
FCC Reorganization	143.50	113,312.50
<b>TOTALS</b>	<b>145.80</b>	<b>\$115,532.00</b>

Attached hereto and incorporated herein by reference are invoices for each Billing Category reflecting the work performed by L&W professionals, recorded in tenths (1/10) of an hour, as well as a report showing the expenses incurred in this case by L&W during the Fee Period. L&W incurred no expenses during the Fee Period.

The fees and expenses incurred by L&W for services rendered in this case are billed at the rates and in accordance with practices described in the Retention Application, approved by this Court's order entered on August 20, 2012 [Docket No. 12-44027-DML-11].

Accordingly, L&W respectfully requests, in accordance with 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], that L&W be paid 80% of its fees (\$92,425.60) upon expiration of the 15-day review period.

Respectfully submitted this 26th day of November, 2013.

**LATHAM & WATKINS LLP**

By: \_\_\_\_\_ /s/  
John P. Janka  
James H. Barker  
James R. Barrett  
555 Eleventh Street, NW, Suite 1000  
Washington, D.C. 20004-1304  
Telephone: (202) 637-2200  
Facsimile: (202) 637-2201  
Email: james.barker@lw.com  
james.barrett@lw.com

*Special FCC Regulatory Counsel to the Debtors*

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**LATHAM & WATKINS LLP**

Tax identification No: 95-2018373

**INVOICE**

October 31, 2013

FIBERTOWER  
ATTN: Accounts Payable  
185 Berry Street, Suite 4800  
San Francisco, CA 94107

**REMITTANCE INSTRUCTIONS**

<b>WIRE TRANSFERS:</b>	<b>CHECKS:</b>
Bank: Citibank, Delaware	Latham & Watkins LLP
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New Castle, DE 19720	Philadelphia, PA
ABA: 0311-00209	19170-8202
SWIFT: CITIUS33	
Account Name: <b>Latham &amp; Watkins LLP</b>	
Account Number: <b>3911-7003</b>	

Please identify your check or wire transfer with the following numbers:  
Invoice No. 130312777  
File No. 045623-0005

For questions call:  
James Barrett at 202.637.2265

For professional services rendered through October 31, 2013  
re: **FCC Review Proceeding**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
10/17/13	JPJ	.90	REVIEW DRAFT FCC COMMENTS FROM CLIENT AND RELATED EMAIL (0.5); RESPOND TO J. TAUBMAN EMAIL REGARDING SAME (0.4)
10/18/13	JPJ	1.40	REVIEW INPUT FROM J. SANDRI ON FCC ISSUES (0.8); EMAILS WITH J. BARKER AND M. MURCHISON REGARDING SAME (0.6)
		2.30	

Attorney Hours:

JP JANKA	(PARTNER)	2.30 hrs @	\$965.00 /hr.	\$2,219.50
		2.30		2,219.50
<b>Total Services</b>		<b>2.3 hrs</b>		<b>\$2,219.50</b>
<u>Other charges:</u>				
<b>Total other charges</b>				<b>.00</b>
<b>Total current charges</b>				<b>2,219.50</b>
<b>Prior balance due:</b>				<b>10,902.30</b>
<b>BALANCE DUE</b>				<b>\$13,121.80</b>

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
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# LATHAM & WATKINS<sup>LLP</sup>

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October 31, 2013

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Account Name: <b>Latham &amp; Watkins LLP</b>	
Account Number: <b>3911-7003</b>	

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### REMITTANCE COPY

FCC Review Proceeding

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Invoice Amount</u>
<u>Outstanding Invoice(s):</u>		
07/31/2013	130309190	5,885.10
08/31/2013	130310398	636.10
09/30/2013	130311596	4381.10
<b>Prior Balance Due</b>		<b>10,902.30</b>
<u>Current Invoice:</u>		
October 31, 2013	130312777	\$2,219.50
<b>Balance Due</b>		<b><u>\$13,121.80</u></b>

**AMOUNT REMITTED:** \$ \_\_\_\_\_

**Method of Payment:**

CHECK       WIRE TRANSFER

555 Eleventh Street, N.W., Suite 1000  
 Washington, D.C. 20004-1304  
 Tel: +1.202.637.2200 Fax: +1.202.637.2201  
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Tax identification No: 95-2018373

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October 31, 2013

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ABA: 0311-00209	19170-8202
SWIFT: CITIUS33	
Account Name: Latham & Watkins LLP	
Account Number: 3911-7003	

Please identify your check or wire transfer with the following numbers:  
 Invoice No. 130312779  
 File No. 045623-0008

For questions call:  
 James Barrett at 202.637.2265

For professional services rendered through October 31, 2013  
 re: **FCC Reorganization**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
10/01/13	MTM	6.70	RESEARCH REGARDING FCC LICENSE ISSUES (1.3); RESEARCH COMMISSION ORDERS AND SERVICE RULES DISCUSSING REGULATORY STATUS OF LICENSES (3.4); RESEARCH REGARDING FIBERTOWER LICENSES (2.0)
10/02/13	MTM	1.60	ANALYZE FIBERTOWER LICENSES
10/04/13	JHB	.60	TELEPHONE CONFERENCE WITH CLIENT REGARDING LICENSES STATUS AND NEXT STEPS (0.3); CONFER WITH M. MURCHISON REGARDING LICENSE ANALYSIS (0.3)
10/04/13	MTM	1.80	FINISH ANALYSIS OF FIBERTOWER LICENSES (1.1); CONFER WITH J. BARKER ON LICENSE ANALYSIS (0.3); CALL WITH J. SANDRI REGARDING STRATEGY BEFORE THE FEDERAL COMMUNICATIONS COMMISSION (0.4)
10/16/13	JHB	.50	REVIEW E-RATE DRAFT
10/16/13	MTM	.30	REVIEW DRAFT E-RATE COMMENTS SENT BY J. SANDRI
10/18/13	JHB	.60	COORDINATE WITH J. SANDRI AND TEAM REGARDING STATUS AND STRATEGY
10/18/13	MTM	4.20	REVIEW MATERIALS FROM J. SANDRI ON QUESTIONS RAISED BY COMMISSION STAFF (0.4); CONTINUE RESEARCHING LEGAL ISSUES SURROUNDING APPLICATION (3.8)
10/19/13	JHB	.80	ATTEND CONFERENCE CALL WITH CLIENT REGARDING LICENSE ISSUES AND ANALYSIS (0.6); FOLLOW UP REGARDING SAME (0.2)

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
 FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130312779

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
10/19/13	JST	1.40	ATTEND CONFERENCE CALL REGARDING FCC DEVELOPMENTS (0.6) AND PREPARE FOR SAME (0.8)
10/19/13	MTM	1.30	PREPARE FOR CALL WITH J. SANDRI, T. SCOTT, AND J. BARKER ON ISSUES SURROUNDING LICENSES (0.7); CALL WITH CLIENT ON LICENSE ISSUES (0.6)
10/21/13	JHB	3.40	PREPARE FOR TELEPHONIC STRATEGY SESSION WITH J. SANDRI (1.0); ATTEND SAME (1.5); COORDINATE REGARDING POSSIBLE FCC MEETING (0.2); REVIEW DRAFT DISCONTINUANCE SUPPLEMENT (0.2); CONFERENCE WITH TEAM REGARDING SAME (0.5)
10/21/13	JPJ	3.30	PREPARE FOR (1.8) AND PARTICIPATE IN EXTENDED CONFERENCE WITH J. SANDRI, J. BARKER AND M. MURCHISON REGARDING FCC ISSUES AND STRATEGY (1.5)
10/21/13	JST	3.70	ATTEND MEETING REGARDING FCC DEVELOPMENT AND ISSUES (1.5) AND PREPARE FOR SAME (2.2)
10/21/13	MTM	6.10	DRAFT OUTLINE OF ARGUMENTS ON FCC ISSUES (3.5); MEET WITH J. SANDRI, C. NAOUM, J. JANKA, J. BARKER, AND J. TAUBMAN ON FCC ISSUES SURROUNDING LICENSES (1.5); DRAFT LETTER ADDRESSING FCC ISSUES (1.1)
10/22/13	JHB	4.50	PREP FOR FCC MEETING (1.3); ATTEND SAME (1.0); MEETING WITH J. JANKA REGARDING STRATEGY (0.4); TELEPHONE CONFERENCE WITH FCC BANKRUPTCY COUNSEL REGARDING: DISCLOSURE STATEMENT LANGUAGE (0.3); DRAFT PROPOSED INSERT (0.4); COORDINATE WITH CLIENT REGARDING SAME (0.7); REVIEW REVISED FCC LETTER (0.4)
10/22/13	JPJ	4.30	REVIEW FCC ISSUES (0.7); REVIEW NEW MATERIALS FROM J. SANDRI (0.6); PREPARE FOR MEETING WITH FCC (0.8); PARTICIPATE IN MEETING WITH FCC (1.0); DEVELOP FCC STRATEGY (0.8); MEETING WITH J. BARKER REGARDING SAME (0.4)
10/22/13	JST	1.20	REVIEW E-RATE REPLY COMMENT DRAFT; DISCUSS FCC ISSUES
10/22/13	MTM	11.50	PREPARE FOR MEETING AT FEDERAL COMMUNICATIONS COMMISSION ON ISSUES SURROUNDING LICENSES (2.5); ASSEMBLE PREPARATORY MATERIALS FOR J. JANKA AND J. BARKER (1.3); ATTEND MEETING AT COMMISSION WITH J. SANDRI, C. NAOUM, J. JANKA, AND J. BARKER (1.0); ; REVISE LETTER TO BE FILED ON FCC ISSUES IN LIGHT OF MEETING (2.0); REVIEW OF LICENSE DOCKETS (2.1); RESEARCH FCC ISSUES (2.6)
10/23/13	JHB	1.50	DRAFT AND SEND PROPOSED SUPPLEMENTAL DISCLOSURE LANGUAGE TO FCC COUNSEL (0.4); FOLLOW UP TELEPHONE CONFERENCE WITH FCC COUNSEL REGARDING: SAME (0.2); TELEPHONE CONFERENCES WITH CLIENT REGARDING SAME (0.9)

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130312779

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
10/23/13	JPJ	3.80	MULTIPLE EMAILS WITH FCC, J. BARKER AND J. SANDRI REGARDING FCC DISCLOSURE ISSUES (1.1); REVIEW AND REVISE DRAFT SUBMISSION TO FCC ON DISCONTINUANCE (2.7)
10/23/13	JST	.90	REVIEW FCC RELATED ISSUES
10/23/13	MTM	6.70	CONTINUE ANALYZING FCC FILINGS IN LICENSE DOCKETS (1.7); REVISE FCC LETTER IN LIGHT OF FINDINGS (0.3); EMAILS WITH J. JANKA AND J. BARKER ON REVISIONS TO FCC LETTER (0.8); INCORPORATE FURTHER REVISIONS TO LETTER FROM J. SANDRI (0.5); CONTINUE RESEARCHING FCC ISSUES (3.4)
10/24/13	JHB	1.60	TELEPHONE CONFERENCE WITH CLIENT REGARDING: REVISED DISCLOSURE (0.5); DRAFT REVISED DISCLOSURE LANGUAGE (0.3); TELEPHONE CONFERENCE WITH J. JANKA REGARDING DISCLOSURE LANGUAGE (0.3); MULTIPLE TELEPHONE CONFERENCES WITH FCC COUNSEL REGARDING: SAME (0.5)
10/24/13	JPJ	2.90	REVIEW AND REVISE PROPOSED DISCLOSURE LANGUAGE TO ADDRESS FCC ISSUES (1.2); TELEPHONE CONFERENCE WITH J. BARKER REGARDING SAME (0.3); FINALIZE SUBMISSION TO FCC AND DRAFT EMAIL TO FCC REGARDING SAME (1.0); TELEPHONE CONFERENCE WITH J. SANDRI REGARDING FCC STRATEGY (0.4)
10/24/13	JST	.50	REVIEW FCC RELATED ISSUES
10/24/13	MTM	7.30	FILE LETTER AT FEDERAL COMMUNICATIONS COMMISSION IN ALL RELEVANT DOCKETS (0.8); CONTINUE RESEARCHING FCC ISSUES (5.5); FINALIZE REVISIONS TO DISCLOSURE STATEMENT IN LIGHT OF COMMISSION CONCERNS (1.0)
10/25/13	JHB	2.60	PREPARE FOR CONFERENCE CALL WITH COMPANY REGARDING LICENSE ANALYSIS (1.0); ATTEND CONFERENCE CALL REGARDING SAME (0.6); ANALYZE PRECEDENTS (0.6); MEETING WITH J. JANKA AND M. MURCHISON REGARDING FCC ISSUES (0.4)
10/25/13	JPJ	1.60	TELEPHONE CONFERENCE WITH J. SANDRI REGARDING STRATEGY ISSUES (0.6); ANALYZE ISSUES RAISED BY FCC (0.4); MEETING WITH J. BARKER AND M. MURCHISON REGARDING SAME (0.4); MEETING WITH D. BURNS REGARDING LICENSE ASSIGNEE LIABILITY (0.2)
10/25/13	DB	1.80	OFFICE CONFERENCE WITH J. JANKA (0.2); E-MAIL TO J. JANKA REGARDING LICENSE ISSUES (1.6)
10/25/13	JST	.70	REVIEW FCC RELATED ISSUES
10/25/13	MTM	6.50	ANALYZE ISSUES SURROUNDING LICENSES (1.5); DRAFT SUMMARY OF RESEARCH ON ISSUES FOR J. SANDRI, J. JANKA, AND J. BARKER (1.9); CALL WITH J. SANDRI, T. SCOTT, J. JANKA, AND J. BARKER ON FCC ISSUES (0.6); RESEARCH REGARDING LICENSES (2.5)
10/25/13	KRS	1.00	REVIEW LICENSES FOR AMENDMENT APPLICATIONS (0.5); CALL TO FCC REGARDING TRANSFER PENDING APPLICATION FROM NON-DIP ENTITY TO DIP ENTITY (0.5)
10/28/13	JHB	.20	REVIEW DRAFT LETTERS

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
10/28/13	MTM	6.10	REVIEW RECENT FILINGS IN PREPARATION FOR MEETING (1.0); TRAVEL TO AND ATTEND MEETING WITH J. SANDRI, J. ADELSTEIN, AND OTHERS AT PCIA (1.8); CONFER WITH J. SANDRI AND C. NAOUM REGARDING FCC ISSUES (0.4); ANALYZE MATERIALS CIRCULATED BY J. SANDRI (2.2); FINALIZE DRAFTS OF COVER LETTERS (0.7)
10/29/13	JHB	3.30	RESEARCH REGARDING FCC INQUIRY AND APPLICABLE RULES (2.6); MEETING WITH TEAM REGARDING GOING FORWARD ACTION ITEMS AND STRATEGY (0.7)
10/29/13	JPJ	1.50	MEETING WITH J. BARKER, J. TAUBMAN AND M. MURCHISON REGARDING FCC STRATEGY (0.7); PREPARE FOR SAME (0.3); REVIEW NEW MATERIALS FROM J. SANDRI (0.5)
10/29/13	JST	.70	ATTEND MEETING REGARDING FCC ISSUES
10/29/13	MTM	6.40	CONFER WITH J. JANKA, J. BARKER, AND J. TAUBMAN REGARDING FCC ISSUES (0.7); RESEARCH REGARDING FCC ISSUES (2.4); PREPARE CHART SUMMARIZING RESEARCH (2.0); PULL AND REVIEW PRECEDENT (1.2); CALL WITH K. SPRUNG REGARDING APPLICATIONS (0.1)
10/29/13	KRS	.30	CALL WITH FCC REGARDING APPLICATIONS (0.2); CALL WITH M. MURCHISON REGARDING SAME (0.1)
10/30/13	JHB	1.50	MEETING WITH J. JANKA REGARDING FCC ISSUES AND STRATEGY (0.5); REVIEW FILINGS (0.5); ANALYZE FCC ISSUES (0.5)
10/30/13	JPJ	1.20	REVIEW OPEN FCC ISSUES AND STRATEGY WITH J. BARKER (0.5) AND M. MURCHISON (0.4); REVIEW EMAIL FROM J. SANDRI REGARDING FCC STRATEGY (0.3)
10/30/13	JST	3.40	DRAFT E-RATE REPLY COMMENTS
10/30/13	MTM	5.90	RESEARCH AND REVIEW PRECEDENT (2.2); RESEARCH REGARDING INTERPRETATION ISSUES (1.5); OUTLINE FCC ISSUES (1.8); MEETING WITH J. JANKA REGARDING FCC ISSUES AND STRATEGY (0.4)
10/31/13	JHB	2.10	CONFERENCE CALL WITH CLIENT REGARDING STRATEGY, ACTION ITEMS AND NEXT STEPS (1.5); FOLLOW UP REGARDING FILINGS (0.6)
10/31/13	JPJ	1.50	PARTICIPATE IN EXTENDED TELEPHONE CONFERENCE WITH J. SANDRI, J. BARKER, M. MURCHISON, J. TAUBMAN REGARDING FCC STRATEGY
10/31/13	JST	3.70	DRAFT E-RATE REPLY COMMENTS (2.2); TELEPHONE CONFERENCE WITH TEAM REGARDING FCC STRATEGY (1.5)
10/31/13	MTM	7.80	CALL WITH J. SANDRI, J. JANKA, J. BARKER, AND OTHERS TO DISCUSS STRATEGY BEFORE THE FEDERAL COMMUNICATIONS COMMISSION (1.5); CALL WITH J. SANDRI AND GOVERNMENT RELATIONS TEAM TO DISCUSS HILL STRATEGY (0.5); PREPARE EXHIBITS FOR FILINGS (0.9); CALLS WITH K. SPRUNG ON PREPARING EXHIBITS FOR FILING (0.3); CORRESPOND WITH J. SANDRI FCC ISSUES (0.5); CONTINUE RESEARCHING FCC ISSUES (1.6); OUTLINE FCC ISSUES AND

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
10/31/13	KRS	.70	CIRCULATE TO J. BARKER AND J. JANKA (2.5) CALLS TO FCC REGARDING LICENSE ISSUES (0.40); CALLS WITH M. MURCHISON REGARDING SAME (0.30)

Attorney Hours:

J P JANKA	(PARTNER)	20.10 hrs @	\$965.00 /hr.	\$19,396.50
J H BARKER	(PARTNER)	23.20 hrs @	\$965.00 /hr.	\$22,388.00
J S TAUBMAN	(COUNSEL)	16.20 hrs @	\$820.00 /hr.	\$13,284.00
D BURNS	(COUNSEL)	1.80 hrs @	\$880.00 /hr.	\$1,584.00
M T MURCHISON	(ASSOCIATE)	80.20 hrs @	\$700.00 /hr.	\$56,140.00

Paralegal Hours:

K R SPRUNG	(PROF STAFF)	2.00 hrs @	\$260.00 /hr.	\$ 520.00
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Total Services	143.5 hrs			\$113,312.50
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Total current charges				<u>113,312.50</u>
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Prior balance due:				4,216.60
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BALANCE DUE				<u>\$117,529.10</u>
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BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
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555 Eleventh Street, N.W., Suite 1000  
Washington, D.C. 20004-1304  
Tel: +1.202.637.2200 Fax: +1.202.637.2201  
www.lw.com

# LATHAM & WATKINS LLP

Tax identification No: 95-2018373

## INVOICE

October 31, 2013

FIBERTOWER  
ATTN: Accounts Payable  
185 Berry Street, Suite 4800  
San Francisco, CA 94107

## REMITTANCE INSTRUCTIONS

### WIRE TRANSFERS:

Bank: Citibank, Delaware  
One Penn's Way  
New Castle, DE 19720  
ABA: 0311-00209  
SWIFT: CITIUS33  
Account Name: **Latham & Watkins LLP**  
Account Number: **3911-7003**

### CHECKS:

Latham & Watkins LLP  
P.O. Box 7247-8202  
Philadelphia, PA  
19170-8202

Please identify your check or wire transfer with the following numbers:  
Invoice No. 130312779  
File No. 045623-0008

For questions call:  
James Barrett at 202.637.2265

The following summarizes the outstanding invoices, both current and past due, which are now due and payable to Latham & Watkins. Copies of all listed invoices are attached hereto. We would appreciate receiving payment of these invoices within 20 days. If you have already paid these invoices, thank you and please accept our apologies for any inconvenience this may have caused.

## REMITTANCE COPY

### FCC Reorganization

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Invoice Amount</u>
<u>Outstanding Invoice(s):</u>		
07/31/2013	130309192	629.00
08/31/2013	130310400	1,076.70
09/30/2013	130311597	2,510.90
<b>Prior Balance Due</b>		4,216.60
<u>Current Invoice:</u>		
October 31, 2013	130312779	\$113,312.50
<b>Balance Due</b>		<b><u>\$117,529.10</u></b>

AMOUNT REMITTED:

\$ \_\_\_\_\_

### Method of Payment:

CHECK       WIRE TRANSFER