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James H. Barker (admitted *pro hac vice*)  
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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., <i>et al.</i> ,	§	
	§	Jointly Administered
Debtors.	§	

**DECLARATION OF JAMES R. BARRETT IN SUPPORT OF THE  
THIRD INTERIM APPLICATION 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 OCTOBER 31, 2013**

James R. Barrett, declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a member in good standing of the bar of the District of Columbia. I am a partner of the firm Latham & Watkins LLP ("**L&W**"). L&W maintains offices for the practice of law at 555 Thirteenth Street NW, Washington, DC 20004, and other locations. There are no disciplinary proceedings pending against me. I submit this declaration in connection with the *Third Interim Application of Latham & Watkins LLP as Special FCC Regulatory Counsel to the Debtors for Compensation and Reimbursement of Expenses for the Period July 1, 2013*

**DECLARATION OF JAMES R. BARRETT IN SUPPORT OF THE THIRD  
INTERIM FEE APPLICATION OF LATHAM & WATKINS LLP**

through October 31, 2013 (the “**Third Interim Fee Application**”),<sup>1</sup> which seeks compensation for professional services rendered and reimbursement of expenses incurred during the period from July 1, 2013 through and including October 31, 2013 (the “**Interim Period**”).

2. The Debtors’ Application for Order Authorizing the Employment of Latham & Watkins LLP as Special FCC Regulatory Counsel Pursuant to Section 327(e) of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016 Effective as of January 2, 2013 [Docket No, 554] (the “**Retention Application**”) was filed on January 30, 2013.

3. On February 19, 2013, this Court entered its Order Authorizing the Employment of Latham & Watkins LLP as Special FCC Regulatory Counsel Pursuant to Section 327(e) of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016 Effective as of January 2, 2013 [Docket No. 585] (the “**Retention Order**”), approving the Retention Application.

**Monthly Fee Statements and the Third Interim Application**

4. Pursuant to the Compensation Order, L&W submitted to the Reviewing Parties (as such term is defined in the Compensation Order) its monthly fee statement for the period from July 1, 2013 through July 31, 2013 (the “**July Monthly Fee Statement**”). In the July Monthly Fee Statement, L&W sought compensation for services rendered in the amount of \$32,570.50 and expenses in the amount of \$38.74. No objections were received to the July Monthly Fee Statement and Debtors paid L&W 80% of fees in the amount of \$26,056.40 and 100% of expenses in the amount of \$38.74. The July Monthly Fee Statement is attached to the Third Interim Fee Application as **Exhibit A**.

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<sup>1</sup> Capitalized terms used and not otherwise defined herein and the meanings given to them in the Third Interim Fee Application.

5. Pursuant to the Compensation Order, L&W submitted to the Reviewing Parties its monthly fee statement for the period from August 1, 2013 through August 31, 2013 (the “**August Monthly Fee Statement**”). In the August Monthly Fee Statement, L&W sought compensation for services rendered in the amount of \$8,564.00 and expenses in the amount of \$10.98. No objections were received to the August Monthly Fee Statement and Debtors paid L&W 80% of fees in the amount of \$6,851.20 and 100% of expenses in the amount of \$10.98. The August Monthly Fee Statement is attached to the Third Interim Fee Application as **Exhibit B**.

6. Pursuant to the Compensation Order, L&W submitted to the Reviewing Parties its monthly fee statement for the period from September 1, 2013 through September 30, 2013 (the “**September Monthly Fee Statement**”). In the September Monthly Fee Statement, L&W sought compensation for services rendered in the amount of \$34,460.00. No objections were received to the September Monthly Fee Statement and Debtors paid L&W 80% of fees in the amount of \$27,568.00. The September Monthly Fee Statement is attached to the Third Interim Fee Application as **Exhibit C**.

7. Pursuant to the Compensation Order, L&W submitted to the Reviewing Parties its monthly fee statement for the period from October 1, 2013 through October 31, 2013 (the “**October Monthly Fee Statement**”). In the October Monthly Fee Statement, L&W sought compensation for services rendered in the amount of \$115,532.00. As of the date hereof, because the Review Period (as such term is defined in the Compensation Order) for the October Monthly Fee Statement has not yet expired, L&W has not received any payments related to the

October Monthly Fee Statement. The October Monthly Fee Statement is attached to the Third Interim Fee Application as **Exhibit D**.

8. The Third Interim Fee Application requests entry of an order, substantially in the form attached thereto as **Exhibit E**, (i) granting interim approval of the Total Requested Amount (\$191,176.22) for the Interim Period, representing fees in the amount of \$191,126.50, and expenses in the amount of \$49.72; (ii) approving and directing the Debtors to pay to L&W the sum of \$38,225.30 in holdbacks, plus any other amounts requested for the Interim Period not previously paid pursuant to the Compensation Order; and (iii) granting such other relief as this Court deems proper and just.

9. The total number of hours expended by L&W professionals and paraprofessionals in performing professional services for the Debtors during the Interim Period was 245.2 at an average billing rate of \$779.47.

10. I hereby certify that I have read the Third Interim Application and that, to the best of my knowledge, information, and belief, formed after reasonable inquiry, the compensation and expense reimbursement herein is sought in conformity with sections 330(a) and 331 of title 11 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), Rule 2016-1 of the Local Bankruptcy Rules for the Northern District of Texas (the "**Local Bankruptcy Rules**"), the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 issued by the Executive Office for the U.S. Trustee, the Guidelines for Compensation and Expense Reimbursement of Professionals promulgated by the U.S. Bankruptcy Court for the Northern District of Texas, and the Compensation Order.

**DECLARATION OF JAMES R. BARRETT IN SUPPORT OF THE THIRD INTERIM FEE APPLICATION OF LATHAM & WATKINS LLP**

11. L&W's qualifications, and the bases of L&W's rates and compensation practices, are set forth in the Declaration of John P. Janka accompanying the Retention Application, which is incorporated by reference. The services L&W performed for or on behalf of the Debtors were necessary, reasonable, and beneficial to the Debtors given (a) the complexity of the Debtors' chapter 11 cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services in non-bankruptcy matters.

12. Detailed descriptions of the services provided, the type of expenses incurred, and the hourly rates of each professional and paraprofessional who provided services rendered by L&W during the Interim Period are attached to the Third Interim Application as **Exhibits A through D** thereto.

13. All amounts received by L&W from for services rendered in connection with the matters covered by the Third Interim Application were paid by the Debtors pursuant to the Compensation Order. There is no agreement or understanding between L&W and any other person, other than the partners of L&W, for the sharing of compensation to be received for services rendered to the Debtors in these chapter 11 cases.

**Conclusion**

14. In light of the foregoing, L&W respectfully submits that the amounts sought as compensation for professional services rendered by L&W and for reimbursement of expenses incurred by L&W during the Interim Period are fair and reasonable.

[SIGNATURE ON NEXT PAGE]

**DECLARATION OF JAMES R. BARRETT IN SUPPORT OF THE THIRD  
INTERIM FEE APPLICATION OF LATHAM & WATKINS LLP**

Respectfully submitted this 2<sup>nd</sup> day of December, 2013.

LATHAM & WATKINS LLP

By:           /s/ James R. Barrett            
James R. Barrett

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INTERIM FEE APPLICATION OF LATHAM & WATKINS LLP**