



U.S. BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS  
**ENTERED**  
TAWANA C. MARSHALL, CLERK  
THE DATE OF ENTRY IS  
ON THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed February 19, 2014

  
United States Bankruptcy Judge

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. §

**AMENDED OMNIBUS ORDER APPROVING INTERIM FEE APPLICATIONS<sup>1</sup>**

Upon consideration of the (i) *Fourth Interim Application of Andrews Kurth LLP* (“AK”), *Counsel to the Debtors, for Allowance of Compensation, Reimbursement of Expenses and Payment of Holdbacks* [Docket No. 1004] (the “AK Application”), (ii) *Third Interim Application of Latham & Watkins LLP* (“Latham”) as *Special Regulatory Counsel to the Debtors for Compensation and Reimbursement of Expenses for the Period July 1, 2013 through October 31, 2013* [Docket No. 1006] (the “Latham Application”), (iii) *Fourth Interim Application for Compensation and Reimbursement of Expenses of Otterbourg P.C.* (“Otterbourg”), as *Co-Counsel for the Official Committee of Unsecured Creditors* (the “Committee”) for the Period of

<sup>1</sup> This Order hereby amends and restates in full that certain *Omnibus Order Approving Interim Fee Applications* [Docket No. 1071] entered on February 5, 2014.

*July 1, 2013 through October 31, 2013* [Docket 1001] (the “Otterbourg Application”), and (iv) *Fourth Interim Application for Compensation and Reimbursement of Expenses of Goldin Associates, LLC* (“Goldin,” and together with AK, Latham, and Otterbourg, the “Applicants”), *as Financial Advisor for the Official Committee of Unsecured Creditors for the Period of July 1, 2013 through October 31, 2013* [Docket No. 1002] (the “Goldin Application,” and, together with the AK Application, Latham Application, and Otterbourg Application, the “Fee Applications”), for allowance of compensation and reimbursement of expenses on an interim basis for the period of July 1, 2013 through October 31, 2013 (the “Application Period”); and all of the requirements of sections 327, 238, 330, 331, and 503(b) of title 11 of the United States Code, as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas having been satisfied; and it further appearing that the expenses incurred were reasonable and necessary; and that the notices of the Fee Applications were appropriate; and after due deliberation and sufficient good cause appearing therefore,

**IT IS HEREBY ORDERED THAT:**

1. The Fee Applications are hereby GRANTED to the extent set forth herein.
2. The fees and expenses incurred by the Applicants during the Application Period are reasonable and necessary and are hereby approved.
3. Payment of \$311,862.00 in fees, which includes all fee holdbacks totaling \$62,372.40 during the Application Period (100% of the requested amount), and \$8,650.82 in expenses to AK for AK’s legal services rendered to the Debtors during the Application Period, is hereby allowed.
4. Payment of \$191,126.50 in fees, which includes all fee holdbacks totaling

\$38,225.30 during the Application Period (100% of the requested amount), and \$49.72 in expenses to Latham for Latham's legal services rendered to the Debtors during the Application Period, is hereby allowed.

5. Payment of \$105,198.30 in fees, which includes all fee holdbacks totaling \$21,039.66 during the Application Period (100% of the requested amount), and \$1,084.05 in expenses to Otterbourg for Otterbourg's legal services rendered to the Committee during the Application Period, is hereby allowed.

6. Payment of \$27,400 in fees, which includes all fee holdbacks totaling \$5,480.00 during the Application Period (100% of the requested amount), and \$13.69 in expenses to Goldin for Goldin's financial advisory services rendered to the Committee during the Application Period, is hereby allowed.

7. The Debtors shall pay the amounts set forth above to each respective Applicant within five (5) calendar days from the date of this Order.

### END OF ORDER ###

**ORDER SUBMITTED BY:**

**ANDREWS KURTH LLP**

By: /s/ Jeremy B. Reckmeyer \_\_\_\_\_  
Paul N. Silverstein (admitted *pro hac vice*)  
Jonathan I. Levine (admitted *pro hac vice*)  
Jeremy B. Reckmeyer (admitted *pro hac vice*)  
Michelle V. Larson  
Texas State Bar No. 00796928  
1717 Main Street, Suite 3700  
Dallas, Texas 75201  
Telephone: (214) 659-4400  
Facsimile: (214) 659-4401

*Counsel for the Debtors*

United States Bankruptcy Court  
Northern District of Texas

In re:  
FiberTower Network Services Corp., et al  
Debtor

Case No. 12-44027-dml  
Chapter 11

**CERTIFICATE OF NOTICE**

District/off: 0539-4

User: dhuffman  
Form ID: pdf012

Page 1 of 3  
Total Noticed: 1

Date Rcvd: Feb 19, 2014

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Feb 21, 2014.

aty +Jeremy B. Reckmeyer, Andrews Kurth LLP, 450 Lexington Ave., 15th Floor,  
New York, NY 10017-3939

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.  
NONE. TOTAL: 0

\*\*\*\*\* BYPASSED RECIPIENTS \*\*\*\*\*

NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

**I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.**

**Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Feb 21, 2014

Signature: /s/Joseph Speetjens

**CM/ECF NOTICE OF ELECTRONIC FILING**

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on February 19, 2014 at the address(es) listed below:

- Andrea Sheehan on behalf of Creditor Lewisville Independent School District  
sheehan@txschoollaw.com, coston@txschoollaw.com
- Andrea Sheehan on behalf of Creditor Carrollton-Farmers Branch ISD sheehan@txschoollaw.com,  
coston@txschoollaw.com
- Angela Drummond Dodd on behalf of Interested Party Angela Dodd U.S. Securities & Exchange  
Commission dodda@sec.gov, polishj@sec.gov, leimant@sec.gov
- Belkys Escobar on behalf of Creditor Assistant County Attorney County of Loudoun, c/o Belkys  
Escobar belkys.escobar@loudoun.gov, Courtney.Sydmor@loudoun.gov
- Christine E. Devine on behalf of Creditor 191 Spring Street Trust cedevine@modl.com,  
bankrupt@modl.com
- City of Denton KFORSON@DENTONLAWYER.COM
- City of Lake Dallas KFORSON@DENTONLAWYER.COM
- Courtney Franchelle Harris on behalf of Creditor Aldine Independent School District  
bnkatty@aldine.k12.tx.us
- Courtney Lynn Gilbert on behalf of Creditor T-Mobile USA, Inc. courtney.gilbert@alston.com,  
danne.kelly@alston.com
- David Ellerbe on behalf of Creditor US Signal, L.L.C. dellerbe@neliganlaw.com,  
kgradick@neliganlaw.com
- David B. McCall on behalf of Creditor Collin County Tax Assessor-Collector  
bankruptcy@ntexas-attorneys.com
- Diane W. Sanders on behalf of Creditor Round Rock ISD austin.bankruptcy@publicans.com
- Diane W. Sanders on behalf of Creditor Hays CISD austin.bankruptcy@publicans.com
- Diane W. Sanders on behalf of Creditor San Marcos CISD austin.bankruptcy@publicans.com
- Diane W. Sanders on behalf of Creditor McLennan County austin.bankruptcy@publicans.com
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- Elizabeth Banda Calvo on behalf of Creditor Richardson ISD, Highland Park ISD, Valwood  
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- Elizabeth Basden on behalf of Creditor American Communications, LLC eli@basdenivie.com,  
katie@basdenivie.com, john@basdenivie.com, andrew@basdenivie.com
- Emily S. Chou on behalf of Creditor The Official Committee of Unsecured Creditors  
echou@coleschotz.com
- Emily S. Chou on behalf of Creditor Committee The Official Committee of Unsecured Creditors  
echou@coleschotz.com
- Eric A. Schaffer on behalf of Creditor Wells Fargo Bank, National Association, as indenture  
trustee and collateral agent, slucas@reedsmith.com; gtaddonio@reedsmith.com
- Gregory A. Lowry on behalf of Creditor SpectraSite Communications, LLC glowry@lockelord.com
- Gregory A. Lowry on behalf of Creditor American Towers LLC glowry@lockelord.com
- Gregory Michael Wilkes on behalf of Creditor AT&T Services, Inc. and its Affiliates  
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- J. Michael Sutherland on behalf of Creditor Crown Castle, Inc. msutherland@ccsb.com,  
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- James Paul Muenker on behalf of Creditor US Signal, L.L.C. jmuenker@neliganlaw.com,  
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Date Rcvd: Feb 19, 2014

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Jason Napoleon Thelen on behalf of Debtor FiberTower Network Services Corp., et al  
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Jason Napoleon Thelen on behalf of Consolidated debtor FiberTower Corporation  
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Jason Napoleon Thelen on behalf of Consolidated debtor FiberTower Spectrum Holdings LLC  
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susanholley@andrewskurth.com;jeremyreckmeyer@andrewskurth.com;paulsilverstein@andrewskurth.com  
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John P. Dillman on behalf of Creditor Harris County et al houston\_bankruptcy@publicans.com  
John P. Dillman on behalf of Creditor Hays CISD houston\_bankruptcy@publicans.com  
John P. Dillman on behalf of Creditor Galveston County houston\_bankruptcy@publicans.com  
John P. Dillman on behalf of Creditor McLennan County houston\_bankruptcy@publicans.com  
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John P. Dillman on behalf of Creditor Bexar County houston\_bankruptcy@publicans.com  
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John P. Dillman on behalf of Creditor Clear Brook City MUD houston\_bankruptcy@publicans.com  
John P. Dillman on behalf of Creditor Katy ISD houston\_bankruptcy@publicans.com  
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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

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Mark A. Burroughs on behalf of Creditor City of Lewisville kforson@dentonlawyer.com

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Michael Evan Meyers on behalf of Creditor Meyers, Rodbell & Rosenbaum, P.A. bdept@mrrlaw.net

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Michelle V. Larson on behalf of Consolidated debtor FiberTower Licensing Corp.  
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Stephen Charles Stapleton on behalf of Creditor MetroPCS Texas, LLC  
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Stephen M. Pezanosky on behalf of Creditor Wells Fargo Bank, National Association, as  
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United States Trustee ustpregion06.da.ecf@usdoj.gov, albert.loftus@usdoj.gov

Victoria D. Garry on behalf of Creditor Ohio Bureau of Workers Compensation  
victoria.garry@ohioattorneygeneral.gov

TOTAL: 108