

John P. Janka (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., *et al.*,<sup>1</sup> §  
§ Jointly Administered  
Debtors. §

**SUMMARY OF THE FOURTH INTERIM AND FINAL APPLICATION OF  
LATHAM & WATKINS LLP AS SPECIAL FCC REGULATORY COUNSEL TO THE  
DEBTORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE INTERIM PERIOD NOVEMBER 1, 2013 THROUGH MARCH 31, 2014  
AND THE FINAL PERIOD FROM JANUARY 2, 2013 THROUGH MARCH 31, 2014**

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

**INTERIM PERIOD**

Period for which Interim Compensation and Reimbursement is Sought: November 1, 2013 through March 31, 2014 (the "**Interim Period**")  
Prior Interim Fee Applications: Three

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<sup>1</sup> The Debtors are FiberTower Network Services Corp., FiberTower Corporation, FiberTower Licensing Corp., and FiberTower Spectrum Holdings LLC.

Prior Interim Fees Awarded:	\$885,098.50
Prior Interim Expenses Awarded:	\$1,060.10
Dates of Orders Awarding Prior Interim Fees and Expenses:	June 11, 2013, October 10, 2013, and February 19, 2014
Total Fees Requested for Approval for the Interim Period:	\$306,117.50 <sup>2</sup>
Total Expenses Requested for Approval for Interim Period:	\$108.37 <sup>3</sup>
Total Monthly Fees Allowed during the Interim Period (80% of Fees):	\$244,894.00
Total Monthly Expenses for the Interim Period Allowed during the Interim Period:	\$108.37
Total Monthly Fees Payable for the Interim Period Upon Expiration of Applicable Objection Period:	\$81,650.00
Total Monthly Expenses Payable for the Interim Period Upon Expiration of Applicable Objection Period:	None
Total Amount of Fee Holdbacks Requested to be Paid:	\$61,457.50

**FINAL PERIOD**

Period for which Final Compensation and Reimbursement is Sought:	January 2, 2013 through March 31, 2014 (the " <b><u>Final Period</u></b> ")
Amount of Final Compensation sought as actual, reasonable and necessary:	\$1,192,386.00
Amount of Final Expense Reimbursement sought as actual, reasonable and necessary:	\$1,168.47

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<sup>2</sup> This amount includes fees that have been, or may be, paid in part (subject to required holdbacks) pursuant to the Compensation Order.

<sup>3</sup> This amount includes expenses that have been, or may be, reimbursed pursuant to the Compensation Order.

**L&W TIMEKEEPER SUMMARY FOR THE INTERIM PERIOD**

<b><u>Professional Name</u></b>	<b><u>Title</u></b>	<b><u>Law School Graduation Year</u></b>	<b><u>Hours</u></b>	<b><u>Rate<sup>4</sup></u></b>	<b><u>Value</u></b>
John P. Janka	Partner	1989	26.9	\$965.00	\$25,958.50
			36.9	975.00	\$35,977.50
James H. Barker	Partner	1990	24.9	965.00	\$24,028.50
			36.3	975.00	\$35,392.50
Jarrett S. Taubman	Counsel	2005	46.5	820.00	\$38,130.00
			7.3	850.00	\$6,205.00
Matthew T. Murchison	Sr. Associate	2008	68.2	700.00	\$47,740.00
			105.1	755.00	\$79,350.50
Karen R. Sprung	Prof. Staff	N/A	39.9	260.00	\$10,374.00
			15.3	270.00	\$4,131.00
<b>Total</b>			<b>407.3</b>		<b>\$307,287.50</b>

**SUMMARY OF EXPENSES INCURRED DURING THE INTERIM PERIOD**

<b><u>Expense Category</u></b>	<b><u>Service Provider (if applicable)</u></b>	<b><u>Purpose of Expense (if applicable)</u></b>	<b><u>Total Expenses</u></b>
Binding	NA	See Exhibit B	6.00
Meal Services	NA	See Exhibit B	60.55
Photocopying	NA	See Exhibit B	\$41.82
<b>Total</b>			<b>\$108.37</b>

<sup>4</sup> L&W increased its billing rates effective January 1, 2014. Notice was provided to the Debtors and the Office for the U.S. Trustee, as provided in the Retention Application.

**L&W TIMEKEEPER SUMMARY FOR THE FINAL PERIOD**

<b><u>Professional Name</u></b>	<b><u>Title</u></b>	<b><u>Law School Graduation Year</u></b>	<b><u>Hours</u></b>	<b><u>Rate<sup>5</sup></u></b>	<b><u>Value</u></b>
John P. Janka	Partner	1989	307.1	\$965.00	\$296,351.50
			36.9	975.00	\$35,977.50
James H. Barker	Partner	1990	258.3	965.00	\$249,259.50
			36.3	975.00	\$35,392.50
David Burns	Counsel	2004	1.80	880.00	\$1,584.00
Jarrett S. Taubman	Counsel	2005	131.9	820.00	\$108,158.00
			7.3	850.00	\$6,205.00
Alexander Maltas	Sr. Associate	2004	38.7	795.00	\$30,766.50
Matthew T. Murchison	Sr. Associate	2008	442.4	700.00	\$309,680.00
			105.1	755.00	\$79,350.50
Karen R. Sprung	Prof. Staff	N/A	128.9	260.00	\$33,514.00
			15.3	270.00	\$4,131.00
Mahrah M. Taufique	Project Assistant	N/A	4.8	245.00	\$1,176.00
Alexandra Liopiros	Project Assistant	N/A	4.2	200.00	\$840.00
<b>Total</b>			<b>1519.00</b>		<b>\$1,192,386.00</b>

**SUMMARY OF EXPENSES INCURRED DURING THE FINAL PERIOD<sup>6</sup>**

<b><u>Expense Category</u></b>	<b><u>Service Provider (if applicable)</u></b>	<b><u>Total Expenses</u></b>
Binding	NA	\$36.00
Docket Research	Pacer	\$13.00
Ground Transportation	NA	\$66.00
Meal Services	NA	\$60.55
Photocopying	NA	\$926.16
Postage	U.S. Postal Service	\$22.20
Telephone	AT&T	\$44.56
<b>Total</b>		<b>\$1,168.47</b>

<sup>5</sup> L&W increased its billing rates effective January 1, 2014. Notice was provided to the Debtors and the Office for the U.S. Trustee, as provided in the Retention Application.

<sup>6</sup> Information on the purpose of expenses incurred during the Final Period is included in the invoices attached as exhibits to L&W's Prior Interim Fee Applications.

**SUMMARY OF INTERIM FEE APPLICATIONS**

<b><u>Interim Fee Period, Docket No. &amp; Date Filed</u></b>	<b><u>Total Fees Requested</u></b>	<b><u>Total Expenses Requested</u></b>	<b><u>Amount of Holdback Fees Sought (20%)</u></b>	<b><u>Order Docket No. &amp; Date Entered</u></b>	<b><u>Total Fees Awarded</u></b>	<b><u>Total Expenses Awarded</u></b>
1/02/13 – 2/28/13 [Dkt. No. 686; 4/01/13]	\$232,453.00	\$954.98	\$46,490.60	Dkt. No. 826; 6/11/13	\$232,453.00	\$954.98
3/01/13 – 6/30/13 [Dkt. No. 869; 7/31/13]	\$461,519.00	\$55.40	\$92,303.80	Dkt. No. 959; 10/10/13	\$461,519.00	\$55.40
7/01/13 – 10/30/13 [Dkt. No. 1006; 12/03/13]	\$191,126.50	\$49.72	\$38,225.30	Dkt. No. 1072; 2/19/14	\$191,126.50	\$49.72
11/01/13 – 3/31/14	\$307,287.50	\$108.37	\$61,457.50	--	--	--
<b>TOTAL</b>	<b>\$1,192,386.00</b>	<b>\$1,683.47</b>	<b>\$238,477.20</b>	--	<b>\$885,098.50</b>	<b>\$1,060.10</b>

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**IN THE UNITED STATES BANKRUPTCY COURT  
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In re: § Chapter 11  
§  
FIBERTOWER NETWORK SERVICES § Case No. 12-44027-DML-11  
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§ Jointly Administered  
Debtors. §

**FOURTH INTERIM AND FINAL APPLICATION OF LATHAM & WATKINS LLP  
AS SPECIAL FCC REGULATORY COUNSEL TO THE DEBTORS  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE INTERIM PERIOD NOVEMBER 1, 2013 THROUGH MARCH 31, 2014  
AND THE FINAL PERIOD FROM JANUARY 2, 2013 THROUGH MARCH 31, 2014**

Latham & Watkins LLP ("**L&W**"), as Special FCC Regulatory Counsel for the debtors and debtors in possession in the above-captioned case (the "**Debtors**"), in support of its Fourth Interim and Final Fee Application (the "**Application**"), pursuant to sections 330(a) and 331 of title 11 of the United States Code (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 "**UST Guidelines**"), the Guidelines for Compensation and Expense Reimbursement of Professionals promulgated by the

<sup>1</sup> The Debtors are FiberTower Network Services Corp., FiberTower Corporation, FiberTower Licensing Corp., and FiberTower Spectrum Holdings LLC.

U.S. Bankruptcy Court for the Northern District of Texas (the “**Local Guidelines**,” and together with the UST Guidelines, the “**Guidelines**”), and this 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*, dated August 8, 2012 [Docket No. 213] (the “**Compensation Order**”), hereby requests (i) allowance of \$307,395.87 (the “**Total Interim Requested Amount**”) for the Interim Period, representing fees in the amount of \$307,287.50, and expenses in the amount of \$108.37 and (2) final approval of \$1,193,554.47 (the “**Total Final Requested Amount**”) for the Final Period, representing fees in the amount of \$1,192,386.00, and expenses in the amount of \$1,168.47. The foregoing amounts include fees and expenses that have been, or may be, paid in accordance with the Compensation Order (subject to applicable holdbacks), the Interim Orders (as defined below).

The facts and circumstances supporting this Application are set forth in the *Declaration of James R. Barrett in Support of the Fourth Interim and Final Fee Application of Latham & Watkins LLP as Special FCC Regulatory Counsel to the Debtors for Compensation and Reimbursement of Expenses for the Interim Period November 1, 2013 through March 31, 2014 and the Final Period from January 2, 2013 to March 31, 2014* (the “**Barrett Declaration**”), filed contemporaneously herewith. In further support of this Application, L&W respectfully represents as follows:

**JURISDICTION AND VENUE**

1. This Court has jurisdiction to consider and determine this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The bases for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Bankruptcy Rule 2016-1.

## **BACKGROUND**

3. On July 17, 2012 (the "**Petition Date**"), the Debtors filed with this Court petitions for relief under chapter 11 of the Bankruptcy Code. An official committee of unsecured creditors (the "**Committee**") was appointed on July 26, 2012, by the U.S. Trustee for the Northern District of Texas.

4. On August 20, 2012, this Court entered the Compensation Order.

5. 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.

6. 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.

7. On April 1, 2013, L&W filed its *First Interim Application of Latham & Watkins LLP as Special FCC Regulatory Counsel to the Debtors for Compensation and Reimbursement of Expenses for the Period January 1, 2013 Through February 28, 2013* [Docket No. 686] (the "**First Interim Fee Application**"). On June 11, 2013, this Court entered its *Order Granting the First Interim Application of Latham & Watkins LLP as Special FCC Regulatory Counsel to the Debtors for Compensation and Reimbursement of Expenses for the Period January 1, 2013 Through February 28, 2013* [Docket No. 826] (the "**First Interim Order**").

8. On July 31, 2013, L&W filed its *Second Interim Application of Latham & Watkins LLP as Special FCC Regulatory Counsel to the Debtors for Compensation and Reimbursement of Expenses for the Period March 1, 2013 Through June 30, 2013* [Docket No. 869] (the "**Second Interim Fee Application**"). On October 10, 2013, this Court entered its *Order Granting the Second Interim Application of Latham & Watkins LLP as Special FCC*



*Regulatory Counsel to the Debtors for Compensation and Reimbursement of Expenses for the Period March 1, 2013 Through June 30, 2013* [Docket No. 959] (the “**Second Interim Order**”).

9. On December 3, 2013, L&W filed its *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* [Docket No. 1006] (the “**Third Interim Fee Application**”). On February 19, 2014, this Court entered its *Amended Omnibus Order Approving Interim Fee Applications* [Docket No. 1072] (the “**Third Interim Order**”). The First Interim Fee Application, Second Interim Fee Application, and Third Interim Fee Application are referred to herein collectively as the “**Prior Interim Fee Applications**.” The First Interim Order, Second Interim Order, and Third Interim Order are referred to herein collectively as the “**Interim Orders**.”

10. On January 27, 2014, this Court entered the *Findings of Facts, Conclusions of Law and Order Confirming Debtors’ Fourth Amended Joint Chapter 11 Plan* [Docket No. 1067] (the “**Confirmation Order**”) confirming the Debtors’ Fourth Amended Joint Chapter 11 Plan [Docket No. 1057] (as amended, the “**Plan**”). The Plan became effective on March 31, 2014 (the “**Effective Date**”). Pursuant to the Confirmation Order, professional fee claims must be filed on or before forty-five (45) days following the Effective Date; this Application is intended to satisfy the requirements of filing claims for professional fees in accordance with the Plan and Confirmation Order.

#### **DISCLOSURES REQUIRED BY SECTION I OF THE LOCAL GUIDELINES**

11. The Debtors, their businesses, and the events giving rise to their chapter 11 cases are described in detail in the *Declaration of Kurt Van Wagenen in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 2], which is incorporated herein by reference.

12. On May 7, 2013, the Federal Communications Commission (“**FCC**”) released an order denying FiberTower’s December 7, 2012 Application for Review (the “**Application for Review**”) regarding its request for a waiver or extension of the build-out deadlines for certain of

its 24 GHz and 39 GHz licenses. In doing so, the FCC declined to consider evidence that FiberTower presented regarding new facts and circumstances that warranted review. On June 6, 2013, FiberTower timely filed a Petition for Reconsideration of the FCC's order (the "**Petition for Reconsideration**"), arguing that the FCC is obligated to consider such new facts and circumstances. On February 27, 2014, the FCC released an order denying FiberTower's Petition for Reconsideration. In addition, the Debtors held forty-nine (49) wide-area licenses in the 24 GHz and/or 39 GHz bands that were not subject to the Application for Review and Petition for Reconsideration described above. After this Court entered the Confirmation Order confirming the Plan on January 27, 2014, the Debtors sought and obtained FCC approval to assign forty-six (46) of those licenses to Reorganized FiberTower in connection with Debtors' emergence from bankruptcy pursuant to the Confirmation Order and the Plan. For the remaining three (3) licenses, the FCC is reviewing substantial service showings filed by FiberTower, and this Court has permitted the Debtors to retain ownership of these licenses subject to the Court's jurisdiction while the FCC's review is ongoing. The Debtors have filed a separate application at the FCC to assign these licenses to Reorganized FiberTower if and when the FCC finds that substantial service has been demonstrated. The Debtors also have sought and obtained certain post-confirmation amendments to the Plan in connection with these matters. (*See* Docket No. 1078.) L&W advised and assisted the Debtors with respect to these matters.

13. Further background on these chapter 11 cases is provided by the final fee application of Andrews Kurth LLP, the Debtors' lead bankruptcy counsel in their chapter 11 cases (the "**Andrews Kurth Fee Application**"), which is incorporated herein by reference.<sup>2</sup>

#### **MONTHLY FEE STATEMENTS FOR INTERIM PERIOD**

14. This is L&W's Fourth Interim Application for allowance of compensation and reimbursement of expenses. The Court entered orders approving L&W's First Interim

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<sup>2</sup> Pursuant to section I.B of the Local Guidelines, as special counsel to the Debtors, L&W is permitted to incorporate by reference the narrative history furnished in a contemporaneous application.

Application on June 11, 2013, its Second Interim Application on October 10, 2013, and its Third Interim Application on February 19, 2014.

15. 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 November 1, 2013 through November 30, 2013 (the "**November Monthly Fee Statement**"). In the November Monthly Fee Statement, L&W sought compensation for services rendered in the amount of \$58,140.50. No objections were received to the November Monthly Fee Statement and Debtors paid L&W 80% of fees in the amount of \$46,512.40. The November Monthly Fee Statement is attached hereto as **Exhibit A**.

16. Pursuant to the Compensation Order, L&W submitted to the Reviewing Parties its monthly fee statement for the period from December 1, 2013 through December 31, 2013 (the "**December Monthly Fee Statement**"). In the December Monthly Fee Statement, L&W sought compensation for services rendered in the amount of \$88,090.50. No objections were received to the December Monthly Fee Statement and Debtors paid L&W 80% of fees in the amount of \$70,472.40 and reimbursement of expenses incurred in the amount of \$108.37. The December Monthly Fee Statement is attached hereto as **Exhibit B**.

17. Pursuant to the Compensation Order, L&W submitted to the Reviewing Parties its monthly fee statement for the period from January 1, 2014 through January 31, 2014 (the "**January Monthly Fee Statement**"). In the January Monthly Fee Statement, L&W sought compensation for services rendered in the amount of \$29,410.50. No objections were received to the January Monthly Fee Statement and Debtors are now allowed to pay L&W 80% of fees in the amount of \$23,528.40. The January Monthly Fee Statement is attached hereto as **Exhibit C**.

18. Pursuant to the Compensation Order, L&W submitted to the Reviewing Parties its monthly fee statement for the period from February 1, 2014 through February 28, 2014 (the "**February Monthly Fee Statement**"). In the February Monthly Fee Statement, L&W sought compensation for services rendered in the amount of \$49,996.00. No objections were

received to the February Monthly Fee Statement and Debtors are now allowed to pay L&W 80% of fees in the amount of \$39,996.80. The February Monthly Fee Statement is attached hereto as **Exhibit D**.

19. Pursuant to the Compensation Order, L&W submitted to the Reviewing Parties its monthly fee statement for the period from March 1, 2014 through March 31, 2014 (the **March Monthly Fee Statement**). In the March Monthly Fee Statement, L&W sought compensation for services rendered in the amount of \$81,650.00. As of the date hereof, because the Review Period (as such term is defined in the Compensation Order) for the March Monthly Fee Statement has not yet expired, L&W has not received any payments related to the March Monthly Fee Statement. The March Monthly Fee Statement is attached hereto as **Exhibit E**.

#### **RELIEF REQUESTED**

20. L&W seeks the entry of an order, substantially in the form attached hereto as **Exhibit F**, (i) granting approval of the Total Interim Requested Amount, consisting of all fees and expenses in the aggregate amount of \$307,395.87 for the Interim Period, representing fees in the amount of \$307,287.50, and expenses in the amount of \$108.37; (ii) approving and directing the Debtors to pay to L&W the sum of \$61,457.50 in holdbacks, plus any other amounts requested for the Interim Period not previously paid pursuant to the Compensation Order; (iii) granting approval of the Total Final Requested Amount, consisting of all fees incurred in the Debtors' chapter 11 cases (the Final Period) of January 2, 2013 through and including March 31, 2014 in the amount of \$1,192,386.00, together with reimbursement for actual and necessary expenses incurred in the amount of \$1,168.47; and (iv) granting such other relief as this Court deems proper and just.

#### **CASE STATUS**

21. As noted above, the Confirmation Order was entered on January 27, 2014 and the Effective Date occurred on March 31, 2014. As permitted by section I.B of the Local

Guidelines, the description of the case status provided in the Andrews Kurth Fee Application is hereby incorporated by reference as if fully set forth herein.

**SUMMARY OF SERVICES PERFORMED DURING INTERIM AND  
FINAL PERIODS**

22. As Special FCC Regulatory Counsel to the Debtors, L&W has performed legal services related to the Representative Matters (as such term is defined in the Retention Application).

23. Invoices detailing the services performed by each timekeeper, kept in intervals of tenths of an hour, for the Interim Period are included as attachments to the November Monthly Fee Statement, the December Monthly Fee Statement, the January Monthly Fee Statement, the February Monthly Fee Statement, and the March Monthly Fee Statement. Invoices for prior interim periods are included as exhibits to L&W's Prior Interim Fee Applications.

24. The fees and expenses incurred by L&W for services rendered in this case are billed at rates and in accordance with practices set forth in the Retention Application.

25. L&W's fees for services rendered fall into the following billing categories:

<b>BILLING CATEGORY</b>	<b>DESCRIPTION</b>
Retention/Fee Applications	This billing category includes all matters related to the retention and compensation of L&W.
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 Retention Application).
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.

26. The total number of hours expended by L&W professionals and paraprofessionals in performing professional services for the Debtors during the Interim Period was 407.3 at an average billing rate of \$754.45.

**FOURTH INTERIM AND FINAL FEE APPLICATION  
OF LATHAM & WATKINS LLP**

27. The total number of hours expended by L&W professionals and paraprofessionals in performing professional services for the Debtors during the Final Period was 1519.0 at an average billing rate of \$784.98.

#### **SUMMARY OF EXPENSES DURING INTERIM AND FINAL PERIODS**

28. During the Interim Period, L&W incurred actual and necessary expenses related to these chapter 11 cases in the amount of \$108.37. The expenses incurred include binding, photocopying and meal charges. A summary table of the necessary costs and expenses incurred by L&W is included in the summary charts at the beginning of this Application, with more detailed descriptions included in **Exhibit B**.

29. During the Final Period, L&W incurred actual and necessary expenses related to these chapter 11 cases in the amount of \$1,168.47. The expenses incurred include binding, docket research, ground transportation, postage, photocopying and meal charges. A summary table of the necessary costs and expenses incurred by L&W in prior interim fee periods is included in the summary charts at the beginning of the Prior Interim Fee Applications, with more detailed descriptions included in the invoices attached as exhibits to L&W's Prior Interim Fee Applications.

#### **VALUATION OF SERVICES**

30. In accordance with sections 330 and 331 of the Bankruptcy Code, the amounts requested for compensation and expense reimbursement are fair and reasonable given (a) the complexity of the Representative Matters, (b) the time expended by the attorneys and paraprofessionals of L&W, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services. 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.

31. In light of the foregoing, L&W submits that the compensation sought herein is reasonable and in accordance with the standards of sections 330 and 331 of the Bankruptcy

Code, and that the expenses for which reimbursement is sought were actual and necessary. Moreover, L&W has reviewed the requirements of the Local Rules, the Guidelines, and the Compensation Order, and believes that this Application complies with all.

WHEREFORE, L&W respectfully requests that this Court enter an order (i) granting approval of the Total Interim Requested Amount, consisting of all fees and expenses in the aggregate amount of \$307,395.87 for the Interim Period, representing fees in the amount of \$307,287.50, and expenses in the amount of \$108.37; (ii) approving and directing the Debtors to pay to L&W the sum of \$61,457.50 in holdbacks, plus any other amounts requested for the Interim Period not previously paid pursuant to the Compensation Order; (iii) granting approval of the Total Final Requested Amount, consisting of all fees and expenses incurred in the Debtors' chapter 11 cases in the aggregate amount of \$1,193,554.47 for the Final Period, representing fees in the amount of \$1,192,386.00, and expenses in the amount of \$1,168.47; and (iv) granting such other relief as this Court deems proper and just.

**[SIGNATURE ON NEXT PAGE]**

Respectfully submitted this 15th day of May, 2014.

LATHAM & WATKINS LLP

By: /s/James R. Barrett

John P. Janka (admitted *pro hac vice*)

James H. Barker (admitted *pro hac vice*)

James R. Barrett (admitted *pro hac vice*)

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*Special FCC Regulatory Counsel to the Debtors*



**CERTIFICATION**

The undersigned certifies that (1) he has read the application; (2) to the best of his knowledge, information and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought is in conformity with these guidelines, except as specifically noted in the application; and (3) the compensation and expense reimbursement requested are billed at the rates, and in accordance with the practices, described in the Retention Application.

*/s/James R. Barrett* \_\_\_\_\_

James R. Barrett

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that, on the 15th day of May, 2014, she caused a true and correct copy of the foregoing document has been served upon all persons on the 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