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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.*,¹ §
§ Jointly Administered
Debtors. §

**DECLARATION OF JAMES R. BARRETT IN SUPPORT 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 PERIOD NOVEMBER 1, 2013 THROUGH MARCH 31, 2014
AND THE FINAL PERIOD FROM JANUARY 2, 2013 THROUGH MARCH 31, 2014**

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 *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*

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

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November 1, 2013 through March 31, 2014 and the Final Period from January 2, 2013 through March 31, 2014 (the “**Application**”),² which seeks (i) approval and compensation for professional services rendered and reimbursement of expenses incurred during the interim period from November 1, 2013 through and including March 31, 2014 (the “**Interim Period**”); and (ii) final approval of professional services rendered and expenses incurred from January 2, 2013 through and including March 31, 2014 (the “**Final 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 Fourth Interim and Final 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 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

² Capitalized terms used and not otherwise defined herein and the meanings given to them in the Application.

Fee Statement and Debtors paid L&W 80% of fees in the amount of \$46,512.40. The November Monthly Fee Statement is attached to the Application as **Exhibit A**.

5. 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 to the 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 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 to the 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 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%

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of fees in the amount of \$39,996.80. The February Monthly Fee Statement is attached to the Application as **Exhibit D**.

8. 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 to the Application as **Exhibit E**.

9. The Application requests entry of an order, substantially in the form attached thereto as **Exhibit F**, (i) granting approval 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 all fees and expenses 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.

10. 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.

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11. 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.

12. I hereby certify that I have read the 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, Rule 2016-1 of the Local Bankruptcy Rules for the Northern District of Texas, 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.

13. 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.

14. 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 Application as **Exhibits A through E**

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thereto. Invoices for prior interim periods are included as exhibits to L&W's Prior Interim Fee Applications.

15. All amounts received by L&W from for services rendered in connection with the matters covered by the 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.

16. I have read the Application and, to the best of my knowledge, information, and belief, formed after reasonable inquiry, the information presented therein is true and correct.

Conclusion

17. 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]

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Respectfully submitted this 2nd day of May, 2014.

LATHAM & WATKINS LLP

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

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