

Thomas Jones
WILLKIE FARR & GALLAGHER LLP
1875 K Street, NW
Washington, DC 20006-1238
Phone: (202) 303-1000
Fax: (202) 303-2000

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.	§	

**FINAL FEE SUMMARY OF WILLKIE FARR & GALLAGHER LLP
AS SPECIAL FCC REGULATORY COUNSEL TO THE DEBTORS FOR
COMPENSATION AND REIMBURSEMENTS OF EXPENSES FOR THE
PERIOD JULY 17, 2012 THROUGH MARCH 31, 2014**

1. Applicant: Willkie Farr & Gallagher LLP (“WF&G”)
2. Date of Entry of Order Authorizing Employment: October 2, 2012 *nunc pro tunc* to July 17, 2012
3. Total Amount of Compensation Billed for Period: \$182,149.00
4. Total Amount of Expenses Billed for Period: \$796.21
5. Total Fees and Expenses Billed for Period: \$182,945.21
6. Total Amount of Fees Paid from July 17, 2012 through March 31, 2014: \$182,149.00
7. Total Amount of Expenses Paid from July 17, 2012 through March 31, 2014: \$796.21
8. Remaining Unpaid Fees for Period: \$0.00
9. Amount of Voluntary Reductions \$0.00 in fees and \$0.00 in expenses

Professionals Who Performed Services During the Final Application Period:

NAME	DATE OF FIRST BAR ADMISSION	BILLABLE RATE	HOURS WORKED	VALUE OF SERVICES RENDERED
<u>PARTNER</u>				
Thomas Jones	1992	\$800/\$845	58.2	\$46,798.50
John C. Longmire	1996	\$750	0.3	\$225.00
<u>COUNSEL</u>				
Michael G. Jones	1992	\$700/\$745	97.8	\$70,862.50
<u>ASSOCIATES</u>				
Daniel Bumpus	2012	\$340	3.00	\$1,020.00
Mia Hayes	2006	\$535/\$590	27.0	\$14,473.50
Matthew Jones	2010	\$375/\$475	110.2	\$46,705.00
<u>PARALEGAL</u>				
Alison Ambeault	N/A	\$295	5.6	\$1,652.00
Snjenzana Sucin	N/A	\$295	1.4	\$413.00
TOTAL			303.5	\$182,149.50

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In re: § Chapter 11
§
FIBERTOWER NETWORK SERVICES § Case No. 12-44027-DML-11
CORP., *et al.*, §
§ Jointly Administered
Debtors. §

FINAL APPLICATION OF WILLKIE FARR & GALLAGHER LLP, SPECIAL FCC REGULATORY COUNSEL TO FIBERTOWER NETWORK SERVICES CORP., ET AL., FOR ALLOWANCE OF COMPENSATION, REIMBURSEMENT OF EXPENSES AND PAYMENT OF HOLDBACKS

Willkie Farr & Gallagher LLP (“WF&G” or the “Applicant”), as special FCC Regulatory counsel to FiberTower Network Services Corp., *et al.*, (collectively, the “Debtors”), hereby files this Final Application for Allowance of Compensation, Reimbursement of Expenses and Payment of Holdbacks (the “Final Application”). This Final Application requests final approval of fees in the amount of \$182,149.50, and expenses in the amount of \$796.21, for the period July 17, 2012 through March 31, 2014 (the “Final Application Period”). This Final Application also requests that this Court approve this Final Application on a final basis.

This Final Application contains the following sections:

Section I provides a brief history of the case and an introduction to the Final Application.

Section II summarizes the fees and expenses previously paid to WF&G in this case.

Section III contains a narrative description of specific services performed by WF&G during the Final Application Period, as well as a summary description of the expenses incurred by WF&G.

Section IV analyzes the factors this Court should consider when determining the compensation to be approved and paid to WF&G for services performed during this case.

Section V contains a summary of the Final Application.

I. **INTRODUCTION AND BACKGROUND**

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

2. This Final Application is made pursuant to section 330 of title 11, of the United States Code (the "Bankruptcy Code").

3. On July 17, 2012 (the "Petition Date"), each of the Debtors filed a voluntary chapter 11 petition with this Court. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. The Debtors' chapter 11 cases are being jointly administered.

4. An official committee of unsecured creditors (the "Committee") was appointed by the Office of the United States Trustee (the "US Trustee") on July 26, 2012. No trustee or examiner has been appointed.

5. On September 10, 2012, the Debtors filed its application to retain WF&G as special FCC regulatory counsel. By order dated October 2, 2012, the Court approved WF&G's retention as special FCC regulatory counsel to the Debtors effective as of the Petition Date.

6. On January 27, 2014, the Court approved the Debtors Fourth Amended Joint Chapter 11 Plan (the “Plan”) and on March 31, 2014, the Debtors’ Plan was substantially consummated and the Plan went effective and pursuant to the *Notice of (I) Occurrence of Effective Date of Debtors’ Fourth Amended Joint Chapter 11 Plan (II) Administrative Expense Claim Subsequent Bar Date (III) Deadline to File Fee Claims and (IV) Deadline to File Claims Based on Rejection of Executory Contracts or Unexpired Leases Rejected Pursuant to the Plan and the Confirmation Order* [Docket No. 1092], WF&G files its Final Application.

II.
REQUEST FOR FINAL APPROVAL AND PAYMENT OF ALL FEES AND EXPENSES FOR THE FINAL APPLICATION PERIOD

7. In accordance with the *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] (the “Fee Procedures Order”), WF&G has submitted detailed monthly statements of its fees and expenses (collectively, the “Monthly Fee Statements”) through May 31, 2013.

8. This is WF&G’s final application for allowance of compensation and reimbursement of expenses.

9. As detailed in the Monthly Fee Statements, WF&G hereby requests approval of the aggregate amount of \$182,945.21, representing \$182,149.50 in fees (for 303.5 hours of services rendered) and reimbursement of out-of-pocket expenses in the amount of \$796.21. Of such aggregate amounts requested, as of the date of the filing of this Final Application, WF&G has received payments in the amount of \$182,149.50 for fees and \$796.21 for expenses pursuant

to the Fee Procedures Order. The Monthly Fee Statements describe the specific legal services performed by Applicant for each billing matter, including:

- a. the date services were rendered;
- b. the professional rendering the services;
- c. the nature of the services rendered;
- d. the time required for the performance of such services; and
- e. the fee associated for the performance of each service rendered.

10. All services performed by the Applicant's professionals were recorded in time increments of one tenth (0.10) of an hour.

11. In representing the Debtors, the Applicant endeavored to avoid waste or duplication of effort, employ special expertise to do the best job possible, and, to the extent efficient and practical, assign tasks to the least senior lawyer.

III.
SERVICES RENDERED BY APPLICANT DURING
THE FINAL APPLICATION PERIOD

12. WF&G's services are focused on providing FCC regulatory advice to the Debtors. During the Final Application period, WF&G, among other things: (a) prepared and filed with the FCC various filings pertaining to the transfer of certain of the Debtors' FCC wireless licenses from the debtor in possession to Verizon and pertaining to the lease of FCC wireless licenses by Verizon; (b) provided advice regarding the FCC law implications of various proposed transactions involving the transfer of control of Debtors' licenses; (c) prepared and filed with the FCC various filings pertaining to the Debtors' attempt to retain certain of its wireless licenses, and pertaining to the sale of certain of the Debtors' FCC wireless licenses to third parties; and (d) prepared for and attended various meetings with the Government Accountability Office (the

“GAO”), the FCC, as well as with the Debtors. In addition, WF&G supported the Debtors and their counsel in providing necessary FCC information to assist in the day-to-day operations and chapter 11 filings.

13. WF&G expended 303.5 hours of time in connection with its representation of the Debtors during the Final Application Period

Expenses

14. The out-of-pocket expenses incurred by the Applicant during the Final Application Period detailed in the Monthly Fee Statements submitted total \$796.21. Expenses for court costs, copying costs, computerized legal research, long distance telephone charges and courier services are billed at actual cost. Outgoing facsimile transmissions are only billed at the cost of the long distance telephone call (if applicable). The Applicant does not charge for incoming facsimile transmissions. In-house copy charges are billed at \$0.10 per page. The Applicant’s long distance telephone calls are charged at the phone company’s rates. Expenses incurred during the Final Application Period total \$796.21 A summary of the total expenses billed during the Final Application Period is set forth below:

SUMMARY OF EXPENSE CATEGORY FOR ALL INVOICES

Telephone – Long Distance	\$175.11
Reproduction	\$165.20
Data Acquisition	\$455.90
Total:	\$796.21

**IV.
FACTORS TO BE CONSIDERED BY THE COURT**

15. Pursuant to applicable Fifth Circuit law, *see, e.g., In re Lawler*, 807 F.2d 1207 (5th Cir. 1987), *Cooper Liquor, Inc. v. Adolph Coors Co.*, 684 F.2d 1087 (5th Cir. 1982), *In re First Colonial Corp. of America*, 544 F.2d 1291 (5th Cir.), *cert. denied*, 97 S. Ct. 1696 (1977),

and *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974), Applicant requests the Court to consider the factors set forth below when determining the reasonableness of the Applicant's requested compensation for its services rendered during these cases.

A. Time and Labor Required

The Applicant's partner, counsel, associates and paralegals expended a total of 303.5 hours representing the Debtors during the Final Application Period, at an average hourly rate of \$600.16, including paraprofessional time (the average hourly rate for attorneys only is \$607.37). Applicant's records of time expended in the rendition of professional services for the Debtors, as well as for all of its other clients, consist of daily time entries by each individual attorney, paralegal and professional support staff members that are ultimately placed in computer records. Applicant believes that the detail of its Monthly Fee Statements as submitted on a monthly basis show that its request for compensation is reasonable. All of the services specified in the Monthly Fee Statements were necessary for the Debtors to perform their statutory duties and fulfill their fiduciary obligations.

All of Applicant's professionals who rendered services in these proceedings made a deliberate effort to avoid unnecessary duplication of work and time expended. In certain instances, however, conferences and/or collaboration was necessary among the Applicant's professionals.

Where more routine tasks were involved, Applicant used the talents of its paralegals and professional support staff to reduce the total fees in this case, without sacrifice to the quality of the services rendered.

B. The Skill Required to Perform the Legal Services Properly

A high level of skill and expertise was required in order for WF&G to properly perform services for the Debtors. WF&G had to call on professionals around the firm with expertise in matters such as FCC spectrum licenses, interactions with the FCC and all related FCC matters. The work performed by WF&G was consistent with the high degree of specialization and expertise that was required.

C. Preclusion From Other Employment

This element is not relevant here.

D. Customary Fees

WF&G is applying for compensation that reflect the rates customarily charged to WF&G's FCC clients. The hourly rates charged for WF&G's partner, counsel, associates and paralegal compare favorably with average costs for similar legal services being provided by a national law firm, and are within the range of those customarily charged by other law firms of requisite skill and experience in the Northern District of Texas.

E. Fixed or Contingent Fees

The fees for WF&G's services are based on the time spent in these cases.

F. Time Limitations Imposed by Client or Other Circumstances

The only limitations imposed were those imposed by the Bankruptcy Code and the Court. That said, throughout this case, WF&G has been available, used, and on-call 24/7.

G. Results Achieved

WF&G's efforts assisted the Debtors in preparing and filing the necessary FCC filings for transferring the Debtors' FCC licenses to the debtor in possession and pertaining to the Debtors' attempt to retain certain of its wireless licenses; advising the Debtors regarding the FCC approvals required for possible transactions involving the transfer of control of the Debtors' licenses; advocating in the Debtors' positions regarding license renewals before the FCC and GAO; and representing Debtors in a transaction with Verizon for the sale and lease of certain of the Debtors' FCC wireless licenses and by advising the Debtors regarding the FCC approvals required for possible transactions involving the transfer of control of the Debtors' licenses.

H. Experience, Reputation and Ability

WF&G's experience, reputation and ability is of the highest level and degree, and of the type expected by the Debtors and the Court.

I. The Undesirability of the Case

Representation of the Debtors in these case has not been undesirable.

J. The Nature and Length of Professional Relationship with Client

WF&G was initially retained by the Debtors on June 2, 2005 and has assisted the Debtors with their FCC matters since that time.

K. Awards in Similar Cases

WF&G's fees are in conformity with fees allowed in similar proceedings for similar services rendered and results obtained.

**V.
SUMMARY**

16. The above highlights and the narrative entries on the Applicant's Monthly Fee Statements show the beneficial services rendered by the Applicant for the Debtors for which approval and payment of fees and expenses as requested herein is appropriate.

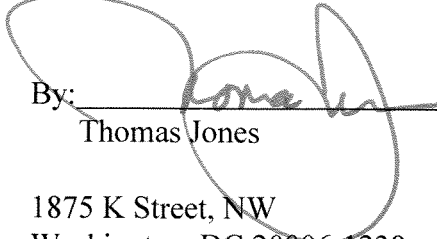
17. WF&G reserves the right to amend, modify or supplement this Final Application.

WHEREFORE, WF&G respectfully requests that the Court enter an order:

- a. Granting approval of all fees and expenses in the aggregate amount of \$182,945.21, representing \$182,149.50 in fees (for 303.5 hours of services rendered), and reimbursement of out-of-pocket expenses in the amount of \$796.21, for the entire Final Application Period; and
- b. Granting WF&G such other and further relief as may be just and proper.

Respectfully submitted this 12th day of May 2014

WILLKIE FARR & GALLAGHER LLP

By: 
Thomas Jones

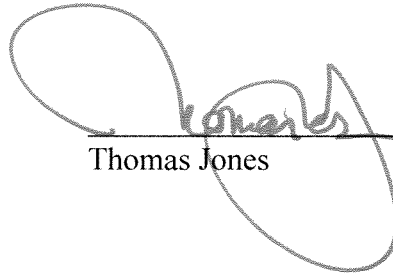
1875 K Street, NW
Washington, DC 20006-1238
Telephone: (202) 303-1000
Facsimile: (202) 303-2000
Email: tjones@willkie.com

**SPECIAL FCC REGULATORY COUNSEL TO
THE DEBTORS**

CERTIFICATION

The undersigned hereby certifies that (a) he has read the Final Application; (b) to the best of his knowledge, information and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought is in conformity with the Guidelines for Compensation and Expense Reimbursement of Professionals for the United States Bankruptcy Court, Northern District of Texas, effective January 1, 2001; (c) the compensation and expense reimbursement requested are billed at rates in accordance with practices no less favorable than those customarily employed by Willkie Farr & Gallagher LLP and generally accepted by Willkie Farr & Gallagher LLP's other FCC clients and (d) each service for which compensation is sought (i) is of a nature for which clients have paid in other cases in which Willkie Farr & Gallagher LLP has been involved and (ii) is typical and customary of services rendered to FCC clients.

The undersigned hereby certifies under penalty of perjury that the information contained in the Final Application and the foregoing statements are true and correct to the best of his knowledge.



Thomas Jones