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Counsel to the Reorganized Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re:

FIBERTOWER NETWORK SERVICES
CORP., *et al.*,

Reorganized Debtors.

§ Chapter 11

§

§ Case No. 12-44027-DML-11

§

§ Jointly Administered

§

**SUMMARY OF FIFTH INTERIM AND FINAL APPLICATION OF
ANDREWS KURTH LLP, COUNSEL TO THE REORGANIZED
DEBTORS, FOR ALLOWANCE OF COMPENSATION,
REIMBURSEMENT OF EXPENSES AND PAYMENT OF HOLDBACKS**

FIFTH INTERIM APPLICATION PERIOD

- | | | |
|-----|--|---|
| 1. | <u>Applicant:</u> | Andrews Kurth LLP (" <u>AK</u> ") |
| 2. | <u>Fifth Interim Application Period:</u> | November 1, 2013 through March 31, 2014 |
| 3. | <u>Date of Entry of Order Authorizing Employment:</u> | August 20, 2012 |
| 4. | <u>Date Services by Applicant Were Commenced:</u> | July 17, 2012 |
| 5. | <u>Prior Interim Fee Applications:</u> | Four |
| 9. | <u>Total Fifth Interim Application Period Fees Requested for Approval in this Final Fee Application:</u> | \$434,841.00 ¹ |
| 10. | <u>Total Fifth Interim Application Period Expenses Requested for Approval in this Final Fee Application:</u> | \$17,230.81 ² |
| 11. | <u>Total Fees Previously Paid in this Fifth Interim Application Period:</u> | \$266,908.80 ³ |
| 12. | <u>Total Expenses Previously Paid in this Fifth Interim Application Period:</u> | \$14,386.50 ⁴ |
| 13. | <u>Total Amount of Fee Holdbacks from the Fifth Interim Application Period Requested to be Paid:</u> | \$167,932.20 ⁵ |
| 14. | <u>Blended Rate for Fifth Interim Application Period:</u> | \$673.76 (\$637.78 including paraprofessionals) |

¹ As of the date of this Application, all billed amounts for March 2014 remain outstanding. On May 30, 2014, the Reorganized Debtors will be authorized to pay AK \$80,964.00, representing 80% of AK's monthly fees for March 2014, assuming no timely objections are received.

² As of the date of this Application, all billed amounts for March 2014 remain outstanding. On May 30, 2014, the Reorganized Debtors will be authorized to pay AK \$2,844.34, representing 100% of AK's monthly expenses for March 2014, assuming no timely objections are received.

³ Interim payments of 80% of monthly fees and 100% of monthly expenses were made pursuant to the 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* [Docket No. 213].

⁴ See FN 3.

⁵ On May 30, 2014, the Debtors will be authorized to pay AK \$83,808.34, representing 80% of the fees and 100% of the expenses reflected on AK's Monthly Fee Statement for March 2014, assuming no timely objections are received. At such time, the total amount of fee "holdbacks" for the Fifth Interim Application Period shall equal \$86,968.20.

TOTAL APPLICATION PERIOD

1. Applicant: AK
2. Total Application Period: July 17, 2012 through March 31, 2014
3. Date of Entry of Order Authorizing Employment: August 20, 2012
4. Date Services by Applicant Were Commenced: July 17, 2012
5. Prior Interim Fee Applications: Four
6. Prior Fees Awarded on Interim Basis: \$2,454,378.75
7. Prior Expenses Awarded on Interim Basis: \$59,679.56
8. Date of Orders Awarding Prior Fees and Expenses on Interim Basis: January 14, 2013; June 12, 2013; October 10, 2013; February 19, 2014
10. Total Fees Requested for Approval in this Final Fee Application: \$2,889,219.75
11. Total Expenses Requested for Approval in this Final Fee Application: \$76,910.37
12. Total Interim Fees Previously Paid: \$2,721,287.55⁶
13. Total Interim Expenses Previously Paid: \$74,066.03⁷
14. Total Amount of Fee Holdbacks Requested to be Paid: \$167,932.20⁸
15. Blended Rate for Final Application Period: \$684.86 (\$623.56 including paraprofessionals)

⁶ As of the date of this Application, all billed amounts for March 2014 remain outstanding. On May 30, 2014, the Reorganized Debtors will be authorized to pay \$80,964.00, representing 80% of AK's monthly fees for March 2014, assuming no timely objections are received. At such time, the "Total Interim Fees Previously Paid" shall equal \$2,802,251.55.

⁷ As of the date of this Application, all billed amounts for March 2014 remain outstanding. On May 30, 2014, the Reorganized Debtors will be authorized to pay AK \$2,844.34, representing 100% of AK's monthly expenses for March 2014, assuming no timely objections are received. At such time, the "Total Interim Expenses Previously Paid shall equal \$76,910.37.

⁸ On May 30, 2014, the Debtors will be authorized to pay AK \$83,808.34, representing 80% of the fees and 100% of the expenses reflected on AK's Monthly Fee Statement for March 2014, assuming no timely objections are received. At such time, the total amount of outstanding fee "holdbacks" for the Total Application Period shall equal \$86,968.20.

Professionals Who Performed Services During the Fifth Interim Application Period:

NAME	DATE OF FIRST BAR ADMISSION	BILLABLE RATE (YEAR)	HOURS WORKED	VALUE OF SERVICES RENDERED
<u>PARTNERS</u>				
Paul N. Silverstein	1982	\$1,090.00 (2013)	14.20	\$15,478.00
		\$1,155.00 (2014)	49.30	\$56,941.50
		\$577.50 (2014)	10.00 (travel)	\$5,775.00
William Mark Young	1988	\$905.00 (2014)	1.50	\$1,357.50
Jonathan I. Levine	1995	\$850.00 (2013)	41.90	\$35,615.00
		\$900.00 (2014)	120.00	\$108,000.00
		\$450.00 (2014)	13.00 (travel)	\$5,850.00
Michelle V. Larson	1996	\$600.00 (2013)	1.00	\$600.00
		\$635.00 (2014)	2.80	\$1,778.00
Roger J. Griesmeyer	2005	\$670.00	2.00	\$1,340.00
Jeremy B. Reckmeyer	2006	\$635.00 (2014)	146.40	\$92,964.00
TOTAL			402.10	\$325,699.00

NAME	DATE OF FIRST BAR ADMISSION	BILLABLE RATE (YEAR)	HOURS WORKED	VALUE OF SERVICES RENDERED
ASSOCIATES, COUNSEL AND SENIOR ATTORNEYS				
Jeremy B. Reckmeyer	2006	\$590.00 (2013)	62.50	\$36,875.00
Cassandra L. Porsch	2006	\$525.00 (2014)	1.00	\$525.00
M. Kaylan Dunn.	2011	\$375.00 (2014)	21.30	\$7,987.50
Brian M. Clarke	2012	\$290.00 (2013)	27.60	\$8,004.00
		\$370.00 (2014)	106.80	\$39,516.00
TOTAL			219.20	\$92,907.50

NAME	DATE OF FIRST BAR ADMISSION	BILLABLE RATE (YEAR)	HOURS WORKED	VALUE OF SERVICES RENDERED
<u>PARALEGALS AND OTHER PROFESSIONALS</u>				
John McCarver	N/A	\$335.00 (2014)	5.10	\$1,708.50
Carolyn Perkins	N/A	\$250.00 (2013)	10.80	\$2,700.00
		\$265.00 (2014)	44.50	\$11,792.50
TOTAL			60.40	\$16,201.00

Professionals Who Performed Services During the Total Application Period:

NAME	DATE OF FIRST BAR ADMISSION	BILLABLE RATE (YEAR)	HOURS WORKED	VALUE OF SERVICES RENDERED
<u>PARTNERS</u>				
Paul N. Silverstein	1982	\$1,090.00 (2012)	225.60	\$245,904.00
		\$545.00 (2012)	28.70 (travel)	\$15,641.50
		\$1,090.00 (2013)	141.50	\$154,235.00
		\$1,155.00 (2014)	49.30	\$56,941.50
		\$577.50 (2014)	10.00	\$5,775.50
Andrew Feiner	1982	\$1,030.00	35.90	\$36,977.00
Christopher R. Fenelon	1981	\$800.00 (2012)	1.10	\$880.00
		\$865.00 (2013)	0.70	\$605.00
J. Wiley George	1986	\$760.00 (2013)	0.30	\$228.00
William Mark Young	1988	\$790.00 (2012)	1.00	\$790.00
		\$855.00 (2013)	7.10	\$6,070.50
		\$905.00 (2014)	1.50	\$1,357.50
Marc D. Katz	1994	\$645.00 (2013)	1.20	\$774.00
Jason S. Brookner	1995	\$745.00 (2012)	525.80	\$391,721.00
		\$372.50 (2012)	22.30 (travel)	\$8,306.75
		\$745.00 (2013)	60.90	\$45,370.50
Jonathan I. Levine	1995	\$785.00 (2012)	647.30	\$508,130.50
		\$392.50 (2012)	38.80 (travel)	\$15,229.00
		\$850.00 (2013)	325.60	\$276,760.00

NAME	DATE OF FIRST BAR ADMISSION	BILLABLE RATE (YEAR)	HOURS WORKED	VALUE OF SERVICES RENDERED
		\$425.00 (2013)	17.40 (travel)	\$7,395.00
		\$900.00 (2014)	120.00	\$108,000.00
		\$450.00 (2014)	13.00 (travel)	\$5,850.00
Michelle V. Larson	1996	\$600.00 (2013)	4.10	\$2,460.00
		\$635.00 (2014)	2.80	\$1,778.00
Roger J. Griesmeyer	2005	\$670.00 (2014)	2.00	\$1,340.00
Jeremy B. Reckmeyer	2006	\$635.00 (2014)	146.40	\$92,964.00
TOTAL			2,430.30	\$1,991,484.25

NAME	DATE OF FIRST BAR ADMISSION	BILLABLE RATE (YEAR)	HOURS WORKED	VALUE OF SERVICES RENDERED
ASSOCIATES, COUNSEL AND SENIOR ATTORNEYS				
Jason N. Thelen	2002	\$515.00 (2013)	1.60	\$824.00
Aaron J. Epstein	2002	\$390.00 (2013)	3.40	\$1,326.00
Jeremy B. Reckmeyer	2006	\$535.00 (2012)	445.60	\$238,396.00
		\$267.50 (2012)	12.00 (travel)	\$3,210.00
		\$590.00 (2013)	516.50	\$304,735.00
		\$297.85 (2013)	6.50 (travel)	\$1,936.00
Cassandra Porsch	2005	\$510.00 (2013)	16.00	\$8,160.00
		\$525.00 (2014)	1.00	\$525.00
Matthew B. Grunert	2005	\$515.00 (2013)	8.20	\$4,223.00
Angelina M. Yearick	2006	\$500.00 (2012)	2.90	\$1,450.00
		\$525.00 (2013)	4.00	\$2,100.00
Taryn A. Singer	2008	\$475.00 (2012)	0.60	\$285.00
Jeremy A. Raphael	2011	\$315.00 (2012)	11.20	\$3,528.00
Cameron J. Asby	2011	\$265.00 (2012)	1.50	\$397.50
Nicole E. Kamprath	2011	\$265.00 (2012)	34.50	\$9,142.50
		\$290.00 (2013)	1.80	\$522.00
M. Kaylan Dunn	2011	\$375.00 (2014)	21.30	\$7,987.50
Brian M. Clarke	2012	\$265.00 (2012)	107.60	\$28,514.00
		\$290.00 (2013)	231.70	\$67,193.00

NAME	DATE OF FIRST BAR ADMISSION	BILLABLE RATE (YEAR)	HOURS WORKED	VALUE OF SERVICES RENDERED
		\$370.00 (2014)	106.80	\$39,516.00
TOTAL			1,534.70	\$723,970.50

NAME	DATE OF FIRST BAR ADMISSION	BILLABLE RATE (YEAR)	HOURS WORKED	VALUE OF SERVICES RENDERED
PARALEGALS AND OTHER PROFESSIONALS				
Nelly McLaughlin	N/A	\$310.00 (2012)	1.70	\$527.00
		\$325.00 (2013)	0.90	\$292.50
John McCarver	N/A	\$290.00 (2012)	1.30	\$377.00
		\$335.00 (2014)	5.10	\$1,708.50
Carolyn Perkins	N/A	\$250.00 (2013)	50.40	\$12,600.00
		\$265.00 (2014)	44.50	\$11,792.50
Susan Holley	N/A	\$250.00 (2012)	291.60	\$72,900.00
		\$270.00 (2013)	266.70	\$72,009.00
Zoraida Agosto	N/A	\$335.00 (2014)	0.10	\$33.50
Clark. D. Patterson	N/A	\$250.00 (2012)	6.10	\$1,525.00
TOTAL			668.40	\$173,765.00

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Counsel to the Reorganized 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
Reorganized Debtors.	§

**FIFTH INTERIM AND FINAL APPLICATION OF ANDREWS
KURTH LLP, COUNSEL TO THE REORGANIZED DEBTORS,
FOR ALLOWANCE OF COMPENSATION, REIMBURSEMENT
OF EXPENSES AND PAYMENT OF HOLDBACKS**

Andrews Kurth LLP ("AK" or the "Applicant"), counsel to the above-captioned debtors and debtors in possession (collectively, the "Debtors" or the "Reorganized Debtors"),⁹ hereby files this Final Application for Allowance of Compensation, Reimbursement of Expenses and Payment of Holdbacks (the "Final Application"). This Final Application requests (i) final approval of fees in the amount of \$434,841.00 and expenses in the amount of \$17,230.81 for the period of November 1, 2013 through March 31, 2014 (the "Fifth Interim Application Period") and (ii) final approval of fees in the amount of \$2,889,219.75 and expenses in the amount of \$76,910.37, for the period of July 17, 2012 (the "Petition Date") through March 31, 2014 (the "Total Application Period"). This Final

Application also requests that this Court authorize and direct payment of AK's outstanding fee holdbacks.

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 AK in this case.

Section III contains a narrative description of specific services performed by AK during the Fifth Interim Application Period and Total Application Period, as well as a summary description of the expenses incurred by AK.

Section IV analyzes the factors this Court should consider when determining the compensation to be approved and paid to AK 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).

2. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

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

THE CHAPTER 11 CASES

4. On the Petition Date, each of the Debtors filed with this Court a petition for relief under chapter 11 of the Bankruptcy Code.

⁹ The Reorganized Debtors are: (i) FiberTower Network Services Corp.; (ii) FiberTower Corporation; (iii) FiberTower Licensing Corp.; and (iv) FiberTower Spectrum Holdings LLC.

5. An official committee of unsecured creditors (the “Committee”) was appointed by the Office of the United States Trustee (the “U.S. Trustee”) on July 26, 2012. No trustee or examiner has been appointed.

6. The Debtors continued to manage and operate their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

7. When the Debtors commenced these chapter 11 cases, the Debtors were an alternative provider of facilities-based backhaul services, principally to wireless carriers, and a national provider of millimeter-band spectrum services. Backhaul is the transport of voice, video and data traffic from a wireless carrier’s mobile base station, or cell site, to its mobile *switching* center or other exchange point. The Debtors offered these backhaul services nationally by utilizing wireless spectrum assets and fiber relationships to construct and operate high-coverage, high-capacity hybrid microwave and fiber networks. The Debtors provided spectrum leasing services directly to other carriers and enterprise clients, and also offered their spectrum services through spectrum brokerage arrangements and through fixed wireless equipment partners.

8. A significant asset of the Debtors was their ownership of a national spectrum portfolio (the “Spectrum Portfolio”) of 24 GHz and 39 GHz wide-area spectrum licenses, including over 740 MHz in the top twenty (20) U.S. metropolitan areas and, in the aggregate, approximately 1.72 billion channel pops (calculated as the number of channels in a given area multiplied by the population, as measured in the 2010 census, covered by these channels). The Debtors believe that the Spectrum Portfolio represents one of the largest and most comprehensive collections of millimeter wave spectrum in the U.S., covering areas with a total population of over 300 million.

9. As of the Petition Date, the Debtors provided service to approximately 5,390 customer locations at approximately 3,188 deployed sites in thirteen (13) markets throughout the

U.S. The fixed wireless portion of these hybrid services was predominantly through common carrier spectrum in the 11, 18 and 23 GHz bands. The Debtors' biggest service markets were Dallas/Fort Worth and Washington, D.C./Baltimore, with additional markets in Atlanta, Boston, Chicago, Cleveland, Denver, Detroit, Houston, New York/New Jersey, Pittsburgh, San Antonio/Austin/Waco and Tampa.

10. Prior to the Petition Date, the Debtors began discussions with an ad hoc group of holders of the Debtors' 9.00% Senior Secured Notes due 2016 (the "2016 Notes") regarding a consensual restructuring. These discussions culminated with the parties entering into a Plan Support Agreement ("PSA") which, together with a proposed chapter 11 plan, was predicated on reorganizing around (i) the Debtors' legacy backhaul network and (ii) the Spectrum Portfolio.

11. After the filing of these cases, however, it became clear to the Debtors that the Federal Communications Commission (the "FCC") was planning to deny certain pending applications filed by the Debtors (collectively, the "Applications") seeking a determination that FCC "build out" requirements with respect to some of the Debtors' FCC licenses had been satisfied, or obtaining from the FCC a waiver or extension of time to complete the required build-out with respect to such FCC licenses.

12. In anticipation of negative action by the FCC with respect to the Applications and some, but not all, of the Debtors' FCC licenses, the Debtors filed Adversary Proceeding No. 12-4104, captioned *FiberTower Network Services Corp., et al. v. Federal Communications Commission* on August 23, 2012 (the "FCC Action"). In the FCC Action, the Debtors sought either (i) a declaration that the automatic stay applied to the FCC's cancellation of the Debtors' licenses covered by the Applications or, in the alternative, (ii) an injunction enjoining cancellation of such FCC

licenses pending the entry of a final non-appealable order on the FCC's actions through the administrative and judicial review processes.

13. After a hearing on September 12, 2012, the Court entered a preliminary injunction on September 27, 2012, and issued its Memorandum Opinion in respect thereof (collectively, the "Memorandum Opinion") on October 11, 2012. In the Memorandum Opinion, the Court enjoined the FCC from "[g]ranting, transferring, assigning or selling the [Debtors'] FCC Licenses to any entity other than Debtors or Debtors' assignee or designee" and "[t]aking any action with respect to the [Debtors'] FCC Licenses that would impair or otherwise adversely alter [the] Debtors' rights before the Commission on or on appeal of any decision of the Commission to contest (a) cancellation or termination of the FCC Licenses; or (b) a determination that the FCC Licenses were terminated or cancelled prior to entry of this Order."

14. On November 7, 2012, the FCC's Wireless Telecommunications Bureau issued its Memorandum Opinion and Order (the "FCC Opinion") stating that the Debtors had not met the substantial service construction requirements, denying the Debtors' requests for an extension or waiver of such requirements, and declaring that most of the Debtors' licenses terminated as of June 1, 2012. In accordance with the Court's injunction, however, the FCC recognized that it was precluded from re-assigning the licenses while the injunction is in effect. On December 7, 2012, the Debtors timely appealed the FCC Opinion and have continued to advocate and appeal for reinstatement of the terminated licenses.

15. Notwithstanding the Debtors' continuing appeal of the FCC Opinion, as a consequence of the FCC's denial of the Applications and termination of the vast majority of the Debtors' FCC licenses, the direction of the Debtors' chapter 11 cases changed from the terms of the reorganization originally contemplated by the Debtors upon the filing of these cases. In connection

therewith, on November 20, 2012, the Debtors and certain Participating Carriers¹⁰ entered into a binding term sheet (the “Carrier Term Sheet”), laying out the economic terms for an orderly migration of services off the Debtors’ backhaul network, and a wind-down of the Debtors’ wireless backhaul business. On November 28, 2012, the Court entered an Order approving the Carrier Term Sheet [Docket No. 426].

16. Thereafter, the Debtors focused their attention in part towards additional opportunities to maximize creditor recoveries through, among other things, sales of certain of the Debtors’ assets and gradually winding down the Debtors’ wireless backhaul business. The Debtors were successful in consummating various asset sales (to Verizon Wireless, Verizon Business and others) which provided meaningful recoveries to the Debtors’ estates. On April 30, 2013, as contemplated in the Carrier Term Sheet, the Debtors’ network operations ceased.

17. Notwithstanding the cessation of the Debtors’ wireless backhaul business, AK and the Debtors continued to work diligently to formulate the terms of a chapter 11 plan that would maximize the Debtors’ value. In connection therewith, AK and the Debtors actively negotiated with the holders of the 2016 Notes in an effort to reach consensus on the terms of a proposed plan that would permit the Debtors to successfully emerge from chapter 11 as a going concern.

18. As a consequence of such negotiations and discussions, the Debtors filed a plan of reorganization in September 2013 (as subsequently amended and/or supplemented, the “Plan”). The Plan was predicated on a business plan focused around leasing (through point-to-point spectrum leases or area-wide spectrum leases) the forty-nine (49) active FCC licenses (in thirty-five (35)

¹⁰ The “Participating Carriers” are: (i) VZW; (ii) T-Mobile USA, Inc.; (iii) MetroPCS Wireless, Inc.; (iv) MetroPCS Texas, LLC; (v) Cricket Communications, Inc.; (vi) Sprint Spectrum, L.P.; (vii) Sprint Communications Company, L.P.; (viii) Nextel of California, Inc.; (ix) Nextel Communications of the Mid-Atlantic, Inc.; (x) Nextel of New York, Inc.; (xi) Nextel South Corp.; (xii) Nextel of Texas, Inc.; (xiii) Nextel West Corp.; (xiv) Nextel Partners, Inc.; (xv) AT&T Services, Inc.; and (xvi) Clear Wireless LLC

markets) that were renewed by the FCC. On January 27, 2014, the Court entered an Order confirming the Plan and, on March 31, 2014 (the “Effective Date”), the Reorganized Debtors successfully emerged from chapter 11.

RETENTION OF AK AND PRIOR FEE APPLICATIONS

19. On July 18, 2012, the Debtors filed their application to retain AK as counsel. By Order dated August 20, 2012, the Court approved AK’s retention as counsel to the Debtors effective as of the Petition Date.

20. On August 20, 2012, the Court entered its *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 “Interim Compensation Order”).

21. On January 14, 2013, the Court entered its *Order Granting First Interim Application of Andrews Kurth LLP, Counsel to the Debtors, for Allowance of Compensation, Reimbursement of Expenses and Payment of Holdbacks* [Docket No. 521] (the “First Interim Order”).

22. On June 12, 2013, the Court entered its *Order Granting Second Interim Application of Andrews Kurth LLP, Counsel to the Debtors, for Allowance of Compensation, Reimbursement of Expenses and Payment of Holdbacks* [Docket No. 829] (the “Second Interim Order”).

23. On October 10, 2013, the Court entered its *Order Granting Third Interim Application of Andrews Kurth LLP, Counsel to the Debtors, for Allowance of Compensation, Reimbursement of Expenses, and Payment of Holdbacks* [Docket No. 957] (the “Third Interim Order”).

24. On February 19, 2014, the Court entered its *Amended Omnibus Order Approving Interim Fee Applications* [Docket No. 1072] (the “Fourth Interim Order,” and, together with the First Interim Order, Second Interim Order and Third Interim Order, the “Interim Orders”). In the Fourth

Interim Order, the Court, among other things, approved AK's *Fourth Interim Application for Allowance of Compensation, Reimbursement of Expenses, and Payment of Holdbacks*.

II.
REQUEST FOR FINAL APPROVAL OF FEES AND EXPENSES FOR THE FIFTH INTERIM APPLICATION PERIOD AND THE TOTAL APPLICATION PERIOD

25. As previously disclosed to the Court, prior to the Petition Date, AK received an advance payment of \$400,000 for services to be rendered to, and expenses, including filing fees, to be incurred on behalf of, the Debtors from July 11, 2012 through the Petition Date, with the remainder to be held as a retainer for post-petition services and expense reimbursement as approved by this Court. The remaining amount of such \$400,000 payment that AK presently holds is \$261,294.10 (the "Retainer").

26. AK continues to represent the Reorganized Debtors following the Effective Date. AK will work with the Reorganized Debtors to determine the appropriate method of applying the Retainer (whether against the amounts requested to be paid in this Final Application or against amounts incurred following the Effective Date).

FIFTH INTERIM APPLICATION PERIOD

27. In accordance with the terms of the Interim Compensation Order, AK has submitted to the Reviewing Parties (as defined in the Interim Compensation Order) detailed monthly statements (collectively, the "Fifth Interim Monthly Fee Statements") of its fees and expenses incurred during the Fifth Interim Application Period. The Fifth Interim Monthly Fee Statements are attached hereto as Exhibit A.

28. As detailed in the Fifth Interim Monthly Fee Statements, AK hereby requests final approval and allowance of the aggregate amount of \$452,071.81, representing \$434,841.00 in fees (for 681.80 hours of services rendered) and reimbursement of out-of-pocket expenses in the amount

of \$17,230.81, relating to services performed and expenses incurred during the Fifth Interim Application Period. Of such aggregate amounts requested, \$281,295.30 in fees and expenses have previously been paid to AK pursuant to the Interim Compensation Order as of the date of this Final Application.¹¹

TOTAL APPLICATION PERIOD

29. In this Final Application, AK also requests final approval and allowance of the aggregate amount of \$2,966,130.12, representing \$2,886,219.75 in fees (for 4,633.40 hours of services rendered) and reimbursement of out-of-pocket expenses in the amount of \$76,910.37, relating to services performed and expenses incurred by AK in connection with AK's representation of the Debtors during the Total Application Period (i.e., from the Petition Date through the Effective Date). The Court approved AK's First Interim Application, Second Interim Application, Third Interim Application, and Fourth Interim Application (the "Prior Fee Applications") on January 14, 2013, June 12, 2013, October 10, 2013, and February 19, 2014, respectively.

30. The detailed monthly statements of fees and expenses incurred by AK during the Interim Application periods covered by the Prior Fee Applications (the "Prior Interim Monthly Fee Statements") and, together with the Fifth Interim Monthly Fee Statements, the "Monthly Fee Statements") are attached to the Prior Fee Applications. Such Prior Fee Applications and Prior Interim Monthly Fee Statements are incorporated into this Final Application by reference.

31. The Monthly Fee Statements describe the specific legal services performed by AK for each billing matter, including:

- a. the date services were rendered;
- b. the professional rendering the services;

¹¹ See FN3, FN5.

- 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.

32. All services performed by AK's professionals were recorded in time increments of one-tenth (0.10) of an hour.

33. In addition, a summary of the hours spent, the names of each AK professional and paraprofessional, the regular customary billing rates and the total value of time incurred by each AK professional and paraprofessional rendering services to the Debtors during the Total Application Period is set forth above. In representing the Debtors, AK endeavored to avoid waste or duplication of effort, and to work efficiently and economically.

III. SERVICES RENDERED BY APPLICANT DURING FIFTH INTERIM APPLICATION PERIOD AND TOTAL APPLICATION PERIOD

34. AK has organized its billing so that its services were allocated among nineteen (19) categories (each, a "Billing Category") reflecting major tasks. These categories are reflected below, with a brief explanation of the scope of each category and the work performed in connection therewith, and constitutes a summary of the detailed time records included in the Monthly Fee Statements. The summary is in all respects qualified by the specific time records.

BILLING CATEGORY	DESCRIPTION
General	This Billing Category includes matters of a general nature that are not otherwise easily assignable to a specific category.
Debtor Meetings	This Billing Category includes matters pertaining to meetings with the Debtors, management, etc.
Case Administration	This Billing Category includes, <i>inter alia</i> , all matters related to day-to-day administration of the Debtors' chapter 11 cases, such as general coordination and compliance activities, review of docket pleadings and

BILLING CATEGORY	DESCRIPTION
	<p>monthly operating reports, review and response to administrative motions (such as requests for payment of administrative expenses) correspondence, and matters related to Committee formation and U.S. Trustee inquiries.</p> <p>As counsel to the Debtors, AK engaged in routine matters throughout the Fifth Interim Application Period and the Total Application Period which are necessary with respect to the administration of these chapter 11 cases. Such routine matters include: (i) ensuring that the Debtors complied with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and the Local Rules; (ii) reviewing the docket for filings; (iii) communicating with the Debtors, the Committee, the ad hoc committee of holders of the Debtors' 9.00% Senior Secured Notes due 2016 (the "<u>Ad Hoc Group</u>") and their respective counsel; and (iv) miscellaneous day-to-day tasks.</p>
DIP Financing/Cash Collateral	<p>This Billing Category includes all work performed in connection with cash collateral, debtor in possession financing and related issues.</p> <p>During Total Application Period, AK engaged in various matters relating to use of the Debtors' cash collateral, including negotiating the terms of the Interim and Final Cash Collateral Orders with the Ad Hoc Group and the Committee and working with the Debtors in connection with preparation of the Debtors' cash collateral budgets.</p>
Asset Disposition	<p>This Billing Category includes matters related to proposed sales, leases and related asset-disposition transactions.</p> <p>During the Total Application Period, AK worked on various matters relating to disposition of the Debtors' assets, including the proposed sale of the Debtors' legacy-backhaul business in the Texas and Washington DC markets to ICB Networks and consummation of the sale of various of the Debtors' legacy assets to, among others, Verizon Wireless, Verizon Business (MCI), and 123NET, Inc.</p>
Business Operations	<p>This Billing Category includes matters related to the day-to-day operations of the Debtors' business.</p> <p>As counsel to the Debtors, during the Total Application Period, AK routinely worked with the Debtors on matters</p>

BILLING CATEGORY	DESCRIPTION
	relating to the Debtors' business operations.
Employee/Benefit Issues	This Billing Category includes all work performed in connection with the various employee-related issues, including, <i>inter alia</i> , to the extent applicable, severance and other benefits.
Plan and Disclosure Statement	<p>This Billing Category includes matters relating to the Plan and Disclosure Statement and related valuation issues.</p> <p>During the Fifth Interim Application Period and Total Application Period, AK (i) worked with the Debtors to prepare and file the Plan (as amended), the Disclosure Statements and Plan Supplement documents relating thereto, (ii) engaged in negotiations and discussions with the Ad Hoc Group and the Committee and other parties in interest on matters related to the Plan, and (iii) performed various services in connection with confirming the Plan (on a consensual basis) and enabling the Debtors to successfully reorganize and emerge from chapter 11 on the Effective Date.</p>
Executory Leases and Contracts	<p>This Billing Category includes, <i>inter alia</i>, issues relating to the assumption or rejection of contracts and leases and all work performed in connection therewith and related thereto, including legal analysis of contracts and leases.</p> <p>During the Total Application Period, AK worked on a variety of matters relating to executory contracts and leases, including (i) reviewing executory contracts and leases for rejection and assumption issues, (ii) drafting motions to reject various executory contracts and leases, and (iii) researching matters relating to the same.</p>
Claims	<p>This Billing Category includes all work performed in connection with, <i>inter alia</i>, specific claim inquiries, pleadings, analyses, and objections to and allowances of claims.</p> <p>AK devoted substantial time during the Fifth Interim Application Period and the Total Application Period on tasks associated with claims issues, including analyzing potential claims and objections thereto.</p>
Tax Issues	<p>This Billing Category includes all work performed in connection with tax-related matters.</p> <p>AK spent time during the Fifth Interim Application Period</p>

BILLING CATEGORY	DESCRIPTION
	and Total Application Period on multiple tasks associated with tax issues, including, but not limited to, issues raised by the transactions contemplated and effectuated by the Plan.
Professional Employment and Retention	<p>This Billing Category includes all matters pertaining to the retention and compensation of estate professionals.</p> <p>Time billed in this category primarily includes preparing and reviewing monthly fee statements. These tasks were necessary for the administration of these cases.</p>
Attendance at Hearings	<p>This Billing Category includes all matters related to preparation for and attendance at court hearings and related courtroom activity.</p> <p>Throughout the Fifth Interim Application Period and the Total Application Period, AK spent significant time preparing for and attending hearings and other courtroom activity (including, among others, the confirmation hearing relating to the Plan). AK attended numerous hearings in these cases, and prepared for and argued a number of motions, objections, and other pleadings while diligently representing the Debtors' interests.</p>
General Litigation	<p>This Billing Category includes matters related to the review and analysis of general litigation matters, including, <i>inter alia</i>, the <i>Motion of the Committee of Unsecured Creditors for Authority to Commence Certain Actions on Behalf of and for the Benefit of the Debtors' Estates</i> [Docket No. 875] (the "<u>Standing Motion</u>").</p> <p>During the Fifth Interim Application Period and the Total Application Period, AK objected to, and engaged in multiple negotiations and discussions with the Committee and the Ad Hoc Group concerning issues relating to, the Standing Motion.</p>
Travel Time	This Billing Category consists of non-working travel time, which is charged at one-half of the normal hourly rate in accordance with the Guidelines for Compensation and Expense Reimbursement of Professionals, Effective January 1, 2001.
Communications with Committee/Meetings	This Billing Category includes all matters pertaining to communications and correspondence with the Committee and its members.

BILLING CATEGORY	DESCRIPTION
	AK communicated with counsel to the Committee with respect to various matters throughout these cases. Among other things, during the Fifth Interim Application Period and Total Application Period, AK actively communicated with counsel to the Committee in connection with issues relating to the Plan and the Standing Motion.
Communications with Creditors	<p>This Billing Category includes all communications with creditors who are not members of the Committee.</p> <p>During the Fifth Interim Application Period and the Total Application Period, AK routinely communicated with creditors with respect to various matters in these cases, including matters relating to claims, lease rejection matters, case status, treatment under the Debtors' Plan and other issues.</p>
Automatic Stay Issues	This Billing Category includes all matters pertaining to the automatic stay, such as responding to collection letters, enforcing the automatic stay against potential violations, etc.
FCC Issues	<p>This Billing Category includes all matters pertaining to the Debtors' FCC spectrum licenses, interactions with the FCC, and all related FCC matters.</p> <p>Throughout the Fifth Interim Application Period and the Total Application Period, AK spent a significant amount of time devoted to matters relating to the FCC and the Debtors' FCC spectrum licenses, including, <i>inter alia</i>, issues relating to obtaining (i) an injunction prohibiting the FCC from transferring the Debtors' "terminated" FCC Spectrum Licenses and (ii) approval from the FCC of the transfer of the Debtors' remaining FCC spectrum licenses to the Reorganized Debtors (and thereby enabling the Plan to go effective).</p>

35. For each Billing Category, the hours and amount billed by AK is as follows:

BILLING CATEGORY	FIFTH INTERIM APPLICATION PERIOD		TOTAL APPLICATION PERIOD	
	HOURS	AMOUNT	HOURS	AMOUNT
General	1.8	\$1,438.00	119.80	\$82,786.50

	FIFTH INTERIM APPLICATION PERIOD		TOTAL APPLICATION PERIOD	
BILLING CATEGORY	HOURS	AMOUNT	HOURS	AMOUNT
Debtor Meetings	0.00	\$0.00	79.60	\$72,523.50
Case Administration	6.2	\$5,325.00	433.20	\$142,318.50
DIP Financing/Cash Collateral	2.7	\$2,349.00	176.40	\$130,586.50
Asset Disposition	0.00	\$0.00	766.20	\$482,214.50
Business Operations	1.6	\$1,511.50	347.50	\$247,907.00
Employee/Benefit Issues	0.00	\$0.00	112.40	\$66,759.50
Plan and Disclosure Statement	545.3	\$340,346.00	896.80	\$594,106.50
Executory Leases and Contracts	2.1	\$1,307.00	367.40	\$196,997.00
Claims	23.5	\$15,874.00	103.30	\$57,347.50
Tax Issues	0.00	\$0.00	16.90	\$16,981.00
Professional Employment and Retention	37.6	\$20,850.00	244.90	\$133,733.50
Attendance at Hearings	7.00	\$8,085.00	136.00	\$110,943.00
General Litigation	0.00	\$0.00	25.60	\$14,796.00
Travel Time	23.00	\$11,625.00	157.70	\$71,964.25
Communications with Committee/Meetings	0.70	\$422.00	69.10	\$41,884.00
Communications with Creditors	8.60	\$6,602.00	96.50	\$71,101.50
Automatic Stay Issues	0.00	\$0.00	0.00	\$0.00
FCC Issues	21.70	\$19,106.50	484.10	\$354,269.50
TOTALS	681.80	\$434,841.00	4,633.40	2,889,219.75

36. The out-of-pocket expenses incurred by the AK during the Fifth Interim Application Period and Total Application Period are detailed in the Monthly Fee Statements. Expenses for court costs, outside copy costs, computerized legal research, long distance telephone charges and courier services are billed at actual cost. Outgoing facsimile transmissions are billed at \$1.50 per page plus

the cost of the long distance telephone call (if applicable), which represents a good faith estimate of the actual cost, based on the cost of the fax machine and the supplies therefor. AK does not charge for incoming facsimile transmissions. The use of email and scanning has been significant in this case and has greatly reduced the cost of telecopies. In-house copy charges are billed at \$0.20 per page. AK's long distance telephone calls are charged at the phone company's rates. Expenses incurred during the Fifth Interim Application Period total \$17,230.81. Expenses incurred during the Total Application Period total \$76,910.37. A summary of the total expenses billed during the Fifth Interim Application Period and Total Application Period is set forth below:

SUMMARY OF EXPENSE CATEGORY FOR ALL INVOICES

	Fifth Interim Application Period	Total Application Period
American Express Travel Expense	\$0.00	\$25,613.93
Computer-Aided Research - Lexis	\$871.29	\$3,728.44
Computer-Aided Research - Pacer	\$70.40	\$2,951.20
Computer-Aided Research -Westlaw	\$0.00	\$9,509.05
Professional Services	\$1,707.00	\$3,874.00
Court Reporter	\$0.00	\$87.60
Delivery Expense- FedEx	\$0.00	\$787.64
Delivery Expense – Outside Vendor	\$0.00	\$2,765.69
Document Services	\$0.00	\$3,268.20
Document Services – Color Copies	\$0.00	\$279.00
Document Services - Scanning	\$0.60	\$545.40
Filing Fees	\$0.00	\$4,757.00
Hotel & Lodging Expense	\$0.00	\$3,200.02
Local Meal Expense	\$37.10	\$1,549.87
Local Transportation	\$145.77	\$6,877.35
Long Distance Telephone	\$12.18	\$454.93
Messenger Services	\$0.00	\$44.20
Miscellaneous	\$0.00	\$5.90

Non-Firm Photocopies	\$0.00	\$3,322.80
Postage	\$0.00	\$93.98
Telephone	\$0.00	\$1,442.95
Travel Expense	\$0.00	\$1,644.50
Secretarial Overtime	\$0.00	\$106.72
<u>Total:</u>	\$2,844.34	\$76,910.37

IV.

FACTORS TO BE CONSIDERED BY THE COURT

37. 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), AK requests the Court to consider the factors set forth below when determining the reasonableness of AK's requested compensation for its services rendered during these cases.

A. Time and Labor Required

AK's partners, associates, paralegals and professional support staff expended a total of 4,633.40 hours representing the Debtors during the Total Application Period, at an average hourly rate of \$623.56, including paraprofessional (the average hourly rate for attorneys only is \$684.86). AK'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 that are ultimately placed in computer records. AK believes that the detail of its Monthly Fee Statements 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 its fiduciary obligations.

All of AK'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 AK'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. Novelty and Difficulty of Issues

Generally speaking, the matters in these chapter 11 cases were often times both novel and complex. In particular, issues concerning the Communications Act of 1934 (the “Communications Act”) and the FCC (and the interplay with the Bankruptcy Code and the Bankruptcy Court) have been pervasive throughout these cases. Telecommunications bankruptcies are not “run of the mill,” and there were many issues that arose that were specific to telecommunications industry that have not been, or have not been routinely, seen in other cases.

C. The Skill Required to Perform the Legal Services Properly

A high level of skill and expertise was required in order for AK to properly perform services for the Debtors. The work performed by AK was consistent with the high degree of specialization and expertise that was required.

D. Preclusion From Other Employment

This element is not relevant here.

E. Customary Fees

AK is applying for compensation that reflect the rates customarily charged to AK’s clients. The hourly rates charged for AK’s partners, associates, paralegals and professional support staff 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 national law firms of requisite skill and experience with a presence in the Northern District of Texas.

F. Fixed or Contingent Fees

The fees for AK’s services are based on the time spent in these cases.

G. 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, AK was available, was used, and was on-call 24/7.

H. Results Achieved

AK believes that the results achieved through these cases by AK and the Debtors have been optimal under the circumstances. When the Debtors commenced these cases, they did so with a proposed plan supported by the Ad Hoc Group (*i.e.*, the Debtors’ first lien secured creditors) which was premised upon a business plan relating to the retention of all of the Debtors’ FCC licenses and continuation of the Debtors’ then-existing wireless backhaul business. Shortly following the Petition Date, however, as described above, the FCC issued the FCC Opinion terminating the vast majority of the Debtors’ FCC licenses. Although AK was able to obtain an injunction from this Court prohibiting the FCC from transferring such

“terminated” licenses pending the Debtors’ appeal of the FCC’s ruling (which appeal remains pending), the FCC’s ruling severely impacted the Debtors’ operations and the proposed restructuring and played a significant part in the Debtors’ determination to cease their wireless backhaul business. Notwithstanding such events, the Debtors were ultimately able to propose and negotiate a consensual Plan which was confirmed by the Bankruptcy Court and went effective on March 31, 2014, enabling the Reorganized Debtors to emerge successfully from chapter 11.

I. Experience, Reputation and Ability

AK’s experience, reputation and ability is of the highest level and degree, and of the type expected by the Debtors and the Court.

J. The Undesirability of the Case

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

K. The Nature and Length of Professional Relationship with Client

AK has acted as the Debtors’ counsel for many years on myriad matters and has been representing the Debtors in connection with their restructuring efforts since such efforts began.

L. Awards in Similar Cases

AK’s fees are in conformity with fees allowed in similar proceedings for similar services rendered and results obtained.

**V.
SUMMARY**

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

39. AK reserves the right to amend, modify or supplement this Final Application.

WHEREFORE, AK respectfully requests that the Court enter an Order:

- a. Granting final approval of fees and expenses in the aggregate amount of \$452,071.81, representing \$434,841.00 in fees (for 681.80 hours of services rendered), and reimbursement of out-of-pocket expenses in the amount of \$17,230.81, for the Fifth Interim Application Period;
- b. Granting final approval of fees and expenses in the aggregate amount of \$2,966,130.12, representing \$2,886,219.75 in fees (for 4,633.40 hours of services rendered) and reimbursement of out-of-pocket expenses in the amount of \$76,910.37, for the Total Application Period;
- c. Approving and directing the Debtors to pay to AK any and all remaining unpaid fees and expenses for the entire Total Application Period; and
- d. Granting AK such other and further relief as may be just and proper.

Respectfully submitted this 15th day of May, 2014

ANDREWS KURTH LLP

By: /s/ Paul N. Silverstein
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-and-

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Counsel to the Reorganized Debtors

CERTIFICATION

The undersigned hereby certifies that (a) she has read the Final Application; (b) to the best of her knowledge, information and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought is in conformity with this Court's Guidelines for Compensation and Expense Reimbursement of Professionals, Effective January 1, 2001; and (c) the compensation and expense reimbursement requested are billed at rates in accordance with practices no less favorable than those customarily employed by Andrews Kurth LLP and generally accepted by Andrews Kurth LLP's other 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 her knowledge.

/s/Michelle V. Larson

Michelle V. Larson

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

**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
Reorganized Debtors.	§

**ORDER GRANTING FIFTH INTERIM AND FINAL APPLICATION OF
ANDREWS KURTH LLP, COUNSEL TO THE REORGANIZED DEBTORS,
FOR ALLOWANCE OF COMPENSATION, REIMBURSEMENT
OF EXPENSES AND PAYMENT OF HOLDBACKS**

Upon the Fifth Interim and Final Application (the "Final Application") of Andrews Kurth LLP ("AK") for Allowance of Compensation, Reimbursement of Expenses and Payment of Holdbacks for (i) the Period of November 1, 2013 through March 31, 2014 (the "Fifth Interim Application Period") and (ii) the Period of July 17, 2012 through March 31, 2014 (the "Total Application Period"), filed on May 15, 2014;¹² and upon the hearing on the Application held on [__]; and the Court having jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334, and the Application presenting a core proceeding under 28 U.S.C. § 157(b)(2); and the Court finding that

¹² Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Application.

notice of the Final Application and the hearing thereon was good and sufficient under the circumstances and that no other or further notice is or was required; and after due consideration and good cause appearing therefor, it is

ORDERED AS FOLLOWS:

1. The Final Application is hereby GRANTED on a final basis to the extent set forth herein.
2. The fees and expenses incurred by Applicant during the Fifth Interim Application Period (in the amount of \$434,841.00 of fees and 17,230.81 of expenses) and the Total Application Period (in the amount of 2,889,219.75 of fees and \$76,910.37 of expenses) are reasonable and necessary and are hereby approved on a final basis.
3. Payment of \$[__] in fees (100% of the requested amount), representing all fee holdbacks during the Total Application Period, to AK for AK's legal services rendered to the Debtors during the Total Application Period, is hereby allowed.
4. The Debtors shall pay the amounts set forth above to AK within five (5) calendar days from the date of this Order.

END OF ORDER

ORDER SUBMITTED BY:

ANDREWS KURTH LLP

By: /s/ Michelle V. Larson
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