EXHIBIT A

John P. Janka
James H. Barker
James R. Barrett
LATHAM & WATKINS LLP
555 Eleventh Street, NW, Suite 1000
Washington, D.C. 20004-1304
Telephone: (202) 637-2200
Facsimile: (202) 637-2201

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 CORP., *et al.*,	§	Case No. 12-44027-DML-11
	§	
	§	Jointly Administered
Debtors.	§	

MONTHLY FEE STATEMENT 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 MARCH 31, 2013

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
Period for which Compensation and Reimbursement is Sought (the "**Fee Period**"):	March 1, 2013 through March 31, 2013
Total Amount of Compensation for Period:	$ 138,277.50
Total Amount of Expenses for Period:	NA
80% of Fees Requested for Payment:	$ 110,622.00
100% of Expenses Requested for Payment:	NA
Total Fees and Expenses Requested for Payment:	$ 110,622.00

The following L&W professionals provided services charged to the estate during the Fee Period:

Professional Name	Title	Year Admitted to Practice	Hours	Rate	Value
John P. Janka	Partner	1989	38.00	$965.00	$ 36,670.00
James H. Barker	Partner	1990	42.70	965.00	41,205.50
Jarrett S. Taubman	Counsel	2005	10.30	820.00	8,446.00
Matthew T. Murchison	Associate	2008	72.70	700.00	50,890.00
Karen R. Sprung	Prof. Staff		4.10	260.00	1,066.00
Total			**167.80**		**$138,277.50**

L&W's billing is divided into the following categories:

BILLING CATEGORY	**DESCRIPTION**
FCC Review Proceeding	This billing category includes all matters related to L&W's representation of the Debtors in the Representative Matters (as defined in the *Debtors' Application for Order Authorizing Employment of Latham & Watkins LLP as Special FCC Regulatory Counsel Pursuant to Section 327(e) of the Bankruptcy Code and Bankruptcy Rules 2014 and 216, Effective As of January 2, 2013* [Docket No. 554] (the "**Retention Application**")).

For each billing category, the hours and amount billed by L&W are as follows:

BILLING CATEGORY	**HOURS**	**AMOUNT**
FCC Review Proceeding	167.80	$138,277.50
TOTALS	**167.80**	**$138,277.50**

Attached hereto and incorporated herein by reference are invoices for each Billing Category reflecting the work performed by L&W professionals, recorded in tenths (1/10) of an

hour, as well as a report showing the expenses incurred in this case by L&W during the Fee Period. L&W incurred no expenses during the Fee Period.

The fees and expenses incurred by L&W for services rendered in this case are billed at the rates and in accordance with practices described in the Retention Application, approved by this Court's order entered on August 20, 2012 [Docket No. 12-44027-DML-11].

Accordingly, L&W respectfully requests, in accordance with 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], that L&W be paid 80% of its fees ($110,622.00) upon expiration of the 15-day review period.

Respectfully submitted this 30th day of April, 2013.

LATHAM & WATKINS LLP

By: /s/

John P. Janka
James H. Barker
James R. Barrett
555 Eleventh Street, NW, Suite 1000
Washington, D.C. 20004-1304
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Special FCC Regulatory Counsel to the Debtors

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www.lw.com

LATHAM & WATKINS LLP

Tax identification No: 95-2018373

INVOICE

March 31, 2013

FIBERTOWER
ATTN: Accounts Payable
185 Berry Street, Suite 4800
San Francisco, CA 94107

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:
Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

CHECKS:
Latham & Watkins LLP
P.O. Box 7247-8202
Philadelphia, PA
19170-8202

Please identify your check or wire transfer with the following numbers:
Invoice No. 130304090
File No. 045623-0005

For questions call:
James Barrett at (202) 637-2265

For professional services rendered through March 31, 2013
re: **FCC Review Proceeding**

Date	Attorney/ Paralegal	Hours	Description
03/01/13	JHB	1.10	REVIEW REVISED WHITE PAPER (.5); CONFERENCE WITH M. MURCHISON REGARDING SAME (.3); REVIEW COORDINATION POINTS (.3)
03/01/13	JPJ	1.60	REVIEW AND REVISE WHITE PAPER (0.9); CONFERENCE WITH M. MURCHISON AND J. BARKER REGARDING SAME (0.3); TELEPHONE CALL WITH J. SANDRI AND M. MURCHISON REGARDING STRATEGY ISSUES (0.4)
03/01/13	MTM	4.00	CALL WITH J. JANKA AND J. SANDRI REGARDING STRATEGY (0.4); CONFER WITH J. JANKA AND J. BARKER REGARDING REVISIONS TO WHITE PAPER (0.3); REWORK EXECUTIVE SUMMARY AND HILL VERSION OF WHITE PAPER (3.3)
03/03/13	JPJ	.60	REVIEW AND REVISE WHITE PAPER (0.4); EMAIL M. MURCHISON REGARDING SAME (0.2)
03/03/13	MTM	3.20	REVISE WHITE PAPER (1.5); PERFORM ADDITIONAL RESEARCH ON EXTENSION HISTORY (1.7)
03/04/13	JHB	1.10	REVIEW WHITE PAPER REVISIONS (.5); RESEARCH REGARDING EXTENSION CASES (.6)
03/04/13	JPJ	.50	REVIEW WHITE PAPER REVISIONS (0.3); MEETING WITH M. MURCHISON REGARDING SAME (0.2)
03/04/13	MTM	.40	INCORPORATE FINAL REVISIONS INTO WHITE PAPER (0.2); MEETING WITH J. JANKA REGARDING SAME (0.2)
03/05/13	JPJ	.30	REVIEW AND RESPOND TO EMAILS FROM J. SANDRI REGARDING FCC ISSUES

Date	Attorney/ Paralegal	Hours	Description
03/05/13	MTM	1.10	BEGIN RESEARCHING RECENTLY GRANTED EXTENSIONS IN RESPONSE TO QUERY OF J. SANDRI
03/06/13	MTM	1.90	FINISH RESEARCHING RECENTLY GRANTED EXTENSIONS FOR J. SANDRI (1.5); DRAFT EMAIL TO J. SANDRI SUMMARIZING RESEARCH (0.4)
03/11/13	JHB	1.50	PREPARE FOR FCC MEETINGS AND SCHEDULING (1.0); REVIEW AND REVISE DRAFT HILL POINTS (.5)
03/11/13	JPJ	1.60	REVIEW AND COMMENT ON DRAFT QUESTIONS FOR FCC (0.7); FOLLOW-UP REGARDING SAME (0.4); TELEPHONE CALLS WITH J. SANDRI REGARDING FCC STATUS (0.5)
03/12/13	JHB	3.80	REVIEW HILL TALKING POINTS (.9); PREPARE FOR CLIENT CALL REGARDING HILL HEARING STRATEGY (1.1); TELECONFERENCE WITH CLIENT AND GOVERNMENT AFFAIRS COUNSEL REGARDING SAME (1.0); CONFERENCE WITH M. MURCHISON REGARDING WHITE PAPER FOLLOW UP (.8)
03/12/13	JPJ	.50	TELEPHONE CALL WITH J. SANDRI REGARDING FCC STRATEGY
03/12/13	MTM	1.80	BEGIN DRAFTING NARRATIVE VERSION OF WHITE PAPER BASED ON OUTLINE (1.0); CONFERENCE WITH J. BARKER REGARDING SAME (0.8)
03/13/13	JHB	1.90	TELECONFERENCE WITH CONSULTANT REGARDING REGULATORY BACKGROUND (.5); PREPARE FOR STATUS CALL (.8); ATTEND SAME (.6)
03/13/13	JPJ	.90	TELEPHONE CALL WITH J. SANDRI AND GOVERNMENT RELATIONS TEAM REGARDING STRATEGY (0.5); FOLLOW-UP WITH J. SANDRI REGARDING SAME (0.4)
03/13/13	MTM	5.10	FINISH DRAFTING NARRATIVE VERSION OF WHITE PAPER BASED ON OUTLINE
03/14/13	JHB	1.60	COORDINATE FCC MEETING REQUESTS (1.0); TELECONFERENCE WITH CLIENT REGARDING PUNCH LIST (.6)
03/15/13	JHB	4.10	MULTIPLE TELECONFERENCES WITH CLIENT REGARDING FCC STATUS (1.1); MULTIPLE TELECONFERENCES WITH FCC STAFF REGARDING MEETING REQUESTS AND PROCEEDING STATUS (1.3); REVIEW WHITE PAPER FILING (.5); CONSTRUCT STRATEGY WITH J. JANKA (1.2)
03/15/13	JPJ	4.10	ADDRESS FCC STATUS (0.6); ARRANGE FCC MEETINGS (0.3); MULTIPLE TELEPHONE CALLS WITH J. SANDRI REGARDING FCC MEETINGS AND STRATEGY (0.7); DEVELOP STRATEGY WITH J. BARKER (1.2); MEETING WITH M. MURCHISON REGARDING FURTHER FCC RESEARCH (0.8); TELEPHONE CALL WITH J. SANDRI AND GOVERNMENT RELATIONS TEAM (0.5)

Date	Attorney/ Paralegal	Hours	Description
03/15/13	MTM	4.80	DRAFT EX PARTE LETTER IN CONNECTION WITH WHITE PAPER FILING (0.5); FINALIZE FIBERTOWER WHITE PAPER (3.1); CONFER WITH J. JANKA ON FURTHER FCC RESEARCH (0.8); BEGIN REVIEWING MATERIALS FOR PUTTING TOGETHER ONE-PAGER FOR COMMISSION MEETINGS (0.4)
03/15/13	KRS	1.90	FILE EX PARTE SUBMISSION IN APPLICATION FILES ON FCC/ULS
03/16/13	JHB	3.30	MULTIPLE TELECONFERENCES WITH INTERNAL TEAM REGARDING NEXT STEPS AT FCC (1.3); TELECONFERENCE WITH CLIENT REGARDING SAME (.7); ANALYZE LEGAL ISSUE (1.3)
03/16/13	JPJ	2.30	TELEPHONE CALL WITH J. SANDRI REGARDING FCC ISSUES (1.2); DEVELOP STRATEGY FOR FCC MEETING (0.5); TELEPHONE CALL WITH M. MURCHISON REGARDING FCC MEETING PREPARATION (0.2); ANALYZE STRATEGY (0.4)
03/16/13	MTM	.60	PULL FIBERTOWER FILINGS AND RELATED SUPPLEMENTS FOR J. JANKA (0.4); CONFER WITH J. JANKA REGARDING STRATEGY BEFORE THE COMMISSION (0.2)
03/17/13	JHB	1.60	FOLLOW UP WITH CLIENT AND GOVERNMENT AFFAIRS TEAM REGARDING NEXT STEPS (.6); PREPARE FOR FCC MEETINGS (1.0)
03/18/13	JHB	7.10	MULTIPLE TELECONFERENCES WITH FCC STAFF REGARDING MEETINGS ON APPLICATION FOR REVIEW (2.3); PREPARE FOR JRC MEETING (.4); ATTEND MEETING WITH JRC AND CLIENT (.7); REVIEW ADDITIONAL MATERIALS SENT BY J. SANDRI (.9); TELECONFERENCE WITH STAFF REGARDING PART 19 ISSUE (.3); DRAFT AND SEND E-MAIL REGARDING SAME (1.2); TELECONFERENCE WITH CLIENT REGARDING ACTION ITEMS (.7); CONFERENCE WITH M. MURCHISON REGARDING LEGAL ANALYSIS (.6)
03/18/13	JPJ	1.60	ARRANGE FCC MEETINGS (0.4); ADDRESS FCC PROCEDURAL STATUS (1.2)
03/18/13	MTM	6.40	REVIEW AND ANALYZE SUBSTANTIAL SERVICE SHOWINGS MADE BY OTHER LICENSEES (3.6); CONFER WITH J. BARKER REGARDING LEGAL ANALYSIS (0.6); BEGIN ANALYZING STRATEGIC ISSUES RELATING TO THE PROCEEDING (2.2)
03/18/13	KRS	.20	RESEARCH LEGAL ISSUES RELATING TO FIBERTOWER'S FCC STATUS
03/19/13	JHB	4.00	ANALYZE EX PARTE ISSUES (3.0); FOLLOW UP WITH FCC STAFF REGARDING MEETING SCHEDULES (1.0)
03/19/13	MTM	5.80	CONTINUE ANALYZING EX PARTE ISSUE (2.5); DRAFT EMAIL SUMMARIZING RESEARCH FINDINGS (1.2); CONTINUE REVIEWING SUBSTANTIAL SERVICE SHOWINGS (2.1)
03/20/13	JHB	2.20	PREPARE FOR GOVERNMENT AFFAIRS PLANNING CALL (1.0); ATTEND SAME (.6); ATTEND FOLLOW UP CALL WITH J. SANDRI REGARDING FCC PREPARE (.6)

Date	Attorney/ Paralegal	Hours	Description
03/20/13	JPJ	1.40	PREPARE FOR (0.8) AND PARTICIPATE IN (0.6) TELEPHONE CALLS WITH GOVERNMENT RELATIONS AND FCC TEAMS REGARDING STRATEGY
03/20/13	MTM	5.40	COMPLETE REVIEW OF THIRD-PARTY SUBSTANTIAL SERVICE SHOWINGS (2.3); PREPARE SUMMARY OF KEY FINDINGS (2.9); CALL WITH K. SPRUNG REGARDING RESEARCH (.2)
03/20/13	KRS	1.20	REVIEW AND EDIT RESEARCH (1.00); CALL WITH M. MURCHISON REGARDING SAME (0.20)
03/21/13	JHB	2.50	REVIEW SURVEY ANALYSIS (0.5); PREPARE FOR FCC MEETINGS (2.0)
03/21/13	JPJ	4.50	REVIEW AND WORK REGARDING ANALYSIS OF BUILDS AT FCC (1.7); CONFERENCE WITH M. MURCHISON REGARDING THIRD-PARTY SUBSTANTIAL SERVICE SHOWINGS (0.8); REVIEW FCC NOVEMBER ORDER IN PREPARATION FOR FCC MEETINGS (1.5); EMAILS WITH J. SANDRI (0.5)
03/21/13	MTM	5.10	RESEARCH APPLICABLE SAFE HARBORS (3.2); CONFER WITH J. JANKA REGARDING THIRD-PARTY SUBSTANTIAL SERVICE SHOWINGS (0.8); PREPARE FOR MEETINGS WITH COMMISSION STAFF (1.1)
03/22/13	JHB	4.80	PREPARE FOR FCC MEETINGS (1.8); ATTEND FCC MEETINGS REGARDING APPLICATION FOR REVIEW (3.0)
03/22/13	JPJ	6.20	PREPARE FOR (1.8) AND PARTICIPATE IN (3.0) FCC MEETINGS REGARDING APPLICATION FOR REVIEW; FOLLOW-UP WITH J. SANDRI REGARDING SAME (0.8); FOLLOW-UP WITH FCC (0.6)
03/22/13	MTM	5.20	COLLECT AND REVIEW MATERIALS IN ADVANCE OF COMMISSION MEETINGS (1.0); PREPARE FOR FCC MEETINGS REGARDING APPLICATION FOR REVIEW (1.2); ATTEND MEETINGS AT FEDERAL COMMUNICATIONS COMMISSION (3.0)
03/22/13	KRS	.60	REVIEW LICENSE DISCREPANCIES
03/25/13	JHB	1.30	PREPARE FOR FCC CORPORATE STRUCTURE CALL (.7); ATTEND SAME (.6)
03/25/13	JPJ	.60	TELEPHONE CALL WITH J. SANDRI REGARDING BANKRUPTCY RESTRUCTURING ISSUES AT FCC
03/25/13	MTM	3.80	ANALYZE CONSTRUCTION NOTIFICATIONS OF OTHERS IN INDUSTRY (2.1); RESEARCH COMMISSION ORDERS AND RULES REGARDING CONSTRUCTION NOTIFICATION FOR MULTIPLE LICENSES (1.7)
03/25/13	KRS	.20	CONDUCT RESEARCH OF SUBSTANTIAL SERVICE SHOWINGS ON FCC/ULS
03/26/13	JHB	.80	ANALYZE STRUCTURE ISSUE (.3); MEETING WITH M. MURCHISON REGARDING THIRD PARTY LICENSE REVIEW (.5)
03/26/13	JPJ	2.80	MULTIPLE TELEPHONE CALLS WITH J. SANDRI AND CO-COUNSEL REGARDING RESTRUCTURING ISSUES AT FCC (0.8); FOLLOW-UP REGARDING SAME (0.6); ANALYZE ISSUES (0.6); TELEPHONE CALL WITH M. MURCHISON REGARDING SAME (0.3); TELEPHONE CALL WITH GOVERNMENT RELATIONS TEAM REGARDING FCC DEVELOPMENTS (0.5)

Date	Attorney/ Paralegal	Hours	Description
03/26/13	MTM	3.80	CALL WITH GOVERNMENT RELATIONS TEAM REGARDING FCC DEVELOPMENTS (0.5); CONFER WITH J. BARKER REGARDING THIRD PARTY LICENSE REVIEW (0.5); BEGIN DRAFTING SUBMISSION REGARDING THIRD-PARTY FILINGS AND RECENT DENIALS (2.5); CALL WITH J. JANKA REGARDING FCC DENIAL ORDER (0.3)
03/27/13	JPJ	1.10	TELEPHONE CALL WITH J. SANDRI REGARDING FCC ISSUES (0.5); MEETING WITH M. MURCHISON REGARDING WHITE PAPER DRAFT (0.6)
03/27/13	MTM	8.40	CONTINUE DRAFTING FURTHER SUBMISSION TO FEDERAL COMMUNICATIONS COMMISSION (3.1); RESEARCH PUBLICLY AVAILABLE INFORMATION ON OTHER LICENSEES (2.6); RESEARCH AND ANALYZE RECENT ORDERS DENYING EXTENSIONS TO LICENSEES (2.1); MEETING WITH J. JANKA REGARDING WHITE PAPER DRAFT (0.6)
03/28/13	JPJ	2.90	REVIEW AND REVISE SUPPLEMENTAL PAPER FOR FCC (1.4); TELEPHONE CALL WITH M. MURCHISON REGARDING SAME (0.5); TELEPHONE CALL WITH J. SANDRI AND GOVERNMENT RELATIONS TEAM (0.5); DRAFT EMAIL TO J. SANDRI REGARDING NEW FEDERAL LAW (0.5)
03/28/13	MTM	5.90	CONFER WITH J. JANKA ON EDITS TO LETTER (0.5); INCORPORATE EDITS TO LETTER FROM J. BARKER AND J. JANKA (5.4)
03/29/13	JPJ	4.50	REVIEW AND REVISE FCC SUPPLEMENTAL BRIEFING (1.1); REVIEW PRECEDENT (1.4); EMAIL J. SANDRI REGARDING SAME (0.3); TELEPHONE CALL WITH GOVERNMENT RELATIONS TEAM REGARDING FCC ISSUES (0.8); TELEPHONE CALL WITH GOVERNMENT RELATIONS TEAM AND HOUSE OF REPRESENTATIVES STAFFERS REGARDING FCC ISSUES (0.9)
03/29/13	JST	2.30	REVISE LETTER TO FCC REGARDING EXTENSION/WAIVER ISSUES
03/30/13	JST	5.20	REVISE LETTER TO FCC REGARDING EXTENSION/WAIVER ISSUES
03/31/13	JST	2.80	REVISE LETTER TO FCC REGARDING EXTENSION/WAIVER ISSUES

Attorney Hours:

J P JANKA	(PARTNER)	38.00 hrs @	$965.00	/hr.	36,670.00
J H BARKER	(PARTNER)	42.70 hrs @	$965.00	/hr.	41,205.50
J S TAUBMAN	(COUNSEL)	10.30 hrs @	$820.00	/hr.	8,446.00
M T MURCHISON	(ASSOCIATE)	72.70 hrs @	$700.00	/hr.	50,890.00

Paralegal Hours:

K R SPRUNG	(PROF STAFF)	4.10 hrs @	$260.00	/hr.	$1,066.00

Total Services 167.8 hrs $138,277.50

Other charges:

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # **130304090**

Total other charges	.00
Total current charges	**138,277.50**
BALANCE DUE	**$138,277.50**

555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004-1304
Tel: +1.202.637.2200 Fax: +1.202.637.2201
www.lw.com

LATHAM & WATKINS LLP

Tax identification No: 95-2018373

INVOICE

March 31, 2013

FIBERTOWER
ATTN: Accounts Payable
185 Berry Street, Suite 4800
San Francisco, CA 94107

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:
Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

CHECKS:
Latham & Watkins LLP
P.O. Box 7247-8202
Philadelphia, PA
19170-8202

Please identify your check or wire transfer with the following numbers:
Invoice No. 130304090
File No. 045623-0005

For questions call:
James Barrett at (202) 637-2265

REMITTANCE COPY

FCC Review Proceeding

Invoice Date	**Invoice Number**	**Invoice Amount**
Current Invoice:		
March 31, 2013	130304090	$138,277.50
Balance Due		**$138,277.50**

AMOUNT REMITTED: $ _____

Method of Payment:

☐ CHECK ☐ WIRE TRANSFER

EXHIBIT B

John P. Janka
James H. Barker
James R. Barrett
LATHAM & WATKINS LLP
555 Eleventh Street, NW, Suite 1000
Washington, D.C. 20004-1304
Telephone: (202) 637-2200
Facsimile: (202) 637-2201

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 CORP., *et al*.,	§	Case No. 12-44027-DML-11
	§	
	§	Jointly Administered
Debtors.	§	

MONTHLY FEE STATEMENT OF LATHAM & WATKINS LLP
AS SPECIAL FCC REGULATORY COUNSEL TO THE DEBTORS
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD APRIL 1, 2013 THROUGH APRIL 30, 2013

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
Period for which Compensation and Reimbursement is Sought (the "**Fee Period**"):	April 1, 2013 through April 30, 2013
Total Amount of Compensation for Period:	$ 126,601.00
Total Amount of Expenses for Period:	NA
80% of Fees Requested for Payment:	$ 101,280.00
100% of Expenses Requested for Payment:	NA
Total Fees and Expenses Requested for Payment:	$ 101,280.80

The following L&W professionals provided services charged to the estate during the Fee Period:

Professional Name	Title	Year Admitted to Practice	Hours	Rate	Value
John P. Janka	Partner	1989	43.00	$965.00	$ 41,495.00
James H. Barker	Partner	1990	39.20	965.00	37,828.00
Jarrett S. Taubman	Counsel	2005	.90	820.00	738.00
Matthew T. Murchison	Associate	2008	62.40	700.00	43,680.00
Karen R. Sprung	Prof. Staff		11.00	260.00	2,860.00
Total			**156.50**		**$126,601.00**

L&W's billing is divided into the following categories:

BILLING CATEGORY	**DESCRIPTION**
FCC Review Proceeding	This billing category includes all matters related to L&W's representation of the Debtors in the Representative Matters (as defined in the *Debtors' Application for Order Authorizing Employment of Latham & Watkins LLP as Special FCC Regulatory Counsel Pursuant to Section 327(e) of the Bankruptcy Code and Bankruptcy Rules 2014 and 216, Effective As of January 2, 2013* [Docket No. 554] (the "**Retention Application**")).

For each billing category, the hours and amount billed by L&W are as follows:

BILLING CATEGORY	**HOURS**	**AMOUNT**
FCC Review Proceeding	156.50	$126,601.00
TOTALS	**156.50**	**$126,601.00**

Attached hereto and incorporated herein by reference are invoices for each Billing Category reflecting the work performed by L&W professionals, recorded in tenths (1/10) of an

hour, as well as a report showing the expenses incurred in this case by L&W during the Fee Period. L&W incurred no expenses during the Fee Period.

The fees and expenses incurred by L&W for services rendered in this case are billed at the rates and in accordance with practices described in the Retention Application, approved by this Court's order entered on August 20, 2012 [Docket No. 12-44027-DML-11].

Accordingly, L&W respectfully requests, in accordance with 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], that L&W be paid 80% of its fees ($101,280.80) upon expiration of the 15-day review period.

Respectfully submitted this 31st day of May, 2013.

LATHAM & WATKINS LLP

By: /s/

John P. Janka
James H. Barker
James R. Barrett
555 Eleventh Street, NW, Suite 1000
Washington, D.C. 20004-1304
Telephone: (202) 637-2200
Facsimile: (202) 637-2201
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james.barrett@lw.com

Special FCC Regulatory Counsel to the Debtors

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Tel: +1.202.637.2200 Fax: +1.202.637.2201
www.lw.com

LATHAM & WATKINS LLP

Tax identification No: 95-2018373

INVOICE

April 30, 2013

FIBERTOWER
ATTN: Accounts Payable
185 Berry Street, Suite 4800
San Francisco, CA 94107

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:
Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

CHECKS:
Latham & Watkins LLP
P.O. Box 7247-8202
Philadelphia, PA
19170-8202

Please identify your check or wire transfer with the following numbers:
Invoice No. 130305361
File No. 045623-0005

For questions call:
James Barrett at (202) 637-2265

For professional services rendered through April 30, 2013
re: **FCC Review Proceeding**

Date	Attorney/ Paralegal	Hours	Description
04/01/13	JHB	1.10	REVIEW EX PARTE LETTER REVISIONS (.6); RE-SCHEDULE COMMISSIONER CLYBURN STAFF MEETING (.5)
04/01/13	JPJ	2.10	REVIEW AND REVISE SUPPLEMENTAL FCC BRIEFING (1.5); EMAILS WITH J. TAUBMAN AND M. MURCHISON REGARDING SAME (0.6)
04/01/13	JST	.90	EMAIL COMMUNICATIONS WITH J. JANKA AND M. MURCHISON AND REVISIONS TO LETTER TO FCC
04/01/13	MTM	3.50	REVIEW EDITS OF J. JANKA AND J. TAUBMAN TO FIBERTOWER LETTER (0.4); ASSIST J. TAUBMAN IN RESEARCH REGARDING LICENSE ISSUES (2.4); INCORPORATE ADDITIONAL REVISIONS INTO LETTER AND CIRCULATE TO J. SANDRI (0.7)
04/02/13	JHB	.50	ATTEND STATUS CALL WITH CLIENT
04/02/13	JPJ	3.30	PARTICIPATE IN TELEPHONE CALL WITH J. SANDRI REGARDING WASHINGTON STRATEGY (0.5); REVIEW J. SANDRI EDITS TO FCC SUPPLEMENTAL PAPER (0.6); REVIEW AND REVISE SUPPLEMENTAL FCC BRIEFING (1.0); TELEPHONE CALL WITH M. MURCHISON REGARDING RESEARCH ISSUES (0.4); REVIEW FCC PRECEDENT (0.8)

Date	Attorney/ Paralegal	Hours	Description
04/02/13	MTM	7.40	INCORPORATE REVISIONS FROM J. SANDRI AND J. JANKA TO COMMISSION LETTER (2.1); TELEPHONE CALL WITH J. JANKA REGARDING RESEARCH ISSUES (0.4); PERFORM RESEARCH REGARDING LETTER (1.2); CONDUCT ADDITIONAL RESEARCH (1.5); CONFER WITH K. SPRUNG ON RESEARCH (0.4); RESEARCH REGARDING LICENSEES ISSUES (1.8)
04/02/13	KRS	4.30	CITE CHECK SUPPLEMENTAL LETTER TO FCC (3.30); CONFER WITH M. MURCHISON REGARDING RESEARCH (0.4); CONDUCT FOLLOW-UP REGARDING LICENSE RESEARCH (.6)
04/03/13	JHB	5.70	REVIEW AND EDIT FINAL DRAFT OF FCC LETTER (1.2); DISCUSS WITH M. MURCHISON FINAL REVISIONS TO LETTER (.3); COORDINATE CLIENT EDITS WITH J. JANKA REGARDING SAME (.6); PREPARE FOR L. FCC MEETING (2.4); ATTEND SAME (.6); DEBRIEF WITH CLIENT (.5)
04/03/13	JPJ	3.60	REVIEW AND REVISE WHITE PAPER FOR FCC (1.0); MEETING WITH J. BARKER REGARDING EDITS TO SAME (0.6); PREPARE FOR FCC MEETING (.9); PARTICIPATE IN FCC MEETING (.6); MEETING WITH J. SANDRI REGARDING FOLLOW-UP WITH FCC (0.5)
04/03/13	MTM	4.50	INCORPORATE REVISIONS OF J. SANDRI, J. JANKA, AND J. BARKER TO LETTER (1.6); CONFER WITH J. BARKER REGARDING FINAL REVISIONS TO LETTER (0.3); WORK WITH K. SPRUNG TO FINALIZE LETTER FOR FILING (0.8); FILE AND SERVE LETTER ON COMMISSION STAFF (0.4); CONFER WITH J. BARKER, J. JANKA, AND J. SANDRI REGARDING MEETING WITH CLYBURN'S OFFICE (0.5); PREPARE ADDITIONAL MATERIALS FOR MEETING (0.9)
04/03/13	KRS	1.80	WORK WITH M. MURCHISON TO FINALIZE LETTER FOR FILING (0.8) FILE SUPPLEMENTAL LETTER WITH FCC (1.0)
04/04/13	JHB	2.00	COMMUNICATE WITH FCC STAFF REGARDING PROCEEDINGS STATUS (.5); REVIEW CLIENT ACTION PLAN (.1); TELECONFERENCE WITH CLIENT REGARDING STATUS AND STRATEGY (.8); CONFERENCE WITH J. JANKA REGARDING STRATEGY (.6)
04/04/13	JPJ	3.30	MEETING WITH J. BARKER REGARDING STRATEGY (0.6); MEETING WITH M. MURCHISON REGARDING POSSIBLE ADDITIONAL FCC BRIEFING (0.4); EMAILS WITH J. SANDRI REGARDING FCC STRATEGY (0.5); REVIEW J. SANDRI OVERVIEW (0.9); REVIEW SMALL CELL MATERIALS (0.9)
04/04/13	MTM	4.40	CONFER WITH J. JANKA REGARDING POSSIBLE FURTHER SUBMISSION FOR FIBERTOWER (0.4); RESEARCH REGARDING TECHNOLOGY DEVELOPMENTS (2.7); DRAFT OUTLINE OF SUBMISSION ON SMALL CELL REVOLUTION (1.3)
04/05/13	JHB	1.40	CONFERENCE WITH M. MURCHISON (.4); TELECONFERENCE WITH CLIENT REGARDING STRATEGY AND MESSAGING TO FCC COMMISSIONERS (1.0)

Date	Attorney/ Paralegal	Hours	Description
04/05/13	MTM	3.80	CONFERENCE WITH J. BARKER (.4); RESEARCH REGARDING SMALL CELL DEVELOPMENT (2.2); CONTINUE DRAFTING OUTLINE OF SMALL CELL SUBMISSION (1.2)
04/08/13	JHB	3.40	TELECONFERENCE WITH D. GOLDMAN, FCC (.5); MEETING WITH J. JANKA REGARDING STRATEGY (.4); MULTIPLE COMMUNICATIONS WITH CLIENT REGARDING STRATEGY AND FOLLOW UP (1.4); REVIEW CONFIRMATION STATEMENT (.7); PREPARE AND SUBMIT MEETING REQUEST FOR COMMISSIONER PAI MEETING (.4)
04/08/13	JPJ	.40	MEETING WITH J. BARKER REGARDING FCC STRATEGY
04/08/13	MTM	3.80	CONTINUE RESEARCH REGARDING SMALL CELL BACKHAUL (2.4); CONTINUE OUTLINING LETTER ON SMALL CELL ISSUES (1.4)
04/09/13	JHB	1.00	MEETING WITH M. MURCHISON REGARDING MEETING WITH COMMISSIONER OFFICE (.3); REVIEW REBUTTAL AND SMALL CELL OUTLINES (.4); REVIEW DISCLOSURE STATEMENT DRAFT (.3)
04/09/13	MTM	7.70	CONFER WITH J. BARKER REGARDING UPCOMING MEETING WITH COMMISSIONER OFFICE (0.3); DRAFT DOCUMENT SUMMARIZING EACH RATIONALE IN BUREAU ORDER AND PROVIDING KEY REBUTTALS TO EACH (2.9); RESEARCH REGARDING SMALL CELL BACKHAUL (1.3); REVIEW AND ANALYZE ORDERS EXTENDING DEADLINES FOR WCS LICENSEES (1.2); DRAFT OUTLINE OF SMALL CELL SUBMISSION (2.0)
04/10/13	JPJ	.50	MEETING WITH M. MURCHISON REGARDING FURTHER FCC ANALYSIS FOR FCC MEETING
04/10/13	MTM	2.30	ANALYZE LATEST DRAFT OF BANKRUPTCY FILING DISCUSSING FUTURE CONSTRUCTION PROPOSALS (0.3); CONFER WITH J. JANKA REGARDING FURTHER FCC ANALYSIS FOR FCC MEETING (0.5); REVIEW PRIOR SUBMISSIONS BY FIBERTOWER TO FCC (1.5)
04/11/13	JHB	1.20	REVIEW DRAFT PROPOSAL (.2); CALL WITH J. SANDRI, J. JANKA AND M. MURCHISON TO DISCUSS STRATEGY (.5); CALL WITH J. SANDRI AND GOVERNMENT RELATIONS TEAM REGARDING STRATEGY (.5);
04/11/13	JPJ	2.20	PARTICIPATE IN TELEPHONE CALL WITH J. SANDRI AND GOVERNMENT RELATIONS TEAM REGARDING STRATEGY (0.5); MEETING WITH J. BARKER AND M. MURCHISON REGARDING NEXT STEPS (.5); REVIEW AND RESPOND TO MESSAGES FROM J. SANDRI (1.2)
04/11/13	MTM	1.00	CALL WITH J. SANDRI, J. JANKA, AND J. BARKER TO DISCUSS STRATEGY BEFORE THE FEDERAL COMMUNICATIONS COMMISSION (0.5); CALL WITH J. SANDRI, J. JANKA, AND GOVERNMENT RELATIONS TEAM TO DISCUSS STRATEGY (0.5)
04/12/13	JHB	1.80	PREPARE FOR STRATEGY CALL WITH CONSULTANTS (1.2); ATTEND SAME (.6)
04/12/13	JPJ	.60	TELEPHONE CALL WITH GOVERNMENT RELATIONS TEAM REGARDING FCC STRATEGY
04/15/13	JHB	.40	REVIEW 24 GHZ LICENSE FILING (.2) ; CONFERENCE WITH M. MURCHISON REGARDING

Date	Attorney/ Paralegal	Hours	Description
			SAME (.2)
04/15/13	JPJ	1.40	ADDRESS FCC APPLICATION ISSUES WITH M. MURCHISON (0.5); ; REVIEW SUMMARY OF FCC ARGUMENTS (0.9)
04/15/13	MTM	1.60	MEETING WITH J. JANKA REGARDING FCC APPLICATION (.5); PREPARE SUPPLEMENTAL FILING FOR STATION WMT338 (.6); CONFERENCE WITH J. BARKER REGARDING SAME (.2); REVIEW AND IMPLEMENT EDITS OF J. SANDRI (0.3)
04/15/13	KRS	.50	ASSIST M. MURCHISON WITH SUPPLEMENTAL SUBSTANTIAL SERVICE SHOWINGS (0.50)
04/16/13	JHB	.20	REVIEW BLOG DRAFT
04/16/13	JPJ	1.30	ADDRESS ISSUES WITH SUBSTANTIAL SERVICE SHOWING (0.5); TELEPHONE CALLS WITH M. MURCHISON REGARDING SAME (0.5); REVIEW DRAFT FOR UPCOMING FCC MEETING (0.3)
04/16/13	MTM	2.80	TELEPHONE CONFERENCE WITH J. JANKA REGARDING SUBSTANTIAL SERVICE SHOWING(.5); INCORPORATE REVISIONS TO SUBSTANTIAL SERVICE LETTER (0.1); CONFER AND CORRESPOND WITH J. SANDRI REGARDING FILING (0.5); ANALYZE PENDING APPLICATIONS FOR AFFECTED STATION (1.0); CONFER WITH K. SPRUNG REGARDING FILING (0.7)
04/16/13	KRS	2.80	MEET WITH M. MURCHISON REGARDING FILING (.7); ASSIST WITH SUPPLEMENTAL SUBSTANTIAL SERVICE SHOWINGS (2.1)
04/17/13	JHB	1.10	TELECONFERENCE WITH FCC STAFF REGARDING STATUS (.3); TELECONFERENCE WITH CLIENT REGARDING SAME (.8)
04/17/13	JPJ	.80	DEVELOP STRATEGY FOR FCC (.4); CONFER WITH M. MURCHISON REGARDING ARGUMENT (.4)
04/17/13	MTM	3.80	REVISE ARGUMENT AND REBUTTAL OUTLINE (1.9); CONFER WITH J. JANKA REGARDING FURTHER EDITS (0.4); DRAFT SUMMARY OF AFFIRMATIVE ARGUMENTS IN FAVOR OF GRANTING APPLICATION FOR REVIEW (1.5)
04/17/13	KRS	.30	ASSIST WITH SUPPLEMENTAL SUBSTANTIAL SERVICE SHOWINGS (0.3)
04/18/13	JHB	2.50	TELECONFERENCE WITH FCC STAFF REGARDING POSSIBLE PROPOSAL (.5); TELECONFERENCE WITH J. JANKA (.3); TELECONFERENCES WITH J. SANDRI, J. JANKA AND M. MURCHISON REGARDING POSSIBLE FCC PROPOSAL (1.7)
04/18/13	JPJ	2.90	TELEPHONE CONFERENCE WITH J. SANDRI REGARDING FCC STRATEGY (0.5); REVIEW AND REVISE FCC SETTLEMENT PROPOSAL (1.4); TELEPHONE CONFERENCE WITH J. BARKER REGARDING SAME (0.3); REVIEW FCC PROPOSAL WITH J. SANDRI, J. BARKER AND M. MURCHISON (0.7)
04/18/13	MTM	2.60	FINISH REVISING OUTLINE OF AFFIRMATIVE AND REBUTTAL ARGUMENTS FOR PAI MEETING (1.2); ANALYZE LATEST PROPOSAL FOR STAGED BUILDOUT (0.7); CALL WITH J. JANKA, J. BARKER, AND J. SANDRI TO DISCUSS SETTLEMENT ISSUES (0.7)
04/18/13	KRS	.30	ASSIST M. MURCHISON WITH SUPPLEMENTAL SUBSTANTIAL SERVICE SHOWINGS (0.3)

Date	Attorney/ Paralegal	Hours	Description
04/19/13	JHB	1.50	REVIEW DRAFT PROPOSAL (1.0); TELECONFERENCE WITH J. SANDRI, J. JANKA AND M. MURCHISON REGARDING POSSIBLE FCC PROPOSAL (.5)
04/19/13	JPJ	3.50	TELEPHONE CONFERENCE WITH J. SANDRI, J. BARKER AND M. MURCHISON REGARDING FCC STRATEGY (0.5); REVIEW AND REVISE SETTLEMENT PROPOSAL (3.0)
04/19/13	MTM	1.20	ANALYZE LATEST VERSION OF SETTLEMENT OFFER (0.4); CALL WITH J. JANKA, J. BARKER, AND J. SANDRI REGARDING THE SAME (0.5); REVISE SETTLEMENT OFFER (0.3)
04/19/13	KRS	.10	CALL TO FCC REGARDING SUPPLEMENTAL SUBSTANTIAL SERVICE SHOWINGS (0.1)
04/22/13	JHB	2.70	TELECONFERENCE WITH FCC STAFF REGARDING STATUS AND POSSIBLE MEETING (.4); MEETING WITH J. JANKA REGARDING STRATEGY (.8); PREPARE FOR CONFERENCE CALL REGARDING FCC STRATEGY (0.9); ATTEND TELECONFERENCE WITH T. SCOTT, J. SANDRI AND J. JANKA REGARDING SAME (0.6)
04/22/13	JPJ	3.80	TELEPHONE CONFERENCE WITH T. SCOTT, J. SANDRI AND J. BARKER REGARDING STRATEGY (0.6); REVIEW AND REVISE FCC PROPOSAL (1.4); REVIEW ISSUES WITH GOVERNMENT RELATIONS TEAM (1.0); MEETING WITH J. BARKER REGARDING FCC MEETING STRATEGY (0.8)
04/22/13	MTM	.70	REVIEW RECENT SETTLEMENT CORRESPONDENCE (0.3); COORDINATE FILING OF SUBSTANTIAL SERVICE SHOWING WITH K. SPRUNG (0.4)
04/22/13	KRS	.90	WORK REGARDING FILING OF SUPPLEMENTAL SERVICE SHOWINGS (0.90)
04/23/13	JHB	2.80	REVISE AND FINALIZE DRAFT PROPOSAL (1.6); MEETING WITH J. JANKA (0.4); TELECONFERENCE WITH CLIENT REGARDING SAME (.5); ARRANGE FOR MEETING WITH FCC STAFF (.3)
04/23/13	JPJ	2.70	DEVELOP ARGUMENTS FOR FCC MEETING (1.1); MEETING WITH M. MURCHISON (0.4); MEETING WITH J. BARKER (0.4); REVIEW AND REVISE SETTLEMENT PROPOSAL FOR FCC (0.8)
04/23/13	MTM	.60	REVIEW REVISIONS TO SETTLEMENT PROPOSALS (0.2); MEETING WITH J. JANKA (0.4)
04/24/13	JHB	2.50	PREPARE FOR FCC MEETING (1.0); ATTEND SAME (1.0); DEBRIEF WITH CLIENT REGARDING SAME (.5)
04/24/13	JPJ	3.10	PREPARE FOR FCC MEETING (1.6); PARTICIPATE IN SAME (1.0); FOLLOW-UP WITH J. SANDRI AND M. MURCHISON REGARDING SAME (0.5)
04/24/13	MTM	2.90	MEET WITH J. SANDRI, AND J. JANKA TO DISCUSS SETTLEMENT ISSUES (0.5); DRAFT LETTER TO FCC GENERAL COUNSEL REGARDING PREVIOUS BUILDOUT PROPOSALS FROM FIBERTOWER (2.0); REVIEW AND ANALYZE COMMISSIONERS' RESPONSES TO QUESTIONS FOR THE RECORD AND OTHER HILL MATERIALS (0.4)
04/25/13	JHB	3.00	FOLLOW UP TELECONFERENCE WITH FCC STAFF REGARDING STATUS (.4); PREPARE FOR CONFERENCE CALL WITH CONSULTANTS (.8);

Date	Attorney/ Paralegal	Hours	Description
			CONFERENCE CALL REGARDING LOBBYING STRATEGY (.6); REVIEW AND REVISIONS TO DRAFT LETTER (1.2)
04/25/13	JPJ	3.10	REVIEW AND REVISE DRAFT SUBMISSION TO FCC (1.6); TELEPHONE CONFERENCE WITH J. SANDRI AND GOVERNMENT RELATIONS TEAM REGARDING STRATEGY (0.6); MEETING WITH M. MURCHISON REGARDING CONSTRUCTION PROPOSALS LETTER (0.5); TELEPHONE CONFERENCE WITH FCC REGARDING STATUS (0.4)
04/25/13	MTM	4.70	REVIEW EDITS OF J. JANKA TO LETTER REGARDING CONSTRUCTION PROPOSALS (0.3); CONFER WITH J. JANKA REGARDING LETTER (0.5); DRAFT NEW SECTIONS OF LETTER TO REFLECT FEEDBACK FROM J. JANKA (2.1); REVISE LETTER IN RESPONSE TO FURTHER COMMENTS FROM J. JANKA AND J. BARKER (1.8)
04/26/13	JHB	1.20	FINALIZE DRAFT LETTER REGARDING BUILDOUT PROPOSALS (.6); TELECONFERENCE WITH CLIENT REGARDING SAME AND FINANCING ISSUES (.6)
04/26/13	JPJ	.90	FINALIZE LETTER SUBMISSION TO FCC
04/26/13	MTM	2.00	REVIEW AND FINALIZE LETTER IN ADVANCE OF FILING (1.0); WORK WITH M. TAUFIQUE ON SUBMITTING LETTER TO COMMISSION (0.6); COORDINATE SERVICE OF COURTESY COPIES ON COMMISSION STAFF (0.4)
04/28/13	JHB	.20	REVIEW SLIDES REGARDING FINANCING PLAN
04/28/13	MTM	.30	REVIEW SLIDE DECK CIRCULATED BY J. SANDRI ON SETTLEMENT ISSUES (0.3)
04/29/13	JHB	2.50	PREPARE FOR CALL WITH FCC STAFF REGARDING PROPOSAL STATUS (1.5); TELECONFERENCE WITH FCC STAFF REGARDING SAME (.5); DEBRIEF WITH CLIENT REGARDING SAME (.2); MEETING WITH M. MURCHISON REGARDING SETTLEMENT DISCUSSIONS WITH FCC STAFF (0.3)
04/29/13	JPJ	1.30	PREPARE FOR (0.6) AND PARTICIPATE IN (0.5) TELEPHONE CONFERENCE WITH FCC REGARDING PENDING APPLICATION; FOLLOW-UP WITH J. SANDRI REGARDING SAME (0.2)
04/29/13	MTM	.30	CONFER WITH J. BARKER REGARDING SETTLEMENT DISCUSSIONS WITH FCC STAFF (0.3)
04/30/13	JHB	.50	REVIEW J. SANDRI DATA POINTS (.2); TELECONFERENCE WITH FCC STAFF REGARDING MATTER STATUS (.3)
04/30/13	JPJ	2.20	REVIEW J. SANDRI INPUT ON SMALL CELL ISSUES (1.2); TELEPHONE CONFERENCE WITH J. SANDRI REGARDING SAME (0.5); MEETING WITH M. MURCHISON REGARDING SMALL CELL PAPER (0.5)
04/30/13	MTM	.50	CONFER WITH J. JANKA REGARDING SMALL CELL PAPER (0.5)

Attorney Hours:

J P JANKA	(PARTNER)	43.00 hrs @	$965.00	/hr.	$41,495.00
J H BARKER	(PARTNER)	39.20 hrs @	$965.00	/hr.	$37,828.00
J S TAUBMAN	(COUNSEL)	0.90 hrs @	$820.00	/hr.	$ 738.00

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # **130305361**

M T MURCHISON	(ASSOCIATE)	62.40 hrs @	$700.00	/hr.	$43,680.00

Paralegal Hours:

K R SPRUNG	(PROF STAFF)	11.00 hrs @	$260.00	/hr.	$2,860.00

Total Services	156.5 hrs	$126,601.00

Other charges:

Total other charges	.00

Total current charges	**126,601.00**
Prior balance due:	150,276.20
BALANCE DUE	**$276,877.20**

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # **130305361**

555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004-1304
Tel: +1.202.637.2200 Fax: +1.202.637.2201
www.lw.com

LATHAM & WATKINS LLP

Tax identification No: 95-2018373

INVOICE

April 30, 2013

FIBERTOWER
ATTN: Accounts Payable
185 Berry Street, Suite 4800
San Francisco, CA 94107

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:
Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

CHECKS:
Latham & Watkins LLP
P.O. Box 7247-8202
Philadelphia, PA
19170-8202

Please identify your check or wire transfer with the following numbers:
Invoice No. 130305361
File No. 045623-0005

For questions call:
James Barrett at (202) 637-2265

The following summarizes the outstanding invoices, both current and past due, which are now due and payable to Latham & Watkins. Copies of all listed invoices are attached hereto. We would appreciate receiving payment of these invoices within 20 days. If you have already paid these invoices, thank you and please accept our apologies for any inconvenience this may have caused.

REMITTANCE COPY

FCC Review Proceeding

Invoice Date	**Invoice Number**	**Invoice Amount**
Outstanding Invoice(s):		
01/31/2013	130301609	20,051.70
02/28/2013	130302808	102,569.00
03/31/2013	130304090	27,655.50
Prior Balance Due		150,276.20
Current Invoice:		
April 30, 2013	130305361	$126,601.00
Balance Due		**$276,877.20**

AMOUNT REMITTED: $ _____

Method of Payment:

☐ CHECK ☐ WIRE TRANSFER

EXHIBIT C

John P. Janka
James H. Barker
James R. Barrett
LATHAM & WATKINS LLP
555 Eleventh Street, NW, Suite 1000
Washington, D.C. 20004-1304
Telephone: (202) 637-2200
Facsimile: (202) 637-2201

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 CORP., *et al.*,	§	Case No. 12-44027-DML-11
	§	
	§	Jointly Administered
Debtors.	§	

MONTHLY FEE STATEMENT OF LATHAM & WATKINS LLP AS SPECIAL FCC REGULATORY COUNSEL TO THE DEBTORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD MAY 1, 2013 THROUGH MAY 31, 2013

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
Period for which Compensation and Reimbursement is Sought (the "**Fee Period**"):	May 1, 2013 through May 31, 2013
Total Amount of Compensation for Period:	$ 106,579.50
Total Amount of Expenses for Period:	NA
80% of Fees Requested for Payment:	$ 85,263.60
100% of Expenses Requested for Payment:	NA
Total Fees and Expenses Requested for Payment:	$ 85,263.60

The following L&W professionals provided services charged to the estate during the Fee Period:

Professional Name	Title	Year Admitted to Practice	Hours	Rate	Value
John P. Janka	Partner	1989	33.30	$965.00	$ 32,134.50
James H. Barker	Partner	1990	24.80	965.00	23,932.00
Jarrett S. Taubman	Counsel	2005	16.40	820.00	13,448.00
Matthew T. Murchison	Associate	2008	51.90	700.00	36,330.00
Mahrah M. Taufique	Project Asst.		3.00	245.00	735.00
Total			**129.40**		**$106,579.50**

L&W's billing is divided into the following categories:

BILLING CATEGORY	DESCRIPTION
FCC Review Proceeding	This billing category includes all matters related to L&W's representation of the Debtors in the Representative Matters (as defined in the *Debtors' Application for Order Authorizing Employment of Latham & Watkins LLP as Special FCC Regulatory Counsel Pursuant to Section 327(e) of the Bankruptcy Code and Bankruptcy Rules 2014 and 216, Effective As of January 2, 2013* [Docket No. 554] (the "**Retention Application**")).

For each billing category, the hours and amount billed by L&W are as follows:

BILLING CATEGORY	HOURS	AMOUNT
FCC Review Proceeding	129.40	$106,579.50
TOTALS	**129.40**	**$106,579.50**

Attached hereto and incorporated herein by reference are invoices for each Billing Category reflecting the work performed by L&W professionals, recorded in tenths (1/10) of an

hour, as well as a report showing the expenses incurred in this case by L&W during the Fee Period. L&W incurred no expenses during the Fee Period.

The fees and expenses incurred by L&W for services rendered in this case are billed at the rates and in accordance with practices described in the Retention Application, approved by this Court's order entered on August 20, 2012 [Docket No. 12-44027-DML-11].

Accordingly, L&W respectfully requests, in accordance with 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], that L&W be paid 80% of its fees ($85,263.60) upon expiration of the 15-day review period.

Respectfully submitted this 28th day of June, 2013.

LATHAM & WATKINS LLP

By: /s/

John P. Janka
James H. Barker
James R. Barrett
555 Eleventh Street, NW, Suite 1000
Washington, D.C. 20004-1304
Telephone: (202) 637-2200
Facsimile: (202) 637-2201
Email: james.barker@lw.com
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Special FCC Regulatory Counsel to the Debtors

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Tel: +1.202.637.2200 Fax: +1.202.637.2201
www.lw.com

LATHAM & WATKINS LLP

Tax identification No: 95-2018373

INVOICE

May 31, 2013

FIBERTOWER
ATTN: Accounts Payable
185 Berry Street, Suite 4800
San Francisco, CA 94107

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:
Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

CHECKS:
Latham & Watkins LLP
P.O. Box 7247-8202
Philadelphia, PA
19170-8202

Please identify your check or wire transfer with the following numbers:
Invoice No. 130306619
File No. 045623-0005

For questions call:
James Barrett at (202) 637-2265

For professional services rendered through May 31, 2013
re: **FCC Review Proceeding**

Date	Attorney/ Paralegal	Hours	Description
05/01/13	JHB	1.00	REVIEW BLOG DRAFT (0.3); ATTENTION TO SMALL CELL MATERIALS (0.7)
05/01/13	JPJ	3.50	TELEPHONE CONFERENCE WITH J. SANDRI REGARDING FCC UPDATE AND STRATEGY (0.8); REVIEW AND REVISE SMALL CELL WHITE PAPER FOR THE FCC (2.7)
05/01/13	MTM	1.80	BEGIN DRAFTING SMALL CELL LETTER (1.4); REVIEW AND ANALYZE COMMENTS OF J. JANKA ON OUTLINE (0.4)
05/02/13	JPJ	2.80	REVIEW AND REVISE SMALL CELL WHITE PAPER FOR FCC (1.4); MEETING WITH M. MURCHISON REGARDING SAME (0.9); TELEPHONE CONFERENCE WITH J. SANDRI REGARDING STRATEGY (0.5)
05/02/13	MTM	3.40	MEETING WITH J. JANKA REGARDING WHITE PAPER (0.9); REVISE OUTLINE OF SMALL CELL PAPER TO INCORPORATE INPUT FROM J. SANDRI AND J. JANKA (2.50)
05/03/13	JHB	.50	REVIEW SMALL CELL SUBMISSION
05/03/13	JPJ	1.50	REVIEW REVISED WHITE PAPER AND J. SANDRI EDITS (0.5); REVIEW WITH M. MURCHISON (0.6); REVIEW FINAL BEFORE FILING WITH FCC (0.4)
05/03/13	MTM	4.20	REVISE SMALL CELL PAPER (1.9); CONFER WITH J. JANKA (0.6); CONFER WITH J. SANDRI REGARDING FACTUAL DETAILS (0.4); WORK WITH M. TAUFIQUE ON FILING SMALL CELL PAPER (1.0); SERVE PAPER ON COMMISSION STAFF (0.3)

Date	Attorney/ Paralegal	Hours	Description
05/03/13	MMT	3.00	FINALIZE AND FILE WHITE PAPER PLEADING FOR FIBERTOWER WIRELESS APPLICATIONS (3.0)
05/06/13	MTM	1.80	PREPARE CHART REGARDING CONSTRUCTION DEADLINES (1.8)
05/07/13	JHB	4.00	REVIEW GENACHOWSKI TESTIMONY (0.2); ANALYZE FCC DECISION (1.5); PREPARE AND SEND PROCEDURAL OPTIONS MEMO (2.3)
05/07/13	JPJ	5.30	ANALYZE FCC DECISION AND POSSIBLE OPTIONS (4.1); TELEPHONE CONFERENCE WITH M. MURCHISON REGARDING RESEARCH ON SAME (0.5); REVIEW PRECEDENT (0.7)
05/07/13	MTM	6.20	REVIEW AND ANALYZE FIBERTOWER ORDER (1.8); CONFER WITH J. JANKA REGARDING ORDER (0.5); RESEARCH COMMISSION AND D.C. CIRCUIT PRECEDENT SUPPORTING POTENTIAL ARGUMENTS ON APPEAL (3.9)
05/08/13	JHB	4.30	PREPARE FOR (0.8) AND ATTEND DEBRIEFING CALL (0.7) WITH CLIENT REGARDING FCC DECISION; COMMUNICATE WITH FCC STAFF REGARDING SAME (0.5); CONFERENCE WITH J. JANKA AND M. MURCHISON REGARDING STRATEGIC OPTIONS (0.6); PREPARE MEMO TO CLIENT REGARDING SAME (1.7)
05/08/13	JPJ	2.50	MEETING WITH J. BARKER AND M. MURCHISON REGARDING ANALYSIS OF FCC DECISION (0.6); DRAFT OUTLINE OF OPTIONS FOR J. SANDRI (0.8); PREPARE FOR (0.4) AND PARTICIPATE IN (0.7) TELEPHONE CONFERENCE WITH J. SANDRI REGARDING FCC DECISION AND OPTIONS
05/08/13	MTM	2.10	REVIEW APPLICABLE PRECEDENT IN SUPPORT OF POSSIBLE APPEAL (0.8); CALL WITH J. SANDRI, J. JANKA, AND J. BARKER REGARDING ORDER (0.7); CONFER WITH J. JANKA AND J. BARKER ON POSSIBLE APPEAL OR RECONSIDERATION FILING (0.6)
05/09/13	JHB	1.50	PREPARE FOR (0.4) AND ATTEND CONFERENCE WITH CLIENT, J. JANKA AND M. MURCHISON REGARDING STRATEGIC OPTIONS (0.6); TELECONFERENCE WITH FCC STAFF REGARDING DECISION (.5)
05/09/13	JPJ	1.30	REVIEW STRATEGIC OPTIONS WITH J. SANDRI, J. BARKER AND M. MURCHISON (0.6); FOLLOW-UP REGARDING SAME (0.7)
05/09/13	MTM	.60	CONFER WITH J. SANDRI, J. JANKA, AND J. BARKER REGARDING STRATEGY FOR FURTHER LITIGATION (0.6)
05/10/13	JHB	2.20	PREPARE FOR CONFERENCE CALLS WITH CLIENT REGARDING STRATEGIC OPTIONS (0.9); TELEPHONE CONFERENCE WITH J. SANDRI AND J. JANKA REGARDING FCC STRATEGY (0.5); TELEPHONE CONFERENCE WITH T. SCOTT, J. SANDRI, J. JANKA AND M. MURCHISON REGARDING SAME (0.4); FOLLOW-UP REGARDING SAME (0.4)
05/10/13	JPJ	1.30	TELEPHONE CONFERENCE WITH J. SANDRI AND J. BARKER REGARDING FCC STRATEGY (0.5); TELEPHONE CONFERENCE WITH T. SCOTT, J. SANDRI , J. BARKER AND M. MURCHISON REGARDING SAME (0.4); FOLLOW-UP REGARDING

Date	Attorney/ Paralegal	Hours	Description
			SAME (0.4)
05/10/13	MTM	.50	PREPARE FOR (0.1) AND CALL WITH T. SCOTT, J. SANDRI, J. JANKA, AND J. BARKER REGARDING FCC STRATEGY (0.4)
05/14/13	JPJ	.70	TELEPHONE CONFERENCES AND EMAILS WITH GOVERNMENT RELATIONS TEAM REGARDING FCC STATUS
05/15/13	JHB	1.20	PREPARE FOR AND ATTEND CREDITOR CALL
05/15/13	JPJ	2.30	PREPARE FOR AND PARTICIPATE IN CALL WITH CREDITORS REGARDING FCC STRATEGY (1.2); EMAIL J. SANDRI REGARDING NEXT STEPS AT FCC (0.7); TELEPHONE CONFERENCE WITH M. MURCHISON REGARDING STRATEGY (0.4)
05/15/13	MTM	.40	CONFER WITH J. JANKA REGARDING FIBERTOWER PETITION FOR RECONSIDERATION
05/16/13	JHB	2.50	PREPARE FOR (1.0) AND TELECONFERENCE WITH CLIENT, T. SCOTT AND J. JANKA REGARDING FCC RECON CONSIDERATIONS (1.5)
05/16/13	JPJ	2.10	PREPARE FOR (0.6) AND PARTICIPATE IN (1.5) TELEPHONE CONFERENCE WITH J. SANDRI, T. SCOTT, J. BARKER AND OTHERS REGARDING FCC RECON STRATEGY
05/20/13	JPJ	1.50	MEETING WITH M. MURCHISON REGARDING FCC APPLICATION FOR REVIEW STRATEGY (0.8); DEVELOP ARGUMENTS FOR SAME (0.5); FOLLOW-UP REGARDING FCC PRECEDENT REGARDING SAME (0.2)
05/20/13	JST	1.90	DRAFT OUTLINE OF PETITION FOR RECONSIDERATION
05/20/13	MTM	2.70	CONFER WITH J. JANKA REGARDING PETITION FOR RECONSIDERATION (0.8); DRAFT MODULES FOR OUTLINE (1.3); REVIEW AND ANALYZE RESEARCH FOR PETITION (0.6)
05/21/13	JPJ	.50	TELEPHONE CONFERENCE WITH FIBERTOWER CONSULTANT REGARDING FCC ISSUES
05/21/13	JST	2.30	DRAFT OUTLINE OF PETITION FOR RECONSIDERATION
05/21/13	MTM	1.30	DRAFT MODULES FOR OUTLINE OF PETITION FOR RECONSIDERATION
05/22/13	JPJ	.70	ADDRESS ISSUES REGARDING SAVE BUILDS BY COMPETITORS
05/22/13	JST	2.20	DRAFT OUTLINE OF PETITION FOR RECONSIDERATION
05/23/13	JPJ	2.50	MEETING WITH C. NAOUM REGARDING REVIEW ON MICROWAVE FACILITIES (0.5); TELEPHONE CONFERENCE WITH J. SANDRI REGARDING FCC STRATEGY (0.4); REVIEW OUTLINE OF APPLICATION FOR REVIEW (1.6)
05/23/13	JST	1.50	DRAFT OUTLINE OF PETITION FOR RECONSIDERATION (1.1); CONFER WITH M. MURCHISON REGARDING SAME (0.4)
05/23/13	MTM	3.00	CONFER WITH J. TAUBMAN REGARDING OUTLINE OF PETITION FOR RECONSIDERATION (0.4); REVISE OUTLINE (2.6)
05/24/13	JHB	.70	REVIEW DRAFT OUTLINE OF RECON PETITION
05/24/13	JPJ	.80	TELEPHONE CONFERENCE WITH J. SANDRI REGARDING FCC STRATEGY
05/28/13	JHB	1.20	REVIEW AND REVISE OUTLINE OF RECON PETITION (0.5); CONFERENCE WITH J. TAUBMAN

Date	Attorney/ Paralegal	Hours	Description
			REGARDING SAME (0.4); CONFERENCE WITH M. MURCHISON REGARDING SAME (0.3)
05/28/13	JPJ	.90	ADDRESS OUTLINE OF APPLICATION FOR REVIEW
05/28/13	JST	1.30	DRAFT PETITION FOR RECONSIDERATION (0.6); CONFERENCE WITH J. BARKER REGARDING SAME (0.4); CONFERENCE WITH M. MURCHISON REGARDING REVISIONS TO SAME (0.3)
05/28/13	MTM	1.80	CONFER WITH J. BARKER REGARDING OUTLINE OF PETITION FOR RECONSIDERATION (0.3); CONFER WITH J. TAUBMAN REGARDING REVISIONS TO OUTLINE (0.3); REVIEW REVISIONS TO OUTLINE (0.2); BEGIN DRAFTING INTRODUCTION TO PETITION FOR RECONSIDERATION (1.0)
05/29/13	JHB	3.30	REVIEW AND REVISE DRAFT PLEADING OUTLINE AND SEND TO CLIENT (1.0); RESEARCH RECORD AND FCC PRECEDENTS (1.5); PREPARE FOR AND CONFERENCE WITH M. MURCHISON AND J. TAUBMAN REGARDING PLEADING AND NEXT STEPS (0.8)
05/29/13	JST	1.50	DRAFT PETITION FOR RECONSIDERATION (0.7); CONFERENCE WITH J. BARKER AND M. MURCHISON REGARDING SAME (0.8)
05/29/13	MTM	10.50	CONFER WITH J. BARKER AND J. TAUBMAN REGARDING PETITION FOR RECONSIDERATION (0.8); DRAFT LETTER TO BE SUBMITTED BY JAPAN RADIO CORPORATION IN SUPPORT OF PETITION (2.1); BEGIN DRAFTING PETITION FOR RECONSIDERATION (7.6)
05/30/13	JHB	2.40	REVIEW AND REVISE DRAFT VENDOR LETTER (0.3); PREPARE FOR AND ATTEND RECON STRATEGY SESSION WITH CLIENT (2.1)
05/30/13	JPJ	3.10	EXTENDED STRATEGY MEETING WITH J. SANDRI (2.1); FOLLOW-UP REGARDING STRUCTURE OF APPLICATION FOR REVIEW (1.0)
05/30/13	JST	3.10	DRAFT PETITION FOR RECONSIDERATION (1.0); MEET WITH TEAM REGARDING STRATEGY (2.1)
05/30/13	MTM	8.90	ATTEND STRATEGY SESSION WITH CLIENT (2.1); REVIEW NEW EVIDENCE ON OTHER LICENSEES' DEPLOYMENTS (0.4); REVISE JRC LETTER (0.2); RESEARCH REGARDING RECONSIDERATION PETITIONS (0.5); DRAFT PETITION FOR RECONSIDERATION (5.7)
05/31/13	JST	2.60	DRAFT PETITION FOR RECONSIDERATION (2.3); CONFERENCE WITH M. MURCHISON REGARDING SAME (0.3)
05/31/13	MTM	2.70	CONFER WITH J. TAUBMAN REGARDING EDITS TO PETITION (0.3); REVISE PETITION (2.4)

Attorney Hours:

J P JANKA	(PARTNER)	33.30 hrs @	$965.00	/hr.	$32,134.50
J H BARKER	(PARTNER)	24.80 hrs @	$965.00	/hr.	$23,932.00
J S TAUBMAN	(COUNSEL)	16.40 hrs @	$820.00	/hr.	$13,448.00
M T MURCHISON	(ASSOCIATE)	51.90 hrs @	$700.00	/hr.	$36,330.00

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130306619

Paralegal Hours:

M M TAUFIQUE	(PROJECT ASST.)	3.00 hrs @	$245.00	/hr.	$ 735.00

Total Services	129.4 hrs	$106,579.50

Other charges:

Total other charges	.00

Total current charges	**106,579.50**
Prior balance due:	154,256.50
BALANCE DUE	**$260,836.00**

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # **130306619**

555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004-1304
Tel: +1.202.637.2200 Fax: +1.202.637.2201
www.lw.com

LATHAM & WATKINS LLP

Tax identification No: 95-2018373

INVOICE

May 31, 2013

FIBERTOWER
ATTN: Accounts Payable
185 Berry Street, Suite 4800
San Francisco, CA 94107

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:
Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

CHECKS:
Latham & Watkins LLP
P.O. Box 7247-8202
Philadelphia, PA
19170-8202

Please identify your check or wire transfer with the following numbers:
Invoice No. 130306619
File No. 045623-0005

For questions call:
James Barrett at (202) 637-2265

The following summarizes the outstanding invoices, both current and past due, which are now due and payable to Latham & Watkins. Copies of all listed invoices are attached hereto. We would appreciate receiving payment of these invoices within 20 days. If you have already paid these invoices, thank you and please accept our apologies for any inconvenience this may have caused.

REMITTANCE COPY

FCC Review Proceeding

Invoice Date	Invoice Number	Invoice Amount
Outstanding Invoice(s):		
03/31/2013	130304090	27,655.50
04/30/2013	130305361	126,601.00
Prior Balance Due		154,256.50
Current Invoice:		
May 31, 2013	130306619	$106,579.50
Balance Due		**$260,836.00**

AMOUNT REMITTED: $_____

Method of Payment:

☐ CHECK ☐ WIRE TRANSFER

EXHIBIT D

John P. Janka
James H. Barker
James R. Barrett
LATHAM & WATKINS LLP
555 Eleventh Street, NW, Suite 1000
Washington, D.C. 20004-1304
Telephone: (202) 637-2200
Facsimile: (202) 637-2201

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 CORP., *et al.*,	§	Case No. 12-44027-DML-11
	§	
	§	Jointly Administered
Debtors.	§	

MONTHLY FEE STATEMENT OF LATHAM & WATKINS LLP AS SPECIAL FCC REGULATORY COUNSEL TO THE DEBTORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD JUNE 1, 2013 THROUGH JUNE 30, 2013

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
Period for which Compensation and Reimbursement is Sought (the "**Fee Period**"):	June 1, 2013 through June 30, 2013
Total Amount of Compensation for Period:	$ 90,061.00
Total Amount of Expenses for Period:	55.40
80% of Fees Requested for Payment:	$ 72,048.80
100% of Expenses Requested for Payment:	55.40
Total Fees and Expenses Requested for Payment:	$ 72,104.20

The following L&W professionals provided services charged to the estate during the Fee Period:

Professional Name	Title	Year Admitted to Practice	Hours	Rate	Value
John P. Janka	Partner	1989	21.30	$965.00	$ 20,554.50
James H. Barker	Partner	1990	26.70	965.00	25,765.50
Jarrett S. Taubman	Counsel	2005	27.20	820.00	22,304.00
Matthew T. Murchison	Associate	2008	26.80	700.00	18,760.00
Karen P. Sprung	Prof. Staff		8.60	260.00	2,236.00
Mahrah M. Taufique	Project Asst.		1.80	245.00	441.00
Total			**112.40**		**$90,061.00**

L&W's billing is divided into the following categories:

BILLING CATEGORY	DESCRIPTION
FCC Review Proceeding	This billing category includes all matters related to L&W's representation of the Debtors in the Representative Matters (as defined in the *Debtors' Application for Order Authorizing Employment of Latham & Watkins LLP as Special FCC Regulatory Counsel Pursuant to Section 327(e) of the Bankruptcy Code and Bankruptcy Rules 2014 and 216, Effective As of January 2, 2013* [Docket No. 554] (the "**Retention Application**")).

For each billing category, the hours and amount billed by L&W are as follows:

BILLING CATEGORY	HOURS	AMOUNT
FCC Review Proceeding	112.40	$ 90,061.00
TOTALS	**112.40**	**$ 90,061.00**

Attached hereto and incorporated herein by reference are invoices for each Billing Category reflecting the work performed by L&W professionals, recorded in tenths (1/10) of an

hour, as well as a report showing the expenses incurred in this case by L&W during the Fee Period. During the Fee Period, L&W incurred actual and necessary expenses in the amount of $55.40.

The fees and expenses incurred by L&W for services rendered in this case are billed at the rates and in accordance with practices described in the Retention Application, approved by this Court's order entered on August 20, 2012 [Docket No. 12-44027-DML-11].

Accordingly, L&W respectfully requests, in accordance with 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], that L&W be paid 80% of its fees ($72,048.80) and 100% of its expenses ($55.40), upon expiration of the 15-day review period.

Respectfully submitted this 30th day of July, 2013.

LATHAM & WATKINS LLP

By: /s/
John P. Janka
James H. Barker
James R. Barrett
555 Eleventh Street, NW, Suite 1000
Washington, D.C. 20004-1304
Telephone: (202) 637-2200
Facsimile: (202) 637-2201
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james.barrett@lw.com

Special FCC Regulatory Counsel to the Debtors

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LATHAM & WATKINS LLP

Tax identification No: 95-2018373

INVOICE

June 30, 2013

FIBERTOWER
ATTN: Accounts Payable
185 Berry Street, Suite 4800
San Francisco, CA 94107

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:
Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

CHECKS:
Latham & Watkins LLP
P.O. Box 7247-8202
Philadelphia, PA
19170-8202

Please identify your check or wire transfer with the following numbers:
Invoice No. 130307958
File No. 045623-0005

For questions call:
James Barrett at (202) 637-2265

For professional services rendered through June 30, 2013
re: **FCC Review Proceeding**

Date	Attorney/ Paralegal	Hours	Description
06/02/13	JHB	1.00	REVIEW DRAFT PETITION FOR RECONSIDERATION
06/02/13	JST	.50	REVISE PETITION FOR RECONSIDERATION
06/03/13	JHB	3.50	REVISE DRAFT PETITION FOR RECONSIDERATION (1.5); RESEARCH REGARDING RECONSIDERATION CASE LAW (2.0)
06/03/13	JPJ	2.50	REVIEW AND REVISE PETITION FOR RECONSIDERATION (2.0); MEETING WITH J. TAUBMAN REGARDING SAME (0.5)
06/03/13	JST	4.70	MEETING WITH J. JANKA REGARDING PETITION FOR RECONSIDERATION (0.5); REVISE PETITION FOR RECONSIDERATION (4.2)
06/03/13	MTM	4.00	RESEARCH FILING REQUIREMENTS FOR PETITION (0.5); CONTINUE DRAFTING PETITION FOR RECONSIDERATION (2.7); INCORPORATE REVISIONS FROM J. JANKA (0.8)
06/04/13	JHB	.30	REVIEW J. SANDRI EDITS TO RECONSIDERATION PETITION
06/04/13	JPJ	2.40	TELEPHONE CONFERENCE WITH J. SANDRI REGARDING STRATEGY (0.4); MEETING WITH M. MURCHISON REGARDING PETITION FOR RECONSIDERATION (0.8); REVIEW AND REVISE DRAFT (1.2)
06/04/13	JST	4.30	DRAFT PETITION FOR RECONSIDERATION AND EXECUTIVE SUMMARY

Date	Attorney/ Paralegal	Hours	Description
06/04/13	MTM	1.20	MEETING WITH J. JANKA REGARDING PETITION FOR RECONSIDERATION (.8); REVIEW EDITS OF J. SANDRI TO PETITION (0.1); WORK WITH J. TAUBMAN TO INCORPORATE LATEST EDITS (0.2); REVIEW AND ANALYZE ADDITIONAL DOCUMENTS FORWARDED BY J. SANDRI IN SUPPORT OF PETITION (0.1)
06/05/13	JHB	6.60	TELECONFERENCE WITH CLIENT REGARDING PETITION FOR RECONSIDERATION (1.1); PREPARE FOR MEETING WITH GOVERNMENT RELATIONS TEAM (0.5); ATTEND MEETING WITH GOVERNMENT RELATIONS TEAM (1.2); REVIEW AND REVISE PETITION FOR RECONSIDERATION EXECUTIVE SUMMARY (0.8); REVISE PETITION FOR RECONSIDERATION (2.3); MEETINGS WITH J. JANKA AND M. MURCHISON REGARDING SAME (0.7)
06/05/13	JPJ	6.50	PREPARE FOR (1.0) AND MEET WITH (1.2) J. SANDRI AND GOVERNMENT RELATIONS TEAM; TELEPHONE CONFERENCE WITH LENDERS (0.5); REVIEW AND REVISE RECONSIDERATION PETITION (3.1); MEETINGS WITH J. BARKER AND M. MURCHISON REGARDING SAME (0.7)
06/05/13	JST	5.10	REVISE PETITION FOR RECONSIDERATION (3.9); ATTEND GOVERNMENT RELATIONS MEETING (1.2)
06/05/13	MTM	4.10	MEETINGS WITH J. BARKER AND J. JANKA REGARDING PETITION FOR RECONSIDERATION (0.7); REVISE EXECUTIVE SUMMARY (0.5); INCORPORATE FURTHER REVISIONS TO PETITION (1.5); DRAFT DECLARATION FOR J. SANDRI TO SIGN (0.7); COMPILE EXHIBITS FOR PETITION (0.7)
06/06/13	JHB	4.00	REVISE PETITION FOR RECONSIDERATION (1.5); MEETINGS WITH J. JANKA AND M. MURCHISON REGARDING SAME (1.0); PREPARE FOR (0.5) AND ATTEND (0.5) CALL WITH LENDERS REGARDING PETITION FOR RECONSIDERATION STRATEGY; PROOF PETITION FOR RECONSIDERATION (0.5)
06/06/13	JPJ	4.50	REVIEW AND REVISE PETITION FOR RECONSIDERATION (3.0); MEETINGS WITH J. BARKER AND M. MURCHISON REGARDING SAME (1.0); TELEPHONE CONFERENCE WITH LENDERS REGARDING STRATEGY (0.5)
06/06/13	JST	4.60	FINALIZE PETITION FOR RECONSIDERATION
06/06/13	MTM	5.70	REVISE PETITION FOR RECONSIDERATION (2.3); FINALIZE DECLARATIONS AND EXHIBITS FOR FILING (1.2); MEETING WITH J. JANKA AND J. BARKER REGARDING PETITION FOR RECONSIDERATION (1.0); CALL WITH LENDERS REGARDING PETITION (0.5); COORDINATE FILING WITH K. SPRUNG (0.4); CIRCULATE AS-FILED PETITION TO CLIENT TEAM (0.3)
06/06/13	KRS	1.80	FILE PETITION FOR RECONSIDERATION WITH FCC (1.4); COORDINATION OF FILING WITH M. MURCHISON (0.4)
06/07/13	JHB	1.60	COORDINATE THIRD PARTY MEETINGS (0.8); REVIEW AND REVISE DRAFT LENDER LETTER (0.8)

Date	Attorney/ Paralegal	Hours	Description
06/07/13	JST	1.60	REVIEW APPLICATION DOCKETS (1.0); DRAFT SUPPORT LETTER (0.6)
06/10/13	JHB	1.60	REVIEW DRAFT SUPPORT LETTERS (0.8); CONFERENCE WITH J. TAUBMAN REGARDING SAME (0.8)
06/10/13	JST	1.50	DRAFT FCC SUPPORT LETTERS (0.7); MEETING WITH J. BARKER REGARDING SAME (0.8)
06/11/13	JHB	.30	REVIEW CHOCTAW FILING SENT BY J. SANDRI (0.2); REVIEW DRAFT SUPPORT LETTER (0.1)
06/11/13	JST	1.10	DRAFT FCC SUPPORT LETTERS (0.8); MEETING WITH M. MURCHISON REGARDING LETTER (0.3)
06/11/13	MTM	.60	COMPILE PRIOR LETTERS OF SUPPORT FILED BY EQUIPMENT MANUFACTURERS (0.3); CONFER WITH J. TAUBMAN REGARDING NEW LETTER (0.3)
06/12/13	JHB	1.00	REVIEW AND REVISE DRAFT SUPPORT LETTERS
06/12/13	JPJ	2.10	MEETING WITH J. SANDRI AND STRATEGIC PARTNERS
06/12/13	JST	.90	DRAFT FCC SUPPORT LETTERS
06/13/13	JHB	1.40	E-MAIL WITH CLIENT REGARDING RECONSIDERATION PLEADING CYCLE (0.4); REVIEW DRAFT SUPPORT CORRESPONDENCE (1.0)
06/13/13	JPJ	.50	TELEPHONE CONFERENCE WITH J. SANDRI (0.2); REVIEW CORRESPONDENCE WITH POTENTIAL SUPPORTER (0.3)
06/13/13	JST	1.20	DRAFT FCC SUPPORT LETTERS
06/13/13	MTM	1.40	REVIEW RULES TO DETERMINE PLEADING CYCLE FOR PETITIONS FOR RECONSIDERATION (0.3); DRAFT EMAIL TO J. BARKER SETTING FORTH PLEADING CYCLE IN THIS CASE (0.4); COORDINATE FILING OF LETTER AT COMMISSION (0.4); CORRESPOND WITH J. SANDRI REGARDING CONFIRMATION OF FILING (0.3)
06/13/13	KRS	1.50	FILE SUPPORT LETTER WITH FCC
06/14/13	JHB	1.10	TELECONFERENCE WITH CREDITOR REPRESENTATIVE REGARDING FCC ISSUES (0.8); TELECONFERENCE WITH CLIENT REGARDING ACTION ITEMS (0.3)
06/14/13	JST	.30	DRAFT FCC SUPPORT LETTERS
06/17/13	JHB	3.00	PREPARE FOR AND ATTEND HILL MEETING (2.0); COMMUNICATE WITH CLIENT REGARDING THIRD PARTY STATUS (0.3); REVIEW AND REVISE SUPPORT LETTERS (0.5); CONFERENCE WITH M. MURCHISON REGARDING FCC FILINGS (0.2)
06/17/13	MTM	1.30	COORDINATE FILING OF CREDITOR LETTERS AT FCC (0.9); MEETING WITH J. BARKER REGARDING FCC FILING (0.2); CALLS WITH K. SPRUNG REGARDING SAME (0.2)
06/17/13	MMT	1.80	FILE LETTER FOR FIBERTOWER APPLICATIONS (1.6); CALL WITH K. SPRUNG REGARDING SAME (0.2)
06/17/13	KRS	2.50	CALL WITH M. TAUFIQUE REGARDING FCC FILINGS (0.2); CALLS WITH M. MURCHISON REGARDING FCC FILINGS (0.2); FILE INVESTOR LETTERS WITH THE FCC (2.1)
06/18/13	JPJ	.50	TELEPHONE CONFERENCE WITH J. SANDRI

Date	Attorney/ Paralegal	Hours	Description
06/19/13	MTM	1.30	REVIEW MATERIALS PROVIDED BY J. SANDRI TO PCIA (0.3); REVIEW FILINGS IN FIBERTOWER DOCKETS BY FIXED WIRELESS COALITION (0.5); CHECK DOCKETS FOR OPPOSITION FILINGS (0.5)
06/20/13	JHB	1.30	PREPARE FOR PCIA CALL (0.5); ATTEND SAME (0.3); FOLLOW UP REGARDING FCC ACTION ITEMS (0.5)
06/20/13	JPJ	.90	REVIEW MATERIALS FROM CLIENT (0.6); ATTEND TELEPHONE CONFERENCE WITH PCIA (0.3)
06/20/13	MTM	.80	PREPARE FOR (0.5) AND ATTEND TELECONFERENCE WITH PCIA (0.3)
06/21/13	MTM	.40	REVIEW FIBERTOWER DOCKETS TO DETERMINE STATUS OF FIXED WIRELESS COALITION LETTER
06/24/13	JPJ	.90	TELEPHONE CONFERENCE WITH J. SANDRI REGARDING FCC STRATEGY (0.3); REVIEW DRAFT SUPPORTING LETTERS (0.6)
06/24/13	JST	.20	REVIEW PCIA LETTER
06/24/13	MTM	4.30	COORDINATE FILING OF PCIA REPLY IN SUPPORT OF FIBERTOWER'S PETITION WITH K. SPRUNG (1.2); CORRESPOND WITH J. SANDRI AND Z. CHAMP REGARDING REVISIONS (0.9); INCORPORATE REVISIONS INTO FINAL VERSION (0.4); ASSIST WITH FILING IN ALL APPLICATION FILE NUMBERS (1.8)
06/24/13	KRS	1.50	COORDINATE FILING OF REPLY IN SUPPORT OF FIBERTOWER'S PETITION WITH M. MURCHISON (1.2); FILE SAME WITH FCC (0.3)
06/25/13	JST	.40	COORDINATE FILINGS WITH M. MURCHISON
06/25/13	MTM	1.70	CORRESPOND WITH J. SANDRI AND Z. CHAMP REGARDING FILINGS CONCERNING PCIA REPLY IN SUPPORT OF FIBERTOWER PETITION (0.3); CONFER WITH J. TAUBMAN REGARDING FILING (0.4); FINALIZE FILING (0.6); EMAIL CORRESPONDENCE WITH K. SPRUNG REGARDING FILING (0.1); DRAFT COVER LETTER FOR FILING (0.3)
06/25/13	KRS	1.30	FILE PCIA LETTER WITH FCC (1.2); EMAIL WITH M. MURCHISON REGARDING SAME (0.1)
06/26/13	JPJ	.50	TELEPHONE CONFERENCE WITH J. SANDRI REGARDING ADDITIONAL SUPPORT AND FCC STRATEGY (0.2); FOLLOW UP REGARDING SAME (0.3)
06/28/13	JST	.80	DRAFT LETTER

Attorney Hours:

J P JANKA	(PARTNER)	21.30 hrs @	$965.00	/hr.	$20,554.50
J H BARKER	(PARTNER)	26.70 hrs @	$965.00	/hr.	$25,765.50
J S TAUBMAN	(COUNSEL)	27.20 hrs @	$820.00	/hr.	$22,304.00
M T MURCHISON	(ASSOCIATE)	26.80 hrs @	$700.00	/hr.	$18,760.00

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130307958

Paralegal Hours:

M M TAUFIQUE	(PROJECT ASST)	1.80 hrs @	$245.00	/hr.	$ 441.00
K R SPRUNG	(PROF STAFF)	8.60 hrs @	$260.00	/hr.	$2,236.00

Total Services	112.4 hrs	$90,061.00

Other charges:

Total other charges	.00

Total current charges	**90,061.00**
Prior balance due:	260,836.00
BALANCE DUE	**$350,897.00**

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # **130307958**

555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004-1304
Tel: +1.202.637.2200 Fax: +1.202.637.2201
www.lw.com

LATHAM & WATKINS LLP

Tax identification No: 95-2018373

INVOICE

June 30, 2013

FIBERTOWER
ATTN: Accounts Payable
185 Berry Street, Suite 4800
San Francisco, CA 94107

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:
Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

CHECKS:
Latham & Watkins LLP
P.O. Box 7247-8202
Philadelphia, PA
19170-8202

Please identify your check or wire transfer with the following numbers:
Invoice No. 130307958
File No. 045623-0005

For questions call:
James Barrett at (202) 637-2265

The following summarizes the outstanding invoices, both current and past due, which are now due and payable to Latham & Watkins. Copies of all listed invoices are attached hereto. We would appreciate receiving payment of these invoices within 20 days. If you have already paid these invoices, thank you and please accept our apologies for any inconvenience this may have caused.

REMITTANCE COPY

FCC Review Proceeding

Invoice Date	Invoice Number	Invoice Amount
Outstanding Invoice(s):		
03/31/2013	130304090	27,655.50
04/30/2013	130305361	126,601.00
05/31/2013	130306619	106,579.50
Prior Balance Due		260,836.00
Current Invoice:		
June 30, 2013	130307958	$90,061.00
Balance Due		**$350,897.00**

AMOUNT REMITTED: $_____

Method of Payment:

☐ CHECK ☐ WIRE TRANSFER

555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004-1304
Tel: +1.202.637.2200 Fax: +1.202.637.2201
www.lw.com

LATHAM & WATKINS LLP

Tax identification No: 95-2018373

INVOICE

June 30, 2013

FIBERTOWER
ATTN: Accounts Payable
185 Berry Street, Lobby 3, Suite 3500
San Francisco, CA 94107

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:
Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

CHECKS:
Latham & Watkins LLP
P.O. Box 7247-8202
Philadelphia, PA
19170-8202

Please identify your check or wire transfer with the following numbers:
Invoice No. 130307959
File No. 045623-0007

For questions call:
James Barrett at (202) 637-2265

For professional services rendered through June 30, 2013
re: **Disbursements**

Other charges:

TELEPHONE	18.40	
GROUND TRANSPORTATION - LOCAL	37.00	
Total other charges		55.40
Total current charges		**55.40**
BALANCE DUE		**$ 55.40**

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # **130307959**

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Tel: +1.202.637.2200 Fax: +1.202.637.2201
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Tax identification No: 95-2018373

INVOICE

June 30, 2013

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Please identify your check or wire transfer with the following numbers:
Invoice No. 130307959
File No. 045623-0007

For questions call:
James Barrett at (202) 637-2265

REMITTANCE COPY

Disbursements

Invoice Date	Invoice Number	Invoice Amount
Current Invoice:		
June 30, 2013	130307959	$ 55.40
Balance Due		**$ 55.40**

AMOUNT REMITTED: $ _____

Method of Payment:

☐ CHECK ☐ WIRE TRANSFER

EXHIBIT E

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

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

ORDER GRANTING SECOND INTERIM APPLICATION OF LATHAM & WATKINS LLP, SPECIAL FCC REGULATORY COUNSEL TO THE DEBTORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD MARCH 1, 2013 THROUGH JUNE 30, 2013

Upon the Second Interim Application (the "**Second Interim Fee Application**")[1] of Latham & Watkins LLP ("**L&W**") as Special FCC Regulatory Counsel to the Debtors for Compensation and Reimbursement of Expenses for the Period March 1, 2013 through June 30 2013 (the "**Interim Period**"), filed on July 30, 2013; and upon any necessary hearing on the Second Interim Fee Application; and the Court having jurisdiction over the Second Interim Fee Application pursuant to 28 U.S.C. §§ 157 and 1334 and 11 U.S.C. §§ 330 and 331; and due and adequate notice of the Second Interim Fee Application having been given; and this Court having determined that granting the relief requested in the Second Interim Fee Application is in the best interests of the Debtors, their estates, and their creditors; and after due deliberation and sufficient cause appearing therefore;

[1] Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Second Interim Fee Application.

IT IS HEREBY ORDERED THAT:

1. The Second Interim Fee Application is hereby GRANTED.

2. The fees and expenses incurred by L&W during the Interim Period are reasonable and necessary and are hereby approved.

3. L&W is hereby awarded the Total Requested Amount ($461,574.40) for legal fees and expenses incurred by L&W for services rendered to the Debtors during the Interim Period.

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

END OF ORDER # #