

Objection Deadline: April 6, 2013 at 4:00 p.m. (prevailing Eastern time)

Mitchell A. Seider
LATHAM & WATKINS LLP
885 Third Avenue
New York, New York 10022-4834
Telephone: (212) 906-1200
Facsimile: (212) 751-4864

John P. Janka (admitted *pro hac vice*)
LATHAM & WATKINS LLP
555 Eleventh Street, N.W.
Washington, D.C. 20004-1304
Telephone: (202) 637-2200
Facsimile: (202) 637-2201

Special Federal Communications Commission ("FCC") Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
LIGHTSQUARED INC., <i>et al.</i> ,)	Case No. 12-12080 (SCC)
)	
Debtors. ¹)	Jointly Administered
)	
)	

STATEMENT OF LATHAM & WATKINS LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS SPECIAL FEDERAL COMMUNICATIONS COMMISSION ("FCC") COUNSEL TO DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD FROM FEBRUARY 1, 2013 THROUGH AND INCLUDING FEBRUARY 28, 2013

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629), and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 10802 Parkridge Boulevard, Reston, VA 20191.



Name of Applicant:	Latham & Watkins LLP
Authorized to provide professional services to:	LightSquared, Inc., <i>et al.</i> Debtors and Debtors-in-Possession
Date of retention:	Order entered on July 17, 2012 retaining Latham & Watkins LLP, <i>nunc pro tunc</i> to the Petition Date
Period for which compensation and reimbursement is sought:	February 1, 2013 through February 28, 2013
Amount of compensation sought as actual, reasonable and necessary:	\$270,936.50
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$2,643.05

This statement is the tenth monthly fee statement (the “**Fee Statement**”) of Latham & Watkins LLP (“**Latham**”), special Federal Communications Commission (“**FCC**”) counsel to the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), filed under the *Order Authorizing and Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 122] (the “**Interim Compensation Order**”).

The Fee Statement covers the period commencing on February 1, 2013 and ending on February 28, 2013 (the “**Fee Period**”).

Latham requests: (a) payment of compensation in the amount of \$216,749.20 (80% of \$270,936.50) for fees on account of reasonable and necessary professional services rendered to the Debtors by Latham during the Fee Period, and (b) reimbursement of actual and necessary expenses in the amount of \$2,643.05 incurred by Latham during the Fee Period.

Attached as **Exhibit A** hereto are time entry records for the Fee Period that were recorded in tenths of an hour by project category, maintained in the ordinary course of Latham’s practice,

and that set forth a detailed description of services performed by each attorney and each paralegal, analyst, project assistant, and other professional staff on behalf of LightSquared. Attached as **Exhibit B** are itemized records of all expenses for the Fee Period incurred in connection with the performance of Latham's professional services. A summary of compensation sought by project category and a summary of reimbursement sought by expense type is provided below.

This Fee Statement also includes a billing summary by individual, setting forth the (i) name and title of each individual for whose work on these chapter 11 cases compensation is sought, (ii) aggregate time expended by such individual, (iii) hourly billing rate for each such individual at Latham's current billing rates, (iv) year of bar admission for each attorney, (v) number of years each attorney has held his or her position at Latham, and (vi) area of concentration for each attorney.

**FEE STATEMENT OF LATHAM & WATKINS LLP AS SPECIAL
FEDERAL COMMUNICATIONS COMMISSION (“FCC”) COUNSEL
TO DEBTORS AND DEBTORS IN POSSESSION
(FEBRUARY 1, 2013 – FEBRUARY 28, 2013)**

Name	Position; Experience	Hourly Rate	Total Hours	Total Compensation
John P. Janka	Corporate Partner at Latham for 18 years; admitted in 1987.	\$965	104.1	\$100,456.50
James H. Barker	Corporate Partner at Latham for 15 years; admitted in 1990.	\$965	74.6	\$71,989.00
Philip J. Perry	Litigation Partner at Latham for 6 years; admitted in 1990.	\$975	0.9	\$877.50
Jeremiah M. Wolsk	Corporate Partner at Latham for 5 years; admitted in 1996	\$875	2.5	\$2,187.50
Jarrett S. Taubman	Counsel at Latham for 2 months; admitted in 2005.	\$820	63.2	\$51,824.00
Elizabeth R. Park	Counsel at Latham for 3 years; admitted in 2001.	\$855	1.5	\$1,282.50
Amanda E. Potter	Corporate Associate at Latham for 4 years; admitted in 2008.	\$700	26.3	\$18,410.00
Emily B. Menchel	Finance Associate at Latham for 4 years; admitted in 2008.	\$700	3.5	\$2,450.00
Kathleen A. Whipple	Associate at Latham for 1 year; admitted in 2012.	\$555	23.10	\$12,820.50
Janice Wang	Associate at Latham for 4 months; admitted in 2012.	\$485	13.8	\$6,693.00
Karen R. Sprung	Communications Analyst at Latham for 1 year.	\$260	6.10	\$1,586.00
Neil S. Klein	Paralegal at Latham for 5 years.	\$225	1.6	\$360.00
Total		\$698.33²	321.2	\$270,936.50

² The blended rate excluding paralegals, analysts, project assistants, and other professional staff is \$789.50 per hour.

**FEE STATEMENT OF LATHAM & WATKINS LLP AS SPECIAL
FEDERAL COMMUNICATIONS COMMISSION (“FCC”) COUNSEL
TO DEBTORS AND DEBTORS IN POSSESSION
(FEBRUARY 1, 2013 – FEBRUARY 28, 2013)**

ACTIVITY	HOURS AND FEES DIRECTLY ATTRIBUTABLE TO INC. GROUP ONLY		HOURS AND FEES DIRECTLY ATTRIBUTABLE TO LP GROUP ONLY		HOURS AND FEES NOT DIRECTLY ATTRIBUTABLE TO EITHER INC. GROUP OR LP GROUP	
	HOURS	FEES	HOURS	FEES	HOURS	FEES
ATC Licensing	0	\$0.00	226.5	\$196,558.50	0	\$0.00
FCC Regulatory (General)	0	\$0.00	0.4	\$386.00	0	\$0.00
Plan of Reorganization Process (FCC)	0	\$0.00	0.8	\$772.00	0	\$0.00
Spectrum Matters	0	\$0.00	0	\$0.00	0	\$0.00
Retention/Fee Matters	0	\$0.00	0	\$0.00	30.0	\$17,367.50
1.6 GHz	62.8	\$55,177.00	0	\$0.00	0	\$0.00
DIP Credit Facility	0.7	\$675.50	0	\$0.00	0	\$0.00
Total	63.5	\$55,852.50	227.7	\$197,716.50	30.0	\$17,367.50

There is a total of 30 hours or \$17,367.50 in hours and fees not directly allocable to the Inc. Group or the LP Group. Latham allocated 85% to the LP Group and 15% to the Inc. Group, as instructed by LightSquared. This results in \$14,762.375 (or 25.5 hours) allocated to the LP Group and \$2,605.125 (or 4.5 hours) allocated to the Inc. Group.

**FEE STATEMENT OF LATHAM & WATKINS LLP AS SPECIAL
FEDERAL COMMUNICATIONS COMMISSION (“FCC”) COUNSEL
TO DEBTORS AND DEBTORS IN POSSESSION
(FEBRUARY 1, 2013 – FEBRUARY 28, 2013)**

DISBURSEMENTS <i>Latham has applied the Proposed Allocation to all disbursement accounts</i>	AMOUNT ALLOCATED TO INC. GROUP³	AMOUNT ALLOCATED TO LP GROUP⁴	TOTAL AMOUNT
Photocopying	\$67.728	\$383.792	\$451.52
Telephone	\$0.5775	\$3.2725	\$3.85
Airfare & Trainfare	\$52.65	\$298.35	\$351.00
Trip Expenses	\$49.47	\$280.33	\$329.80
Meals	\$26.427	\$149.753	\$176.18
Ground Transportation	\$12.495	\$70.805	\$83.30
Westlaw	\$187.11	\$1,060.29	\$1,247.40
TOTAL DISBURSEMENTS	\$396.4575	\$2,246.5925	\$2,643.05

³ Constitutes 15% of all disbursements.

⁴ Constitutes 85% of all disbursements.

Certification

Pursuant to paragraph 8 of the Interim Compensation Order, I hereby certify that “I am in compliance with the terms of the Order Authorizing and Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals.”

Notice

No trustee or examiner has been appointed in these Chapter 11 cases. Pursuant to the Interim Compensation Order, notice of this Fee Statement has been served upon (i) LightSquared Inc., 10802 Parkridge Boulevard, Reston, VA 20191, Attn: Marc R. Montagner and Curtis Lu, Esq., (ii) counsel to the Debtors, Milbank, Tweed, Hadley & McCloy LLP, One Chase Manhattan Plaza, New York, NY 10005, Attn: Matthew S. Barr, Esq. and Karen Gartenberg, Esq., (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY 10004, Attn: Susan D. Golden, Esq., (iv) counsel to the Prepetition Inc. Agent, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attn: Michael S. Stamer, Esq., Philip C. Dublin, Esq., and Kenneth A. Davis, Esq., (v) counsel to the Prepetition LP Agent, Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022, Attn: Melissa S. Alwang, Esq. and Mark A. Broude, Esq., (vi) counsel to the ad hoc secured group of Prepetition LP Lenders, White & Case LLP, 1155 Avenue of the Americas, New York, NY 10036, Attn: Thomas E Lauria, Esq., and (vii) counsel to Harbinger Capital Partners, LLC, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY, 10153, Attn: Debra A. Dandeneau, Esq., Ronit J. Berkovich, Esq., and Stephen Karotkin, Esq. Latham submits that, in light of the relief requested, no other or further notice need be provided.

WHEREFORE, pursuant to the Interim Compensation Order, Latham requests: (a) payment of compensation in the amount of \$216,749.20 (80% of \$270,936.50) for fees on account of reasonable and necessary professional services and (b) reimbursement of actual and necessary costs and expenses in the amount of \$2,643.05.

Dated: March 22, 2013
New York, New York

Respectfully Submitted,

/s/ Mitchell A. Seider
Mitchell A. Seider
LATHAM & WATKINS LLP
885 Third Avenue
New York, New York 10022-4834
Telephone: (212) 906-1200
Facsimile: (212) 751-4864

John P. Janka (admitted *pro hac vice*)
LATHAM & WATKINS LLP
555 Eleventh Street, N.W.
Washington, D.C. 20004-1304
Telephone: (202) 637-2200
Facsimile: (202) 637-2201

*Special Federal Communications Commission
("FCC") Counsel to the Debtors and Debtors
in Possession*

Exhibit A

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

INVOICE

February 28, 2013

LIGHTSQUARED
10802 PARKRIDGE BLVD.
RESTON, VA 20191
ATTN: JEFF CARLISLE

Tax Identification No: 95-2018373

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. 130302541
File No. 047339-0006

For questions call:
Christian Lidyard at (202) 350-5215

For professional services rendered through February 28, 2013

re: **ATC Licensing**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
02/01/13	JHB	2.00	ANALYZE FCC PRECEDENT REGARDING EXPERIMENTAL LICENSING
02/01/13	JPJ	3.50	TELEPHONE CALL WITH FCC REGARDING STATUS (0.2); TELEPHONE CALL WITH J. CARLISLE REGARDING STRATEGY (0.4); MULTIPLE EMAILS REGARDING SPECTRUM ISSUES WITH GOVERNMENT RELATIONS TEAM AND CO- COUNSEL (0.6); TELEPHONE CALL WITH D. SMITH REGARDING FCC ISSUES (0.4); REVIEW REVISIONS TO FCC EXPERIMENTAL STA APPLICATION (0.9); REVIEW DRAFT LEGISLATIVE PROPOSAL FROM CO-COUNSEL (1.0)
02/01/13	JST	2.90	RESEARCH REGARDING FCC PRECEDENT (1.0); RESEARCH REGARDING AGENCY LAW ISSUES (1.9)
02/01/13	KRS	.70	RESEARCH FILINGS IN LOWER L-BAND PETITION FOR RULEMAKING DOCKET RM-11683 AND MOD APPLICATIONS DOCKET 12-340
02/02/13	JPJ	.60	MULTIPLE EMAILS REGARDING POSSIBLE SPECTRUM EXPERT PROJECT
02/03/13	JPJ	.30	EMAIL D. SMITH REGARDING PRECEDENT FOR AGENCY AUTHORITY
02/04/13	JHB	1.00	ANALYZE CASE LAW REGARDING RELOCATION ANALYSIS

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130302541

DC\2550121.1

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
02/04/13	JPJ	3.30	ANALYZE DECISIONS UNDERLYING COST SHARING PRECEDENT (0.9); REVIEW AND REVISE FCC STA DRAFT (0.5); REVIEW DRAFT AGREEMENT WITH OPPOSING COMMENTER (0.4); TELEPHONE CALL WITH J. CARLISLE REGARDING SAME (0.3); RESPOND TO EMAIL INQUIRY REGARDING FCC MEETINGS (0.1); TELEPHONE CALL WITH D. SMITH AND J. CARLISLE REGARDING AGENCY DEVELOPMENTS (0.4); MULTIPLE TELEPHONE CALLS AND EMAILS IN RESPONSE TO SAME (0.5); ARRANGE FCC MEETINGS (0.2)
02/04/13	JST	3.20	RESEARCH REGARDING AGENCY LAW ISSUES
02/04/13	AEP	.10	REVIEW DRAFT SUMMARY OF FCC PRECEDENT
02/04/13	KRS	3.60	RESEARCH AGENCY LAW PRECEDENT
02/05/13	JHB	3.20	PREPARE FOR CALL WITH LIGHTSQUARED EXECUTIVE TEAM (0.8); ATTEND SAME (1.0); REVISE EXPERIMENTAL LICENSE NARRATIVE (0.9); E-MAIL WITH CLIENT REGARDING SAME (0.2); EMAIL TO CLIENT REGARDING 2 GHZ ISSUES (0.3)
02/05/13	JPJ	2.80	PREPARE FOR (0.7) AND PARTICIPATE IN (1.0) STRATEGY CALL WITH LIGHTSQUARED EXECUTIVE TEAM; MULTIPLE EMAILS REGARDING FCC DRAFT EXPERIMENTAL STA APPLICATION (0.3); ARRANGE FOR FCC MEETINGS (0.2); MULTIPLE EMAILS WITH J. CARLISLE REGARDING FCC STRATEGY (0.4); TELEPHONE CALL WITH D. SMITH REGARDING SAME (0.2)
02/05/13	JST	3.60	RESEARCH REGARDING AGENCY LAW ISSUES (2.1); DRAFT EXPERIMENTAL APPLICATION (1.5)
02/06/13	JHB	5.70	PREPARE FOR CALL REGARDING PREPARATION FOR AGENCY MEETINGS (0.6); ATTEND SAME (0.8); PREPARE WHITE PAPER FOR AGENCY MEETINGS WITH J. JANKA (1.3); TELECONFERENCE WITH CLIENT REGARDING POTENTIAL ECONOMIST ANALYSIS (0.4); TELECONFERENCE WITH ECONOMIST REGARDING SAME (0.4); REVIEW BUILDOUT EXHIBIT (0.5); RESEARCH REGARDING SUBSTANTIAL SERVICE STANDARD REGARDING 1675 MHZ LICENSE (1.5); REVIEW REVISED EXPERIMENTAL NARRATIVE (0.2)
02/06/13	JPJ	3.50	DRAFT WHITE PAPER FOR AGENCY MEETINGS (1.6); MEETING WITH J. BARKER REGARDING PREPARATION OF SAME (1.3); DRAFT EMAIL TO CLIENT REGARDING SAME (0.2); TELEPHONE CALL WITH FCC REGARDING MEETING REQUEST (0.2); DRAFT EMAIL TO D. SMITH AND J. CARLISLE REGARDING FCC STA AND MEETING STATUS (0.2)
02/06/13	JST	3.50	RESEARCH REGARDING AGENCY LAW ISSUES (2.4); DRAFT EXPERIMENTAL APPLICATION (0.3); RESEARCH REGARDING BUILD-OUT STANDARDS (0.8)

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130302541

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
02/07/13	JHB	3.10	REVIEW EDITS TO AGENCY PRESENTATION OUTLINE (0.1); PREPARE FOR CALL WITH LIGHTSQUARED EXECUTIVE TEAM (0.2); ATTEND SAME (0.7); TELECONFERENCE WITH ECONOMIST REGARDING POTENTIAL ANALYSIS (1.2); GATHER AND SEND BACKGROUND MATERIALS TO ECONOMIST (0.4); REVIEW AUCTIONS STATUTORY RESEARCH (0.5)
02/07/13	JPJ	4.60	PREPARE FOR (0.2) AND PARTICIPATE IN (0.7) STRATEGY CALL WITH LIGHTSQUARED EXECUTIVES; EXTENDED TELEPHONE CALL WITH GOVERNMENT RELATIONS TEAM AND D. SMITH REGARDING PREPARATION FOR AGENCY MEETINGS (1.6); TELEPHONE CALL WITH ECONOMIST REGARDING POSSIBLE ANALYSIS (0.3); TELEPHONE CALL WITH LIGHTSQUARED TEAM AND ECONOMIST REGARDING SCOPE OF ANALYSIS (0.50); REVIEW LIGHTSQUARED ANALYSIS OF SPECTRUM ISSUES (0.3); TELEPHONE CALL WITH D. SMITH REGARDING FCC ISSUES (0.3); REVIEW SCOPE OF AUCTION AUTHORITY (0.4) TELEPHONE CALL WITH J. TAUBMAN REGARDING SAME (0.3)
02/07/13	JST	3.80	RESEARCH REGARDING AGENCY LAW ISSUES (3.5); TELEPHONE CALL WITH J. JANKA REGARDING SCOPE OF AUCTION AUTHORITY (0.3)
02/08/13	JHB	3.30	REVIEW REVISIONS TO AGENCY TALKING POINTS (0.3); ANALYZE NTIA SPECTRUM ESTIMATES (0.8); PREPARE FOR CLIENT TELECONFERENCE REGARDING STRATEGY AND SPECTRUM ISSUES (1.2); ATTEND SAME (1.0)
02/08/13	JPJ	3.80	REVIEW DRAFT MATERIALS FROM CLIENT (1.1); PARTICIPATE IN EXTENDED TELEPHONE CALL WITH LIGHTSQUARED EXECUTIVE TEAM REGARDING SPECTRUM ISSUES (1.0); ANALYZE AND COMMENT ON TALKING POINTS AND ASSESSMENT OF SPECTRUM ISSUES PREPARED BY CO-COUNSEL (1.7)
02/10/13	JHB	3.10	EDIT ECONOMIST DECLARATION AND DISTRIBUTE SAME (1.2); REVIEW CLIENT EDITS (0.4); ANALYZE REVISED SPECTRUM MATERIALS (0.6); PREPARE FOR AGENCY MEETING (0.6); REVIEW TALKING POINT EDITS REGARDING SAME (0.3)
02/10/13	JPJ	2.00	REVIEW AND REVISE ECONOMIST DECLARATION (1.3); EMAILS TO ECONOMIST AND J. BARKER REGARDING SAME (0.40); EMAILS WITH J. CARLISLE REGARDING FCC STATUS (0.3)
02/11/13	JHB	4.60	COORDINATE FURTHER EDITS TO ECONOMIST DECLARATION WITH CLIENT AND EXPERT (2.0); MEETING WITH J. JANKA REGARDING SAME (0.4); FINALIZE ECONOMIST DECLARATION (0.7); PREPARE FOR CALL WITH LIGHTSQUARED TEAM REGARDING AGENCY MEETING PREP (0.8); ATTEND SAME (0.7)
02/11/13	JPJ	2.80	COORDINATE FCC MEETING (0.2); TELEPHONE CALL WITH J. CARLISLE REGARDING FCC ISSUES (0.3); REVIEW REVISED ECONOMIST DECLARATION AND VARIOUS COMMENTS FROM

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130302641

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
02/11/13	JST	2.70	LIGHTSQUARED TEAM REGARDING SAME (0.9); MEETING WITH J. BARKER REGARDING REVISIONS TO SAME (0.4); PREPARE FOR (0.3) AND PARTICIPATE IN (0.7) TELEPHONE CALL WITH LIGHTSQUARED TEAM REGARDING AGENCY MEETING PREPARATION
02/12/13	3.60	3.60	RESEARCH AGENCY LAW ISSUES DEBRIEF WITH CLIENT REGARDING AGENCY MEETING (0.9); MEETING WITH D. SMITH, J. CARLISLE AND J. JANKA REGARDING FCC MEETING STRATEGY (1.2); ATTEND FCC MEETING (1.0); REVIEW DRAFT EXTENSION STIPULATION (0.5)
02/12/13	JPJ	3.60	PREPARE FOR (1.4) AND ATTEND (1.2) MEETING WITH D. SMITH, J. CARLISLE AND J. BARKER REGARDING FCC MEETING STRATEGY; MEETING WITH FCC STAFF REGARDING APPLICATION STATUS (1.0)
02/12/13	JST	3.30	RESEARCH AGENCY LAW ISSUES
02/13/13	JHB	.10	REVIEW NEW EX PARTE FILINGS AT FCC
02/13/13	JST	2.50	RESEARCH AGENCY LAW ISSUES (2.1); REVIEW NEW OOBE AGREEMENT (0.4)
02/13/13	AEP	.20	REVIEW NEW OOBE AGREEMENT AND SUMMARY
02/13/13	JPJ	2.20	TELEPHONE CALL WITH J. CARLISLE REGARDING FOLLOW-UP ON FCC MEETING (0.4); FOLLOW-UP WITH FCC ON STATUS (0.6); RESPOND TO EMAIL FROM LIGHTSQUARED EXECUTIVE REGARDING UPLINK SPECTRUM ANALYSIS (0.8); ARRANGE FCC MEETING (0.4)
02/14/13	JHB	3.40	PREPARE FOR STRATEGY CALL WITH LIGHTSQUARED EXECUTIVES (0.2); PARTICIPATE IN SAME (0.8); DRAFT MEETING EX PARTE LETTER (0.8); REVIEW GPS EX PARTE (0.2); REVIEW DRAFT RELOCATION ANALYSIS (0.5); CONFERENCE WITH P. PERRY AND J. JANKA REGARDING AGENCY ISSUES (0.5); TELECONFERENCE WITH CLIENT REGARDING FCC MEETING PLANS (0.4)
02/14/13	JPJ	3.30	PARTICIPATE IN STRATEGY CALL WITH LIGHTSQUARED EXECUTIVES (0.5); ANALYZE SUMMARY OF RELOCATION ISSUES (0.9); COMMENT ON DRAFT MEMORANDUM FROM CO-COUNSEL REGARDING SAME (0.9); REVIEW AND REVISE EX PARTE FROM FCC MEETING (0.5); MEETING WITH P. PERRY AND J. BARKER REGARDING AGENCY ISSUES (0.5)
02/14/13	PJP	.90	MEETING WITH J. JANKA AND J. BARKER REGARDING AGENCY ISSUES (0.5); DEVELOP STRATEGY REGARDING SAME (0.4)
02/14/13	JST	2.90	RESEARCH REGARDING AGENCY LAW ISSUES
02/14/13	AEP	.10	REVIEW DRAFT EX PARTE AND COMMUNICATIONS REGARDING SAME
02/15/13	JHB	4.60	PREPARE FOR MEETING WITH J. JANKA REGARDING FCC RELOCATION ISSUES (1.5); PREPARE FOR CLIENT TELECONFERENCE REGARDING ACTION ITEMS AND STRATEGY (1.3); TELECONFERENCE WITH CLIENT REGARDING ACTION ITEMS AND STRATEGY (1.0); CONFERENCE WITH J. JANKA REGARDING SAME (0.8)

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130302541

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
02/15/13	JPJ	4.30	TELEPHONE CALL WITH D. SMITH REGARDING FCC ISSUES (0.6); MEETING WITH CO-COUNSEL REGARDING AGENCY STRATEGY (1.5); TELEPHONE CALL WITH J. CARLISLE REGARDING STRATEGY ISSUES (0.5); RESPOND TO EMAIL FROM LIGHTSQUARED EXECUTIVE REGARDING FCC STATUS AND STRATEGY (0.9); MEETING WITH J. BARKER REGARDING SPECTRUM RELOCATION ISSUES (0.8)
02/15/13	JST	3.70	RESEARCH REGARDING AGENCY LAW ISSUES (1.6); ATTEND MEETING WITH CO-COUNSEL (1.5); MEETING WITH A. POTTER REGARDING FCC ADVOCACY (0.6)
02/15/13	AEP	1.40	MEET WITH J. TAUBMAN TO DISCUSS ADVOCACY BEFORE THE FCC (0.6); RESEARCH REGARDING SAME (0.5); EMAIL TO J. TAUBMAN REGARDING ADDITIONAL RESEARCH (0.3)
02/15/13	KRS	1.00	RESEARCH REGARDING AGENCY LAW
02/16/13	JHB	.70	TELECONFERENCE WITH J. JANKA REGARDING STRATEGY AND NEXT STEPS
02/16/13	JPJ	1.30	RESPOND TO EMAIL FROM LIGHTSQUARED EXECUTIVES REGARDING FCC STRATEGY AND NEXT STEPS (0.3); REVIEW RESEARCH REGARDING RELOCATION ISSUES (0.3); TELEPHONE CALL WITH J. BARKER REGARDING STRATEGY (0.7)
02/18/13	AEP	4.30	RESEARCH ISSUES REGARDING SPECTRUM RELOCATION
02/19/13	JHB	3.40	PREPARE FOR STRATEGY CALL WITH LIGHTSQUARED EXECUTIVE TEAM (0.8); ATTEND SAME (0.5); TELECONFERENCE WITH D. SMITH AND J. JANKA REGARDING AGENCY STRATEGY (0.8); TELECONFERENCE WITH C. LU REGARDING REGULATORY STRATEGY (0.7); MEETING WITH J. WANG AND J. JANKA REGARDING FCC APPLICATION ISSUES (0.6)
02/19/13	JPJ	5.80	PREPARE FOR (0.4) AND PARTICIPATE IN (0.5) STRATEGY CALL WITH LIGHTSQUARED EXECUTIVE TEAM; ANALYZE PRECEDENT REGARDING RELOCATION OF SPECTRUM USERS (1.1); PREPARE PRESENTATION FOR FCC MEETING (0.9); TELEPHONE CALL WITH D. SMITH AND J. BARKER REGARDING AGENCY STRATEGY (0.8); DRAFT EMAIL REGARDING SHARING ISSUES FOR LIGHTSQUARED EXECUTIVE TEAM (0.4); REVIEW EXPERIMENTAL LICENSE DRAFT (0.3); MEETING WITH J. WANG AND J. BARKER REGARDING FCC APPLICATION ISSUES (0.6); REVIEW FCC RULES REGARDING SAME (0.4); REVIEW AND COMMENT ON DRAFT JOINT PLEADING FROM CO-COUNSEL (0.4)
02/19/13	JST	1.40	RESEARCH REGARDING AGENCY LAW ISSUES
02/19/13	AEP	1.20	RESEARCH STATE LAW AGENCY LAW (1.1); EMAIL TO J. JANKA REGARDING SAME (0.1)
02/19/13	JW	2.70	PREPARE FOR (0.2) AND ATTEND (0.6) MEETING WITH J. JANKA AND J. BARKER REGARDING FCC APPLICATIONS ISSUES AND PROCEEDINGS AND LEGAL STRATEGY; RESEARCH AND ANALYZE RECENT FILINGS WITH THE FCC REGARDING

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130302541

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
02/20/13	JHB	3.40	APPLICATIONS FOR REVIEW (1.2); REVIEW FCC RULES REGARDING APPLICATIONS FOR AUTHORIZATION TO TRANSFER LICENSES (0.2); RESEARCH AND ANALYZE CASE LAW RELATED TO APPLICATIONS BEFORE THE FCC (0.5)
02/20/13	JPJ	7.70	PREPARE FOR FCC MEETING (1.0); MEETING WITH J. JANKA AND J. TAUBMAN REGARDING SAME (1.0); ATTEND FCC MEETING (1.4)
02/20/13	JST	5.70	PREPARE FOR FCC MEETING (2.9); MEETING WITH J. BARKER AND J. TAUBMAN REGARDING SAME (1.0); LEAD MEETING (1.4); DEBRIEF D. SMITH ON SAME (0.5); TELEPHONE CALL WITH C. LU REGARDING FCC STATUS (0.5); REVIEW AND COMMENT ON LEGISLATIVE PROPOSAL (0.9); DRAFT SUMMARY OF FCC MEETING FOR J. CARLISLE (0.5)
02/20/13	JW	3.10	RESEARCH AGENCY LAW ISSUES (4.7); MEETING WITH J. JANKA AND J. BARKER REGARDING FCC MEETING (1.0)
02/20/13	KRS	.30	RESEARCH AND ANALYZE FCC OPINIONS AND ORDERS RELATED TO THE DISMISSAL AND WITHDRAWAL OF APPLICATIONS AT THE REQUEST OF APPLICANTS (1.5); RESEARCH AND ANALYZE FEDERAL CASE LAW REGARDING REVIEW OF FCC DECISIONS (1.6)
02/21/13	JHB	1.40	RESEARCH AT DC PUBLIC SERVICE COMMISSION MEET WITH J. WANG REGARDING EXTENSION ISSUE (0.8); REVIEW RELOCATION CASE ANALYSIS (0.6)
02/21/13	JST	4.80	RESEARCH AGENCY LAW ISSUES (4.1); DRAFT AND FILE EX PARTE LETTER (0.7)
02/21/13	JPJ	2.50	PREPARE FOR HILL MEETINGS (0.7); REVIEW AND COMMENT ON DRAFT LEGISLATION (0.6); MULTIPLE EMAILS WITH LIGHTSQUARED EXECUTIVE TEAM REGARDING SAME (0.8); TELEPHONE CALL WITH D. SMITH REGARDING FCC STRATEGY (0.4)
02/21/13	JW	.80	PREPARE FOR AND ATTEND MEETING WITH J. BARKER AND J. JANKA TO DISCUSS RESULTS OF RESEARCH ON APPLICATION PROCESS AND FOLLOW-UP MEMORANDUM
02/21/13	KRS	.50	RESEARCH AT DC PUBLIC SERVICE COMMISSION
02/22/13	JHB	.80	DRAFT FCC MEETING EX PARTE
02/22/13	JST	5.10	RESEARCH AGENCY LAW ISSUES
02/22/13	JW	3.80	RESEARCH STATUTORY CONSTRUCTION AND ANALOGOUS FCC RULES INVOLVING APPLICATIONS (1.9); DRAFT MEMORANDUM REGARDING APPLICATION PROCESSING AT THE FCC (1.9)
02/22/13	JPJ	6.60	PARTICIPATE IN MEETINGS WITH D. SMITH (3.5); DEBRIEF LIGHTSQUARED TEAM REGARDING SAME (0.8); REVIEW AND REVISE FCC LETTER (0.6); REVIEW AND COMMENT ON CO-COUNSEL COMMENTS ON SAME (0.6); REVISE DRAFT LEGISLATION (0.8); EMAIL GOVERNMENT RELATIONS REGARDING SAME (0.3)
02/23/13	JW	3.40	RESEARCH FCC APPLICATION PROCESSING (0.8); DRAFT MEMORANDUM REGARDING FCC RULES (2.6)

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130302541

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
02/25/13	JST	2.40	DRAFT WHITE PAPER OUTLINE
02/25/13	JPJ	1.60	TELEPHONE CALL WITH J. CARLISLE REGARDING STATUS (0.8); EMAIL TO J. BARKER REGARDING STRATEGY (0.2); TELEPHONE CALL WITH GOVERNMENT RELATIONS TEAM REGARDING STRATEGY (0.6)
02/26/13	JHB	2.60	PREPARE FOR STRATEGY CALL WITH LIGHTSQUARED EXECUTIVE TEAM (0.8); ATTEND SAME (0.8); ATTEND DEBRIEFING CALL WITH CLIENT (1.0)
02/26/13	JPJ	3.40	PREPARE FOR (0.6) AND PARTICIPATE IN (0.8) STRATEGY CALL WITH LIGHTSQUARED EXECUTIVE TEAM; REVIEW AND REVISE DRAFT WHITE PAPER ON FCC ISSUES (0.3); EMAIL J. TAUBMAN REGARDING SAME (0.2); MULTIPLE TELEPHONE CALLS WITH J. CARLISLE AND D. SMITH REGARDING FCC STRATEGY AND ISSUES (0.7); TELEPHONE CALL WITH C. LU REGARDING SAME (0.3); DRAFT TALKING POINTS FOR GOVERNMENT RELATIONS TEAM (0.3); EMAIL C. LU REGARDING SAME (0.2)
02/26/13	JST	3.70	DRAFT WHITE PAPER OUTLINE
02/27/13	JHB	3.50	REVIEW DRAFT TALKING POINTS REGARDING LICENSE MOD ADVOCACY (0.4); REVIEW REVISED WHITE PAPER STRUCTURE (0.2); CONFERENCE WITH J. JANKA REGARDING SAME (0.5); TELEPHONE CALL WITH D. SMITH, C. LU AND J. JANKA REGARDING FCC STATUS (0.8); CONFERENCE WITH A. POTTER REGARDING SAME (0.6); TELECONFERENCE WITH CLIENT REGARDING FCC AND EXECUTIVE BRANCH ISSUES (0.9); REVIEW BACKGROUND DOCUMENT (0.1)
02/27/13	JPJ	2.90	REVIEW AND COMMENT ON WHITE PAPER FROM GOVERNMENT RELATIONS TEAM (0.3); MEETING WITH J. BARKER REGARDING SAME (0.5); MEETING WITH J. TAUBMAN REGARDING SAME (0.4); TELEPHONE CALL WITH FCC REGARDING STATUS (0.3); TELEPHONE CALL WITH D. SMITH, C. LU AND J. BARKER REGARDING STRATEGY (0.8); ANALYZE RELOCATION ISSUES (0.4); DRAFT EMAIL REGARDING SAME (0.2)
02/27/13	JST	4.80	DRAFT WHITE PAPER OUTLINE (4.4); MEETING WITH J. JANKA REGARDING SAME (0.4)
02/28/13	JHB	2.20	PREPARE STRATEGY CALL WITH LIGHTSQUARED EXECUTIVE TEAM (0.9); ATTEND SAME (0.5); REVIEW NTIA-FCC MOU (0.2); CONFER WITH J. JANKA AND J. TAUBMAN REGARDING WHITE PAPER STRUCTURING AND ANALYSIS (0.6)
02/28/13	JPJ	7.10	MEETING WITH C. LU REGARDING FCC STATUS (1.0); PARTICIPATE IN STRATEGY CALL WITH LIGHTSQUARED EXECUTIVE TEAM (0.5); EXTENDED TELEPHONE CALL WITH D. SMITH AND CONSULTANT REGARDING POSSIBLE ROLE (0.9); MEETING WITH J. BARKER AND J. TAUBMAN REGARDING WHITE PAPER STRUCTURING AND ANALYSIS (0.6); EMAILS WITH LIGHTSQUARED EXECUTIVES REGARDING FCC ISSUES (0.8); REVIEW FCC REPLACEMENT SPECTRUM

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130302541

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
02/28/13	JST	3.20	PRECEDENT (1.0); REVIEW DRAFT ANALYSIS OF SAME (1.5); TELEPHONE CALL WITH FCC REGARDING STATUS (0.3); UPDATE D. SMITH AND J. CARLISLE REGARDING SAME (0.5) DRAFT WHITE PAPER OUTLINE (2.6); MEETING WITH J. JANKA AND J. BARKER REGARDING STRUCTURE (0.6)

Attorney Hours:

J P JANKA	(PARTNER)	79.50 hrs @	\$965.00 /hr.	\$76,717.50
J H BARKER	(PARTNER)	55.70 hrs @	\$965.00 /hr.	\$53,750.50
P J PERRY	(PARTNER)	0.90 hrs @	\$975.00 /hr.	\$ 877.50
J S TAUBMAN	(COUNSEL)	63.20 hrs @	\$820.00 /hr.	\$51,824.00
A E POTTER	(ASSOCIATE, SR.)	7.30 hrs @	\$700.00 /hr.	\$5,110.00
J WANG	(ASSOCIATE)	13.80 hrs @	\$485.00 /hr.	\$6,693.00

Paralegal Hours:

K R SPRUNG	(PROF STAFF)	6.10 hrs @	\$260.00 /hr.	\$1,586.00
------------	--------------	------------	---------------	------------

Total Services 226.5 hrs \$196,558.50

Total current charges 196,558.50

BALANCE DUE 196,558.50

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130302541

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

INVOICE

February 28, 2013

LIGHTSQUARED
10802 PARKRIDGE BLVD.
RESTON, VA 20191
ATTN: JEFF CARLISLE

Tax Identification No: 95-2018373

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:	CHECKS:
Bank: Citibank, Delaware	Latham & Watkins LLP
One Penn's Way	P.O. Box 7247-8202
New Castle, DE 19720	Philadelphia, PA
ABA: 0311-00209	19170-8202
SWIFT: CITIUS33	
Account Name: Latham & Watkins LLP	
Account Number: 3911-7003	

Please identify your check or wire transfer with the following numbers:
Invoice No. 130302545
File No. 047339-0010

For questions call:
Christian Lidyard at (202) 350-5215

For professional services rendered through February 28, 2013
re: **FCC Regulatory (General)**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
02/12/13	JPJ	.40	REVIEW AND COMMENT ON DRAFT SIA REPLY COMMENTS

Attorney Hours:

J P JANKA	(PARTNER)	0.40 hrs @	\$965.00 /hr.	\$ 386.00
-----------	-----------	------------	---------------	-----------

Total Services	0.4 hrs	\$ 386.00
----------------	---------	-----------

Total current charges	<u>386.00</u>
-----------------------	----------------------

BALANCE DUE	<u>\$386.00</u>
-------------	------------------------

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130302545

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

February 28, 2013

LIGHTSQUARED
10802 PARKRIDGE BLVD.
RESTON, VA 20191
ATTN: JEFF CARLISLE

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:	CHECKS:
Bank: Citibank, Delaware	Latham & Watkins LLP
One Penn's Way	P.O. Box 7247-8202
New Castle, DE 19720	Philadelphia, PA
ABA: 0311-00209	19170-8202
SWIFT: CITIUS33	
Account Name: Latham & Watkins LLP	
Account Number: 3911-7003	

Please identify your check or wire transfer with the following numbers:
Invoice No. 130303388
File No. 047339-0009

For questions call:
Christian Lidyard at (202) 350-5215

For professional services rendered through February 28, 2013
re: **Plan of Reorganization Process (FCC)**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
02/12/13	JPJ	.80	ANALYZE FCC ISSUES WITH DRAFT BANKRUPTCY COURT FILING (0.5); TELEPHONE CALL WITH C. LU REGARDING SAME (0.3)

Attorney Hours:

J P JANKA	(PARTNER)	.80 hrs @	\$965.00 /hr.	\$ 772.00
Total Services			0.8 hrs	\$ 772.00
Total current charges				<u>772.00</u>
BALANCE DUE				<u>\$772.00</u>

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130303388

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

INVOICE

February 28, 2013

LIGHTSQUARED
10802 PARKRIDGE BLVD.
RESTON, VA 20191
ATTN: JEFF CARLISLE

Tax Identification No. 95-2018373

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. 130302546
File No. 047339-0011

For questions call:
Christian Lidyard at (202) 350-5215

For professional services rendered through February 28, 2013
re: **Retention/Fee Matters**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
02/04/13	KAW	4.10	PREPARE SECOND FEE INTERIM FEE APPLICATION
02/05/13	KAW	1.70	PREPARE SECOND INTERIM FEE APPLICATION
02/06/13	KAW	.50	PREPARE SECOND INTERIM FEE APPLICATION
02/11/13	JPJ	.70	DRAFT SUMMARY OF WORK PERFORMED FOR SECOND INTERIM FEE APPLICATION (0.6); EMAIL K. WHIPPLE REGARDING SAME (0.1)
02/11/13	EBM	2.00	DISCUSS FEE APPLICATION WITH K. WHIPPLE (0.5); MULTIPLE REVIEWS OF FEE APPLICATION (1.0); REVIEW CORRESPONDENCE TO UNITED STATES TRUSTEE (0.5)
02/11/13	KAW	2.40	PREPARE SECOND INTERIM FEE APPLICATION
02/12/13	JPJ	.40	REVIEW AND COMMENT ON DRAFT SECOND INTERIM FEE APPLICATION
02/12/13	KAW	5.20	PREPARE SECOND INTERIM FEE APPLICATION
02/13/13	JPJ	.20	ADDRESS MILBANK COMMENTS ON SECOND INTERIM FEE APPLICATION
02/13/13	EBM	1.50	REVIEW INTERIM FEE APPLICATION WITH K. WHIPPLE
02/13/13	KAW	5.80	FINALIZE SECOND INTERIM FEE APPLICATION (4.3); REVIEW SAME WITH E. MENCHEL (1.5)

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130302546

DC2550364.1

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
02/13/13	NSK	1.00	FILE SECOND INTERIM FEE APPLICATION WITH THE UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK (0.7), PREPARE COURTESY COPIES TO THE JUDGE AND TO THE OFFICE OF THE UNITED STATES TRUSTEE (0.3)
02/14/13	KAW	.60	ADDRESS PROPOSED CHANGES FROM J. JANKA TO SECOND INTERIM FEE APPLICATION
02/15/13	KAW	.10	COMMUNICATE WITH MILBANK REGARDING ADJOURNMENT IN HEARING ON SECOND INTERIM FEE APPLICATION
02/19/13	KAW	1.90	PREPARE JANUARY MONTHLY FEE APPLICATION
02/20/13	JPJ	.50	REVIEW JANUARY MONTHLY FEE APPLICATION
02/20/13	KAW	.80	FINALIZE JANUARY MONTHLY FEE APPLICATION
02/20/13	NSK	.60	FILE JANUARY MONTHLY FEE APPLICATION WITH THE UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK (0.5), SEND COURTESY STAMPED COPY TO JUDGE AND UNITED STATES TRUSTEE OFFICE (0.1)

Attorney Hours:

J P JANKA	(PARTNER)	1.80 hrs @	\$965.00 /hr.	\$1,737.00
E B MENCHEL	(ASSOCIATE, SR.)	3.50 hrs @	\$700.00 /hr.	\$2,450.00
K A WHIPPLE	(ASSOCIATE)	23.10 hrs @	\$555.00 /hr.	\$12,820.50

Paralegal Hours:

N S KLEIN	(PARALEGAL)	1.60 hrs @	\$225.00 /hr.	\$ 360.00
-----------	-------------	------------	---------------	-----------

Total Services 30 hrs \$17,367.50

Total current charges 17,367.50

BALANCE DUE \$17,367.50

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130302546

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}

INVOICE

February 28, 2013

LIGHTSQUARED INC
10802 PARKRIDGE BLVD.
RESTON, VA 20191
ATTN: JEFF CARLISLE

Tax identification No: 95-2018373

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33

CHECKS:

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

Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

Please identify your check or wire transfer with the following numbers:

Invoice No. 130302548
File No. 047339-0013

For questions call:
Christian Lidyard at (202) 350-5215

For professional services rendered through February 28, 2013
re: **1.6 GHz**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
02/01/13	JPJ	.40	EMAILS WITH CROWN CASTLE REGARDING FCC STATUS
02/04/13	JPJ	.50	TELEPHONE CALL WITH CROWN CASTLE REGARDING STATUS (0.2); TELEPHONE CALL WITH FCC REGARDING SAME (0.3)
02/11/13	JHB	1.50	TELECONFERENCE WITH CROWN CASTLE COUNSEL REGARDING EXTENSION STATUS (0.5); FURTHER TELECONFERENCE WITH CROWN CASTLE COUNSEL REGARDING SAME (0.3); TELECONFERENCE WITH CLIENT REGARDING SAME (0.3); TELEPHONE CONFERENCE WITH J. JANKA REGARDING SAME (0.4)
02/11/13	JPJ	.90	TELEPHONE CALL WITH CROWN CASTLE REGARDING FCC STATUS (0.5); TELEPHONE CALLS WITH J. BARKER REGARDING SAME (0.4)
02/13/13	JPJ	1.70	TELEPHONE CALL WITH CROWN COUNSEL REGARDING FCC STATUS REGARDING EXTENSION REQUEST (0.6); RESPOND TO EMAIL FROM B. CREARY REGARDING SPECTRUM LEASE ISSUES (0.6); ANALYZE LEASE ISSUES (0.5)
02/14/13	JMW	1.20	REVIEW AND DISCUSS LONG TERM DE FACTO LEASE AND ANCILLARY DOCUMENTS
02/14/13	JPJ	1.50	PREPARE FOR (0.6) AND PARTICIPATE IN (0.6) TELEPHONE CALL WITH B. CREARY REGARDING SPECTRUM LEASE ISSUES; MEETING WITH J.

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130302548

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
02/15/13	JMW	1.30	WOLSK REGARDING FOLLOW-UP TO SAME (0.3) ANALYZE LONG TERM LEASE ISSUES WITH CROWN CASTLE (1.0); TELEPHONE CALL WITH CLIENT REGARDING SAME (0.3)
02/15/13	JHB	1.50	ANALYZE CROWN CASTLE EXTENSION FACTORS
02/15/13	JPJ	1.00	FOLLOW-UP WITH J. WOLSK REGARDING SPECTRUM LEASE ANALYSIS (0.3); TELEPHONE CALL WITH CROWN CASTLE REGARDING EXTENSION ISSUES (0.5); DRAFT EMAIL TO J. CARLISLE REGARDING SAME (0.2)
02/18/13	JHB	2.50	ANALYZE CROWN CASTLE EXTENSION ISSUES
02/18/13	JPJ	.90	REVIEW PROPOSAL REGARDING BUILD OUT ISSUES (0.5); RESPOND TO SAME (0.4)
02/19/13	JHB	2.00	DRAFT LETTER REGARDING CROWN CASTLE EXTENSION
02/19/13	JPJ	1.10	TELEPHONE CALL WITH LIGHTSQUARED EXECUTIVES REGARDING FCC BUILD OUT REQUIREMENTS (0.6); TELEPHONE CALL WITH CROWN CASTLE REGARDING SAME (0.5)
02/20/13	JPJ	.90	REVIEW AND COMMENT ON STRATEGY FOR 1.6 GHZ EXTENSION
02/21/13	JHB	2.50	PREPARE FOR CLIENT CALL REGARDING CROWN CASTLE STATUS (1.5); ATTEND SAME (1.0)
02/21/13	JPJ	4.60	DRAFT LETTER TO FCC REGARDING BUILD PLANS (0.9); TELEPHONE CALL WITH LIGHTSQUARED EXECUTIVES REGARDING SAME (0.6); REVIEW AND REVISE EX PARTE DRAFT (0.3); REVIEW FCC BUILDOUT PRECEDENT (1.0); UPDATE CROWN COUNSEL REGARDING FCC STATUS (0.6); TELEPHONE CALL WITH GOVERNMENT RELATIONS TEAM REGARDING FCC ISSUES (0.7); MEETING WITH A. POTTER REGARDING 1.6 GHZ RESEARCH (0.5)
02/21/13	AEP	2.50	MEET WITH J. JANKA TO DISCUSS RESEARCH PROJECT (0.5); RESEARCH FCC RULES AND PRECEDENT REGARDING 1670-1675 MHZ (2.0)
02/22/13	JHB	2.60	REVISE CROWN CASTLE EXTENSION DRAFT (0.8); REVIEW INPUTS REGARDING SAME (0.2); MAKE FURTHER REVISIONS TO EXTENSION DRAFT (0.9); TELECONFERENCE WITH CLIENT REGARDING: SAME (0.7)
02/22/13	JPJ	1.30	TELEPHONE CALL WITH CROWN COUNSEL REGARDING FCC STATUS
02/22/13	AEP	3.70	DRAFT SUMMARY OF 1670-1675 MHZ BAND REGULATORY PROCEEDINGS (2.1); COMPILE BRIEFING BOOK OF RELEVANT PRECEDENT (1.6)
02/23/13	JHB	.30	TELECONFERENCE WITH CLIENT REGARDING DRAFT CROWN CASTLE LETTER
02/25/13	JHB	3.10	PREPARE FOR CONFERENCE CALL WITH CLIENT REGARDING 1670-75 MHZ BUILDOUT (2.0); REVIEW SLIDE DECK REGARDING SAME (0.5); ATTEND CONFERENCE CALL WITH CLIENT REGARDING SAME (0.6)
02/25/13	JPJ	1.60	TELEPHONE CALL WITH LIGHTSQUARED ENGINEERING TEAM REGARDING 1.6 BUILD (0.6); PREPARE FOR SAME (0.6); COORDINATE WITH CROWN FCC COUNSEL (0.4)

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130302548

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
02/26/13	JPJ	.80	ANALYZE FCC LICENSE BUILD ISSUES (0.5); COORDINATE WITH CROWN CASTLE COUNSEL (0.3)
02/26/13	AEP	2.70	FURTHER RESEARCH REGARDING RULES APPLICABLE TO 1670-1675 MHZ BAND (0.8); SUMMARIZE RULES (1.9)
02/27/13	JHB	2.90	PREPARE FOR CALL WITH CROWN CASTLE REPRESENTATIVES REGARDING EXTENSION AND CONSTRUCTION STATUS (1.2); ATTEND CONFERENCE CALL REGARDING SAME (0.8); RESEARCH REGARDING SUBSTANTIAL SERVICE SHOWINGS (0.9)
02/27/13	JPJ	2.10	TELEPHONE CALL WITH A. POTTER REGARDING RESEARCH ON LICENSE BUILDS (0.6); REVIEW AND REVISE DRAFT ANALYSIS OF SAME (0.7); PARTICIPATE IN TELEPHONE CALL WITH CROWN CASTLE, J. CARLISLE, J. BARKER AND D. SMITH REGARDING LICENSE BUILD PLANS (0.8)
02/27/13	ERP	1.20	MEET WITH A. POTTER TO DISCUSS WIRELESS BILDOUT REQUIREMENTS, STANDARD (0.4); REVIEW FCC RULES, RESEARCH FCC CASES IN CONNECTION WITH SAME (0.8)
02/27/13	AEP	3.80	TELEPHONE COMMUNICATIONS WITH J. JANKA REGARDING RULES REGARDING SUBSTANTIAL SERVICE SHOWINGS (0.6); RESEARCH RULES RELATED TO MODIFICATIONS APPLICATIONS AND AMENDMENTS (2.4); MEET WITH E. PARK TO DISCUSS WIRELESS RULES (0.4); RESEARCH WIRELESS RULES (0.4)
02/28/13	JPJ	1.60	MEETING WITH A. POTTER REGARDING FCC BILDOUT ANALYSIS (1.1); REVIEW DRAFT SUMMARY REGARDING SAME (0.6)
02/28/13	ERP	.30	EMAIL TO A. POTTER REGARDING BILDOUT REQUIREMENTS, FCC CASES RELATING TO SAME
02/28/13	AEP	6.30	RESEARCH FCC SUBSTANTIAL SERVICE REQUIREMENTS (5.2); MEETING WITH J. JANKA TO DISCUSS FCC BILDOUT ANALYSIS (1.1)

Attorney Hours:

J P JANKA	(PARTNER)	20.90 hrs @	\$965.00 /hr.	\$20,168.50
J H BARKER	(PARTNER)	18.90 hrs @	\$965.00 /hr.	\$18,238.50
J M WOLSK	(PARTNER)	2.50 hrs @	\$875.00 /hr.	\$2,187.50
ER PARK	(COUNSEL)	1.50 hrs @	\$855.00 /hr.	\$1,282.50
A E POTTER	(ASSOCIATE)	19.00 hrs @	\$700.00 /hr.	\$13,300.00

Total Services 62.8 hrs \$55,177.00

Other charges:

Total current charges \$5,177.00

BALANCE DUE \$55,177.00

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130302548

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}

INVOICE

February 28, 2013

LIGHTSQUARED INC
10802 PARKRIDGE BLVD.
RESTON, VA 20191
ATTN: JEFF CARLISLE

Tax Identification No: 95-2018373

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. 130302547
File No. 047339-0012

For questions call:
Christian Lidyard at (202) 350-5215

For professional services rendered through February 28, 2013
re: **DIP Credit Facility**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
02/06/13	JPJ	.70	REVIEW FCC ISSUES IN CREDIT FACILITY

Attorney Hours:

J P JANKA	(PARTNER)	.70 hrs @	\$965.00 /hr.	\$ 675.50
-----------	-----------	-----------	---------------	-----------

Total current charges

675.50

BALANCE DUE

\$ 675.50

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130302547

Exhibit B

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

February 28, 2013

LIGHTSQUARED
10802 PARKRIDGE BLVD.
RESTON, VA 20191
ATTN: JEFF CARLISLE

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:	CHECKS:
Bank: Citibank, Delaware	Latham & Watkins LLP
One Penn's Way	P.O. Box 7247-8202
New Castle, DE 19720	Philadelphia, PA
ABA: 0311-00209	19170-8202
SWIFT: CITIUS33	
Account Name: Latham & Watkins LLP	
Account Number: 3911-7003	

Please identify your check or wire transfer with the following numbers:
Invoice No. 130302543
File No. 047339-0008

For questions call:
Christian Lidyard at (202) 350-5215

For professional services rendered through February 28, 2013
re: **Disbursements**

Other charges:

PHOTOCOPYING	451.52	
TELEPHONE	3.85	
AIRFARE & TRAINFARE	351.00	
TRIP EXPENSES	329.80	
MEALS	176.18	
GROUND TRANSPORTATION	83.30	
WESTLAW	<u>1,247.40</u>	
Total other charges		<u>2,643.05</u>
Total current charges		<u>2,643.05</u>
BALANCE DUE		<u>\$2,643.05</u>

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 130302543