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Attorneys for Debtor BCE West, L.P., et al.

FILED

OCT 16 2000

KEVIN E. O'BRIEN, CLERK
UNITED STATES
BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF ARIZONA**

| | | |
|-------------------------|---|---------------------------------------|
| In Re: |) | Chapter 11 |
| BCE WEST, L.P., et al., |) | Case Nos. 98-12547 |
| |) | through 98-12570-ECF-CGC |
| Debtors. |) | Jointly Administered |
| EID # 38-3196719 |) | ORDER ON FINAL APPLICATION |
| |) | OF AKIN, GUMP, STRAUSS, HAUER |
| |) | & FELD, L.L.P., COUNSEL TO |
| |) | DEBTORS IN POSSESSION, FOR |
| |) | ALLOWANCE OF COMPENSATION |
| |) | FOR SERVICES RENDERED AND |
| |) | REIMBURSEMENT OF EXPENSES |
| |) | INCURRED [DE 1882] |

Upon consideration of the Final Application of Akin, Gump, Strauss, Hauer & Feld, L.L.P., Counsel to Debtors in Possession, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred (the "Application") [DE 1882] and the objection (the "Objection") filed by the Plan Trustee, the settlement of the Objection as contained herein and finding that the services rendered were for and on behalf of the Debtors and resulted in a benefit to the Estate and were reasonable and necessary; it is accordingly

ORDERED that Akin, Gump, Strauss, Hauer & Feld, L.L.P. ("Akin Gump") is granted allowance for attorneys' fees for 2,491.60 hours of time spent for services furnished as attorney to

1 the Debtors in the amount of \$742,209.50 during the period from February 1, 2000 through
2 May 26, 2000; it is further

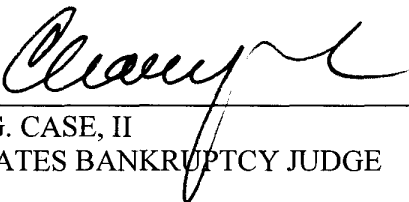
3 ORDERED that Akin Gump is granted allowance for reimbursable expenses in the total
4 amount of \$93,203.66 for the period referenced above; it is further

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6 ORDERED that Akin Gump is awarded final compensation as attorney to the Debtors, in
7 the aggregate amount of \$2,888,300.75 (inclusive of \$2,166,091.25 previously awarded and less
8 \$20,000 as agreed to with the Plan Trustee); it is further

9
10 ORDERED that Akin Gump shall receive final reimbursement of actual out-of-pocket
11 expenses in the total amount of \$338,862.47 (inclusive of \$245,658.81 previously awarded and
12 less \$6,287.77 as agreed to with the Plan Trustee); provided, however, to the extent
13 documentation for expenses were not included in the Application due to not having been
14 processed by the time of its filing, Akin Gump may request reimbursement of such expenses upon
15 invoice to the Plan Trustee; it is further

16 ORDERED that the Plan Trustee pay Akin Gump the foregoing sums less the amount
17 previously paid for a total of \$466,028.60 within ten (10) days from the date of this order.

18 DATED: Oct 16, 2000.

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23 CHARLES G. CASE, II
24 UNITED STATES BANKRUPTCY JUDGE
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