

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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In re : Chapter 11  
HEARTLAND WIRELESS :  
COMMUNICATIONS, INC., : Case No. 98-2692  
Debtors. : Jointly Administrated  
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U.S. BANKRUPTCY COURT  
DISTRICT OF DELAWARE

1999 JUL -2 P 12:15

FILED/RECEIVED

**ORDER ALLOWING THE FINAL COMPENSATION AND REIMBURSEMENT OF EXPENSES REQUESTED BY PROFESSIONALS EMPLOYED IN THESE CASES DIRECTING THE DEBTORS TO PAY SUCH FEES AND EXPENSES**

Upon consideration of the first and final fee applications for compensation and reimbursement of expenses (each, an "Application", and collectively, the "Applications") of the professionals listed on Exhibit A attached hereto (each, an "Applicant", and collectively, the "Applicants") for the period set forth on Exhibit A (the "Application Period"); and it appearing that adequate notice of the hearing to consider the Applications has been given, and that no other or further notice need be given; and no objections having been filed to the Applications; and this Court having found and determined that each of the Applicants should be allowed the compensation and reimbursement of expenses requested in their respective Applications and set forth on Exhibit A,

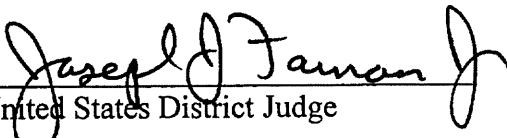
NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. Each of the Applications is granted and each of the Applicants is allowed compensation and reimbursement of expenses for the Application Period in the amounts requested in their respective Applications and set forth on Exhibit A (each, an "Allowed Amount").
2. The above-captioned debtors hereby are directed to disburse to each Applicant the respective Allowed Amount, less any amounts previously paid to such Applicant on account of such Allowed Amount.

Handwritten initials/signature

3. This Order shall be deemed a separate Order with respect to each of the Applications. Any stay of this Order pending appeal with respect to any one Applicant shall only apply to the particular Applicant that is the subject of such appeal, and shall not operate to stay the applicability and/or finality of this Order with respect to any other of the Applicants.

Dated: July 1, 1999  
Wilmington, Delaware

  
United States District Judge

**EXHIBIT A**

**HEARTLAND WIRELESS COMMUNICATIONS, INC.**

Professional Fees and Expenses  
First and Final Fee Applications

APPLICANTS	TIME PERIOD	FEES AND EXPENSES
Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, NY 10153 Attn: Martin Sosland	12/04/98 - 03/15/99	\$267,921.50 (Fees)  \$20,393.07 (Expenses)
Richards, Layton & Finger, P.A. One Rodney Square Wilmington, DE 19801 Attn: Thomas L. Ambro	12/04/98 - 03/15/99	\$26,098.50 (Fees)  \$10,391.27 (Expenses)
Wasserstein Perella & Co., Inc. 31 West 52nd Street New York, NY 10019 Attn: Kenneth A. Buckfire	12/04/98 - 04/01/99	\$1,500,000 (Fees)  \$4,278.28 (Expenses)
Andrews & Kurth L.L.P. 805 Third Avenue New York, NY 10022 Attn: Paul N. Silverstein	12/04/98 - 03/31/99	\$69,021.50 (Fees)  \$3,609.10 (Expenses)
The Altman Group, Inc. 60 East 42 <sup>nd</sup> Street, Suite 1241 New York, NY 10165 Attn: Jane Sullivan	12/04/98 - 03/16/99	\$47,036.00 (Fees)  \$4,515.71 (Expenses)
KPMG LLP 200 Crescent Court Suite 300 Dallas, TX 75201 Attn: Jerry Borowick	12/04/98 - 03/15/99	\$127,868.65 (Fees)  \$0 (Expenses)

APPLICANTS	TIME PERIOD	FEES AND EXPENSES
Young Conaway Stargatt & Taylor, LLP Rodney Square North, 11 <sup>th</sup> Floor Wilmington, DE 19801 Attn: Laura Davis Jones, Esquire	12/16/98 - 04/01/99	\$6,905.00 (Fees)  \$3,278.71 (Expenses)