

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
HEARTLAND WIRELESS COMMUNICATIONS,)
INC., a Delaware Corporation,) Case No. 98-2692 (JJF)
)
Debtors.)

FIRST AND FINAL APPLICATION OF YOUNG CONAWAY
STARGATT & TAYLOR, LLP FOR ALLOWANCE OF
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES
FOR THE PERIOD DECEMBER 16, 1998 THROUGH APRIL 1, 1999

Name of Applicant: Young Conaway Stargatt & Taylor, LLP

Authorized to Provide Professional Services to: Counsel to the Official Committee of
Unsecured Creditors

Date of Retention: Order entered January 19, 1999

Period for which compensation and
reimbursement is sought: December 16, 1998 - April 1, 1999

Amount of Compensation sought
as actual, reasonable, and necessary: \$6,905.00

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$3,278.71

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This is the first interim fee application.

Name of Professional Person	Position with the app. and no. of years in that position	Hourly billing rate (incl. chgs)	Total billed hours	Total compensation
Laura Davis Jones	Partner since 1992. Joined firm as associate in 1987. Member Del. Bar since 1986	<u>12/98</u> \$325.00	2.00	\$650.00
		<u>1/99-4/99</u> \$335.00	10.60	\$3,551.00
Edwin J. Harron	Joined firm as associate in 1996. Member Delaware Bar since 1995.	<u>12/98</u> \$160.00	2.00	\$320.00
		<u>1/99-4/99</u> \$180.00	.90	\$162.00
Kim Leckie	Legal Assistant 1 year	<u>12/98</u> \$75.00	9.70	\$727.50
		<u>1/99-4/99</u> \$80.00	12.30	\$984.00
Brenda Walters	Paralegal 17 years	<u>1/99-4/99</u> \$100.00	3.70	\$370.00
Ty Workman	Paralegal 1 year	<u>1/99-4/99</u> \$85.00	.50	\$42.50
Helen Martin	Case Management Assistant	<u>1/99-4/99</u> \$40.00	.70	\$280.00
Kim Deel	Case Management Assistant	<u>1/99-4/99</u> \$35.00	1.70	\$59.50
Karen Smith	Case Management Assistant	<u>1/99-4/99</u> \$35.00	.30	\$10.50

Grand Total: 44.40 hours \$6,905.00

Blended Rate: \$155.51 per hour

Dated: May 14, 1999

UNITED STATES BANKRUPTCY COURT

DISTRICT OF DELAWARE

In re:) Chapter 11
)
HEARTLAND WIRELESS COMMUNICATIONS,)
INC., a Delaware Corporation,) Case No. 98-2692 (JJF)
)
Debtors.)

**FIRST AND FINAL APPLICATION OF YOUNG CONAWAY
STARGATT & TAYLOR, LLP AS CO-COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF HEARTLAND
WIRELESS COMMUNICATIONS, INC. FOR ALLOWANCE OF
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES
(FOR THE PERIOD DECEMBER 16, 1998 THROUGH APRIL 1, 1999)**

Young Conaway Stargatt & Taylor, LLP ("Young Conaway") respectfully represents as follows:

1. Young Conaway is Delaware counsel for the Official Committee of Unsecured Creditors (the "Committee") of Heartland Wireless Communications, Inc. (the "Debtor") in the referenced case.
2. On December 4, 1998 the Debtor filed a voluntary petition for reorganization under Chapter 11 of the Bankruptcy Code.
3. By order dated December January 19, 1999, the Court authorized the Committee to retain Young Conaway as Delaware counsel to the Committee in this case, nunc pro tunc to December 16, 1998. Young Conaway has acted as counsel for the Committee since December 16, 1998.
4. Young Conaway submits this First and Final Application (i) for an allowance of reasonable compensation for actual, necessary professional services by it as counsel for the Committee in this case for the period from December 16, 1998 through April 1, 1999, and (ii) for reimbursement of actual, necessary expenses incurred in

representing the Committee during that same period. This application is made pursuant to the provisions of Sections 327, 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016.

5. Professional services and expenses for which compensation and reimbursement are sought were rendered and expended on behalf of the Committee pursuant to Chapter 11 of the Bankruptcy Code. Young Conaway believes it is appropriate that it be compensated for the time spent and be reimbursed for the expenses incurred in connection with these matters. 11 U.S.C. § 1103(a).

6. For the period covered by this First Application, December 16, 1998 through April 1, 1999, Young Conaway has provided professional services to the Committee totaling \$6,905.00 and has incurred actual, necessary expenses in connection therewith totaling \$3,278.71.

7. Young Conaway maintains daily records of the time spent in the rendering of professional services during the period covered by this Application. Attached as Exhibit A are detailed summaries of fees incurred and services rendered from December 16, 1998 through April 1, 1999.

8. Exhibit B contains a breakdown of disbursements incurred by Young Conaway over the period December 16, 1998 through April 1, 1999.

9. Young Conaway has endeavored to represent the Committee in the most expeditious and economical manner possible. Tasks has been assigned to attorneys, paralegals, and secretaries at Young Conaway so that work has been performed by those most familiar with the particular matter or task and, where attorney or paralegal involvement was required, by the lowest hourly rate professional appropriate for a particular matter. Moreover, Young Conaway has sought to coordinate with co-counsel,

Andrews & Kurth, L.L.P., so as to minimize any duplication of effort and to minimize attorneys' fees and expenses to the Committee and the Debtors. We believe we have been successful in this regard.

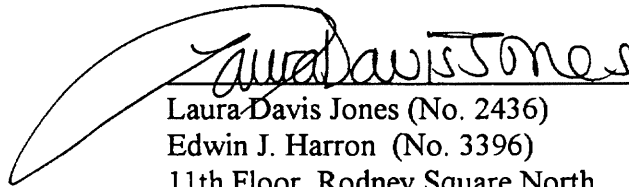
10. Young Conaway is not holding any advance against services and disbursements from the Committee or the Debtors.

11. No agreement or understanding exists between Young Conaway and any other person for the sharing of compensation received or to be received for services rendered in or in connection with this case.

12. The undersigned has reviewed the requirements of Local Rule #32 and this Application complies with that Rule.

WHEREFORE, Young Conaway Stargatt & Taylor, LLP requests that entry of an order allowing final approval of compensation in the sum of \$6,905.00 for actual, necessary professional services rendered on behalf of the Committee during the period December 16, 1998 through April 1, 1999, and reimbursement in the amount of \$3,278.71 for actual, necessary expenses incurred during that period.

YOUNG CONAWAY STARGATT & TAYLOR, LLP



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Attorneys for the Official Committee of Unsecured
Creditors of Heartland Wireless Communications, Inc.

Dated: May 14, 1999