

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA

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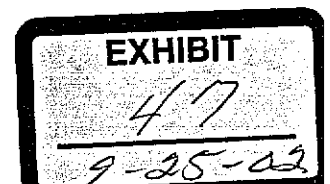
IN RE:)
FEDERAL TRANSTEL, INC.,)
Debtor.)
CASE NO. 01-75399-REB)
CHAPTER 11)
JUDGE BRIZENDINE)

APPLICATION TO APPROVE EMPLOYMENT OF ATTORNEYS

COMES NOW Federal Transtel, Inc. ("FTT"), Debtor and Debtor-in-Possession, and hereby applies to this Court for authority to employ attorneys pursuant to U.S.C. §327 (the "Application") and in support thereof, respectfully represents:

1. On December 11, 2001, Federal Transtel, Inc. filed a petition constituting an order for relief under 11 U.S.C. Chapter 11.
2. Debtor has continued in possession of its property and continues to operate as Debtor-in-Possession.
3. Debtor wishes to employ the law firm of Macey, Wilensky, Cohen, Wittner & Kessler, LLP, ("Macey, Wilensky") as its attorneys.
4. Debtor has selected Macey, Wilensky for the firm's experience and qualifications as Debtor's counsel in commercial bankruptcy cases.
5. The professional services said attorneys are to render include:
 - (a) Giving Debtor legal advice with respect to its powers and duties as Debtor-in-Possession in the management of its property;

MACEY, WILENSKY, COHEN,
WITTNER & KESSLER, LLP
SUITE 600 MARQUIS TWO TOWER
285 PEACHTREE CITY AVENUE, N.E.
ATLANTA, GEORGIA 30303-1229
PHONE: (404) 584-1200
FAX: (404) 681-4355



(b) Preparing on behalf of Debtor as Debtor-in-Possession necessary schedules, applications, motions, answers, orders, reports and other legal matters;

(c) Assisting in examination of the claims of creditors;

(d) Assisting with formulation and preparation of the disclosure statement and plan of reorganization and with the confirmation and consummation thereof; and

(e) Performing all other legal services for Debtor as Debtor-in-Possession which may be necessary herein.

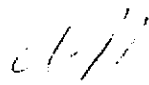
6. To the best of Debtor's knowledge, Macey, Wilensky has no connection with the creditors, or any other party-in-interest, or their respective attorneys.

7. The terms of employment of said law firm agreed to by the Debtors-in-Possession, subject to the approval of the Court, are that certain attorneys and other personnel within said firm will undertake this representation at their standard hourly rates (the current rates of those attorneys and paralegals as disclosed in the attached affidavit. The attorneys will make periodic application for interim compensation, and if, at the completion of the case the results merit it, the attorneys may make application to the Court for the allowance of a premium above their hourly rates.

8. Macey, Wilensky represent no interest adverse to Debtor as Debtor-in-Possession or the estate in the matters upon which they are to be engaged for the Debtor-in-Possession, and their employment would be to the best interest of this estate.

WHEREFORE, Debtor prays that its employment of the said Macey, Wilensky, Cohen, Wittner & Kessler, LLP, as counsel under the terms specified to represent it as Debtor-in-Possession in this case under Chapter 11 of the Bankruptcy Code be approved by the Court, and that it have such other and further relief as is just.

FEDERAL TRANSTEL, INC.

BY: 

Daniel Nicherie