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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
WEST PALM BEACH DIVISION

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COMMISSION
CLERK

IN RE:

EPICUS COMMUNICATIONS
GROUP, INC., and EPICUS, INC.,

CASE NO. 04-34915-BKC-PGH
CHAPTER 11
Jointly Administered

050000

Debtor.

APPLICATION TO EMPLOY SPECIAL COUNSEL TO DEBTOR-IN-POSSESSION
NUNC PRO TUNC TO SEPTEMBER 6, 2005
(Law Firm of Watkins Ludlam Winter & Stennis, P.A.)

The Debtors-in-Possession, EPICUS COMMUNICATIONS GROUP, INC. and EPICUS, INC. ("Debtors"), by and through undersigned counsel, hereby move this Court for an Order approving special counsel to the Debtor to assist the Debtors in the transfer of their Mississippi telecommunications licenses in furtherance of the pending plan of reorganization, *nunc pro tunc* to September 6, 2005, and would state as follows:

1. On October 25, 2004, the Debtors filed voluntary petitions under Chapter 11 of the United States Bankruptcy Code.

2. It is necessary that the Debtors employ special counsel to assist the Debtors in the transfer of their Mississippi telecommunications licenses in furtherance of the pending plan of reorganization.

4. Debtors wish to employ J. ANDREW GIPSON, KRISTI M. JOHNSON and STANLEY Q. SMITH and the law firm of WATKINS LUDLAM WINTER & STENNIS, P.A., whose address is 633 North State Street, Jackson, Mississippi 39202. J. ANDREW GIPSON, KRISTI M. JOHNSON and STANLEY Q. SMITH have considerable experience in rendering legal services in

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matters of this kind and is well qualified to perform the services required by the Debtors.

5. That to the best of your Applicants' knowledge and belief, the said J. ANDREW GIPSON, KRISTI M. JOHNSON and STANLEY Q. SMITH and the law firm of WATKINS LUDLAM WINTER & STENNIS, P.A. do not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which said attorneys will be employed within the meaning of 11 U.S.C. §327(e), and represent no interest adverse to this estate. An Affidavit of Special Counsel is attached hereto as required under Bankruptcy Rule 2014.

6. J. ANDREW GIPSON, KRISTI M. JOHNSON and STANLEY Q. SMITH and the law firm of WATKINS LUDLAM WINTER & STENNIS, P.A. have considerable experience in rendering legal services in the matters in which they are to be employed and are well qualified to perform the services required by the Debtors.

7. Said J. ANDREW GIPSON, KRISTI M. JOHNSON and STANLEY Q. SMITH and the law firm of WATKINS LUDLAM WINTER & STENNIS, P.A. have agreed to be compensated in accordance with 11 U.S.C. §§330 and 331.

8. J. ANDREW GIPSON shall charge \$170.00 per hour, KRISTI M. JOHNSON shall charge \$225.00 per hour and STANLEY Q. SMITH shall charge \$235.00 per hour for representation in connection with these matters, plus reimbursement of actual and necessary costs.

WHEREFORE, the Debtor moves that this Court consider the Application and enter an Order authorizing the employment of J. ANDREW GIPSON, KRISTI M. JOHNSON and STANLEY Q. SMITH and the law firm of WATKINS LUDLAM WINTER & STENNIS, P.A. as special counsel to assist the Debtors in the transfer of their Mississippi telecommunications licenses in furtherance of the pending plan of reorganization on a general retainer basis at the hourly rate as set forth above

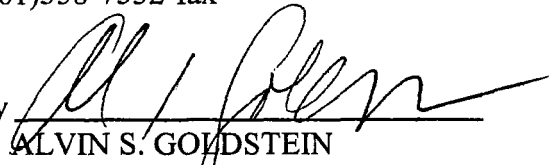
plus reimbursement for actual and necessary costs, after proper application and hearing.

I HEREBY CERTIFY that a true and correct copy of the foregoing was sent via U.S. Mail this 21st day of September, 2005, to all parties listed on the attached matrix.

I HEREBY CERTIFY that I am admitted to the Bar of the United States District Court for the Southern District of Florida and I am in compliance with the additional qualifications to practice in this Court set forth in Local Rule 2090-1(A).

FURR AND COHEN, P.A.
Attorney for Debtor
2255 Glades Road
One Boca Place, Suite 337W
Boca Raton, FL 33431
(561) 395-0500
(561)338-7532-fax

By


ALVIN S. GOLDSTEIN
Florida Bar No. 993621
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
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IN RE:

EPICUS COMMUNICATIONS
GROUP, INC., and EPICUS, INC.,

Debtor.

CASE NO. 04-34915-BKC-PGH
CHAPTER 11
Jointly Administered

AFFIDAVIT OF SPECIAL COUNSEL

(STANLEY Q. SMITH)

STATE OF MISSISSIPPI

COUNTY OF HINDS

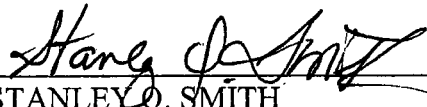
STANLEY Q. SMITH, being duly sworn, upon his oath deposes and says:

1. Affiant is a member of the Mississippi Bar, is a member of the law firm of WATKINS LUDLAM WINTER & STENNIS, P.A., 633 North State Street, Jackson, Mississippi 39202, and is authorized to make and execute this Affidavit on behalf of WATKINS LUDLAM WINTER & STENNIS, P.A.

2. Affiant makes this Affidavit in support of the Application by the Debtor-In-Possession to employ special local counsel to assist the Debtors in the transfer of their Mississippi telecommunications licenses in furtherance of the pending plan of reorganization.

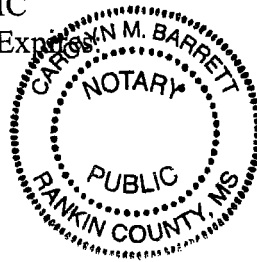
3. Neither J. ANDREW GIPSON, KRISTI M. JOHNSON, nor STANLEY Q. SMITH, nor the law firm of WATKINS LUDLAM WINTER & STENNIS, P.A., nor any partner or associate thereof, has any connection with the Debtor or any other party in interest and their respective attorneys and accountants and represents no interest adverse to the Debtor.

AFFIANT FURTHER SAYETH NAUGHT.


STANLEY Q. SMITH
WATKINS LUDLAM WINTER & STENNIS, P.A.
633 North State Street
Jackson, Mississippi 39202
(601) 949-4900
(601) 949-4804 (fax)

The foregoing instrument was acknowledged before me this 16th day of September, 2005, by Stanley Q. Smith, who is personally known to me or who has produced N/A as identification and who did/did not take an oath.


NOTARY PUBLIC
My Commission Expires



Notary Public State of Mississippi
At Large
My Commission Expires
May 12, 2009
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC.