

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

.....X	:	
In re:	:	Chapter 11
	:	
FOOTHILLS TEXAS, INC., <i>et al.</i> , ¹	:	Case No. 09-10452 (CSS)
	:	
Debtors.	:	Jointly Administered
	:	
.....X	:	Related to Docket Nos. 480, 483, 500 & 501

OMNIBUS ORDER APPROVING INTERIM AND FINAL FEE APPLICATIONS

This matter having come before the Court on the Third Interim Fee Application Requests (the “Interim Requests”) and the Final Fee Application Requests (the “Final Requests”) of those professionals referenced on Exhibits A and B attached hereto (the “Applicants”), and in accordance with paragraph 77 of the Findings of Fact, Conclusions of Law, and Order Confirming the Debtors’ First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (Modified) (Docket No. 448) (the “Confirmation Order”)² for final approval of all final requests for compensation and reimbursement of fees and expenses of any professional employed in these chapter 11 cases relating to reimbursement of costs and expenses and services performed after the Petition Date and prior to and including the Effective Date (the “Compensation Period”), and pursuant to the Court’s Order Pursuant to Bankruptcy Code Sections 105(a) and 331 for Administrative Order Establishing Interim Compensation Procedures dated March 3, 2009 [Docket No. 77] (the “Administrative Order”), and the Court having reviewed the application of each Applicant for allowance of interim and final compensation for professional services and for reimbursement of expenses referenced on

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Foothills Texas, Inc. (9399); Foothills Resources, Inc. (9560); Foothills California, Inc. (4290 and 2963); and Foothills Oklahoma, Inc. (0946).

² All capitalized terms not defined herein shall have the meaning ascribed to them in the Plan and/or Confirmation Order

Exhibits A and B attached hereto (the "Applications"), and the Court finding that: (a) the Court having jurisdiction over these matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Interim and Final Requests and the Applications was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Interim and Final Requests,

IT IS HEREBY ORDERED THAT:

1. The Interim Applications for the period October 1, 2009 through January 31, 2010 identified on Exhibit A hereto are granted to the extent set forth on Exhibit A.
2. The Final Applications for the period February 11, 2009 through February 23, 2010 identified on Exhibit B hereto are granted to the extent set forth on Exhibit B.
3. The Reorganized Debtors are authorized and directed to make payment to each of the Applicants of 100% of any and all fees and 100% of any and all expenses listed on Exhibits A and B hereto that have not yet been paid in satisfaction of the allowed fees for services rendered and expenses incurred during the Compensation Period.
4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: June 24, 2010



HONORABLE CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Foothills Texas, Inc., et al.
Case No. 09-10452 (CSS)
Exhibit "A"

Third Interim Fee Period from October 1, 2009 through January 31, 2010

Professional Debtors' Professionals	Application Info.	Fees Requested	Expenses Requested	CNO Information	Previously Approved Fees (80%)	Approved Expenses (100%)	Fee Holdback (20%)
Cole, Schotz, Meisel, Forman & Leonard, P.A. (Counsel to Debtors)	8th Fee Application Filed: 3/16/10 DI No. 481 Period: 10/1/09-11/30/09	\$ 20,912.50	\$538.98	CNO filed 4/8/10 D.I. No. 493	\$ 16,730.00	\$538.98	\$ 4,182.50
	9th Fee Application Filed: 3/16/10 DI No. 482 Period: 12/1/09-1/31/10	\$ 23,386.50	\$1,580.61	CNO filed 4/8/10 D.I. No. 494	\$ 18,709.20	\$1,580.61	\$ 4,677.30
Cole Schotz Totals		\$ 44,299.00	\$2,119.59		\$ 35,439.20	\$2,119.59	\$ 8,859.80
Akin Gump Strauss Hauer & Feld LLP (Counsel to Debtors)	9th Fee Application Filed: 11/24/09 DI No. 362 Period: 10/1/09-10/31/09	\$ 54,450.50	\$347.53	CNO filed 1/8/10 D.I. No. 420	\$ 43,560.40	\$347.53	\$ 10,890.10
	10th Fee Application Filed: 12/22/09 DI No. 389 Period: 11/1/09-11/30/09	\$ 97,985.50	\$0.00	CNO filed 1/15/10 D.I. No. 425	\$ 78,388.40	\$0.00	\$ 19,597.10
	11th Fee Application Filed: 1/25/10 DI No. 429 Period: 12/1/09-12/31/09	\$ 99,244.50	\$2,875.65	CNO filed 2/17/10 D.I. No. 459	\$ 79,395.60	\$2,875.65	\$ 19,848.90

Foothills Texas, Inc., et al.
Case No. 09-10452 (CSS)
Exhibit "A"

Third Interim Fee Period from October 1, 2009 through January 31, 2010

Professional	Application Info.	Fees Requested	Expenses Requested	CNO Information	Previously Approved Fees (80%)	Approved Expenses (100%)	Fee Holdback (20%)
	12th Fee Application Filed: 2/18/10 DI No. 460 Period: 1/1/10-1/31/10	\$ 92,664.50	\$4,014.80	CNO filed 3/12/10 D.I. No. 478	\$ 74,131.60	\$4,014.80	\$ 18,532.90
Akin Gump Totals		\$ 344,345.00	\$7,237.98		\$ 275,476.00	\$ 7,237.98	\$ 68,869.00
Cumulative Grand Totals- All Professionals	3rd Interim Fee Period: October 1, 2009 through January 31, 2010	\$ 388,644.00	\$9,357.57		\$ 310,915.20	\$9,357.57	\$ 77,728.80

EXHIBIT B

Foothills Texas, Inc., et al.
Case No. 09-10452 (CSS)
Exhibit "B"

Final Fee Period from February 11, 2009 through February 23, 2010

Professional	Application Info.	Fees Requested	Expenses Requested	CNO Information	Approved Fees (100%)	Approved Expenses (100%)
Debtors' Professionals						
Cole, Schotz, Meisel, Forman & Leonard, P.A. (Counsel to Debtors)	Final Fee Application Filed: 4/23/10 DI No. 500 Period: 2/11/09-2/23/10	\$ 102,172.50	\$5,706.83	CNO filed 5/28/10 D.I. No. 511	\$ 102,172.50	\$5,706.83
Cole Schotz Totals		\$ 102,172.50	\$5,706.83		\$ 102,172.50	\$5,706.83
Akin Gump Strauss Hauer & Feld LLP (Counsel to Debtors)	Final Fee Application Filed: 4/23/10 DI No. 501 Period: 2/11/09-2/23/10	\$ 1,401,619.00	\$34,481.28	CNO filed 5/28/10 D.I. No. 512	\$ 1,401,619.00	\$34,481.28
Akin Gump Totals		\$ 1,401,619.00	\$34,481.28		\$ 1,401,619.00	\$ 34,481.28