



ENTERED  
01/09/2008

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
GALVESTON DIVISION**

**IN RE:** § **Case No. 07-80605-G3-11**  
§  
**EAGLE BROADBAND, INC. et al.,** § **Chapter 11**  
§  
**Debtors.** § **(Jointly Administered)**

**ORDER GRANTING DEBTORS' AMENDED APPLICATION FOR AUTHORITY  
TO EMPLOY HUGHES WATTERS ASKANASE, LLP AS COUNSEL  
FOR DEBTORS-IN-POSSESSION #74**

Upon consideration of the Amended Application for Authority to Employ HughesWattersAskanase, LLP as Counsel for Debtors-in-Possession (the "Application"), filed by Eagle Broadband, Inc. and its eleven wholly-owned subsidiaries, Atlantic Pacific Communications, Inc.; Clearworks Communications, Inc.; Clearworks Home Systems, Inc.; Clearworks.Net, Inc.; Eagle Broadband Services, Inc.; EToolz, Inc.; Link-Two Communications, Inc.; Northpointe Telecom Services, LLC; UCGI Corporation; and United Computing Group, Inc. ("Debtors"), requesting that this Court enter an Order pursuant to 11 U.S.C. §§ 327 and 328 authorizing the Debtors to employ and retain the law firm of Hughes Watters Askanase, L.L.P. ("HWA") to represent the Debtors in their Chapter 11 cases; and having reviewed the Rule 2016(b) Statement of Hughes Watters Askanase, L.L.P. and the attachments thereto (the "Disclosures"), this Court finds that:

1. Taking into account the disclosures made in the Disclosures, and after finding that HWA has used reasonable efforts to determine if any conflicts exist, HWA does not hold an interest adverse to the Debtors' estate and is a "disinterested person" under Section 327 of the Bankruptcy Code. HWA is therefore qualified to be employed as counsel to Debtors in their

