

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

<p>IN RE</p> <p>FOCAL COMMUNICATIONS CORPORATION, <i>et al.</i></p> <p style="text-align: center;">Debtors.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>CHAPTER 11</p> <p>Case No. 02-13709 (KJC)</p> <p>Jointly Administered</p>
---------------------------------------------------------------------------------------------------------------------	-------------------------------------------------------	---------------------------------------------------------------------------------------------------

**FIRST AND FINAL ORDER ALLOWING COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR CHANIN CAPITAL PARTNERS LLC,
FINANCIAL ADVISOR FOR THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR SERVICES RENDERED DURING THE
PERIOD FROM JANUARY 7, 2003 THROUGH APRIL 10, 2003**

This matter coming before the Court on the First and Final Application of Chanin Capital Partners LLC for Allowance of Compensation and Reimbursement of Expenses for the Period January 7, 2003 through April 10, 2003 (the "Application") filed by Chanin Capital Partners LLC ("Chanin"), financial advisor for the Official Committee of Unsecured Creditors of the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed with the Court on April 22, 2003; there being no objections filed to the Application; the Court having reviewed the Application; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein:

THE COURT HEREBY FINDS THAT:

- A. Capitalized terms not otherwise defined herein have the meanings given to them in the Application.
- B. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
- C. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

D. The Application and the notice thereof comply with the applicable requirements of the Bankruptcy Code, the Bankruptcy Rules, and applicable local rules and administrative orders.

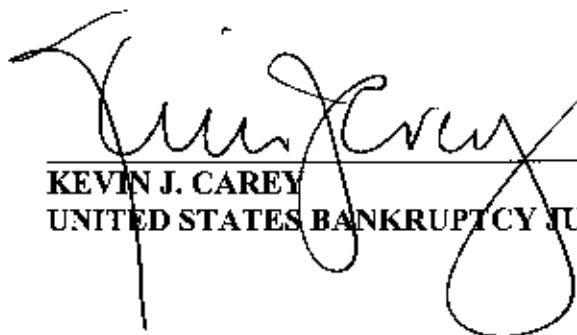
E. Chanin's compensation for services rendered in connection with the Debtors' chapter 11 cases, for which it seeks final allowance in the Application, is reasonable and appropriate under sections 328, 330(a)(1)(A) and 331 of the Bankruptcy Code.

F. Chanin's expenses incurred in connection with the Debtors' chapter 11 cases, for which it seeks reimbursement in the Application, are actual and necessary expenses under sections 328, 330(a)(1)(B) and 331 of the Bankruptcy Code.

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED, as set forth herein.
2. The payment of fees to Chanin in the amount of four hundred thousand dollars (\$400,000.00), together with reimbursement of expenses in the amount of thirty eight thousand seven hundred twenty seven dollars and forty-nine cents (\$38,727.49) hereby is, AUTHORIZED AND APPROVED, said amounts being compensation for services rendered and expenses incurred for the period from January 7, 2003 through April 10, 2003.
3. The Debtors are hereby DIRECTED to pay to Chanin the sum of four hundred thirty eight thousand seven hundred twenty seven dollars and forty-nine cents (\$438,727.49).

Dated: May 21, 2003



KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE