

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
FOCAL COMMUNICATIONS	)	Case No. 02-13709 (KJC)
CORPORATION, <u>et al.</u> <sup>1</sup>	)	(Jointly Administered)
	)	
Debtors.	)	Related Docket No. 1040
	)	

**OMNIBUS ORDER APPROVING FINAL FEE  
APPLICATIONS OF PROFESSIONALS FOR THE  
PERIOD DECEMBER 19, 2002 THROUGH JULY 1, 2003**

Upon consideration of the final applications for compensation and reimbursement of expenses of the professionals listed on Exhibit "A" attached hereto, and adequate notice of the hearing to consider such applications having been given and no objections having been filed to the applications listed on Exhibit "A" and after a hearing having been held on August 21, 2003; and after due deliberation, and sufficient cause appearing therefore; it is hereby

ORDERED that the final applications for compensation and reimbursement of expenses for the professionals listed on Exhibit "A" attached hereto are approved in the respective amounts set forth on Exhibit "A" and it is further *except as set forth in the last paragraph of this Order;*

<sup>1</sup> The Debtors are the following entities: Focal Communications Corporation, Focal Communications Corporation of California, Focal Communications Corporation of Colorado, Focal Communications Corporation of Connecticut, Focal Communications Corporation of Florida, Focal Communications Corporation of Georgia, Focal Communications Corporation of Illinois, Focal Communications Corporation of Massachusetts, Focal Communications Corporation of Michigan, Focal Communications Corporation of the Mid-Atlantic, Focal Communications Corporation of Minnesota, Focal Communications Corporation of Missouri, Focal Communications Corporation of New England, Focal Communications Corporation of New Jersey, Focal Communications Corporation of New York, Focal Communications Corporation of Ohio, Focal Communications Corporation of Pennsylvania, Focal Communications Corporation of Texas, Focal Communications Corporation of Virginia, Focal Communications Corporation of Washington, Focal Communications Corporation of Wisconsin, Focal Financial Services, Inc., Focal International Corp., Focal Telecommunications Corporation, Focal Equipment Finance, LLC and Focal Fiber Leasing, LLC

ORDERED that payment of the compensation and reimbursement of expenses

set forth on Exhibit "A" is authorized and approved, *except for the expense*  
*reimbursements requested by (i) Akin, Gump, Strauss, Haver & Feld, LLP,*  
*and (ii) Miller, Buckfire, Lewis & Co., which shall be reviewed by the*  
Dated: Aug 21, 2003 *Court and shall be the subject of further*  
*orders of this Court.*

  
\_\_\_\_\_  
THE HONORABLE KEVIN J. CAREY

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**EXHIBIT A**

**FOCAL COMMUNICATIONS CORPORATION (02-13709-KJC )  
 PROFESSIONAL FEES & EXPENSES  
 (FINAL APPLICATIONS)  
 (DECEMBER 19, 2002 – JUNE 30, 2003)  
 (HEARING – AUGUST 21, 2003 @ 3:30 P.M.)**

<b>APPLICANT</b>	<b>FEE PERIOD</b>	<b>TOTAL FEES &amp; EXPENSES</b>	<b>AMOUNT APPROVED TO DATE (50% OF FEES)</b>	<b>AMOUNT OUTSTANDING (50% OF FEES)</b>
Akin Gump, Strauss, Hauer & Feld, LLP (Co-Counsel to Official Committee of Unsecured Creditors)  (Docket No. 716)  Certification of No Objection (Docket No. 892)	3/1/03 – 3/31/03	\$181,287.00 (fees)  \$6,415.19 (expenses)  \$187,702.19 (Total)	\$145,029.60 (fees)  \$6,415.19 (expenses)  \$151,444.79 (Total)	\$36,257.40 (fees)
Akin Gump, Strauss, Hauer & Feld, LLP  (Docket No. 717)  Certification of No Objection (Docket No. 893)	4/1/03 – 4/30/03	\$179,090.00 (fees)  \$9,629.31 (expenses)  \$188,719.31 (Total)	\$136,072.00 (fees)  \$9,629.31 (expenses)  \$145,701.31 (Total)	\$43,018.00 (fees)
Akin Gump, Strauss, Hauer & Feld, LLP  (Docket No. 949)  Certification of No Objection (Docket No. 1008)	5/1/03 – 5/31/03	\$71,501.00 (fees)  \$6,695.03 (expenses)  \$78,196.03 (Total)	\$57,200.80 (fees)  \$6,695.03 (expenses)  \$63,895.83 (Total)	\$14,300.20 (fees)
Akin Gump, Strauss, Hauer & Feld, LLP  (Docket No. 1033)  Certification of No Objection (Docket No. ___)	6/1/03 – 7/1/03	\$95,898.50 (fees)  \$4,996.79 (expenses)  \$100,892.29 (Total)	[\$76,7128.80] (fees)  [\$4,996.79] (expenses)  [\$81,715.59] (Total)	[\$19,176.70] (fees)
Akin Gump, Strauss, Hauer & Feld, LLP <b>TOTALS</b>  <b>Final</b> (Docket No. 1037)  (CNO Docket No. ___)	1/7/03 – 7/1/03	\$863,411.00 (fees)  \$41,232.64 (expenses)  \$904,643.64 (Total)	\$690,728.80 (fees)  \$41,232.64 (expenses)  \$731,961.44 (Total)	\$172,682.20 (fees)

APPLICANT	PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% OF FEES)
Deloitte & Touche, LLP (Restructuring Compensation Consultant to Debtors) (Docket No. 950) Certification of No Objection (Docket No. 999)	2/1/03 – 2/28/03  <b>*ORDER SIGNED TO PAY 100%</b>	\$36,000.00 (fees) \$1,939.00 (expenses) \$37,939.00 (Total)	\$36,000.00* (fees) \$1,939.00 (expenses) \$37,939.00 (Total)	\$37,939.00 (fees)
Deloitte & Touche, LLP Final (Docket No. 1027) (CNO Docket No. 1027)	2/1/03 – 2/28/03	\$36,000.00 (fees) \$1,939.00 (expenses) \$37,939.00 (Total)	\$36,000.00* (fees) \$1,939.00 (expenses) \$37,939.00 (Total)	\$37,939.00 (fees)

APPLICANT	FILE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNTS OUTSTANDING (20% OF FEES)
Ernst & Young LLP (Accountants to Debtors) (Docket No. 409) Certification of No Objection (Docket No. 501)	12/19/03 – 12/31/03	\$14,353.00 (fees)  \$208.00 (expenses)  \$15,561.00 (Total)	\$11,482.40 (fees)  \$208.00 (expenses)  \$11,690.40 (Total)	\$2,870.60 (fees)
Ernst & Young LLP (Accountants to Debtors) (Docket No. 410) Certification of No Objection (Docket No. 500)	1/1/03 – 1/31/03	\$179,788.00 (fees)  \$1,093.00 (expenses)  \$180,881.00 (Total)	\$143,830.40 (fees)  \$1,093.00 (expenses)  \$144,923.40 (Total)	\$35,957.60 (fees)
Ernst & Young LLP (Accountants to Debtors) (Docket No. 488) Certification of No Objection (Docket No. 583)	2/1/03 – 2/28/03	\$201,503.00 (fees)  \$786.00 (expenses)  \$202,289.00 (Total)	\$161,202.40 (fees)  \$786.00 (expenses)  \$161,988.40 (Total)	\$40,300.60 (fees)
Ernst & Young LLP (Accountants to Debtors) (Docket No. 723) Certification of No Objection (Docket No. 881)	3/1/03 – 3/28/03	\$252,617.00 (fees)  \$756.00 (expenses)  \$253,373.00 (Total)	\$202,093.60 (fees)  \$756.00 (expenses)  \$202,849.60 (Total)	\$50,523.40 (fees)
Ernst & Young LLP (Accountants to Debtors) (Docket No. 870) Certification of No Objection (Docket No. 961)	3/29/03 – 5/2/03	\$123,407.00 (fees)  \$33.00 (expenses)  \$123,440.00 (Total)	\$98,725.60 (fees)  \$33.00 (expenses)  \$98,758.60 (Total)	\$24,681.40 (fees)

*Ernst & Young LLP Continued on Next Page*

Ernst & Young LLP (Accountants to Debtors) (Docket No. 1034) Certification of No Objection (Docket No. <del>OD</del> 8/18)	5/3/03 - 5/30/03	\$63,245.00 (fees)  \$93.00 (expenses)  \$63,338.00 (Total)	[\$50,596.00] (fees)  [\$93.00] (expenses)  [\$50,689.00] (Total)	[\$12,649.00] (fees)
Ernst & Young LLP (Accountants to Debtors) (Docket No. 1035) Certification of No Objection (Docket No. OD 8/18)	5/31/03 - 7/27/03	\$105,458.00 (fees)  \$149.00 (expenses)  \$105,607.00 (Total)	[\$84,366.40] (fees)  [\$149.00] (expenses)  [\$84,515.40] (Total)	[\$21,091.60] (fees)
Ernst & Young LLP  Final (Docket No. 1031)  (CNO Docket No. OD 8/18)	12/19/03 - 6/27/03	\$904,371.00 (fees)  \$3,100.00 (expenses)  \$907,471.00 (Total)	\$723,496.80 (fees)  \$3,100.00 (expenses)  \$726,596.80 (Total)	\$180,874.20 (fees)

APPLICANT	PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
Kirkland & Ellis (Special Corporate and Litigation Counsel to Debtors)  (Docket No. 929)  Certification of No Objection (Docket No. 977)	4/1/03 - 4/30/03	\$143,425.00 (fees)  \$1,246.03 (expenses)  \$144,671.03 (Total)	\$114,740.00 (fees)  \$1,246.03 (expenses)  \$115,986.03 (Total)	\$28,685.00 (fees)
Kirkland & Ellis (Special Corporate and Litigation Counsel to Debtors)  (Docket No. 987)  Certification of No Objection (Docket No. OD 8/11)	5/1/03 - 5/31/03	\$88,972.00 (fees)  \$2,154.26 (expenses)  \$91,126.26 (Total)	[\$71,141.60] (fees)  \$2,154.26 (expenses)  [\$73,295.86] (Total)	[\$17,830.40] (fees)
Kirkland & Ellis  Fourth Monthly and Final  (Docket No. 1036)  (CNO Docket No. ___)		\$882,222.00 (fees)  \$28,175.11 (expenses)  \$910,397.11 (Total)	\$705,777.60 (fees)  \$28,175.11 (expenses)  \$733,952.51 (Total)	\$176,444.60 (fees)

APPLICANT	FEEL PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
Miller Buckfire Lewis & Co., LLC  (Financial Advisor and Investment Banker to Debtors)  (Docket No. 540)  Certification of No Objection (Docket No. 679)	3/1/03 - 3/31/03	\$200,000.00 (fees)  \$24,892.09 (expenses)  \$224,892.09 (Total)	\$160,000.00 (fees)  \$24,892.09 (expenses)  \$184,892.09 (Total)	\$40,000 (fees)
Miller Buckfire Lewis & Co., LLC  (Financial Advisor and Investment Banker to Debtors)  (Docket No. 871)  Certification of No Objection (Docket No. 959)	4/1/03 - 4/30/03	\$200,000.00 (fees)  \$1,464.94 (expenses)  \$201,464.94 (Total)	\$160,000.00 (fees)  \$1,464.94 (expenses)  \$161,464.94 (Total)	\$40,000 (fees)
<b>Miller Buckfire Lewis &amp; Co., LLC TOTALS</b>  <b>Fourth and Final</b>  (Docket No. 1028)  (CNO Docket No. ___)	12/19/02 - 7/1/03	\$3,200,000.00 (fees)  \$86,527.14 (expenses)  \$3,286,527.14 (Total)	\$2,560,000.00 (fees)  \$86,527.14 (expenses)  \$2,646,527.14 (Total)	\$640,000.00 (fees)



APPLICANT	FILE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% OF FEES)
Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C.  (Counsel to Debtors)  (Docket No. 792)  Certification of No Objection (Docket No. 943)	3/1/03 - 3/31/03	\$306,315.00 (fees)  \$30,353.76 (expenses)  \$336,668.76 (Total)	\$245,052.00 (fees)  \$30,353.76 (expenses)  \$275,405.76 (Total)	\$61,263.00 (fees)
Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C.  (Docket No. 869)  Certification of No Objection (Docket No. 960)	4/1/03 - 4/30/03	\$410,524.50 (fees)  \$41,695.65 (expenses)  \$452,220.15 (Total)	\$328,419.60 (fees)  \$41,695.65 (expenses)  \$370,115.25 (Total)	\$82,104.90 (fees)
Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C.  (Docket No. 964)  Certification of No Objection (Docket No. 1026)	5/1/03 - 5/31/03	\$606,651.50 (fees)  \$78,121.57 (expenses)  \$684,773.07 (Total)	\$485,321.20 (fees)  \$78,121.57 (expenses)  \$563,442.77 (Total)	\$121,330.30 (fees)
Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C.  (Docket No. 1025)  Certification of No Objection (Docket No. OD 8/19)	6/1/03 - 6/30/03	\$620,408.25 (fees)  \$56,340.65 (expenses)  \$676,748.90 (Total)	[\$496,326.60] (fees)  [\$56,340.65] (expenses)  [\$552,667.25] (Total)	[\$124,081.65] (fees)
Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. <b>TOTALS</b>  Second Quarterly and Final (Docket No. 1030)  (CNO Docket No. OD 8/18)	12/19/03 - 6/30/03	\$2,656,486.75 (fees)  \$332,185.79 (expenses)  \$2,988,672.54 (Total)	\$2,125,189.40 (fees)  \$332,185.79 (expenses)  \$2,457,375.19 (Total)	\$531,276.35 (fees)

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OF OUTSTANDING (20% OF FEES)
Swidler Berlin Shereff Friedman, LLP (Special Regulatory Counsel to Debtors) (Docket No. 694) Certification of No Objection (Docket No. 834)	3/1/03 - 3/31/03	\$60,112.50 (fees)  \$1,218.44 (expenses)  \$61,330.94 (Total)	\$48,090.00 (fees)  \$1,218.44 (expenses)  \$49,308.44 (Total)	\$12,022.50 (fees)
Swidler Berlin Shereff Friedman, LLP (Docket No. 859) Certification of No Objection (Docket No. 958)	4/1/03 - 4/30/03	\$21,275.00 (fees)  \$502.53 (expenses)  \$21,777.53 (Total)	\$17,020.00 (fees)  \$502.53 (expenses)  \$17,522.53 (Total)	\$4,255.00 (fees)
Swidler Berlin Shereff Friedman, LLP (Docket No. 984) Certification of No Objection (Docket No. 1045)	5/1/03 - 5/30/03	\$23,325.50 (fees)  \$306.87 (expenses)  \$23,632.37 (Total)	\$18,660.40 (fees)  \$306.87 (expenses)  \$18,967.27 (Total)	\$4,665.10 (fees)
Swidler Berlin Shereff Friedman, LLP TOTALS:  Second Quarterly (Docket No. 979)  Certification of No Objection (Docket No. 1046)	3/1/03 - 5/31/03	\$104,713.00 (fees)  \$2,017.84 (expenses)  \$106,730.84 (Total)	[\$83,770.40] (fees)  \$2,017.84 (expenses)  [\$85,788.24] (Total)	[\$20,942.60] (fees)
Swidler Berlin Shereff Friedman, LLP TOTALS:  Final (Docket No. 1029) (CNO Docket No. ___)	12/19/02 - 6/30/03	\$241,879.50 (fees)  \$5,560.41 (expenses)  \$247,439.91 (Total)	\$193,503.60 (fees)  \$5,560.41 (expenses)  \$199,064.01 (Total)	\$43,375.90 (fees)

APPLICANT	PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% OF FEES)
Valuation Research Corporation  (Docket No. 896)  Certification of No Objection (Docket No. 970)	4/10/03 – 5/19/03	\$30,925.00 (fees)  \$609.00 (expenses)  \$31,534.00 (Total)	\$24,740.00 (fees)  \$609.00 (expenses)  \$25,349.00 (Total)	\$6,185.00 (fees)
Valuation Research Corporation  Final (Docket No. 1038)  (CNO Docket No. ___)	1/23/03 – 6/24/03	\$92,650.00 (fees)  \$4,638.70 (expenses)  \$97,288.70 (Total)	\$74,120.00 (fees)  \$4,638.70 (expenses)  \$78,758.70 (Total)	\$18,530.00 (fees)