

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

IN RE:)	CHAPTER 11
)	
MCLEODUSA, INC.,)	Case No. 02-10288 (RSB)
)	
Reorganized Debtor.)	

**ORDER GRANTING FIRST AND FINAL FEE APPLICATION OF CHANIN
CAPITAL PARTNERS LLC, FINANCIAL ADVISORS TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF
COMPENSATION AND FOR THE REIMBURSEMENT OF EXPENSES FOR
SERVICES RENDERED DURING THE PERIOD JANUARY 30, 2002
THROUGH APRIL 16, 2002 [RE: D. I. NO. 211]**

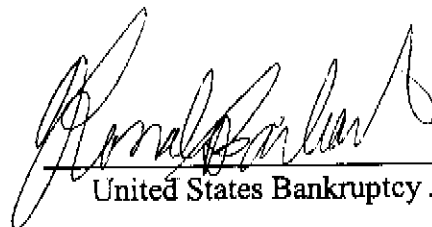
Upon the application, dated May 15, 2002 (the "Application"), of Chanin Capital Partners LLC ("Chanin"), as financial advisors to the Official Committee Of Unsecured Creditors of the above-captioned reorganized debtor (the "Debtor"), for allowance of compensation in the amount of \$100,000.00 for actual and necessary services rendered and for reimbursement of actual and necessary expenses incurred in the amount of \$24,771.03 for the period from February 13, 2002 through and including April 16, 2002, (the "Fee Period"), final allowance of compensation for professional services rendered in the amount of \$70,000.00 for the period January 30, 2002 through February 12, 2002 (the "Pre-Committee Period"), and final allowance of the Deferred Fee in the amount of \$1,330,000.00 (the "Deferred Fee"); the Court having reviewed the Application; and finding that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and after notice and opportunity for a hearing to consider the Application; and upon the record and after due deliberation thereon; and due and proper notice of the Application having been given; and sufficient cause appearing therefore;

IT IS HEREBY ORDERED:

1. The Application is GRANTED.
2. Chanin is allowed final compensation in the amount of \$100,000.00 for actual, reasonable and necessary professional services rendered on behalf of the Committee during the Fee Period, and reimbursement of \$24,771.03 for actual, reasonable and necessary expenses incurred during the Fee Period;
3. Chanin is allowed final compensation in the amount of \$70,000.00 for professional services rendered on behalf of the Committee during the Pre-Committee Period;
4. Chanin is allowed final allowance of the Deferred Fee in the amount of \$1,330,000.00 for professional services rendered on behalf of the Committee;
5. The Debtor shall pay to Chanin the amount of \$1,524,771.03, which is equal to the sum of Chanin's total allowed compensation and expense reimbursement, less any amounts previously paid by the Debtor, if any.

Dated: Wilmington, Delaware

July 8, 2002


United States Bankruptcy Judge