

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

McLeodUSA Incorporated (DIP II)
Reorganization Plan / Plan Sponsors

Bill Date: 01/16/06
Bill Number: 1091140

NAME	DATE	HOURS	DESCRIPTION
PERLMAN F	10/31/05	0.70	ATTENTION TO CONFIRMATION NOTICE ISSUES (0.7).
		0.70	
POHL TR	10/31/05	1.50	ATTENTION TO POR ISSUES (1.5).
		1.50	
Total Partner		2.20	
KARPUK BP	10/31/05	3.60	PREPARE DOCUMENTS AND NOTICES RE: CONFIRMATION HEARING (3.6).
		3.60	
SHEBUSKI MA	10/31/05	3.30	DRAFT LETTERS TO M. DEWALD RE: TIMING AND YELLOW BOOK MATTERS (0.2); ASSEMBLE FINAL CONTRACTS AND DRAFT LETTERS TO J. THOMPSON AND M. DEWALD RE: CONTRACT (0.5); DRAFT CLOSING CHECKLIST AND LETTER TO TRANSACTION PARTIES RE: CHECKLIST MATTERS (2.6).
		3.30	
Total Associate		6.90	
BARNES D	10/31/05	4.00	ASSIST WITH PRE-CLOSING (4.0).
		4.00	
Total Legal Assistant		4.00	
BUCKLEY LT	10/31/05	0.50	PROCESS DOCUMENT REQUEST FOR MCLEOD USA ET AL (0.5).
		0.50	
OWENS W	10/31/05	0.20	UPDATE DOCKET SHEET RE: 02-10288 (0.2).
		0.20	
Total Legal Assistant Specialist		0.70	
TOTAL TIME		<u>13.80</u>	
CLIENT TOTAL		<u>104.60</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

McLeodUSA Incorporated (DIP II)
Reorganization Plan / Plan Sponsors

Bill Date: 01/16/06
Bill Number: 1085318

NAME	DATE	HOURS	DESCRIPTION
JACOBSON SE	11/21/05	1.50	WORK ON LOAN FACILITY (1.5).
JACOBSON SE	11/22/05	2.50	WORK ON EXIT FACILITY; TELECONFERENCE RE: EXIT FACILITY.
		4.00	
PERLMAN F	11/22/05	4.10	REVIEW AND REVISE CONFIRMATION BRIEF (2.7); REVIEW CONFIRMATION AFFIDAVITS (1.4).
PERLMAN F	11/23/05	2.40	ATTENTION TO CONFIRMATION BRIEF AND AFFIDAVITS (2.4).
PERLMAN F	11/28/05	2.60	WORK ON CONFIRMATION MATERIALS (2.6).
PERLMAN F	11/29/05	2.60	CONTINUED REVISIONS TO CONFIRMATION MATERIAL (2.6).
PERLMAN F	11/30/05	2.60	ANALYSIS OF FEASIBILITY ISSUES (0.8); CONTINUED REVIEW AND REVISION OF CONFIRMATION MATERIALS (1.8).
		14.30	
POHL TR	11/22/05	3.50	ATTENTION TO CONFIRMATION ISSUES (3.5).
POHL TR	11/29/05	9.00	PREPARE FOR CONFIRMATION (9.0).
POHL TR	11/30/05	9.00	ATTENTION TO PLAN CONFIRMATION PREPARATION (9.0).
		21.50	
Total Partner		39.80	
KARPUK BP	11/01/05	4.20	WORK RE: SERVICE AND NOTICE ISSUES WITH RESPECT TO CONFIRMATION HEARING (4.2).
KARPUK BP	11/02/05	3.30	WORK RE: SERVICE AND NOTICE ISSUES WITH RESPECT TO CONFIRMATION HEARING (3.3).
KARPUK BP	11/17/05	4.40	BEGIN DRAFTING SPRINGEL DECLARATION IN SUPPORT OF PLAN CONFIRMATION (4.4).
KARPUK BP	11/21/05	5.80	DRAFT SPRINGEL DECLARATION IN SUPPORT OF PLAN (3.5); DRAFT MILLER BUCKFIRE DECLARATION IN SUPPORT OF PLAN (2.3).
KARPUK BP	11/22/05	10.30	CONTINUE DRAFTING SPRINGEL DECLARATION IN SUPPORT OF PLAN CONFIRMATION (10.3).
KARPUK BP	11/23/05	7.50	RESEARCH RE: QWEST OBJECTION TO PLAN (2.7); REVISE SPRINGEL DECLARATION IN SUPPORT OF PLAN (4.8).

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KARPUK BP	11/28/05	1.40	WORK RE: QWEST OBJECTION TO PLAN (1.4).
		36.90	
KREBS PE	11/21/05	6.50	BEGIN TO RESEARCH ISSUE RE: WAIVER OF FILING THE SCHEDULES AND STATEMENTS AND STATEMENT OF FINANCIAL AFFAIRS PURSUANT TO SECTION 521 OF THE BANKRUPTCY CODE (3.8); BEGIN TO DRAFT INSERT FOR CONFIRMATION BRIEF RE: WAIVER OF FILING SCHEDULES AND STATEMENTS (2.7).
KREBS PE	11/22/05	8.40	RESEARCH RE: ADEQUATE ASSURANCE OF FUTURE PERFORMANCE UNDER SECTION 365 OF THE BANKRUPTCY CODE (2.6); CONTINUE TO RESEARCH ISSUE RE: WAIVER OF FILING THE SCHEDULES AND STATEMENTS AND STATEMENT OF FINANCIAL AFFAIRS PURSUANT TO SECTION 521 OF THE BANKRUPTCY CODE (2.7); BEGIN TO DRAFT INSERT FOR CONFIRMATION BRIEF RE: WAIVER OF FILING SCHEDULES AND STATEMENTS (3.1).
KREBS PE	11/28/05	1.30	REVIEW RULE RE: TIMING OF RESPONSE TO DOCUMENT PRODUCTION IN FED. R. CIV. PROC. (0.2); CONTINUE TO REVISE INSERT RE: WAIVER OF FILING SCHEDULES AND STATEMENTS (1.1).
KREBS PE	11/29/05	4.80	RESEARCH RE: MEANING OF "UTILITY" IN VARIOUS FORMS OF TELECOMMUNICATIONS LEGISLATION (1.8); BEGIN TO REVIEW DOCUMENT REQUESTS FROM QWEST (0.7); BEGIN TO DRAFT DOCUMENT REQUEST IN RESPONSE TO QWEST'S OBJECTION TO PLAN CONFIRMATION (2.3).
KREBS PE	11/30/05	2.80	COORDINATE FILING OF AFFIDAVITS RE: PUBLICATION NOTICE (0.4); CONTINUE TO REVISE SECTION OF CONFIRMATION BRIEF CORRESPONDING TO WAIVER OF FILING SCHEDULES AND STATEMENTS (1.8); CONTINUE TO REVISE QWEST DOCUMENT PRODUCTION REQUEST (0.6).
		23.80	
LOHMAN HA	11/15/05	0.30	E-MAIL AND LETTER TO R. LIPMAN RE: SIGNATURE ON CLEAN AGREEMENT (0.3).
		0.30	
MACDONALD N	11/21/05	1.10	MEET WITH CO-COUNSEL; CASE ORIENTATION; REVIEW DOCUMENTS RELATED TO 30(B)(6) WITNESS PREPARATION AND DOCUMENT PRESERVATION POLICIES.
		1.10	

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MURPHY MM	11/07/05	3.20	RESEARCH RE: PROCEDURE FOR CANCELLING SECURITIES; STRATEGIZE RE: APPROACH IN MCLEOD AND WHETHER SEPARATE NOTICE OUTSIDE OF THE BANKRUPTCY CONTEXT REQUIRED.
MURPHY MM	11/10/05	1.40	ATTENTION TO IMPLEMENTATION OF THE PLAN (1.4).
MURPHY MM	11/15/05	2.50	CONTINUE WORKING ON CONFIRMATION BRIEF (2.5).
MURPHY MM	11/16/05	1.50	CONTINUE WORKING ON THE CONFIRMATION BRIEF (1.5).
MURPHY MM	11/17/05	4.90	ATTENTION TO CONFIRMATION BRIEF (4.9).
MURPHY MM	11/18/05	5.30	CONTINUE WORKING ON THE CONFIRMATION BRIEF (5.3).
MURPHY MM	11/20/05	5.40	CONTINUE WORKING ON THE CONFIRMATION BRIEF (5.4).
MURPHY MM	11/21/05	10.60	CONTINUE WORKING ON THE CONFIRMATION BRIEF (10.6).
MURPHY MM	11/22/05	6.70	CONTINUE WORKING ON THE CONFIRMATION BRIEF AND CONFIRMATION ORDER (6.7).
MURPHY MM	11/23/05	2.80	CONTINUE WORKING ON CONFIRMATION BRIEF AND CONFIRMATION ORDER (2.8).
MURPHY MM	11/27/05	2.50	CONTINUE DRAFTING CONFIRMATION ORDER (2.5).
MURPHY MM	11/28/05	9.20	CONTINUE WORKING ON CONFIRMATION BRIEF AND CONFIRMATION ORDER (9.2).
MURPHY MM	11/29/05	5.60	CONTINUE WORKING ON THE CONFIRMATION BRIEF AND THE CONFIRMATION ORDER (5.6).
MURPHY MM	11/30/05	8.40	CONTINUE WORKING ON THE CONFIRMATION BRIEF AND THE CONFIRMATION ORDER AND RELATED DECLARATIONS; REVIEW CERTIFICATES OF SERVICE.
		70.00	
NASH, JR. PJ	11/23/05	0.60	REVIEW DISCOVERY TO MCLEOD RE: CURE CLAIM AND PLAN OBJECTION (0.6).
NASH, JR. PJ	11/28/05	0.60	BEGIN WORK ON RESPONSE TO QWEST DISCOVERY (0.3); BEGIN WORK ON DISCOVERY TO QWEST (0.3).
NASH, JR. PJ	11/29/05	1.30	ANALYSIS OF SPREADSHEETS PROVIDED BY QWEST DETAILING ALLEGED CLAIMS, IN PREPARATION OF LITIGATION RE: QWEST'S ALLEGED PLAN OBJECTION (0.9); WORK ON DISCOVERY TO QWEST (0.4).
NASH, JR. PJ	11/30/05	1.20	WORK ON DISCOVERY TO QWEST (1.2).

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		3.70	
SHEBUSKI MA	11/07/05	1.70	REVIEW UPDATED TITLE COMMITMENT AND UNDERLYING TITLE DOCUMENTS AND DRAFT LIST OF POTENTIAL ISSUES AND CLEARANCE MATTERS (1.7).
SHEBUSKI MA	11/08/05	2.20	TELECONFERENCE TO M. MURPHY RE: OPERATING CONTRACT REJECTION ISSUES AND DRAFT LETTERS TO M. DEWALD AND J. THOMPSON RE: ISSUES; REVIEW OPERATING CONTRACTS FOR HEADQUARTERS BUILDING; TELECONFERENCE TO R. MCGRAW RE: OPERATING CONTRACT STRATEGY; MISCELLANEOUS ATTENTION TO OPERATING CONTRACT ISSUES.
SHEBUSKI MA	11/09/05	1.00	REVIEW REVISED TIF ASSIGNMENT AND DRAFT LETTER TO M. DEWALD RE: ASSIGNMENT (0.2); DRAFT LETTERS TO R. MCGRAW AND AEGON PARTIES RE: OPERATING CONTRACTS, REVIEW NOTICE OF ASSUMPTION AND ATTENTION TO OPERATING CONTRACT ISSUES (0.8).
SHEBUSKI MA	11/10/05	0.40	DRAFT LETTER TO M. DEWALD RE: OPERATING CONTRACT ASSUMPTION NOTICE (0.2); UPDATE CLOSING CHECKLIST (0.2).
SHEBUSKI MA	11/11/05	3.10	TELECONFERENCE TO J. THOMPSON RE: TIF ASSIGNMENT (0.1); REVIEW AEGON TITLE OBJECTION LETTER, TITLE COMMITMENT AND DOCUMENTS AND YELLOW BOOK AGREEMENTS, TELECONFERENCE TO J. THOMPSON RE: ISSUES AND DRAFT LETTER TO M. DEWALD RE: RESPONSES (1.4); DRAFT ESTOPPEL CERTIFICATES AND DRAFT LETTER TO M. DEWALD RE: CERTIFICATES (1.6).
SHEBUSKI MA	11/14/05	1.60	DRAFT TITLE OBJECTION RESPONSE LETTER AND LETTERS TO M. DEWALD AND MISCELLANEOUS AEGON PARTIES RE: TITLE AND TIF ISSUES (1.6).
SHEBUSKI MA	11/15/05	2.70	TELECONFERENCE TO J. THOMPSON RE: CAFETERIA LICENSE (0.1); DRAFT LICENSE AGREEMENT FOR CAFETERIA (1.4); REVISE TITLE OBJECTION RESPONSE LETTER AND DRAFT LETTER TO M. DEWALD RE: REVISIONS (0.4); TELECONFERENCE TO M. DEWALD RE: CAFETERIA RECEPTION AND TITLE OBJECTION ISSUES (0.2); REVISE LICENSE AGREEMENT FOR CAFETERIA AND DRAFT LETTER TO M. DEWALD RE: AGREEMENT (0.3); FINALIZE TITLE OBJECTION RESPONSE LETTER AND DRAFT LETTER TO M. DEWALD RE: LETTER (0.2); REVISE LICENSE AGREEMENT AND DRAFT LETTER TO M. DEWALD RE: AGREEMENT (0.1).

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SHEBUSKI MA	11/16/05	0.90	REVIEW UPDATED SURVEY (0.6); REVISE LICENSE AGREEMENT PER M. DEWALD COMMENTS (TWO ROUNDS) AND DRAFT LETTERS TO M. DEWALD RE: REVISIONS (0.3).
SHEBUSKI MA	11/17/05	0.50	UPDATE CLOSING CHECKLIST (0.2); ASSEMBLE FINAL TITLE OBJECTION AGREEMENT AND DRAFT LETTER TO MCLEOD PARTIES RE: ESTOPPEL (0.2); DRAFT LETTER TO DEAL PARTIES RE: MISSING EXHIBITS (0.1).
SHEBUSKI MA	11/18/05	0.50	DRAFT LETTER TO J. CERYANEC RE: INSURANCE REQUIREMENTS (0.1); DRAFT LETTER TO R. MCGRAW RE: EXHIBIT ISSUES AND MISCELLANEOUS ATTENTION TO ISSUES (0.4).
SHEBUSKI MA	11/21/05	1.10	REVIEW CLOSING CHECKLIST AND DRAFT LETTER TO DEAL PARTIES RE: OPEN ITEMS (0.6); MISCELLANEOUS ATTENTION TO OPEN DILIGENCE ITEMS (0.5).
SHEBUSKI MA	11/23/05	0.20	UPDATE CLOSING CHECKLIST (0.2).
SHEBUSKI MA	11/28/05	1.40	REVIEW CONTRACT, UPDATE CLOSING CHECKLIST, DRAFT ASSIGNMENT DOCUMENT AND ATTENTION TO CLOSING ISSUES (1.1); REVIEW AEGON DILIGENCE OBJECTION NOTICE AND ATTENTION TO OBJECTION ISSUES (0.3).
SHEBUSKI MA	11/29/05	0.50	DRAFT LETTERS TO M. DEWALD AND A. MILLS RE: DILIGENCE OBJECTION ISSUE (0.1); DRAFT LETTER TO J. CERYANEC RE: YELLOW BOOK ESTOPPEL (0.1); REVIEW ESTOPPEL CERTIFICATES (0.3).
SHEBUSKI MA	11/30/05	0.40	ATTENTION TO ISSUES RE: DUE DILIGENCE MATTERS (0.4).
		18.20	
Total Associate		154.00	
BARNES D	11/03/05	3.00	ORGANIZE AND INDEX CLOSING DOCUMENTS FOR INITIAL CLOSING SET TO REVISE AGAINST ORIGINAL WHEN RECEIVED FROM LENDERS COUNSEL (3.0).
		3.00	
ESNES J	11/01/05	2.80	ASSIST WITH CLOSING (2.8).
		2.80	
Total Legal Assistant		5.80	
BUCKLEY LT	11/01/05	0.50	PROCESS DOCUMENT REQUEST FOR MCLEODUSA ET AL (0.5).
		0.50	

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OWENS W	11/01/05	0.20	UPDATE DOCKET SHEET RE: 02-10288 (0.2).
OWENS W	11/02/05	0.20	UPDATE DOCKET SHEET RE: 02-10288 (0.2).
OWENS W	11/03/05	0.20	UPDATE DOCKET SHEET RE: 02-10288 (0.2).
OWENS W	11/07/05	0.20	UPDATE DOCKET SHEET RE: 02-10288 (0.2).
OWENS W	11/08/05	0.20	UPDATE DOCKET SHEET RE: 02-10288 (0.2).
OWENS W	11/11/05	0.20	UPDATE DOCKET SHEET RE: 02-10288 (0.2).
OWENS W	11/14/05	0.20	UPDATE DOCKET SHEET RE: 02-10288 (0.2).
OWENS W	11/15/05	0.20	UPDATE DOCKET SHEET RE: 02-10288 (0.2).
OWENS W	11/16/05	0.20	UPDATE DOCKET SHEET RE: 02-10288 (0.2).
OWENS W	11/18/05	0.20	UPDATE DOCKET SHEET RE: 02-10288 (0.2).
		2.00	
Total Legal Assistant Specialist		2.50	
TOTAL TIME		<u>202.10</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

McLeodUSA Incorporated (DIP II)
Reorganization Plan / Plan Sponsors

Bill Date: 01/16/06
Bill Number: 1091183

NAME	DATE	HOURS	DESCRIPTION
PERLMAN F	12/01/05	3.10	EVALUATE ISSUES RE: POTENTIAL PLAN OBJECTIONS (1.3); WORK ON CONFIRMATION PLEADINGS (1.8).
PERLMAN F	12/02/05	3.70	ATTENTION TO PLAN AND CONFIRMATION OBJECTIONS (1.8); CONTINUED PREPACK OF CONFIRMATION PLEADINGS (1.9).
PERLMAN F	12/05/05	0.70	EVALUATE PLAN OBJECTIONS (0.7).
PERLMAN F	12/06/05	1.90	CONTINUE PREPARATION OF CONFIRMATION MATERIALS (1.9).
PERLMAN F	12/07/05	6.10	TELECONFERENCE WITH BANKS RE: CONFIRMATION (0.8); ATTENTION TO RESOLVING PLAN OBJECTIONS (2.4); CONTINUE PREPARATION OF CONFIRMATION MATERIALS; (1.7); ATTENTION TO PLAN SUPPLEMENT (0.4); ATTENTION TO MUTUAL RELEASE (0.8).
PERLMAN F	12/08/05	2.00	ATTENTION TO CONFIRMATION ORDER (0.7); ATTENTION TO PLAN SUPPLEMENT (0.4); ATTENTION TO MUTUAL RELEASE (0.9).
PERLMAN F	12/09/05	5.10	ATTENTION TO RESOLUTION OF PLAN OBJECTIONS (1.8); FINALIZE CONFIRMATION DOCUMENTS INCLUDING BRIEF, ORDER AND AFFIDAVITS (1.6); ATTENTION TO DIP ORDER (0.4); ATTENTION TO PLAN SUPPLEMENT (1.3).
PERLMAN F	12/12/05	3.70	WORK ON PLAN SUPPLEMENT (0.5); PREPARE FOR CONFIRMATION (3.2).
PERLMAN F	12/13/05	3.70	PREPARE FOR CONFIRMATION (3.3); WORK ON PLAN SUPPLEMENT (0.4).
PERLMAN F	12/14/05	5.60	PREPARE FOR CONFIRMATION (5.6).
PERLMAN F	12/15/05	3.80	PREPARE FOR AND ATTEND CONFIRMATION HEARING (3.8).
PERLMAN F	12/20/05	1.90	WORK ON DOCUMENTATION RE: CONDITIONS TO EFFECTIVENESS (1.9).
PERLMAN F	12/21/05	1.20	ATTENTION TO CONDITIONS TO EFFECTIVENESS (1.2).
PERLMAN F	12/22/05	1.60	ATTENTION TO EXIT AND OPINION (0.5); PREPARE CLOSING CHECK LIST (1.1).
PERLMAN F	12/23/05	0.40	ATTENTION TO BOARD RESOLUTIONS RE: EXIT (0.4).
		44.50	
POHL TR	12/01/05	3.50	ATTENTION TO CONFIRMATION ISSUES (3.5).

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POHL TR	12/06/05	3.50	ATTENTION TO CONFIRMATION PREPARATION (3.5).
POHL TR	12/07/05	3.50	ATTENTION TO PLEADINGS (3.5).
POHL TR	12/08/05	5.50	ATTENTION TO PLEADINGS (5.5).
POHL TR	12/09/05	7.50	REVISE CONFIRMATION BRIEF, RELATING PLEADINGS AND PREPARE FOR CONFIRMATION HEARING (7.5).
POHL TR	12/10/05	2.50	PREPARE FOR CONFIRMATION HEARING (2.5).
POHL TR	12/11/05	3.50	ATTENTION TO CONFIRMATION PREPARATION (3.5).
POHL TR	12/12/05	11.50	ATTENTION TO SETTLEMENTS AND PREPARATION (11.5).
POHL TR	12/13/05	12.50	ATTENTION TO SETTLEMENTS AND PREPARATION (12.5).
POHL TR	12/14/05	16.50	ATTENTION TO CONFIRMATION PREPARATION AND SETTLEMENT DISCUSSIONS (16.5).
POHL TR	12/15/05	5.50	PREPARE FOR AND ATTEND CONFIRMATION HEARING (5.5).
POHL TR	12/16/05	3.50	CLOSING (3.5).
POHL TR	12/19/05	4.50	ATTENTION TO CLOSING (4.5).
POHL TR	12/20/05	4.50	ATTENTION CLOSING (4.5).
POHL TR	12/21/05	3.50	ATTENTION TO CLOSING (3.5).
POHL TR	12/22/05	4.50	ATTENTION TO CLOSING (4.5).
POHL TR	12/23/05	2.50	ATTENTION TO CLOSING ISSUES (2.5).
POHL TR	12/30/05	1.00	TELECONFERENCES (1.0).
		99.50	
RANNEY-MARINELLI A	12/02/05	2.60	TELECONFERENCE WITH F. PERLMAN; ANALYSIS, CORRESPONDENCE AND RESEARCH RE: SECTIONS 365 AND 366 (2.6).
		2.60	
Total Partner		146.60	
HANIGAN BP	12/28/05	2.60	PREPARE DRAFT FORM 15; PREPARE RESOLUTIONS AND CERTIFICATES OF AMENDMENT.
HANIGAN BP	12/29/05	1.50	PREPARE DRAFTS OF CERTIFICATES OF AMENDMENT TO ARTICLES OF INCORPORATION FOR DE DEBTORS (1.5).
HANIGAN BP	12/30/05	1.20	PREPARE BOARD RESOLUTIONS AND STOCK CERTIFICATE (1.2).
		5.30	

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KARPUK BP	12/08/05	6.30	DRAFT RESPONSE TO SBC PLAN OBJECTION (6.3).
KARPUK BP	12/09/05	2.60	WORK RE: RESPONSE TO SBC PLAN OBJECTION (2.6).
KARPUK BP	12/12/05	15.50	DRAFT RESPONSE TO SBC PLAN OBJECTION AND CURE CLAIM (15.5).
KARPUK BP	12/13/05	11.80	REVISE RESPONSE TO SBC PLAN OBJECTION AND CURE CLAIM (11.8).
KARPUK BP	12/14/05	12.70	PREPARE DOCUMENTS FOR CONFIRMATION HEARING (6.3); REVISE SBC OBJECTION TO CURE CLAIM (6.4).
		48.90	
KREBS PE	12/01/05	1.20	CONSIDER STRATEGY RE: CONFIRMATION HEARING AND CONFIRMATION BRIEF (1.2).
KREBS PE	12/02/05	1.10	CONTINUE TO WORK ON CONFIRMATION BRIEF SECTION RE: FILING OF SCHEDULES AND STATEMENTS (1.1).
KREBS PE	12/08/05	0.90	BEGIN TO REVISE CONFIRMATION BRIEF CITATIONS (0.9).
KREBS PE	12/09/05	4.90	SHEPARDIZE CASE LAW CITED IN CONFIRMATION BRIEF (2.8); REVISE CONFIRMATION BRIEF (2.1).
KREBS PE	12/13/05	0.50	FILE SUPPLEMENTAL DECLARATION OF STANFORD SPRINGEL (0.2); FILE PLAN SUPPLEMENT (0.3).
KREBS PE	12/14/05	6.20	BEGIN TO PREPARE MATERIALS FOR CONFIRMATION HEARING ON DECEMBER 15, 2005 (4.1); DRAFT OBJECTION CHART FOR CONFIRMATION HEARING (1.1).
KREBS PE	12/15/05	4.20	CONTINUE TO PREPARE FOR CONFIRMATION HEARING (1.6); ATTEND CONFIRMATION HEARING (2.6).
		19.00	
MURPHY MM	12/01/05	7.30	STRATEGIZE RE: CONFIRMATION OF THE PLAN AND RESOLVING OBJECTIONS (3.0); RESEARCH RE: ENTRY OF EVIDENCE AND DIRECT EXAMINATION RE: FEASIBILITY (1.6); CONTINUE WORKING ON CONFIRMATION ORDER (2.7).
MURPHY MM	12/02/05	5.20	ATTENTION TO DECLARATIONS IN SUPPORT OF THE PLAN OF REORGANIZATION; REVIEW CONFIRMATION DOCUMENTS; STRATEGIZE RE: CORPORATE ISSUES RELATED TO CONFIRMATION AND EFFECTIVE DATE; STRATEGIZE RE: BANKRUPTCY ISSUES RE: CONFIRMATION AND EFFECTIVE DATE.

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MURPHY MM	12/05/05	8.50	CONTINUE WORKING ON DECLARATIONS; CONTINUE WORKING ON CONFIRMATION DOCUMENTS; RESEARCH RE: 1146 ISSUES; ATTENTION TO FCC ISSUES AS A CONDITION TO THE EFFECTIVE DATE; ATTEMPT TO RESOLVE OUTSTANDING OBJECTIONS; ATTENTION TO FILING OF PLAN SUPPLEMENT.
MURPHY MM	12/06/05	7.60	CONTINUE WORKING ON DECLARATIONS; CONTINUE WORKING TO RESOLVE OBJECTIONS TO THE PLAN; REVIEW CASE LAW RELATED TO THE CONFIRMATION BRIEF; CONFIRM THAT ALL CERTIFICATES OF SERVICE WERE FILED; PREPARE PLAN SUPPLEMENT RE: SALES.
MURPHY MM	12/07/05	8.70	FILE PLAN SUPPLEMENTS; CONTINUE WORKING ON DECLARATIONS IN SUPPORT OF THE PLAN; DRAFT MUTUAL RELEASE LETTER AS IT RELATES TO CONDITION TO EFFECTIVE DATE; WORK ON RESOLVING YELLOW BOOK OBJECTION; REVIEW CONFIRMATION DOCUMENTS AND PROVISIONS THAT MAY HAVE BEEN IMPACTED BY THE NEW CODE; EDIT CONFIRMATION BRIEF.
MURPHY MM	12/08/05	10.30	CONTINUE DRAFTING CONFIRMATION BRIEF (3.2); CONTINUE NEGOTIATIONS WITH YELLOW BOOK (1.5); CONTINUE DRAFTING CONFIRMATION ORDER (0.8); ATTENTION TO QWEST SETTLEMENT DOCUMENT (1.5); CONTINUE WORKING ON SPRINGEL AND FAZAL DECLARATIONS (1.3); SEND LETTER AND EMAIL RE: MUTUAL RELEASES (1.2); REVIEW CERTIFICATES OF SERVICE (0.8).
MURPHY MM	12/09/05	7.90	FINALIZE AND FILE CONFIRMATION BRIEF, CONFIRMATION ORDER, SPRINGEL DECLARATION AND FAZAL DECLARATION (6.2); ATTENTION TO FILING OF PLAN SUPPLEMENT (1.7).
MURPHY MM	12/12/05	2.80	ATTENTION TO ISSUES RE: MUTUAL RELEASE (0.6); ATTENTION TO PLAN SUPPLEMENT (1.4); ATTENTION TO RESOLUTION OF OBJECTIONS (0.8).
MURPHY MM	12/13/05	10.00	PREPARE FOR CONFIRMATION HEARING, INCLUDING DRAFTING SCRIPTS (2.1); FINALIZE, FILE AND SERVE SUPPLEMENTAL SPRINGEL DECLARATION (1.5); FINALIZE AND FILE PLAN SUPPLEMENT (0.8); REVIEW CONFIRMATION ORDER (0.7); STRATEGIZE RE: EXHIBITS AND HEARING (0.8); ATTENTION TO RESOLUTION OF OUTSTANDING LEASE REJECTION CLAIMS (1.9); ATTENTION TO MUTUAL RELEASES (0.7); ATTENTION TO CORPORATE ISSUES RE: CONFIRMATION AND GOING EFFECTIVE (1.5).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MURPHY MM	12/14/05	15.30	PREPARE FOR CONFIRMATION HEARING, INCLUDING FINALIZE CONFIRMATION ORDER (2.0); FINALIZE CONFIRMATION SCRIPTS (5.3); FINALIZE CONFIRMATION EXHIBITS (3.5); FINALIZE DIP ORDER (0.8); ATTENTION TO SETTLEMENTS WITH SBC AND QWEST (2.2); ATTENTION TO LEASE REJECTION ORDER (1.5).
MURPHY MM	12/15/05	7.10	FINALIZE PREPARATIONS FOR CONFIRMATION HEARING, INCLUDING EDIT CONFIRMATION ORDER (0.8) AND REVIEW AND ORGANIZE EXHIBITS (0.8); ATTEND CONFIRMATION HEARING (1.8); EDIT CONFIRMATION ORDER PURSUANT TO JUDGE'S REMARKS, REVIEW AND FINALIZE FOR SIGNATURE (1.2); FINALIZE SBC SETTLEMENT (0.6); ATTENTION TO POST-CONFIRMATION ISSUES (1.9).
MURPHY MM	12/16/05	3.20	ATTENTION TO POST-CONFIRMATION ISSUES (3.2).
MURPHY MM	12/19/05	4.30	ATTENTION TO PAYMENT OF FEES PURSUANT TO CONFIRMATION AND VARIOUS CREDIT FACILITIES; CONTINUE WORKING ON POST-CONFIRMATION ISSUES; REVIEW OF MUTUAL RELEASES; WORK TO GET CERTIFIED CONFIRMATION ORDER.
MURPHY MM	12/20/05	1.30	CONTINUED ATTENTION TO POST-CONFIRMATION ISSUES (1.3).
MURPHY MM	12/21/05	3.80	UPDATE TASK LIST TRACKING POST-CONFIRMATION ITEMS, FOLLOW-UP ON OPEN ITEMS AND BEGIN PREPARING FOR EFFECTIVE DATE (3.8).
MURPHY MM	12/22/05	1.40	ATTENTION TO CORPORATE GOVERNANCE ISSUES WITH RESPECT TO EMERGENCE (1.4).
MURPHY MM	12/30/05	0.20	ATTENTION TO ISSUES RE: PLAN OF REORGANIZATION (0.2).
		104.90	
NASH, JR. PJ	12/01/05	10.50	REVIEW SBC ADEQUATE ASSURANCE PLEADINGS IN PREPARATION OF CONTESTED CONFIRMATION HEARING (0.7); REVIEW SBC DISCOVERY IN PREPARATION OF CONTESTED CONFIRMATION HEARING (0.6); MULTIPLE TELECONFERENCES WITH THE COMPANY RE: COMPLIANCE WITH QWEST AND SBC DISCOVERY REQUESTS (2.5); REVIEW AND RESPOND TO MULTIPLE EMAILS FROM THE COMPANY RE: DISCOVERY (0.5); ATTENTION TO ISSUES AND STRATEGY RE: CONTESTED CONFIRMATION LITIGATION (3.8); BEGIN PREPARATION OF FEASIBILITY CASE (2.4).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

NASH, JR. PJ	12/02/05	8.30	WORK ON INTERROGATORIES TO QWEST (1.7); WORK ON DOCUMENT REQUEST TO QWEST (0.7); TELECONFERENCE WITH A. SHERMAN, QWEST ATTORNEY, RE: LITIGATION (0.2); PREPARE CORRESPONDENCE TO QWEST ATTORNEY RE: DISCOVERY (0.2); EMAIL CORRESPONDENCES WITH COMPANY RE: QWEST DISCOVERY (0.9); MULTIPLE TELECONFERENCES WITH THE COMPANY RE: QWEST DISCOVERY (1.4); CONTINUED ATTENTION TO LITIGATION AND DOCUMENT PRODUCTION ISSUES (1.5); PREPARE FOR CONTESTED CONFIRMATION HEARING (1.7).
NASH, JR. PJ	12/03/05	3.60	REVIEW SBC'S OBJECTION TO CONFIRMATION OF PLAN (0.4); WORK ON DEVELOPING FEASIBILITY CASE FOR PLAN CONFIRMATION HEARING (3.2).
NASH, JR. PJ	12/04/05	6.20	WORK ON DISCOVERY TO SBC (0.5); WORK ON RESPONSE TO SBC INTERROGATORIES (0.7); WORK ON RESPONSE TO DOCUMENT REQUEST (0.7); WORK ON FEASIBILITY CASE AND SPRINGEL DECLARATION (4.3).
NASH, JR. PJ	12/05/05	11.70	FINALIZE INTERROGATORIES TO SBC (0.6); FINALIZE DOCUMENT REQUEST TO SBC (0.7); PREPARE CORRESPONDENCE TO R. LIPMAN RE: SAME (0.1); REVIEW CORRESPONDENCE FROM R. LIPMAN RE: SAME (0.1); PREPARE CONFIDENTIALITY AGREEMENT (0.8); PREPARE CORRESPONDENCE TO A. SHERMAN RE: SAME (0.2); MEET WITH S. SPRINGEL AND J. BRADFORD RE: SPRINGEL TESTIMONY (5.0); WORK ON SPRINGEL DECLARATION (4.2).
NASH, JR. PJ	12/06/05	4.20	CONTINUE MEETING WITH S. SPRINGEL AND J. BRADFORD RE: FEASIBILITY TESTIMONY (1.7); CONTINUE TO WORK ON FEASIBILITY CASE, INCLUDING HEARING EXHIBITS (2.2); REVIEW CORRESPONDENCE FROM A. SHERMAN RE: DISCOVERY (0.1); PREPARE RETURN CORRESPONDENCE TO A. SHERMAN RE: SAME (0.1); PREPARE CORRESPONDENCE TO J. THOMPSON RE: DISCOVERY (0.1).
NASH, JR. PJ	12/07/05	1.60	CONTINUE WORK ON SPRINGEL SUPPLEMENTAL DECLARATION AND FEASIBILITY CASE (1.6).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

NASH, JR. PJ	12/08/05	3.80	REVIEW CORRESPONDENCE FROM J. THOMPSON RE: QWEST LITIGATION (0.1); PREPARE RETURN CORRESPONDENCE RE: SAME (0.1); PREPARE CORRESPONDENCE TO R. LIPMAN AND B. HAAS RE: SBC CONTRACTS (0.1); REVIEW CORRESPONDENCE FROM R. LIPMAN RE: SAME (0.1); REVIEW CORRESPONDENCE FROM B. HAAS AND ATTENTION TO ISSUES RE: SBC ESCROW (0.4); CONTINUE WORK ON SPRINGEL SUPPLEMENTAL DECLARATION (1.6); CONTINUE PREPARE FOR CONTESTED CONFIRMATION HEARING (1.4).
NASH, JR. PJ	12/09/05	2.90	CONTINUE WORK ON SPRINGEL DECLARATION (1.9); ATTENTION TO POTENTIAL FEASIBILITY EXHIBITS (0.7); REVIEW CORRESPONDENCE FROM J. BRADFORD RE: EXHIBITS (0.1); TELECONFERENCE WITH J. BRADFORD RE: SPRINGEL DECLARATION (0.2).
NASH, JR. PJ	12/10/05	1.70	REVISE SPRINGEL DECLARATION (1.6); PREPARE CORRESPONDENCE TO S. SPRINGEL AND J. BRADFORD RE: SAME (0.1).
NASH, JR. PJ	12/11/05	2.60	REVISE SPRINGEL DECLARATION (1.7); TELECONFERENCE WITH S. SPRINGEL RE: SAME (0.3); REVIEW ADDITIONAL FEASIBILITY EXHIBITS FROM J. BRADFORD (0.4); REVIEW CORRESPONDENCE FROM J. BRADFORD RE: SAME (0.1); PREPARE RETURN CORRESPONDENCE TO J. BRADFORD RE: SAME (0.1).
NASH, JR. PJ	12/12/05	9.20	REVIEW SBC'S CLAIM (0.6); ATTENTION TO ISSUES RAISED BY SBC CURE CLAIM (1.3); NUMEROUS TELECONFERENCES WITH CLIENT RE: SBC'S CURE CLAIM (1.2); REVIEW COMPANY'S ANALYSIS OF SBC CURE CLAIM (0.8); WORK ON TESTIMONY AND EVIDENCE RE: SBC CURE CLAIM (3.1); WORK ON SPRINGEL SUPPLEMENTAL DECLARATION (1.6); PREPARE CORRESPONDENCE TO S. SPRINGEL RE: SAME (0.2); TELECONFERENCE WITH S. SPRINGEL RE: SAME (0.1); TELECONFERENCE WITH J. BRADFORD RE: SAME (0.3).
NASH, JR. PJ	12/13/05	8.90	REVIEW SBC'S AMENDED CURE NOTICE (0.7); REVIEW SBC'S REPLY BRIEF IN SUPPORT SECTION 366 RELIEF (1.1); REVIEW ICA'S IN PREPARE CONTESTED HEARING WITH SBC (1.7); TELECONFERENCE WITH S. SPRINGEL RE: SUPPLEMENTAL DECLARATION (0.2); TELECONFERENCE WITH J. BRADFORD RE: SUPPLEMENTAL DECLARATION (0.2); FINALIZE SUPPLEMENTAL DECLARATION OF S. SPRINGEL (1.2); WORK ON FEASIBILITY TESTIMONY (3.8).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

NASH, JR. PJ	12/14/05	12.60	PREPARATION FOR CONFIRMATION HEARING (9.4); NEGOTIATE AND DOCUMENT SBC SETTLEMENT (3.2).
NASH, JR. PJ	12/15/05	4.10	CONTINUE WORK ON DOCUMENTING RESOLUTION OF SBC'S CURE CLAIM OBJECTION (2.8); MEETING WITH CLIENT IN PREPARATION OF CONFIRMATION HEARING (1.3).
		91.90	
RHOTEN AM	12/13/05	0.90	REVIEW DOCUMENTS REQUIRED FOR BANKRUPTCY EXIT (0.9).
		0.90	
TATE CO	12/02/05	4.10	REVIEW CONTRACTS RELATED TO QWEST; REVIEW QWEST'S DOCUMENT REQUESTS; WORK ON SETTING UP DATABASE TO REVIEW DOCUMENTS COLLECTED IN SECURITIES LITIGATION MATTER.
TATE CO	12/05/05	7.40	WORK ON CONFIDENTIALITY AGREEMENT; REVIEW DOCUMENTS FOR C. DAVIS AND T. VATER.
		11.50	
Total Associate		282.40	
BERGLIND ME	12/28/05	3.50	OBTAIN INFORMATION RE: MCLEOD NON-CERTIFIED CHARTERS (3.5).
BERGLIND ME	12/30/05	4.00	PREPARE DISTRIBUTION OF STOCK CERTIFICATE (4.0).
		7.50	
MIRKOVIC M	12/02/05	2.30	MULTIPLE CONFERENCES WITH P. KREBS RE: QWEST DOCUMENT PRODUCTION (0.4); REVIEW CORPORATE DOCUMENTS FOR PRIVILEGE AND COORDINATE DOCUMENT PRODUCTION OF SAME (1.9).
MIRKOVIC M	12/05/05	2.90	REVIEW CORPORATE DOCUMENTS FOR ANY NEED FOR REDACTION AND COORDINATE DOCUMENT PRODUCTION OF SAME (1.6); PREPARE PRIVILEGE LOG RE: SAME (1.3).
MIRKOVIC M	12/07/05	0.60	PREPARE AND FILE SUPPLEMENT TO PLAN (0.6).
MIRKOVIC M	12/09/05	1.20	CONFERENCE WITH M. MURPHY RE: PREPARATION OF CONFIRMATION BRIEF AND ORDER (0.2); PREPARE FOR FILING AND SERVICE OF MEMORANDUM IN SUPPORT OF PREPACKAGED PLAN OR REORGANIZATION (0.6); PREPARE AND FILE CERTIFICATE OF SERVICE RE: SAME (0.4).
MIRKOVIC M	12/12/05	0.40	PREPARE FOR AND FILE PLAN SUPPLEMENT WITH RESPECT TO THE SELECTION OF THE INITIAL DIRECTORS (0.4).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

		7.40	
Total Legal Assistant		14.90	
NEGRON AM	12/14/05	1.00	DOWNLOAD PLEADINGS FROM THE COURT WEBSITE (0.4) AND PREPARE AN EXHIBITS BINDER (0.6).
		1.00	
Total Legal Assistant Support		1.00	
TOTAL TIME		<u>444.90</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

McLeodUSA Incorporated (DIP II)
Reorganization Plan / Plan Sponsors

Bill Date: 01/16/06
Bill Number: 1091302

NAME	DATE	HOURS	DESCRIPTION
PERLMAN F	01/02/06	1.90	WORK ON MATTERS REGARDING CONDITIONS TO EFFECTIVENESS.
PERLMAN F	01/03/06	6.90	WORK ON CONDITIONS TO EFFECTIVE DATE. (2.9) ATTENTION TO MUTUAL RELEASES AND OTHER LENDERS RELEASES. (2.6) ATTENTION TO STOCK DISTRIBUTION. (1.4).
PERLMAN F	01/04/06	6.30	ATTENTION TO STOCK DISTRIBUTION AND CANCELLATION ISSUES. (.8) ATTENTION TO AMENDED CHARTERS AND BYLAWS. (.9) WORK ON RELEASE ISSUE. (1.9) CONTINUE WORK ON CONDITIONS TO EFFECTIVE DATE. (2.7).
PERLMAN F	01/05/06	5.10	TELECONFERENCE WITH C. DAVIS REGARDING RELEASE. (1.4) FINALIZE ADDITIONAL LENDER RELEASE. (1.9) ATTENTION TO FINALIZING EFFECTIVE DATE DOCUMENTS. (1.8).
PERLMAN F	01/06/06	7.60	FINALIZE REQUIREMENTS TO EFFECTIVENESS OF PLAN. (5.9) ATTENTION TO AMENDED ARTICLES AND BYLAWS. (.5) FINALIZE EXIT. (.6) WORK ON BOARD RESOLUTIONS AND MEETING. (.6).
		27.80	
POHL TR	01/02/06	2.50	ATTENTION TO CLOSING ISSUES (2.5).
POHL TR	01/03/06	2.00	ATTENTION TO CLOSING (2.0).
POHL TR	01/05/06	4.00	ATTENTION TO CLOSING AND BOARD CALL (4.0).
		8.50	
Total Partner		36.30	
MURPHY MM	01/02/06	1.40	ATTENTION TO ISSUES REGARDING EFFECTIVE DATE.
MURPHY MM	01/03/06	6.50	CONTINUE WORKING ON CONDITIONS TO EFFECTIVE DATE.
MURPHY MM	01/04/06	7.20	CONTINUE WORKING ON CONDITIONS TO EFFECTIVE DATE.
MURPHY MM	01/05/06	6.80	CONTINUE WORKING ON MEETING THE CONDITIONS TO THE EFFECTIVE DATE.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MURPHY MM	01/06/06	8.60	WORK ON MEETING CONDITIONS TO EFFECTIVE DATE (6.7), APPLICATION OF SBC FUNDS IN ACCORDANCE WITH SETTLEMENT AGREEMENT APPROVED BY THE PLAN (1.6) AND QWEST SETTLEMENT AGREEMENT IN ACCORDANCE WITH THE PLAN (.3).
		30.50	
RHOTEN AM	01/03/06	3.10	PREPARE CORPORATE DOCUMENTS FOR EFFECTIVENESS DATE (3.1).
RHOTEN AM	01/04/06	1.80	PREPARE CORPORATE DOCUMENTS FOR EFFECTIVENESS (1.8).
		4.90	
Total Associate		35.40	
GILCHRIST JM	11/28/05	1.60	CITECHECK/SHEPARDIZE BRIEF/MEMORANDUM OF LAW MEMORANDUM OF DEBTORS IN SUPPORT OF JOINT PREPACKAGED PLAN OF REORGANIZED OF MCLEODUSA INC. AND ITS AFFILIATE DEBTORS AND OTHER RELATED RELIEF (1.6).
GILCHRIST JM	11/29/05	9.40	CITECHECK/SHEPARDIZE BRIEF/MEMORANDUM OF LAW MEMORANDUM OF DEBTORS IN SUPPORT OF JOINT PREPACKAGED PLAN OF REORGANIZATION OF MCLEODUSA INC. AND ITS AFFILIATE DEBTORS AND OTHER RELATED RELIEF (9.4).
		11.00	
Total Legal Assistant		11.00	
TOTAL TIME		<u>82.70</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

McLeodUSA Incorporated (DIP II)
 Reorganization Plan / Plan Sponsors

Bill Date: 01/16/06
 Bill Number: 1091140

Disbursement	Date	Vendor/Employee/Dept.	Amount
CLR/Delaware Database	10/31/05	Office Admin, D	300.00
		TOTAL CLR/DELAWARE DATABASE	\$300.00
Telephone - Long Distance	10/28/05	Perlman F	19.00
		TOTAL TELEPHONE - LONG DISTANCE	\$19.00
Local Travel	10/19/05	Murphy MM	6.00
Local Travel	10/19/05	Murphy MM	6.00
Local Travel	10/19/05	Murphy MM	6.00
Local Travel	10/19/05	Murphy MM	6.00
		TOTAL LOCAL TRAVEL	\$24.00
Messengers/ Courier	10/30/05	United Parcel Service	350.85
Messengers/ Courier	10/31/05	Dist Serv/Mail/Page, D	6.08
Messengers/ Courier	10/31/05	Dist Serv/Mail/Page, D	6.07
		TOTAL MESSENGERS/ COURIER	\$363.00
		TOTAL MATTER	\$706.00
		TOTAL CLIENT	\$8,970.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

McLeodUSA Incorporated (DIP II)
 Reorganization Plan / Plan Sponsors

Bill Date: 01/16/06
 Bill Number: 1085318

Disbursement	Date	Vendor/Employee/Dept.	Amount
CLR/Delaware Database	11/04/05	Office Admin, D	300.00
		TOTAL CLR/DELAWARE DATABASE	\$300.00
In-house Reproduction	11/01/05	Copy Center, D	944.36
In-house Reproduction	11/11/05	Copy Center, D	1,429.64
In-house Reproduction	11/18/05	Copy Center, D	11.10
In-house Reproduction	11/22/05	Copy Center, D	0.90
		TOTAL IN-HOUSE REPRODUCTION	\$2,386.00
Telephone Expense	11/23/05	Telecommunications, D	0.05
Telephone Expense	11/23/05	Telecommunications, D	1.60
Telephone Expense	11/23/05	Telecommunications, D	2.35
		TOTAL TELEPHONE EXPENSE	\$4.00
Postage	11/18/05	Office Admin, D	1.00
		TOTAL POSTAGE	\$1.00
Westlaw	11/29/05	Gilchrist JM	161.53
Westlaw	11/29/05	Gilchrist JM	581.49
Westlaw	11/30/05	Gilchrist JM	47.98
		TOTAL WESTLAW	\$791.00
Messengers/ Courier	11/02/05	Dist Serv/Mail/Page, D	20.64
Messengers/ Courier	11/04/05	Straightline Courier	59.39
Messengers/ Courier	11/04/05	Straightline Courier	65.99
Messengers/ Courier	11/04/05	Straightline Courier	65.99
Messengers/ Courier	11/04/05	Straightline Courier	32.99
Messengers/ Courier	11/04/05	Quick Int'l - Ny	280.59
Messengers/ Courier	11/04/05	Quick Int'l - Ny	195.22
Messengers/ Courier	11/04/05	Quick Int'l - Ny	195.22
Messengers/ Courier	11/04/05	Quick Int'l - Ny	79.04
Messengers/ Courier	11/15/05	United Parcel Service	10.00
Messengers/ Courier	11/15/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	11/15/05	Dist Serv/Mail/Page, D	6.31

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
Messengers/ Courier	11/15/05	Dist Serv/Mail/Page, D	6.31
		TOTAL MESSENGERS/ COURIER	\$1,024.00
		TOTAL MATTER	\$4,506.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

McLeodUSA Incorporated (DIP II)
 Reorganization Plan / Plan Sponsors

Bill Date: 01/16/06
 Bill Number: 1091183

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	12/14/05	Pohl TR	1,364.00
Air/Rail Travel - vendor feed	12/14/05	Pohl TR	-1,319.00
Air/Rail Travel - vendor feed	12/14/05	Pohl TR	1,319.00
		TOTAL AIR/RAIL TRAVEL - VENDOR FEED	\$1,364.00
In-house Reproduction	12/02/05	Copy Center, D	12.70
In-house Reproduction	12/06/05	Copy Center, D	136.12
In-house Reproduction	12/09/05	Copy Center, D	15.59
In-house Reproduction	12/13/05	Copy Center, D	463.23
In-house Reproduction	12/16/05	Copy Center, D	56.86
In-house Reproduction	12/19/05	Copy Center, D	389.90
In-house Reproduction	12/20/05	Copy Center, D	9.60
		TOTAL IN-HOUSE REPRODUCTION	\$1,084.00
Telephone Expense	12/29/05	Telecommunications, D	32.78
Telephone Expense	12/29/05	Telecommunications, D	0.22
		TOTAL TELEPHONE EXPENSE	\$33.00
Lexis/Nexis	12/02/05	Ranney-Marinelli A	130.23
Lexis/Nexis	12/09/05	Krebs PE	343.65
Lexis/Nexis	12/12/05	Krebs PE	435.84
Lexis/Nexis	12/13/05	Krebs PE	535.28
		TOTAL LEXIS/NEXIS	\$1,445.00
Westlaw	12/12/05	Karpuk BP	193.13
Westlaw	12/20/05	Karpuk BP	291.45
Westlaw	12/27/05	Karpuk BP	45.80
Westlaw	12/27/05	Nash, Jr. PJ	120.97
Westlaw	12/29/05	Karpuk BP	438.65
		TOTAL WESTLAW	\$1,090.00
Car Service (manual entries)	12/06/05	Apollo Limousine Service, Inc.	70.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
Car Service (manual entries)	12/15/05	Apollo Limousine Service, Inc.	70.00
Car Service (manual entries)	12/15/05	Apollo Limousine Service, Inc.	70.00
		TOTAL CAR SERVICE (MANUAL ENTRIES)	\$210.00
Local Travel	12/13/05	Nash, Jr. PJ	14.00
Local Travel	12/15/05	Perlman F	5.00
Local Travel	12/15/05	Perlman F	6.00
		TOTAL LOCAL TRAVEL	\$25.00
Messengers/ Courier	12/08/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/08/05	Dist Serv/Mail/Page, D	8.31
Messengers/ Courier	12/08/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/08/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/08/05	Dist Serv/Mail/Page, D	6.31
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Messengers/ Courier	12/08/05	Dist Serv/Mail/Page, D	8.31
Messengers/ Courier	12/08/05	Dist Serv/Mail/Page, D	8.31
Messengers/ Courier	12/09/05	Dist Serv/Mail/Page, D	8.31
Messengers/ Courier	12/09/05	Dist Serv/Mail/Page, D	6.31
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Messengers/ Courier	12/09/05	Dist Serv/Mail/Page, D	16.31
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Messengers/ Courier	12/09/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/09/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/09/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/09/05	Dist Serv/Mail/Page, D	6.31

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
Messengers/ Courier	12/09/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/09/05	Dist Serv/Mail/Page, D	16.31
Messengers/ Courier	12/09/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/09/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/09/05	Dist Serv/Mail/Page, D	6.31
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Messengers/ Courier	12/09/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/09/05	Dist Serv/Mail/Page, D	6.14
Messengers/ Courier	12/09/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/09/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/09/05	Straightline Courier	32.09
Messengers/ Courier	12/11/05	Comet Messenger Service	11.30
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
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Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	16.31
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
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Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
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Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/13/05	Dist Serv/Mail/Page, D	6.31
Messengers/ Courier	12/18/05	Comet Messenger Service	11.30
Messengers/ Courier	12/18/05	Comet Messenger Service	11.30
		TOTAL MESSENGERS/ COURIER	\$600.00
		TOTAL MATTER	\$5,851.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

McLeodUSA Incorporated (DIP II)
Reorganization Plan / Plan Sponsors

Bill Date: 01/31/06
Bill Number: 1093039

Disbursement	Date	Vendor/Employee/Dept.	Amount
Non-standard/Outside Reproduction	12/28/05	24 Seven Discovere, L.L.C.	478.41
Non-standard/Outside Reproduction	12/30/05	24 Seven Discovere, L.L.C.	3,482.59
		TOTAL NON-STANDARD/OUTSIDE REPRODUCTION	\$3,961.00
Car Service (manual entries)	12/15/05	Flash Cab Co.	88.88
Car Service (manual entries)	01/03/06	Apollo Limousine Service, Inc.	70.06
Car Service (manual entries)	01/05/06	Apollo Limousine Service, Inc.	70.06
		TOTAL CAR SERVICE (MANUAL ENTRIES)	\$229.00
		TOTAL MATTER	\$4,190.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

McLeodUSA Incorporated (DIP II)
Reorganization Plan / Plan Sponsors

Bill Date: 01/16/06
Bill Number: 1091302

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	01/06/06	Copy Center, D	1.00
		TOTAL IN-HOUSE REPRODUCTION	\$1.00
Westlaw	01/03/06	Karpuk BP	134.57
Westlaw	01/05/06	Murphy MM	374.20
Westlaw	01/06/06	Murphy MM	207.22
Westlaw	01/06/06	Karpuk BP	70.01
		TOTAL WESTLAW	\$786.00
Local Travel	11/22/05	Krebs PE	15.00
		TOTAL LOCAL TRAVEL	\$15.00
		TOTAL MATTER	\$802.00