

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

McLeodUSA Incorporated (DIP II)
Asset Dispositions (General)

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

NAME	DATE	HOURS	DESCRIPTION
BRESNAHAN AW	10/31/05	3.50	KLEINER TELECONFERENCES RE: MEDIACOM PURCHASE OF ATS (1.2); CARROLL TELECONFERENCES RE: SAME (0.8); THOMPSON TELECONFERENCES RE: SAME (0.3); REVIEW OF FILED DISCLOSURE STATEMENT, PLAN AND PETITION (1.0); KLEINER EMAIL CORRESPONDENCE RE: SAME (0.1); CARROLL EMAIL CORRESPONDENCE RE: PETITION (0.1).
		3.50	
Total Counsel		3.50	
TOTAL TIME		<u>3.50</u>	

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

McLeodUSA Incorporated (DIP II)
Asset Dispositions (General)

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

NAME	DATE	HOURS	DESCRIPTION
BRESNAHAN AW	11/01/05	0.40	KLEINER TELECONFERENCE RE: MEDIACOM TRANSACTION (0.2); TELECONFERENCES RE: BOARD RESOLUTIONS (0.2).
BRESNAHAN AW	11/02/05	2.90	REVIEW OF EDGAR FILING RE: MEDIACOM SALE AND TELECONFERENCES AND EMAILS RE: SAME (1.6); KIDDOO TELECONFERENCES RE: MEDIACOM 652 MEMO (0.3); RECEIPT AND REVIEW OF KIDDOO FAX RE: SAME (1.0).
BRESNAHAN AW	11/08/05	1.10	CARROLL TELECONFERENCE RE: ATS SALE (0.5); EMAIL RE: SAME (0.1); REVIEW OF FCC DIP NOTICE AND EMAILS RE: SAME (0.5).
BRESNAHAN AW	11/09/05	0.80	EMAIL RE: OPPORTUNITY IOWA RESULTS AND RELATED TELECONFERENCES (0.8).
BRESNAHAN AW	11/10/05	0.80	CARROLL TELECONFERENCE RE: MEDIACOM PURCHASE OF ATS; EMAIL TO MEDIACOM COUNSEL RE: MARKUP.
BRESNAHAN AW	11/11/05	0.80	CARROLL TELECONFERENCE RE: MEDIACOM DISCUSSIONS AND MEMO RE: SAME (0.8).
BRESNAHAN AW	11/12/05	0.20	EMAIL RE: ATS SALE; EMAIL RE: CONTRACT ASSIGNMENT FOR ATS SALE.
BRESNAHAN AW	11/14/05	2.70	CARROLL TELECONFERENCES RE: ATS SALE (1.2); THOMPSON EMAILS RE: SAME (0.4); SECTION 652 RESEARCH (0.5); ASSET PURCHASE AGREEMENT REVISIONS (0.6).
BRESNAHAN AW	11/21/05	1.80	CARROLL TELECONFERENCE RE: ATS STATUS (0.5); EMAILS RE: SAME (0.3); PREPARATION FOR AND ATTENDANCE AT CONFERENCE CALL WITH THOMPSON, CARROLL AND RYAN RE: ATS RESPONSE (0.6); TELECONFERENCES AND EMAILS RE: CONFIDENTIALITY OBLIGATIONS (0.4).
BRESNAHAN AW	11/22/05	1.30	TELECONFERENCES AND EMAILS RE: CONFIDENTIALITY AGREEMENT (0.3); CARROLL TELECONFERENCE RE: REVISED MEDIACOM OFFER (0.6); RECEIPT AND REVIEW OF MEMO RE: MEDIACOM UPDATE AND EMAILS RE: SAME (0.4).
BRESNAHAN AW	11/28/05	0.70	RECEIPT AND REVIEW OF MEDIACOM NONDISCLOSURE AGREEMENT AND TELECONFERENCES AND EMAILS RE: SAME (0.7).
BRESNAHAN AW	11/29/05	0.80	TELECONFERENCES AND EMAILS RE: MEDIACOM CONFIDENTIALITY AGREEMENT AND STATUS (0.8).

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		14.30	
Total Counsel		14.30	
MURPHY MM	11/08/05	4.20	ATTENTION TO ISSUES RE: NOTICE OF ASSUMPTION AND ASSIGNMENT OF CONTRACTS RELATED TO THE SALE OF THE CORPORATE HEADQUARTERS; ATTENTION TO SALE ISSUES RE: ATS.
MURPHY MM	11/09/05	1.80	ATTENTION TO SALE OF HQ (1.8).
MURPHY MM	11/10/05	3.60	ATTENTION TO HQ SALE; ATTENTION TO ISSUES RE: ATS SALE.
MURPHY MM	11/28/05	0.80	REVIEW CONTRACT FOR THE SALE OF AIRCRAFT (0.8).
MURPHY MM	11/29/05	1.50	DRAFT LETTER OF TERMINATION RELATED TO THE SALE OF THE ATS ASSETS (1.5).
		11.90	
PROHOFSKY DS	11/15/05	2.20	RESEARCH WHETHER CABLE COMPANIES HAVE ACQUIRED CLECS WITHOUT COMPLYING WITH THE 652(B) WAIVER REQUIREMENTS (2.2).
		2.20	
Total Associate		14.10	
TOTAL TIME		<u>28.40</u>	

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

McLeodUSA Incorporated (DIP II)
Asset Dispositions (General)

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

NAME	DATE	HOURS	DESCRIPTION
BRESNAHAN AW	12/01/05	0.40	CARROLL TELECONFERENCE RE: ATS SALE (0.4).
BRESNAHAN AW	12/02/05	2.30	TELECONFERENCES AND EMAILS RE: ATS SALE (1.3); REVIEW OF ATS ASSET PURCHASE AGREEMENT (1.0).
BRESNAHAN AW	12/07/05	0.40	TELECONFERENCES RE: ATS SALE (0.4).
BRESNAHAN AW	12/08/05	2.20	CARROLL TELECONFERENCE RE: ATS SALE (1.4); RESEARCH RE: FRANCHISE AGREEMENT ISSUES (0.8).
BRESNAHAN AW	12/12/05	3.70	EMAIL RE: REAL ESTATE REQUIREMENTS FOR ATS BUSINESS (0.3); REVIEW OF CEDAR RAPIDS FRANCHISE (1.0); RESEARCH RE: CABLE FRANCHISE AGREEMENTS (2.4).
BRESNAHAN AW	12/13/05	3.50	RESEARCH RE: CABLE FRANCHISE AGREEMENTS AND DISPUTES/NONRENEWALS (3.5).
BRESNAHAN AW	12/14/05	1.50	RESEARCH RE: FRANCHISE AGREEMENT DISPUTES AND NONRENEWAL (1.5).
BRESNAHAN AW	12/15/05	2.30	RESEARCH RE: CABLE FRANCHISE AGREEMENTS (1.9); CARROLL TELECONFERENCE RE: SAME (0.4).
BRESNAHAN AW	12/16/05	1.10	TELECONFERENCE RE: ATS CONFIDENTIALITY REQUIREMENTS (0.2); RECEIPT AND REVIEW OF TERMINATION LETTER AND EDITS TO SAME (0.6); EMAILS RE: SAME (0.3).
BRESNAHAN AW	12/20/05	0.60	EMAILS AND RESEARCH RE: IOWA CABLE FRANCHISE NONDISCRIMINATION STATUTE (0.6).
BRESNAHAN AW	12/22/05	0.30	EMAILS RE: FRANCHISE AGREEMENTS (0.3).
		18.30	
Total Counsel		18.30	
MURPHY MM	12/07/05	0.80	ATTENTION TO ISSUE RE: DISPOSITION OF ASSETS (0.8).
		0.80	
PROHOFSKY DS	12/12/05	1.50	RESEARCH ISSUES RELATING TO DEFAULT ON CABLE FRANCHISE AGREEMENTS (1.5).
PROHOFSKY DS	12/13/05	6.25	RESEARCH RE: CABLE FRANCHISE DISPUTES AND REVOCATIONS (6.2).
PROHOFSKY DS	12/14/05	2.00	RESEARCH ON CABLE FRANCHISE VIOLATIONS (2.0).

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	9.75
Total Associate	10.55
TOTAL TIME	<u>28.85</u>

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McLeodUSA Incorporated (DIP II)
Asset Dispositions (General)

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

NAME	DATE	HOURS	DESCRIPTION
BRESNAHAN AW	01/03/06	0.30	CARROLL, THOMPSON EMAILS RE: RETURN OF CONFIDENTIAL DOCUMENTS (0.3).
		0.30	
Total Counsel		0.30	
TOTAL TIME		<u>0.30</u>	

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McLeodUSA Incorporated (DIP II)
Asset Dispositions (General)

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	11/18/05	Copy Center, D	14.51
In-house Reproduction	11/18/05	Copy Center, D	0.49
		TOTAL IN-HOUSE REPRODUCTION	\$15.00
Telephone Expense	11/23/05	Telecommunications, D	0.04
Telephone Expense	11/23/05	Telecommunications, D	0.96
		TOTAL TELEPHONE EXPENSE	\$1.00
Lexis/Nexis	11/15/05	Prohofsky DS	98.00
		TOTAL LEXIS/NEXIS	\$98.00
		TOTAL MATTER	\$114.00

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McLeodUSA Incorporated (DIP II)
Asset Dispositions (General)

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	01/06/06	Copy Center, D	2.00
		TOTAL IN-HOUSE REPRODUCTION	\$2.00
		TOTAL MATTER	\$2.00