

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

McLeodUSA Incorporated (DIP II)
General Corporate Advice

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

NAME	DATE	HOURS	DESCRIPTION
KRUPP PC	10/31/05	2.00	WORK ON TRANSACTION (2.0).
		2.00	
Total Partner		2.00	
RHOTEN AM	10/28/05	3.10	REVIEW AND FILE FORM 8-KS RE: CHAPTER 11 FILING AND HEADQUARTERS SALES AND REVISE DRAFT FORM 8-K RE: DIP AGREEMENT (3.1).
		3.10	
WITZEL, JR. RC	10/31/05	1.00	ATTENTION TO PRESS RELEASE AND SEC FILINGS; TELECONFERENCE WITH J. THOMPSON.
		1.00	
Total Associate		4.10	
TOTAL TIME		<u>6.10</u>	

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McLeodUSA Incorporated (DIP II)
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Bill Date: 01/16/06
Bill Number: 1085318

NAME	DATE	HOURS	DESCRIPTION
KRUPP PC	11/01/05	1.50	WORK ON TRANSACTION (1.5).
KRUPP PC	11/02/05	1.20	WORK ON TRANSACTION (1.2).
KRUPP PC	11/03/05	1.00	WORK ON TRANSACTION (1.0).
KRUPP PC	11/08/05	1.00	WORK ON TRANSACTION (1.0).
KRUPP PC	11/10/05	1.00	WORK ON TRANSACTION (1.0).
KRUPP PC	11/28/05	0.70	WORK ON TRANSACTION (0.7).
		6.40	
Total Partner		6.40	
MURPHY MM	11/07/05	1.30	REVIEW AND EDIT 10-Q (1.3).
		1.30	
NELSON T	11/28/05	2.50	DRAFT CEO EMPLOYMENT AGREEMENT (2.5).
NELSON T	11/29/05	1.00	REVISIONS TO EMPLOYMENT AGREEMENT (1.0).
NELSON T	11/30/05	1.70	REVISIONS TO CEO EMPLOYMENT AGREEMENT (1.7).
		5.20	
Total Associate		6.50	
RYAN HO	11/09/05	0.20	PREPARE AND PROCESS EDGAR FILING OF FILED NY15376 (0.2).
		0.20	
Total Legal Assistant Support		0.20	
TOTAL TIME		<u>13.10</u>	

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McLeodUSA Incorporated (DIP II)
General Corporate Advice

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

NAME	DATE	HOURS	DESCRIPTION
KRUPP PC	12/06/05	1.50	WORK ON TRANSACTION (1.5).
KRUPP PC	12/07/05	2.00	WORK ON TRANSACTION (2.0).
KRUPP PC	12/08/05	1.50	WORK ON TRANSACTION (1.5).
KRUPP PC	12/12/05	1.00	WORK ON TRANSACTION (1.0).
KRUPP PC	12/16/05	1.00	WORK ON TRANSACTION (1.0).
KRUPP PC	12/22/05	1.00	WORK ON TRANSACTION (1.0).
		8.00	
Total Partner		8.00	
MURPHY MM	12/15/05	1.00	REVIEW AND EDIT 10-K (1.0).
		1.00	
Total Associate		1.00	
BUCKMAN K	12/19/05	1.20	PROOFREAD EMPLOYMENT AGREEMENT (1.2).
		1.20	
Total Legal Assistant		1.20	
QIU SX	12/30/05	0.10	MONITOR COMPANY WATCHES (0.1).
		0.10	
SAINDON SR	12/16/05	0.30	MONITOR COMPANY WATCHES (0.3).
		0.30	
Total Legal Assistant Specialist		0.40	
TOTAL TIME		<u>10.60</u>	

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McLeodUSA Incorporated (DIP II)
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Bill Date: 01/16/06
Bill Number: 1091302

NAME	DATE	HOURS	DESCRIPTION
MURPHY MM	01/05/06	2.50	CONTINUE WORKING ON INDEMNIFICATION MEMORANDUM.
		2.50	
Total Associate		2.50	
SHERRY M	01/04/06	1.50	COORDINATE/ ATTEND MEETING RE: WITZEL RE: STOCK ISSUANCES. DRAFTED FORM OF CERTIFICATE.
SHERRY M	01/05/06	2.75	OBTAIN INFORMATION RE: CALLS HANIGAN AND DE RE: FILING AND PRECLEARING OF DOCUMENTS. REVISIONS TO DE FILINGS. DRAFT OF STOCK LEDGER.
SHERRY M	01/06/06	3.25	REVIEW/ REVISE THE STOCK CERTIFICATES AND DE AMENDMENTS. MEETINGS WITH WITZEL. CALLS HANIGAN. MULTIPLE CALLS LEDYARD.
		7.50	
Total Legal Assistant		7.50	
LEDYARD CD	01/05/06	0.25	MISCELLANEOUS CALLS INFO/FOLLOW-UP FOR PENDING RESTATED CHARTER, DESIGNATION LANGUAGE.
LEDYARD CD	01/06/06	2.75	MISCELLANEOUS CALLS INFO/FOLLOW-UP FOR FILINGS IN DE, REVIEW OF REVISIONS AND REMARKS, ARRANGE FOR SIMULTANEOUS FILING TIMES AND ONE HOUR PROCESSING.
		3.00	
MACFARLINE DA	01/05/06	0.50	OPENED NEW FILES FOR MCLEODUSA HOLDINGS, INC. AND MCLEODUSA INFORMATION SERVICES, INC. AS PER M. KEOGH; UPDATE FILE FOR MCLEODUSA INCORPORATED TO REFLECT NEW CONTACT INFORMATION AND UPDATED THE CLIENT NUMBER AS PER M. KEOGH.

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

MACFARLINE DA	01/06/06	1.00	PREPARED FAX FILING COVER SHEETS, OPENED TWO NEW SRV NUMBERS, PROVIDED GENERAL ADMINISTRATIVE ASSISTANCE TO C. LEDYARD IN THE PREPARATION OF FILING THE TWO CERTIFICATE OF AMENDMENTS FOR MCLEODUSA INFORMATION SERVICES, INC. AND MCLEODUSA HOLDINGS, INC. THE FILINGS WERE THEN SUBMITTED TO THE SECRETARY OF STATE, LOGGED AND A CONFIRMATION SHEET WAS PRINTED AS PER C. LEDYARD; PREPARED A FAX FILING COVER SHEET, OPENED A NEW SRV NUMBERS, PROVIDED GENERAL ADMINISTRATIVE ASSISTANCE TO C. LEDYARD IN THE PREPARATION OF FILING THE RESTATED FOR MCLEODUSA INCORPORATED. THE FILING WAS THEN SUBMITTED TO THE SECRETARY OF STATE, LOGGED AND A CONFIRMATION SHEET WAS PRINTED AS PER C. LEDYARD.
		1.50	
Total Legal Assistant Specialist		4.50	
TOTAL TIME		<u>14.50</u>	

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

McLeodUSA Incorporated (DIP II)
General Corporate Advice

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

NAME	DATE	HOURS	DESCRIPTION
KEOGH ME	01/05/06	0.50	REVIEW DRAFT FOR MCLEOD USA HOLDINGS, INC., MCLEODUSA INFORMATION SERVICES, INC. AND MCLEODUSA INCORPORATED - REVIEW DRAFT AMENDMENTS; FORWARD COMMENTS TO M. SHERRY AND B. HANIGAN.
		0.50	
Total Legal Assistant Specialist		0.50	
TOTAL TIME		<u>0.50</u>	

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McLeodUSA Incorporated (DIP II)
General Corporate Advice

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	09/30/05	Telecommunications, D	6.00
		TOTAL TELEPHONE EXPENSE	\$6.00
Messengers/ Courier	10/31/05	Dist Serv/Mail/Page, D	6.00
		TOTAL MESSENGERS/ COURIER	\$6.00
Outside Research/Internet Services	10/31/05	Global Securities	176.00
		TOTAL OUTSIDE RESEARCH/INTERNET SERVICES	\$176.00
		TOTAL MATTER	\$188.00

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General Corporate Advice

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	11/11/05	Copy Center, D	3.00
		TOTAL IN-HOUSE REPRODUCTION	\$3.00
Westlaw	11/12/05	Perlman F	408.00
		TOTAL WESTLAW	\$408.00
Outside Research/Internet Services	11/01/05	CT Corporation System-NY	165.00
		TOTAL OUTSIDE RESEARCH/INTERNET SERVICES	\$165.00
		TOTAL MATTER	\$576.00

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
CLR/Delaware Database	01/06/06	Office Admin, D	150.00
CLR/Delaware Database	01/06/06	Office Admin, D	100.00
CLR/Delaware Database	01/06/06	Office Admin, D	50.00
		TOTAL CLR/DELAWARE DATABASE	\$300.00
In-house Reproduction	01/06/06	Copy Center, D	5.00
		TOTAL IN-HOUSE REPRODUCTION	\$5.00
Filing/Court Fees	01/06/06	Skardel, Inc.	1,213.00
Filing/Court Fees	01/06/06	Skardel, Inc.	1,168.00
Filing/Court Fees	01/06/06	Skardel, Inc.	1,168.00
		TOTAL FILING/COURT FEES	\$3,549.00
Outside Research/Internet Services	12/28/05	Skardel, Inc.	88.00
		TOTAL OUTSIDE RESEARCH/INTERNET SERVICES	\$88.00
		TOTAL MATTER	\$3,942.00