

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	Case No. 05-63230
)	
MCLEODUSA INCORPORATED)	(Jointly Administered)
et al.,)	Chapter 11
)	
Debtors.)	Hon. John H. Squires

**ORDER APPROVING EXPENSES REQUESTED IN THE SUPPLEMENT TO THE
FIRST AND FINAL FEE APPLICATION OF SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP AS COUNSEL TO THE DEBTORS SEEKING ALLOW-
ANCE AND PAYMENT OF FINAL COMPENSATION AND REIMBURSEMENT
OF EXPENSES UNDER §§ 330 AND 331 OF THE BANKRUPTCY CODE**

Upon the supplement to the first and final application (the "Supplement") of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden, Arps") seeking final allowance of certain expenses under 11 U.S.C. §§ 330 and 331 for the period from October 28, 2005 through January 6, 2006 (the "Case Period"); and the Court having no objection to the expenses requested in the Supplement; and upon the record in these cases; and after due deliberation thereon; and good and sufficient cause appearing therefor:


IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The expenses requested in the Supplement are granted.
2. Without limiting the generality of the foregoing, in accordance with the Supplement, Skadden, Arps is allowed, on a final basis, expenses of \$13,495 incurred during the Case Period.

3. Skadden, Arps is authorized to apply its pro-petition retainer against the amounts described in paragraph 2 above, and McLeodUSA Incorporated is directed to pay Skadden,Arps the outstanding balance, if any, in full satisfaction of amounts owed within ten (10) days of entry of this order.

Dated: Chicago, Illinois
April 3, 2006

APR - 3 2006


UNITED STATES BANKRUPTCY JUDGE
APR - 3 2006