

UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINIOS  
EASTERN DIVISION

In Re:

MCLEODUSA INCORPORATED,  
et. al.

Debtors.

Case No. 05-632<sup>30</sup>

Jointly Administered

Chapter 11

Honorable John H. Squires

**ORDER GRANTING FIRST AND FINAL APPLICATION OF  
SWIDLER BERLIN LLP  
FOR ALLOWANCE AND PAYMENT OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES AS  
ORDINARY COURSE PROFESSIONAL  
FOR THE PERIOD OCTOBER 28, 2005 THROUGH JANUARY 6, 2006**

This matter having been heard on the First and Final Application for Allowance and Payment of Compensation and Reimbursement of Expenses by Swidler Berlin, LLP ("Swidler"), as Ordinary Course Professional for the Debtors and Debtors-in-Possession (the "Final Application"), wherein Swidler sought compensation in the amount of \$178,063.20 and reimbursement of expenses in the amount of \$7,781.15.

The Court having read and considered the Final Application and having concluded that the Fees sought by Swidler are reasonable and in accordance with the Statutory requirements for payment of the same; and having further concluded that the hours expended by Swidler as reflected in the Final Application are reasonable, appropriate and not excessive, redundant or otherwise unnecessary, and having further concluded that the \$1,836.07<sup>1,500.85</sup> of disbursements made and out-of-pocket expenses actually incurred by Swidler as reflected in the Final Application are

reasonable and justified herein, and having requested further information on certain other categories of expenses, 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 THAT:

1. The Court awards Swidler compensation in the amount of \$178,063.20 for actual, reasonable and necessary professional services rendered for or on behalf of the Debtor during the Application Period, and reimbursement of \$~~1,316.07~~<sup>4,500.85</sup> for actual, reasonable and necessary expenses incurred;
2. Swidler is to provide additional information concerning \$~~5,945.08~~<sup>6,280.30</sup> of expenses identified at the hearing on March 2, 2006;
3. To the extent the approved fees and expenses have not been paid, the Debtors are authorized and directed to pay the unpaid portions thereof;
4. The Court Orders that such fees and expenses shall be treated as an expense of administration entitled to priority under Section 507(A)(1) of the Bankruptcy Code;
5. The Court retains jurisdiction to construe and enforce this Order.

Dated: 3/8 2006  
Chicago, Illinois

  
Honorable John H. Squires  
UNITED STATES BANKRUPTCY JUDGE

MAR - 8 2006