

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

**In Re:**

**MCLEODUSA INCORPORATED,  
et. al.**

**Debtors.**

**Case No. 05-63230**

**Jointly Administered**

**Chapter 11**

**Honorable John H. Squires**

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

On March 2, 2006 a hearing, (the "Fee Hearing") was held wherein the Court reviewed and approved, in part, the Final Application of Swidler Berlin LLP. By Order dated March 8, 2006, the Court awarded Swidler compensation in the amount of \$178,063.20 for fees, reimbursement of expenses in the amount of \$1,500.85, and ordered that additional information concerning \$6,280.30 of expenses identified at the Fee Hearing, be provided. By supplemental filing made with this Court on April 3, 2006, additional information to support the listed expenses and disbursements was provided.

The Court having reviewed the Supplement to the Final Application and having concluded that \$5,807.90 of disbursements made and out-of-pocket expenses actually incurred

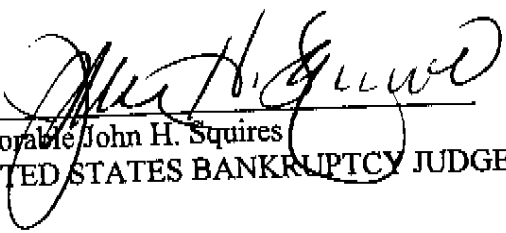
by Swidler as reflected in the Supplement to the Final Application are reasonable and justified herein, therefore;

IT IS HEREBY ORDERED THAT:

1. The Court awards Swidler reimbursement of \$5,807.90 for actual, reasonable and necessary expenses incurred;
2. To the extent the approved fees and expenses have not been paid, the Debtors are authorized and directed to pay the unpaid portions thereof;
3. The Court Orders that such expenses shall be treated as an expense of administration entitled to priority under Section 507(A)(1) of the Bankruptcy Code;
4. The Court retains jurisdiction to construe and enforce this Order.

Dated: 4/6/06

Chicago, Illinois

  
Honorable John H. Squires  
UNITED STATES BANKRUPTCY JUDGE

APR - 6 2006