

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re:                : Chapter 11
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MCLEODUSA INCORPORATED, : Case No. 02-10288 (EIK)
                       :
                       : Debtor.
                       : Hrg. Date: 02/28/02 @ 10:00 a.m.
- - - - - x Obj. Due: 02/23/02 @ 4:00 p.m.

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**ORDER UNDER 11 U.S.C. §§ 327(a) AND 329
AUTHORIZING EMPLOYMENT AND RETENTION, NUNC PRO TUNC, OF
SKADDEN, ARPS, SLATE, MEAGHER & FLOM (ILLINOIS)
AND AFFILIATES AS ATTORNEYS FOR DEBTOR IN POSSESSION**

This matter having come before the Court on the Application¹, dated January 31, 2002 (the "Application") of the above-referenced debtor and debtor in possession (the "Debtor"), for an order, under 11 U.S.C. §§ 327(a) and 329, authorizing employment and retention of Skadden, Arps, Slate, Meagher & Flom (Illinois) ("Skadden, Arps (Illinois)") and its affiliated law practice entities (collectively, "Skadden, Arps") under a general retainer as its attorney; and the Court having reviewed the Application and the Declaration and Statement of David S. Kurtz, a member of Skadden, Arps (Illinois); and the

¹ Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Motion.

Court being satisfied with the representations made in the Application and Declaration that Skadden, Arps represents no interest adverse to the estate, that it is a "disinterested person" as that term is defined under Bankruptcy Code section 101(14), that its employment is necessary and in the best interests of the Debtor's estate, creditors and other parties-in-interest; and it appearing that notice of the Application was good and sufficient under the particular circumstances and that no other or further notice need be given; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

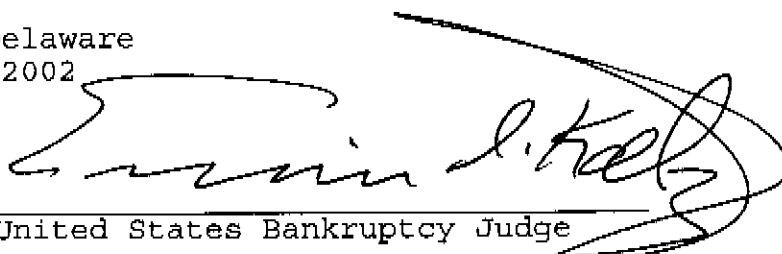
1. The Application be, and it hereby is, GRANTED.

2. In accordance with Bankruptcy Code sections 327(a) and 329, the Debtor, as debtor and debtor in possession be, and it hereby is, authorized to employ and retain Skadden, Arps as its attorneys under a general retainer, nunc pro tunc, as of the commencement of this case, to perform the services set forth in the Application.

3. Skadden, Arps shall be compensated in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331 and such Bankruptcy Rules and Local Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court.

4. Skadden, Arps is authorized to apply the Initial Retainer (as defined in the Application) to pay any fees, charges and disbursements relating to services rendered to the Debtor before the Petition Date that remain unpaid as of such date and shall add and hold the remaining portion of the Initial Retainer as the Filing Retainer (as defined in the Application) for application to fees, charges and disbursements relating to services rendered after the Petition Date as may be further ordered by the Court.

Dated: Wilmington, Delaware
February 28, 2002


United States Bankruptcy Judge