

# SWIDLER BERLIN LLP

FEDERAL IDENTIFICATION  
No. 13-2679676

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McLeodUSA Incorporated  
McLeodUSA Technology Park  
6400 C Street, SW  
P.O. Box 3177  
Cedar Rapids, IA 52406-3177  
Attn: William A. Haas

INVOICE DATE: 12/20/05  
INVOICE NUMBER: 296293

OUR REFERENCE: 13995.0006

## INVOICE SUMMARY

TOTAL FEES.....\$13,668.50  
TOTAL OTHER CHARGES.....\$5,821.65  
TOTAL AMOUNT DUE.....\$19,490.15

### REMITTANCE INFORMATION:

#### U.S. Mail:

Swidler Berlin LLP  
Attn: Accounting Department  
P.O. Box 3766  
Washington, DC 20027-3766

#### U.S. Electronic Funds Transfer:

Name of Bank: Wachovia Bank, N.A. Washington, DC  
Account Title: Swidler Berlin LLP  
Account No.: 2000024531692  
ABA Routing No.: 054001220

#### International Electronic Funds Transfer:

Name of Bank: Wachovia Bank, N.A. Washington, DC  
Account Title: Swidler Berlin LLP  
Account No.: 2000024531692  
Swift Code: PNBPU533  
CHIPS: 0509  
ABA Routing No.: 026005092

Please Note Our Reference and Invoice Numbers When Making Payment

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McLeodUSA Technology Park  
6400 C Street, SW  
P.O. Box 3177  
Cedar Rapids, IA 52406-3177  
Attn: William A. Haas

CLIENT/CASE: 13995.0006

INVOICE DATE: 01/25/06  
INVOICE NUMBER: 297759

RE: Policy

FOR PROFESSIONAL SERVICES RENDERED THROUGH JANUARY, 2006

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/10/05	Paul B. Hudson	OH TRO Arbitration Brief.	0.13
12/01/05	Patrick Donovan	Research re operator services question; telephone call with W. Haas.	0.70
12/01/05	Philip J. Macres	Address issues associated with the preparation of the conforming amendment associated with the OH TRO and TRRO arbitration proceeding.	0.31
12/02/05	Richard M. Rindler	Review Notice re Omaha/Qwest forbearance petition.	0.20
12/02/05	Christine Johnson	Research and obtain FCC Public Notice re Verizon Petition Title 1 Broadband Order.	0.17
12/03/05	Andrew D. Lipman	Review and comment on Omaha order; client issues.	1.00
12/04/05	Philip J. Macres	Follow-up re filing a request for rehearing of the OH PUC's TRO and TRRO arbitration order; analyze various aspects of decision.	1.00
12/05/05	Philip J. Macres	Follow-up re requesting rehearing of the OH PUC's decision in the OH TRO and TRRO arbitration proceeding.	0.70

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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
12/05/05	Richard M. Rindler	Telephone call with R. Lipman re local counsel for Pathnet Bankruptcy (.2); review McLeod pleading re same (.1).	0.30
12/05/05	Patrick Donovan	Prepare/send memorandum re Omaha.	7.50
12/06/05	Patrick Donovan	Advise re Omaha order.	7.00
12/06/05	Philip J. Macres	Teleconference re OH TRO and TRRO Amendment that conforms to the OH PUC's TRO and TRRO arbitration decision.	0.06
12/07/05	Philip J. Macres	Teleconference re OII amendment that conforms to the OII PUC's TRO and TRRO arbitration decision; review changes proposed by parties and adopted by SBC.	0.20
12/07/05	Patrick Donovan	Prepare opposition to Verizon reconsideration petition.	0.33
12/07/05	Joshua M. Bobeck	Teleconference with CLEC attorneys re strategy for appeal of FCC Omaha forbearance order.	0.20
12/07/05	Patrick Donovan	Prepare appeal of wireline broadband order.	0.33
12/08/05	Patrick Donovan	Prepare appeal of wireline broadband order.	0.33
12/08/05	Patrick Donovan	Prepare opposition to Verizon reconsideration petition.	0.33
12/08/05	Patrick Donovan	Telephone call with W. Courter re slamming, research.	0.50
12/09/05	Catherine Wang	Review FCC spectrum license information; brief consult with D. Burt re same.	0.50
12/09/05	Philip J. Macres	Review SBC-OII's Petition for Rehearing of the OII PUC's TRO and TRRO Arbitration Order.	0.19
12/09/05	Patrick Donovan	Prepare notice of appeal/wireline broadband rules.	0.19
12/12/05	Patrick Donovan	Prepare petition for review re wireline broadband order.	0.04
12/12/05	Philip J. Macres	Prepare Reply to SBC-Ohio's Application for Rehearing of the OH PUC's Arbitration Order.	1.06
12/13/05	Philip J. Macres	Draft reply to SBC-OH's Petition for Rehearing of the OII PUC's Arbitration Order.	0.38
12/13/05	Patrick Donovan	Prepare petition for review of wireline broadband order.	1.00
12/14/05	Christine Johnson	Research and obtain Federal Register posting re Verizon and Arizona Corp. petitions.	0.17

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CLIENT: 13995  
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
12/14/05	Joshua M. Bobeck	Review draft petition for review of FCC wireline broadband classification order.	0.08
12/14/05	Philip J. Macres	Revise draft opposition to SBC-OH Application for Rehearing of the OH PUC's TRO and TRRO Arbitration Order.	0.38
12/14/05	Brett P. Ferenchak	Review FCC Public Notice re discontinuance and correspond with B. Haas re same.	0.30
12/15/05	Philip J. Macres	Revise draft opposition to SBC-OH Application for Rehearing of the OH PUC's TRO and TRRO Arbitration Order.	0.13
12/15/05	Patrick Donovan	Prepare petition for review of wireline broadband order.	1.00
12/16/05	Patrick Donovan	Prepare/file petition for review.	1.00
12/16/05	Wendy M. Creeden	Review FCC releases for announcement of 1Q 2006 USF contribution factors; prepare summary of same; forward same to client.	0.20
12/16/05	Patrick Donovan	Respond to question re Commissioners.	0.20
12/19/05	Patrick Donovan	Prepare corporate disclosure statement; telephone call with W. Haas.	0.30
12/19/05	Andrew D. Lipman	Review and comment on Qwest issues.	0.50
12/19/05	Philip J. Macres	Review Opposition to SBC-OH's Motion for Rehearing; teleconference re same.	0.13
12/20/05	Patrick Donovan	Prepare opposition to Verizon broadband reconsideration.	0.50
12/21/05	Patrick Donovan	Prepare opposition to Verizon broadband reconsideration petition.	0.67
12/21/05	Douglas D. Orvis, II	Confer with D. Burt re CA Advice Letter process.	0.20
12/21/05	Patrick Donovan	Respond to question re fiber-based collocations.	0.50
12/22/05	Patrick Donovan	Prepare draft opposition to Verizon broadband reconsideration petition.	0.37
12/22/05	Richard M. Rindler	Review and comment on draft.	0.20
12/22/05	Joshua M. Bobeck	Review and revise draft opposition to Verizon broadband reconsideration petition.	0.17
12/23/05	Richard M. Rindler	Review draft comments.	0.17

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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
12/23/05	Patrick Donovan	Prepare/send draft opposition to Verizon broadband reconsideration petition.	1.00
12/27/05	Patrick Donovan	Prepare Anchorage comments.	2.00
12/27/05	Christine Johnson	Research and obtain ex partes filed in Docket 01-337 (Regulatory Framework ILEC Broadband Services).	0.08
12/27/05	Patrick Donovan	Prepare Omaha notice of appeal.	2.00
12/27/05	Scott D. Woods	Draft comments re Qwest Int'l Petition for Forbearance (from FCC's Circuit Conversion Rules).	0.65
12/27/05	Patrick Donovan	Prepare comments for Qwest forbearance.	0.40
12/28/05	Scott D. Woods	Draft Comments opposing Qwest Petition for Forbearance from FCC's Circuit Conversion Rules.	0.60
12/28/05	Patrick Donovan	Prepare/file Omaha appeal.	1.50
12/28/05	John P. Fries	Conduct ongoing monitoring of three telecom court cases for J. Frankel.	0.70
12/28/05	Patrick Donovan	Prepare Anchorage comments.	4.00
12/28/05	Patrick Donovan	Edit opposition to Verizon wireline broadband petition.	0.50
12/29/05	Patrick Donovan	Prepare/file opposition to Verizon broadband reconsideration petition.	1.33
12/29/05	Katie B. Besh	Review information for filing motion to intervene.	0.70
12/29/05	Patrick Donovan	Prepare Anchorage comments.	4.00
12/29/05	Scott D. Woods	Draft comments; review Qwest's Petition; review preparation and background materials provided by P. Donovan.	0.18
12/29/05	Scott D. Woods	Draft comments; review Qwest's Petition; review preparation and background materials provided by P. Donovan.	0.92
12/30/05	Patrick Donovan	Prepare Anchorage comments.	4.00
12/30/05	Scott D. Woods	Draft Comments Opposing Qwest Petition for Forbearance from FCC's Circuit Conversion Rules (Special Access/UNE).	0.10
12/30/05	M. Renee Britt	Research and obtain FCC Docket 02-33 submissions.	0.17

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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
01/01/06	Patrick Donovan	Edit draft comments re Qwest petition.	0.20
01/03/06	Patrick Donovan	Prepare/send draft comments re Anchorage.	4.50
01/03/06	Patrick Donovan	Prepare reply comment re Verizon broadband petition for reconsideration.	2.00
01/03/06	Katic B. Besha	Draft Motion to Intervene for FCC's MO&O, In the Matter of Petition of Qwest Corporation for Forbearance Pursuant to 47 USC 160 in the Omaha Metropolitan Statistical Area.	0.70
01/03/06	Richard M. Rindler	Consider Plan effective date issues (.3); review draft Alaska forbearance comments (.4).	0.70
01/04/06	Richard M. Rindler	Review motion to intervene in Omaha case (.2); review B. Haas comments on Omaha draft (.2)	0.40
01/04/06	Katic B. Besha	Draft Motion to Intervene for FCC's MO&O, In the Matter of Petition of Qwest Corporation for Forbearance Pursuant to 47 USC 160 in the Omaha Metropolitan Statistical Area.	2.70
01/04/06	Patrick Donovan	Prepare reply comment re Verizon broadband petition for reconsideration.	3.00
01/04/06	Patrick Donovan	Prepare comment re Anchorage.	4.00
01/04/06	Patrick Donovan	Prepare/send draft motion to intervene re Qwest Omaha appeal.	1.50
01/05/06	Patrick Donovan	Prepare/send draft comments re Verizon broadband petition for reconsideration.	2.50
01/05/06	Patrick Donovan	Prepare/send comments re Qwest special access forbearance petition.	4.00
01/05/06	Katic B. Besha	Draft transmittal letter for McLeod Motion to Intervene; research fee and filing requirements.	0.30
01/05/06	Richard M. Rindler	Comment on USCA disclosure statement (.2); comment on Qwest forbearance comments (.4).	0.60
01/06/06	Richard M. Rindler	Telephone call to B. Haas re Sprint settlement disputes.	0.40
01/06/06	Patrick Donovan	Prepare/file motion to intervene in Qwest Omaha appeal.	1.50
01/06/06	Patrick Donovan	Prepare comments re Verizon broadband access.	1.70

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CLIENT: 13995  
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
01/06/06	Patrick Donovan	Prepare comments re Qwest petition.	1.80
01/06/06	Patrick Donovan	Prepare Anchorage comments.	1.70

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Andrew D. Lipman	\$580.00	1.50	\$870.00
Richard M. Rindler	\$480.00	2.10	\$1,008.00
Richard M. Rindler	\$450.00	0.87	\$391.50
Catherine Wang	\$535.00	0.50	\$267.50
Patrick Donovan	\$440.00	28.40	\$12,496.00
Patrick Donovan	\$410.00	43.52	\$17,843.20
Katie B. Besha	\$250.00	3.70	\$925.00
Katie B. Besha	\$215.00	0.70	\$150.50
Joshua M. Bobcek	\$385.00	0.45	\$173.25
Wendy M. Creedon	\$330.00	0.20	\$66.00
Brett Ferenchak	\$355.00	0.30	\$106.50
Paul Hudson	\$375.00	0.13	\$48.75
Philip J. Macres	\$355.00	4.54	\$1,611.70
Douglas D. Orvis, III	\$385.00	0.20	\$77.00
Scott D. Woods	\$235.00	2.45	\$575.75
M. Renee Britt	\$195.00	0.17	\$33.15
Christine Johnson	\$145.00	0.42	\$60.90
John P. Fries	\$150.00	0.70	\$105.00
<b>TOTAL HOURS &amp; FEES</b>		<b>90.85</b>	<b>\$36,809.70</b>

OTHER CHARGES	AMOUNT
Photocopy & Printing	302.89

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CLIENT: 13995  
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<b>OTHER CHARGES</b>	<b>AMOUNT</b>
Telephone	1.85
Postage	3.15
Westlaw Legal Research	6.19
Delivery Service	14.80
Filing Fees	250.00
<b>TOTAL OTHER CHARGES</b>	<b>\$578.88</b>

**CURRENT INVOICE DUE.....\$37,388.58**

PREVIOUS BALANCE (Breakdown attached if applicable).....\$0.00

**TOTAL AMOUNT DUE.....\$37,388.58**



**EXHIBIT A-4**

**Access Charge Litigation**

# SWIDLER BERLIN LLP

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6400 C Street, SW  
P.O. Box 3177  
Cedar Rapids, IA 52406-3177  
Attn: William A. Haas

CLIENT/CASE: 13995.0024

INVOICE DATE: 12/20/05  
INVOICE NUMBER: 296294

RE: Access Charge Litigation

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/01/05	Jonathan S. Frankel	Strategy conference with K. Kirby re Sprint litigation (.1); communications with R. Lipman re same (.1); strategy conferences with A. Goodman re deadlines in Sprint litigation (.1); review Court's scheduling Order and materials filed in bankruptcy proceeding in connection with above (.3).	0.60
11/01/05	Ky E. Kirby	Emails re filing Notices of Bankruptcy in pending matters where appropriate.	0.20
11/02/05	Ky E. Kirby	Review J. Frankel email memorandum describing status of Sprint settlement negotiations, respond with correction that Sprint has no counterclaim in ND Iowa case.	0.20
11/02/05	Anitra D. Goodman	Review notice of suggestion of bankruptcy (.1); review e-mail correspondence re same (.1).	0.20

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CLIENT: 13995  
MATTER: .0024  
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/02/05	Jonathan S. Frankel	Teleconference with R. Lipman re bankruptcy proceeding and Sprint litigation (.2); review and analyze bankruptcy rules re filing of a suggestion of bankruptcy (.3); review various deadlines in Sprint litigation (.2); strategy conferences with R. Rindler and K. Kirby re above issues (.3); draft, review, edit and finalize correspondence to R. Lipman re above issues (.3); follow-up conference call with R. Lipman re bankruptcy and Sprint litigation (.2); communications with W. Haas re settlement discussions with Sprint (.2); review and analyze summary of access charge litigation from R. Lipman (.2).	2.00
11/02/05	Richard M. Rindler	Review current status of access charge disputes (.3); teleconference with B. Haas re bankruptcy impact and possible settlement (.2); review draft settlement agreement and revise same (.2).	2.50
11/03/05	Richard M. Rindler	Review revised draft Sprint settlement agreement (.5); provide comments to B. Haas (.3); telephone call with B. Haas re same (.2).	1.00
11/03/05	Ky E. Kirby	Review and edit draft settlement agreement with Sprint.	0.50
11/04/05	Richard M. Rindler	Review Sprint settlement draft (.2); provide comments (.3).	0.50
11/09/05	Jonathan S. Frankel	Review correspondence from R. Lipman re dispute with SBC over CABS billing and consider strategies for resolving dispute (.4); strategy conferences with R. Rindler re above (.2); review and analyze various follow-up correspondence from T. Spocogee and J. Thompson re dispute (.4).	1.00
11/10/05	Ky E. Kirby	Review draft of settlement agreement with Sprint and edit, email to B. Haas with query re one phrase.	1.00
11/10/05	Richard M. Rindler	Review, revised Sprint settlement agreement (.5); telephone call with B. Haas re: same (.4).	0.90
11/11/05	Ky E. Kirby	Review W. Haas email explaining provision of draft Sprint settlement agreement; edit agreement in light of explanation and send revision to W. Haas.	0.50

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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/11/05	Jonathan S. Frankel	Review and analyze status of other 8YY litigation cases (.3); strategy conferences with R. Rindler and K. Kirby re above (.2).	0.50
11/14/05	Jonathan S. Frankel	Review and analyze Order from Iowa court denying Sprint's Motion for Leave to Amend to file a counterclaim and consider impact on case going forward (.4); draft, review, edit and finalize correspondence to R. Lipman re above (.2); follow-up communications with R. Lipman re above (.2)	0.80
11/14/05	Ky E. Kirby	Review Order denying Sprint's motion for leave to amend to assert counterclaim, circulate to clients.	0.20
11/14/05	Anitra D. Goodman	Review order denying motion for leave to amend (.1); review e-mail correspondence re same (.1).	0.20
11/14/05	Richard M. Rindler	Review Magistrate order denying Sprint amendments.	0.20
11/15/05	Richard M. Rindler	Note to R. Lipman re Sprint expert for litigation (.2); review scheduling order (.2).	0.40
11/15/05	Anitra D. Goodman	Review e-mail correspondence re SBC Missouri Litigation orders.	0.20
11/15/05	Jonathan S. Frankel	Strategy conference with R. Rindler re expert witnesses for Sprint litigation (.2); review and analyze relevant discovery deadlines (.2); review and analyze relevant local court rules (.3).	0.70
11/16/05	Jonathan S. Frankel	Review correspondence from W. Haas re denial of Sprint's request to add a counterclaim (.1); forward Order to W. Haas (.1).	0.20
11/17/05	Jonathan S. Frankel	Confer with K. Kirby re request from Sprint concerning Motion for Reconsideration of Court's Order Denying Leave to Amend to file a counterclaim (.2); strategy conference with J. Guy, Swidler Bankruptcy Counsel, re above (.2); communications with T. Salmon, Sprint Counsel, re above (.3).	0.70
11/18/05	Jonathan S. Frankel	Conference call with R. Lipman re dispute with Sprint (.2); strategy conferences with R. Rindler, A. Goodman and K. Kirby re above (.2); draft, review, edit and finalize correspondence to R. Lipman re above (.2)	0.60

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CLIENT: 13995  
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/18/05	Richard M. Rindler	Consider Sprint request for extension and automatic stay.	0.20
11/21/05	Richard M. Rindler	Consider Sprint discovery issues. (.2)	0.20
11/21/05	Jonathan S. Frankel	Communications with R. Lipman re settlement with Sprint.	0.20
11/22/05	Jonathan S. Frankel	Review and analyze Sprint's Motion for Stay and Limited Discovery (.3); strategy conferences with R. Rindler and K. Kirby re above (.2); communications with R. Lipman re above (.1).	0.60
11/22/05	Anitra D. Goodman	Confer with K. Kirby re motion for reconsideration and for limited discovery(.3); review motion and determine response due date (.2); review e-mail correspondence re same (.1).	0.60
11/22/05	Ky E. Kirby	Review Sprint's motion (and supporting brief, affidavits and exhibits) for extension of discovery and reconsideration; forward to client with email re claims, confer with A. Goodman re preparing response/issues to address/need for affidavit.	1.20
11/22/05	Richard M. Rindler	Telephone call with B. Haas re statute of limitations (.2); research same (1.5) telephone call to B. Haas re: same (.3); review access charge summaries (.3); review Sprint discovery motion (.3); consider reply (.3); telephone call with G. Ball (.2).	3.10
11/23/05	Anitra D. Goodman	Legal research re motion for reconsideration issues.	0.70
11/28/05	Anitra D. Goodman	Review motion to extend discovery and for reconsideration; calculate response date for opposition.	0.20
11/28/05	Jonathan S. Frankel	Strategy conference with K. Kirby re Sprint litigation and opposition to Sprint's Motion for Limited Discovery (.2); review and analyze Sprint's motion, memorandum and affidavits (.6).	0.80
11/29/05	Richard M. Rindler	Review R. Lipman e-mail re Sprint discovery.	0.20
11/29/05	Ky E. Kirby	Review R. Lipman email re claims in affidavits filed with Sprint motion to extend discovery and for recon on counterclaim.	0.20

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 Page 5

CLIENT: 13995  
 MATTER: .0024  
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/30/05	Jonathan S. Frankel	Review Court Order re Hearing on Sprint's Motion for Limited Discovery (.1); strategy conferences with K. Kirby and R. Rindler re above (.3); communications with client and local counsel re above (.3); review and analyze draft opposition to Sprint's motion (.3); communications with A. Goodman re Opposition (.2); communications with local counsel A. Fredrigell re December 8 hearing (.2); communications with Iowa Federal Court re above (.2).	1.60

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Ky E. Kirby	\$535.00	4.00	\$2,140.00
Richard M. Rindler	\$450.00	9.20	\$4,140.00
Jonathan S. Frankel	\$375.00	10.30	\$3,862.50
Anitra D. Goodman	\$255.00	2.10	\$535.50
<b>TOTAL HOURS &amp; FEES</b>		<b>25.60</b>	<b>\$10,678.00</b>

OTHER CHARGES	AMOUNT
Photocopy & Printing	31.60
Telephone	0.17
Travel	(338.40)
<b>TOTAL OTHER CHARGES</b>	<b>(\$306.63)</b>

**CURRENT INVOICE DUE.....\$10,371.37**

PREVIOUS BALANCE (Breakdown attached if applicable).....\$2,541.27

**TOTAL AMOUNT DUE.....\$12,912.64**

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Attn: William A. Haas

CLIENT/CASE: 13995.0024

INVOICE DATE: 01/25/06  
INVOICE NUMBER: 297760

RE: Access Charge Litigation

FOR PROFESSIONAL SERVICES RENDERED THROUGH JANUARY, 2006

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
12/01/05	Richard M. Rindler	Review and consider Sprint discovery order (.2); discuss scheduling with K. Kirby (.2); telephone call with B. Haas re settlement status (.2).	0.50
12/01/05	Jonathan S. Frankel	Confer with P. Krebs (Skadden Arps) re Qwest request for production of documents (.8); strategy conferences with K. Kirby and R. Rindler re Sprint's Motion for Limited Discovery (.6); review Court Order setting above motion for a hearing (.3); communications with R. Lipman and W. Haas re above and Sprint settlement (.3).	2.00
12/01/05	Ky E. Kirby	Review Order setting 12/8 hearing on Sprint's motion for recon and to extend discovery, forward to clients (.3); communications with internal team re accelerating completion of opposition given hearing date (.2); conference with Judge's chambers re participating by phone (.2).	0.70
12/01/05	L. Misha Preheim	Confer with K. Kirby re assignment pertaining to response to Sprint motion and whether filing motion and counterclaim violates stay of bankruptcy court.	0.20

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CLIENT: 13995  
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
12/02/05	L. Misha Preheim	Continue legal research re violation of bankruptcy court stay by filing counterclaim and motion.	4.30
12/02/05	Ky E. Kirby	Emails from and to A. Goodman re declarations supporting opposition to Sprint's motion to extend discovery and motion to recon research/drafting issues (.3); review Sprint best and final offer documents forwarded by B. Haas and various emails re same (.2).	0.50
12/02/05	Anitra D. Goodman	Prepare opposition to Motion for Limited Discovery and Reconsideration (2.5); legal research re same (1.0).	3.50
12/02/05	Jonathan S. Frankel	Communications with R. Lipman and W. Haas re settlement with Sprint (.4); strategy conferences with K. Kirby, R. Rindler and A. Goodman re Opposition to Sprint's Motion and Hearing (.4); communications with P. Krebs (Skadden Arps) re Qwest Request for Production (.3); strategy conferences with R. Rindler and S. Woods re above (.3); draft, review, edit and finalize correspondence to P. Krebs, J. Thompson and others re responding to Qwest's Requests for Production of documents (.4); review and edit Opposition to Sprint's Motion for Limited Discovery and Affidavits (.4); review and analyze documents from Qwest litigation for production (1.3).	3.50
12/02/05	Richard M. Rindler	Analyze Sprint settlement proposal.	1.00
12/04/05	Anitra D. Goodman	Prepare opposition to motion for reconsideration and limited discovery.	4.50
12/05/05	Anitra D. Goodman	Further preparation of opposition to motion for reconsideration and limited discovery (1.5); preparation of K. Kirby declaration (.5); prepare R. Lipman declaration (.5)	2.50
12/05/05	Scott D. Woods	Document review re Qwest's request for documents: (1) Privilege review; (2) responsive documents review.	3.00



SWIDLER BERLIN LLP

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CLIENT: 13995  
MATTER: .0024  
INVOICE: 297760

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
12/05/05	Ky E. Kirby	Review/collect materials re wireless 8YY access charges for review by J.F. and S.W. and potential production to Qwest per agreement in bankruptcy proceeding (1.0); review additional emails and R. Rindler and W. Haas proposed revised language for Sprint settlement (.5); respond to J. Frankel query re whether particular document with Qwest information is privileged (.1); review first draft of opposition to Sprint's motion for recon., etc. and provide comments for revision to A. Goodman (.4).	2.00
12/05/05	L. Misha Preheim	Additional legal research re caselaw stating that only bankruptcy court has jurisdiction to lift stay; revise insert for brief re same.	2.50
12/05/05	L. Misha Preheim	Prepare for hearing re review response to objection (.4); review e-mails from K. Kirby and co-counsel (.1).	0.50
12/05/05	Richard M. Rindler	Revise draft Sprint settlement (.5); review and comment on B. Haas further revisions (.3); review brief in opposition to Sprint motions (.2).	1.00
12/05/05	Jonathan S. Frankel	Teleconference with R. Lipman re settlement with Sprint and hearing on Sprint's Motion for Limited Discovery (.2); communications with Sprint Counsel, Travis Salmon (.2); strategy conferences with A. Goodman re Opposition to Sprint's Motion (.2); review and analyze draft Opposition and Affidavits (.5); multiple communications with Judge Shields' office concerning hearing on Sprints Motion (.3); review and analyze Settlement Agreement with Sprint (.5); strategy conferences with R. Rindler and K. Kirby re above issues (.3); strategy conference with S. Woods re review of documents in connection with Qwest's Request for Production in bankruptcy proceeding (.2); review Qwest files in connection with above request (.4); begin preparation for arguing against Sprint's Motion for Limited Discovery (.4).	3.20
12/05/05	Deborah R. Raichelson	Conferences with K. Kirby re filing claim objection (.4); confer with M. Preheim re electronic filing information for USBC-EDVA (.2); conferences with courier service re emergency filing (.2); telephone calls to USBC-EDVA clerk's office re filing information (.2).	1.00

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CLIENT: 13995  
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
12/06/05	Jonathan S. Frankel	Multiple strategy conferences with S. Woods re review of documents from Qwest proceedings in connection with Qwest Request for Production of Documents in bankruptcy proceeding (.5); review and analyze various categories of documents reviewed by S. Woods (.4); communications with W. Haas re settlement negotiations with Sprint (.2); communications with R. Lipman re same (.2); strategy conferences with K. Kirby and A. Goodman re Opposition to Sprint's Motion for Limited Discovery (.4); review, analyze and edit above Opposition and Affidavits (.4); prepare for hearing on Sprint's Motion in Iowa federal court (.6); communications with T. Salmon and R. Jones, attorneys for Sprint (.3); communications with A. Fredregill, local counsel, re filing of Opposition Brief (.2); review and analyze correspondence from R. Lipman re access charge disputes (.3).	3.50
12/06/05	Richard M. Rindler	Review Sprint settlement responses (.3); consider brief in opposition to Sprint motion (.2).	0.50
12/06/05	Ky E. Kirby	Review and revise draft Declarations for K. Kirby and R. Lipman in support of opposition to Sprint's motion for recon and to extend discovery (1.0); review and edit draft opposition to Sprint's motion (.6); emails to client querying possible Declaration for W. Haas, emails with client re declarations, automatic stay issues/argument in brief, review revised brief (.6).	2.20
12/06/05	Scott D. Woods	Continue document review per Qwest Request; privilege review and responsive review (review of R. Rindler, K. Kirby and J. Frankel's files.)	6.10
12/06/05	Scott D. Woods	File request to obtain unredacted FCC Order in the Qwest Omaha Forbearance Proceeding (filed on behalf of Russ Blau).	0.50
12/06/05	Anitra D. Goodman	Further revisions to opposition to motion for reconsideration and for limited discovery (4.5); prepare declaration of R. Lipman (.5); further revise K. Kirby declaration (.2); e-mail correspondence to R. Lipman re same (.1); review e-mail correspondence from R. Lipman re same (.2); e-mail correspondence re same (.5); confer re same (.5).	6.50

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CLIENT: 13995  
MATTER: .0024  
INVOICE: 297760

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
12/07/05	Scott D. Woods	Document Review per request in Bankruptcy proceeding.	5.00
12/07/05	Richard M. Rindler	Respond to Sprint settlement agreement change.	0.50
12/07/05	Jonathan S. Frankel	Conference call with R. Lipman re Sprint settlement (.3); strategy conferences with S. Woods re production of documents to Qwest in bankruptcy proceeding (.4); review and analyze privileged documents and responsive documents (.9); communications with P. Krebs, bankruptcy counsel re above (.2); communications with J. Thompson, R. Lipman and T. Spocogee re above (.2); multiple communications with K. Kirby, R. Rindler, A. Goodman R. Lipman, W. Haas, J. Gray, local counsel, R. Jones, Sprint's counsel, and Iowa Federal court re hearing on Sprint's Motion for limited discovery (1.5); review and analyze multiple correspondence from R. Lipman and W. Haas re settlement terms with Sprint (.6); review Court's Order re hearing (.2); draft, review, edit and finalize various correspondence to client re above issues (.7).	5.00
12/08/05	Jonathan S. Frankel	Communications with R. Jones, Sprint Attorney, re settlement (.2); strategy conferences with R. Rindler and K. Kirby re above (.2); draft, review, edit and finalize correspondence to R. Lipman and J. Thompson re review of documents requested by Qwest in bankruptcy proceeding (.3); communications with R. Lipman re above (.1); communications with Iowa federal court concerning hearing on Sprint's Motion (.3).	1.10
12/08/05	Richard M. Rindler	Discuss Qwest discovery request responses.	0.20
12/14/05	Ky E. Kirby	Review order canceling 12/8 hearing and scheduling 12/19 date for status report to court on settlement with Sprint, forward to team.	0.20
12/15/05	Jonathan S. Frankel	Multiple communications with R. Lipman and T. Salmon re settlement of Sprint case (.2); review Court's order (.2); strategy conference with K. Kirby and R. Rindler re above (.2).	0.60

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McLeodUSA Incorporated  
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Page 6

CLIENT: 13995  
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INVOICE: 297760

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
12/16/05	Jonathan S. Frankel	Communications with B. Haas, R. Lipman and B. Courter re Sprint Settlement (.3); communications with T. Salmon, Sprint counsel, re above (.3); communications with Iowa federal court re settlement (.3). Strategy conference with R. Rindler re approval of McLeod's Bankruptcy Plan (.2); communications with T. Salmon, Sprint counsel, re settlement (.3); review and analyze Settlement Agreement (.3); multiple communications with R. Lipman re Settlement and dismissal of case (.2); conference with B. Courter re same (.2); communications with Federal Court in Iowa in status of settlement (.2); draft, review, edit and finalize Stipulation of Dismissal (.3); draft and finalize correspondence to W. Courter and R. Lipman (.2).	2.80
12/16/05	Ky E. Kirby	Review and comment on edits needed on draft Stipulation of Dismissal in Sprint case.	0.20
12/16/05	Anitra D. Goodman	Review draft settlement agreement.	0.20
12/18/05	Jonathan S. Frankel	Strategy conferences with K. Kirby re Stipulation of Dismissal in Sprint case (.3); finalize Stipulation (.2); draft, review, edit and finalize correspondence to T. Salmon enclosing Stipulation (.2).	0.70
12/19/05	Jonathan S. Frankel	Communications with R. Rindler and K. Kirby re settlement with Qwest in bankruptcy proceeding (.2); communications with T. Salmon re filing a Joint Stipulation of Dismissal in Sprint case (.2); communications with A. Fredregill, McLeod's local counsel, re filing Stipulation (.2); communications with D. Moses, Judge Shields' assistant, re status of case (.2); communications with R. Rindler re impact of bankruptcy settlement on MCI Arbitration Settlement (.3).	1.10
12/20/05	Jonathan S. Frankel	Review and analyze Qwest Settlement Agreement from bankruptcy case (.5); strategy conferences with R. Rindler and K. Kirby re potential arbitration concerning claims subject to Settlement Agreement (.3).	0.80
12/20/05	Richard M. Rindler	Telephone call with B. Haas re Qwest Settlement (.3); analyze settlement (.8).	1.10
12/20/05	M. Renee Britt	Obtain filings from bankruptcy docket.	0.50

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McLeodUSA Incorporated  
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CLIENT: 13995  
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
12/21/05	Richard M. Rindler	Review MCI 9/9/5 Settlement re impact of Bankruptcy Order (.4); provide analysis re: same (.3); telephone call with R. Lipman re same (.2); telephone call with F. Lamancusa re same (.3); draft letter to Arbitrator (.2); telephone call to MCI (.1).	1.50
12/21/05	Jonathan S. Frankel	Communications with client concerning Bankruptcy Approval Plan and MCI Arbitration Settlement (.3); review correspondence from R. Lipman (.1); review and analyze correspondence from B. Karpuk, bankruptcy counsel, re MCI Settlement (.2).	0.60
12/22/05	Jonathan S. Frankel	Research CPR Rules of Procedure concerning dismissal of arbitration (.2); strategy conference with R. Rindler re above (.1); review draft letter to arbitrator re dismissing arbitration and releasing decision (.1); review and analyze correspondence from R. Lipman re MCI Settlement and relationship to bankruptcy confirmation plan (.2).	0.60
12/22/05	Richard M. Rindler	Telephone call with J. Rackow (MCI) re arbitration dismissal (.3); review SBC adequate assurance filing (.5); telephone call with R. Lipman re MCI arbitration (.2); revise letter to arbitrator (.3).	1.30
12/27/05	Jonathan S. Frankel	Review and analyze correspondence from J. Rackow, MCI attorney, re release of arbitration award (.2); communications with R. Rindler and K. Kirby re above and calendar follow--up (.2).	0.40
12/28/05	Jonathan S. Frankel	Strategy conferences with R. Rindler re release letter to arbitrator, A. Foster (.2); communications with R. Lipman re above (.2).	0.40
01/03/06	Richard M. Rindler	Consider MCI arbitration release date (.2); revise letter to arbitrator (.2).	0.40
01/04/06	Richard M. Rindler	Finalize letter to Foster and forward to MCI.	0.20
01/05/06	Richard M. Rindler	Review MCI arbitration decision.	0.50

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CLIENT: 13995  
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
01/05/06	Jonathan S. Frankel	Communications with R. Rindler and K. Kirby re decision in Arbitration with MCI (.2); communications with B. Haas re above (.1); review and analyze arbitration decision (.6); communications with J. Messenger re appeal of PaeTec-MCI decision from the Eastern District of Virginia (.2)	1.10
01/06/06	Jonathan S. Frankel	Review and analyze correspondence from J. Rackow, MCI attorney, re arbitration award (.2); communications with K. Kirby and R. Rindler re above (.2).	0.40
01/06/06	Ky E. Kirby	Review arbitrator's award against MCI.	1.20

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Ky E. Kirby	\$570.00	1.20	\$684.00
Ky E. Kirby	\$535.00	5.80	\$3,103.00
Richard M. Rindler	\$480.00	1.10	\$528.00
Richard M. Rindler	\$450.00	7.60	\$3,420.00
Jonathan S. Frankel	\$410.00	1.50	\$615.00
Jonathan S. Frankel	\$375.00	26.30	\$9,862.50
Anitra D. Goodman	\$255.00	17.20	\$4,386.00
L. Misha Preheim	\$275.00	7.50	\$2,062.50
Scott D. Woods	\$235.00	14.60	\$3,431.00
M. Renee Britt	\$195.00	0.50	\$97.50
Deborah R. Raichelson	\$195.00	1.00	\$195.00
<b>TOTAL HOURS &amp; FEES</b>		<b>84.30</b>	<b>\$28,384.50</b>

OTHER CHARGES	AMOUNT
Photocopy & Printing	24.80
Telephone	1.64
Ground Transportation	48.00

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<b>OTHER CHARGES</b>	<b>AMOUNT</b>
Meal Charges	17.00
Travel	75.00
<b>TOTAL OTHER CHARGES</b>	<b>\$166.44</b>

**CURRENT INVOICE DUE.....\$28,550.94**

PREVIOUS BALANCE (Breakdown attached if applicable).....\$0.00

**TOTAL AMOUNT DUE.....\$28,550.94**

**EXHIBIT A-5**

**SBC v Global Crossing**



# SWIDLER BERLIN LLP

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McLeodUSA Incorporated  
McLeodUSA Technology Park  
6400 C Street, SW  
P.O. Box 3177  
Cedar Rapids, IA 52406-3177  
Attn: William A. Haas

CLIENT/CASE: 13995.0025

INVOICE DATE: 12/20/05  
INVOICE NUMBER: 296295

RE: SBC v. Global Crossing

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/01/05	Jonathan S. Frankel	Strategy conferences with K. Kirby and R. Rindler re filing a Suggestion of Bankruptcy in SBC case in Missouri (.2); review and analyze local court rules for Missouri federal court on filing a Suggestion of Bankruptcy (.3); communications with T. Rosenfeld and P. Puricelli, local counsel in Missouri case re above (.2); conferences with R. Case, local counsel, re filing of Suggestion of Bankruptcy (.2); review and analyze client's bankruptcy docket (.1).	1.00
11/02/05	Jonathan S. Frankel	Review and analyze filing by SBC re XO (.3); communications with client re above filing (.2); review local court rules re filing of a suggestion of bankruptcy (.3); strategy conference with R. Rindler and K. Kirby re above issues (.2); separate strategy conferences with T. Rosenfeld and R. Case, local counsel with Stone Leyton re filing of a suggestion of bankruptcy (.4); follow-up teleconference with R. Lipman re above (.2).	1.60
11/02/05	Richard M. Rindler	Report on SBC settlement status (.2); review SBC notice of dismissal of XO (.2).	0.40

SWIDLER BERLIN LLP

McLeodUSA Incorporated  
 12/20/05  
 Page 2

CLIENT: 13995  
 MATTER: .0025  
 INVOICE: 296295

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/03/05	Richard M. Rindler	Telephone call with S. Benz, SBC counsel, re settlement discussion(.2); report to R. Lipman re same (.2); telephone call from S. Benz re proposal for settlement approach (.2); report same to R. Lipman (.1); review response from R. Lipman (.1); note to S. Benz re same (.2); review and analyze INS v. Qwest decision (1.6).	2.60
11/03/05	Jonathan S. Frankel	Draft, review, edit and finalize Suggestion of Bankruptcy for SBC Missouri litigation (.5); communications with T. Rosenfeld, local counsel, re filing of Suggestion of Bankruptcy (.2).	0.70
11/04/05	Richard M. Rindler	Telephone call with S. Benz re SBC settlement process (.2); report to R. Lipman (.2).	0.40
11/10/05	Jonathan S. Frankel	Communications with J. Thompson, R. Rindler and R. Lipman re disputes with SBC (.2); strategy conference with R. Rindler re above (.1).	0.30
11/14/05	Jonathan S. Frankel	Communications with J. Thompson, R. Lipman and R. Rindler re settling disputes with SBC (.2); review and analyze multiple correspondence re above (.2).	0.40
11/14/05	Richard M. Rindler	E-mail to R. Lipman re SBC settlement proposal (.2); review response and prepare for call (.4); telephone call with S. Benz re settlement (.3); e-mail to R. Lipman (.1); review responses (.2).	1.10
11/15/05	Jonathan S. Frankel	Review and analyze Orders from Court concerning McLeodUSA stay and dismissal of XO defendants (.3); draft, review, edit and finalize correspondence to R. Lipman re above (.2); follow-up communications with R. Lipman (.2); strategy conferences with K. Kirby and R. Rindler re negotiating a settlement with SBC (.2).	0.90
11/29/05	Jonathan S. Frankel	Strategy conferences with R. Rindler re settlement of dispute with SBC.	0.30

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Richard M. Rindler	\$450.00	4.50	\$2,025.00
Jonathan S. Frankel	\$375.00	5.20	\$1,950.00

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McLeodUSA Incorporated  
12/20/05  
Page 3

CLIENT: 13995  
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INVOICE: 296295

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
<b>TOTAL HOURS &amp; FEES</b>		<b>9.70</b>	<b>\$3,975.00</b>

OTHER CHARGES	AMOUNT
<b>TOTAL OTHER CHARGES</b>	<b>\$0.00</b>

**CURRENT INVOICE DUE.....\$3,975.00**

PREVIOUS BALANCE (Breakdown attached if applicable).....\$0.00

**TOTAL AMOUNT DUE.....\$3,975.00**

# SWIDLER BERLIN LLP

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McLeodUSA Incorporated  
McLeodUSA Technology Park  
6400 C Street, SW  
P.O. Box 3177  
Cedar Rapids, IA 52406-3177  
Attn: William A. Haas

CLIENT/CASE: 13995.0025

INVOICE DATE: 01/25/06  
INVOICE NUMBER: 297761

RE: SBC v. Global Crossing

FOR PROFESSIONAL SERVICES RENDERED THROUGH JANUARY, 2006

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
12/01/05	Jonathan S. Frankel	Strategy conference with R. Rindler re settlement discussions with SBC (.2); communications with counsel for other CLECs re settlement with SBC (.2).	0.40
12/07/05	Jonathan S. Frankel	Communications with XO's counsel concerning settlement with SBC (.2); research pleadings file concerning XO filings (.3); communications with R. Lipman re above (.2).	0.70
12/08/05	Jonathan S. Frankel	Communications with R. Lipman re settlement of SBC least cost router dispute.	0.20
12/22/05	Richard M. Rindler	Review Global Crossing SBC/VarTec FCC comments (.5).	0.50

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Richard M. Rindler	\$450.00	0.50	\$225.00
Jonathan S. Frankel	\$375.00	1.30	\$487.50
<b>TOTAL HOURS &amp; FEES</b>		<b>1.80</b>	<b>\$712.50</b>

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CLIENT: 13995  
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<b>OTHER CHARGES</b>	<b>AMOUNT</b>
Telephone	0.07
Local Counsel Services and Expenses	159.00
<b>TOTAL OTHER CHARGES</b>	<b>\$159.07</b>

**CURRENT INVOICE DUE.....\$871.57**

PREVIOUS BALANCE (Breakdown attached if applicable).....\$0.00

**TOTAL AMOUNT DUE.....\$871.57**

**EXHIBIT A-6**

**FCC/TRO General Regulatory**

# SWIDLER BERLIN LLP

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McLeodUSA Incorporated  
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6400 C Street, SW  
P.O. Box 3177  
Cedar Rapids, IA 52406-3177  
Attn: William A. Haas

CLIENT/CASE: 13995.2004

INVOICE DATE: 12/20/05  
INVOICE NUMBER: 296306

RE: FCC/TRO General

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/03/05	Patrick Donovan	Telephone call with W. Haas re EELs, TRRO.	0.20
11/04/05	Joshua M. Bobeck	Review Texas Verizon TRO Amendment Arbitration Procedural Schedule.	0.20
11/08/05	Paul B. Hudson	Consider impact of AT&T merger conditions on TRO arbitrations	0.50
11/09/05	Paul B. Hudson	Coordinate with SBC re procedural requirements in Indiana TRO arbitration	0.20
11/14/05	Philip J. Macres	Review OH PUC's decision in the SBC-OH TRO and TRRO arbitration proceeding.	0.10
11/15/05	Philip J. Macres	Review and edit CLEC proposed order prepared in the SBC-IN TRO and TRRO arbitration proceeding.	0.20
11/18/05	Philip J. Macres	Participate on teleconference re the OH TRO and TRRO arbitration proceeding and preparation of the conforming amendment that reflects the OH PUC's arbitration order; review various e-mails from parties re same.	0.20
11/21/05	Philip J. Macres	Review e-mails from parties re the SBC-OH TRO and TRRO arbitration proceeding.	0.10

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 Page 2

CLIENT: 13995  
 MATTER: .2004  
 INVOICE: 296306

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/28/05	Philip J. Macres	Review e-mail from SBC-OH re the conforming amendment; review conforming amendment.	0.10
11/29/05	Joshua M. Bobeck	Review Verizon filings in Docket 29451 Texas change of law arbitration.	1.00

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Patrick Donovan	\$410.00	0.20	\$82.00
Joshua M. Bobeck	\$385.00	1.20	\$462.00
Paul Hudson	\$375.00	0.70	\$262.50
Philip J. Macres	\$355.00	0.70	\$248.50
<b>TOTAL HOURS &amp; FEES</b>		<b>2.80</b>	<b>\$1,055.00</b>

OTHER CHARGES	AMOUNT
<b>TOTAL OTHER CHARGES</b>	<b>\$0.00</b>

**CURRENT INVOICE DUE.....\$1,055.00**

PREVIOUS BALANCE (Breakdown attached if applicable).....\$6,779.17

**TOTAL AMOUNT DUE.....\$7,834.17**



**EXHIBIT A-7**

**Pathnet, Inc. Bankruptcy**

# SWIDLER BERLIN LLP

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NO. 13-2679676

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McLeodUSA Incorporated  
McLeodUSA Technology Park  
6400 C Street, SW  
P.O. Box 3177  
Cedar Rapids, IA 52406-3177  
Attn: William A. Haas

CLIENT/CASE: 13995.0026

INVOICE DATE: 01/25/06  
INVOICE NUMBER: 297762

RE: Pathnet, Inc. Bankruptcy

FOR PROFESSIONAL SERVICES RENDERED THROUGH JANUARY, 2006

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
12/05/05	Ky E. Kirby	Review D. Farrell email to R. Lipman with background of CapRock claim in Pathnet bankruptcy (.3); conferences (x2) with D. Farrell re same and re filing due today (.5); review and prepare opposition to Objection to CapRock claim for filing (.2); email and voicemail from D. Farrell re efforts to reach trustee's counsel to determine if 12/6 hearing to be continued (.2).	1.20
01/01/06	Ky E. Kirby	Email from and to D. Farrell re handling 1/3 hearing in Pathnet bankruptcy.	0.20
01/03/06	Ky E. Kirby	Confer with M. Preheim re scheduling order issued during hearing/last continuance.	0.20

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Ky E. Kirby	\$570.00	0.40	\$228.00
Ky E. Kirby	\$535.00	1.20	\$642.00
<b>TOTAL HOURS &amp; FEES</b>		<b>1.60</b>	<b>\$870.00</b>

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Page 2

CLIENT: 13995  
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INVOICE: 297762

<b>OTHER CHARGES</b>	<b>AMOUNT</b>
<b>TOTAL OTHER CHARGES</b>	<b>50.00</b>

**CURRENT INVOICE DUE.....\$870.00**

PREVIOUS BALANCE (Breakdown attached if applicable).....\$0.00

**TOTAL AMOUNT DUE.....\$870.00**

**Exhibit B**

**Combined Monthly Detail of Services Rendered**

**During Case Period**

# SWIDLER BERLIN LLP

FEDERAL IDENTIFICATION  
NO. 13-2679676

WASHINGTON, DC OFFICE  
THE WASHINGTON HARBOUR  
3000 K STREET, NW, SUITE 300  
WASHINGTON, D.C. 20007-5116  
TELEPHONE (202) 424-7500  
FACSIMILE (202) 424-7647

NEW YORK OFFICE  
THE CHRYSLER BUILDING  
405 LEXINGTON AVENUE  
NEW YORK, NY 10174  
TELEPHONE (212) 973-0111  
FACSIMILE (212) 891-9598

McLeodUSA Incorporated  
McLeodUSA Technology Park  
6400 C Street, SW  
P.O. Box 3177  
Cedar Rapids, IA 52406-3177  
Attn: William A. Haas

CLIENT/CASE: 13995.0001

INVOICE DATE: 12/20/05  
INVOICE NUMBER: 296291

RE: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/01/05	Patrick Donovan	Respond to questions re merger conditions.	0.20
11/29/05	Patrick Donovan	Prepare comments re Anchorage forbearance; broadband service; Qwest forbearance.	1.50

  

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Patrick Donovan	\$410.00	1.70	\$697.00
<b>TOTAL HOURS &amp; FEES</b>		<b>1.70</b>	<b>\$697.00</b>

OTHER CHARGES	AMOUNT
<b>TOTAL OTHER CHARGES</b>	<b>\$0.00</b>

CURRENT INVOICE DUE.....\$697.00

PREVIOUS BALANCE (Breakdown attached if applicable).....\$0.00

SWIDLER BERLIN LLP

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INVOICE: 296291

**TOTAL AMOUNT DUE.....\$697.00**

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Attn: William A. Haas

INVOICE DATE: 12/20/05  
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OUR REFERENCE: 13995.0001

## INVOICE SUMMARY

TOTAL FEES.....	\$697.00
TOTAL OTHER CHARGES.....	\$0.00
<b>TOTAL AMOUNT DUE .....</b>	<b>\$697.00</b>

### REMITTANCE INFORMATION:

#### U.S. Mail:

Swidler Berlin LLP  
Attn: Accounting Department  
P.O. Box 3766  
Washington, DC 20027-3766

#### U.S. Electronic Funds Transfer:

Name of Bank: Wachovia Bank, N.A. Washington, DC  
Account Title: Swidler Berlin LLP  
Account No.: 2000024531692  
ABA Routing No.: 054001220

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RE: Corporate

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
10/30/05	Eliot J. Greenwald	Check on ULS status of FCC Form 603 to assign LMDS licenses from McLeodUSA DIP to McLeodUSA (post-bankruptcy); memo to Mary Shultz at FCC.	0.40
10/31/05	Eliot J. Greenwald	Prepare and file FCC Form 605 to cancel McLeodUSA (pre-bankruptcy) aircraft radio license; update FCC Form 602 ownership report for McLeodUSA DIP.	0.80
10/31/05	Brian M. McDermott	Update status of state filings and update status matrix.	0.90
10/31/05	Danielle C. Burt	Call CA staff re advice letter filing containing CD-ROM (.3); prepare letter and send additional CD-ROM to CA staff of advice letter 14 (.7); prepare and file NH notice letter and forms (1).	2.00
10/31/05	Jean L. Kiddoo	Review press release re Chapter 11 filing and follow up re radio license transfers; correspondence with J. McIlvain (CA PUC) re Advice Letter; revise status chart; prepare memorandum to P. Carroll and J. Thompson re ATS/Mediacom transaction, applicability of Section 652.	4.70



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CLIENT: 13995  
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/01/05	Danielle C. Burt	Conference call to discuss status of FCC and state applications (1); calls to PA PUC staff re docketing of application and draft email to PA PUC staff re docketing and timing for approval (.7); check TX docket via PUC website and call staff (.5); send copy of NY application to B. McDermott (.1).	2.30
11/01/05	Brian M. McDermott	Prepare for status conference (.7); conference call re status (1.0); update status of state and FCC filings and follow-up with local counsels and staff (2.8).	4.50
11/01/05	M. Renee Britt	Research and obtain copy of McLeodUSA reorganization petition and first day motions and orders; review of conflicts reports and summary of disclosure of connections to creditors.	3.50
11/01/05	Jean L. Kiddoo	Review and revise memorandum re ATS/Mediacom acquisition, applicability of Section 652 and correspondence/telephone calls with A. Bresnahan and B. Haas re same (4.9); conference call with McLeod, local counsel re status of state proceedings (1.7); update status chart (.6); telephone call with D. Beebe (PA PUC) re expedition of application and follow up memorandum to D. Kirkwood, J. McNulty and D. Trout re same (1.0).	8.20
11/02/05	Jean L. Kiddoo	Review FCC radio license submissions and related correspondence (.6); telephone call with A. Bresnahan re Section 652 issues and fax copy of memorandum to Bresnahan (.8).	1.40
11/02/05	M. Renee Britt	Review conflicts reports and summary of disclosure of connections to creditors.	1.50
11/02/05	Richard M. Rindler	Work on OCP affidavit.	1.00
11/02/05	Brian M. McDermott	Update status of state applications for transfer and update matrix on status of state filings.	2.60
11/02/05	Andrew D. Lipman	Review McLeod reorganization issues.	0.50
11/02/05	Eliot J. Greenwald	Work on application for aircraft license post-bankruptcy; review FCC public notices re LMDS licenses and follow-up.	1.20
11/03/05	Brian M. McDermott	Review and transmit MD approval (.3); teleconferences with FCC and TX staff re pending applications (.5).	0.80

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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/03/05	Eliot J. Greenwald	Work on aircraft radio license application (post-bankruptcy); follow-up on FCC processing of application to assign LMDS licenses from McLeodUSA DIP to McLeodUSA (post-bankruptcy).	0.80
11/03/05	M. Renee Britt	Review conflicts reports and summary of disclosure of connections to creditors.	2.50
11/03/05	Jean L. Kiddoo	Telephone calls with A. Bresnahan and B. Haas re Section 652 memorandum and revise memorandum per B. Haas and J. Thompson comments (3.3).	3.30
11/04/05	Jean L. Kiddoo	Revise Section 652 memorandum re ATS/Mediacom transaction and telephone calls and correspondence with B. Haas and J. Thompson re same (2.9); review PA PUC docket order and approval of securities certificate and send same to J. Thompson, B. Haas, B. Courter and A. Bresnahan (.7); revise status chart (.7).	4.30
11/04/05	M. Renee Britt	Review conflicts reports and summary of disclosure of connections to creditors.	4.00
11/04/05	Eliot J. Greenwald	Add LMDS licenses to regulatory status chart on bankruptcy.	0.60
11/04/05	Andrew D. Lipman	Follow up on McLeod restructuring issues.	0.50
11/04/05	Brian M. McDermott	Update status of state filings and revise matrix.	0.40
11/04/05	Danielle C. Burt	Update status chart and send to client.	0.50
11/07/05	Danielle C. Burt	Call PA PUC to inquire about staff assigned to review application.	0.20
11/07/05	Brian M. McDermott	Draft and file responses to FCC international Bureau (1.5); update status of pending state applications and revise matrix (1.1).	2.60
11/07/05	Eliot J. Greenwald	Update status chart; follow-up on ownership information post bankruptcy.	0.60
11/07/05	M. Renee Britt	Review conflicts reports and summary of disclosure of connections to creditors.	6.70
11/07/05	Richard M. Rindler	Work on OCP affidavit.	2.50

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CLIENT: 13995  
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/07/05	Jean L. Kiddoo	Respond to FCC data requests re investor ownership (.7); review VT Staff recommendation and related correspondence (.3); review options for FCC order issuance (.7).	1.70
11/08/05	Jean L. Kiddoo	Review and revise draft FCC pro forma notification, research re same, and correspondence to/from J. Thompson re FCC notice.	1.20
11/08/05	Richard M. Rindler	Preparation of OCP Affidavit (1.2); determine status of disclosure (.2).	1.40
11/08/05	M. Renee Britt	Review conflicts reports and summary of disclosure of connections to creditors.	3.00
11/08/05	Brian M. McDermott	Draft and revise FCC Dip filing (.8); update status of state filings and matrix (.7).	1.50
11/08/05	Danielle C. Burt	Draft and revise FCC notice of pro forma assignment of 214 to DIP entity.	1.80
11/09/05	Danielle C. Burt	Prepare and file FCC notice re pro forma assignment (.3); call PA PUC to inquire about staff assigned to review application (.2).	0.50
11/09/05	Brian M. McDermott	File Dip notice (.8); update status of state filings and update matrix (3.4); attention to resolving TN name issue (.6).	4.80
11/09/05	Jean L. Kiddoo	Review FCC and state filings, orders and correspondence re same.	0.90
11/10/05	Jean L. Kiddoo	Review correspondence re state applications; review and revise draft TN order.	0.60
11/10/05	M. Renee Britt	Review conflicts reports and summary of disclosure of connections to creditors.	4.00
11/10/05	Richard M. Rindler	Review J. Thompson message re SBC withholding.	0.10
11/10/05	Brian M. McDermott	Review proposed TN order (.3); review and transmit NC order approving transaction (.3); update status and matrix of state filings (1.2).	1.80
11/10/05	Danielle C. Burt	Call with PA PUC staff re application questions (.5); email to PA PUC staff to transmit modified corporate charts and other requested information (.3).	0.80

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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/11/05	Danielle C. Burt	Conference call to discuss status (.5); call PA PUC staff to discuss agenda dates (.2).	0.70
11/11/05	Brian M. McDermott	Conference re status of state filings (1.0); response to FCC request for additional information concerning creditor votes (.3); update status and revise status chart (.9).	2.20
11/11/05	M. Renee Britt	Review conflicts reports and summary of disclosure of connections to creditors.	2.70
11/11/05	Jean L. Kiddoo	Update and review status chart and conference call with J. Thompson, B. Courter, B. Haas, A. Bresnahan re same.	1.30
11/14/05	Andrew D. Lipman	Review and comment on McLeod reorganization issues.	0.50
11/14/05	Brian M. McDermott	Update status of state and FCC filings (.4); coordinate for FCC conference call re restructuring (.5).	0.90
11/14/05	Danielle C. Burt	Retrieve date-stamp copies of state notices and send electronically to B. McDermott.	0.50
11/15/05	Danielle C. Burt	Call with PA PUC staff (.2) and email copy of reorganization plan to PA PUC staff (.4).	0.40
11/15/05	Brian M. McDermott	Conference and summary of conference with FCC re treatment of restructuring (1.5); review WV and WY orders approving transactions(.5); update status of state proceedings and update matrix (1.0).	3.00
11/15/05	M. Renee Britt	Review conflicts reports and summary of disclosure of connections to creditors.	2.50
11/15/05	Richard M. Rindler	Telephone call from S. Skinner; FCC re: international 214.	0.80
11/16/05	M. Renee Britt	Review conflicts reports and summary of disclosure of connections to creditors.	2.00
11/16/05	Brian M. McDermott	Conferences with FCC re status and streamlined treatment (.5); update matrix for status in various states (.5).	1.00
11/17/05	Brian M. McDermott	Update and transmit status matrix (.4); teleconference with FCC re Public Notice (.1).	0.50
11/17/05	Danielle C. Burt	Discuss PA approval timing with B. McDermott.	0.10

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McLeodUSA Incorporated  
 12/20/05  
 Page 6

CLIENT: 13995  
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/17/05	M. Renee Britt	Review conflicts reports and summary of disclosure of connections to creditors.	1.00
11/18/05	Richard M. Rindler	Consider and research FCC inquiry re 2002 Caprock 214.	0.30
11/18/05	M. Renee Britt	Review conflicts reports and summary of disclosure of connections to creditors.	3.00
11/18/05	Danielle C. Burt	Call PA PUC staff re status of application for 12/1 agenda (.2); discuss third supplement to FCC with B. McDermott (.1).	0.30
11/18/05	Brian M. McDermott	Review VT approval (.2); update status of state filings and update matrix (.7); prepare FCC 3rd supplement (.4); research status of Caprock licenses in response to FCC inquiry (1.0).	2.30
11/18/05	Catherine Wang	Brief consult with R. Rindler re McLeod regulatory issues.	0.20
11/21/05	Brett P. Ferencsak	Review Caprock surrender of certificate.	0.10
11/21/05	Brian M. McDermott	Update status of restructuring filings and revise matrix.	0.90
11/21/05	Danielle C. Burt	Prepare and file FCC third supplement (.7); send copy via email to FCC staff (.2); call PA PUC staff re agenda timing (.1).	1.00
11/21/05	Andrew D. Lipman	Teleconference with C. Taylor; restructuring points.	0.70
11/21/05	Jean L. Kiddoo	Review correspondence, approvals.	0.60
11/21/05	M. Renee Britt	Review conflicts reports and summary of disclosure of connections to creditors.	3.50
11/22/05	M. Renee Britt	Review conflicts reports and summary of disclosure of connections to creditors.	1.50
11/22/05	Richard M. Rindler	Review conflict analysis and docket sheets.	0.50
11/22/05	Jean L. Kiddoo	Review issues raised by FCC and research status of Caprock certificates (.9); telephone call to L. Ray (FCC) re wireless license transfers, approval timing and follow up re same (.6); review correspondence/status of approvals, TX questions (.3).	1.80
11/22/05	Danielle C. Burt	Review FCC notice to remove domestic application from streamlining.	0.10

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McLeodUSA Incorporated  
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Page 7

CLIENT: 13995  
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/22/05	Brian M. McDermott	Review TX and AZ staff recommendations (.5); teleconference with FCC staff re non-streamlined treatment and coordinate approval on 12/16 (.7); update status of state filings and updating matrix (1.2).	2.40
11/22/05	Catherine Wang	Confer with J. Kiddoo re status of FCC Section 214 authority of CapRock; review 2003 filings to determine status.	0.30
11/23/05	Brian M. McDermott	Confer re NY timing.	0.10
11/23/05	Andrew D. Lipman	Follow up with McLeod; teleconference re restructuring issues.	0.50
11/23/05	M. Renee Britt	Research and obtain filings from reorganization Docket 05-63230 relating to ordinary course professionals and claims in the ordinary course of business.	0.50
11/28/05	Jean L. Kiddoo	Follow up with L. Ray (FCC) re wireless licenses.	0.60
11/28/05	Jean L. Kiddoo	Review correspondence re approvals, status of remaining states.	0.30
11/28/05	Eliot J. Greenwald	Follow-up with Pat Mastel on transfer of control of satellite earth stations to PrairieWave; check IBFS database; follow-up with Bill Courter.	0.40
11/28/05	Danielle C. Burt	Call PA PUC staff to check whether application is on 12/1 agenda.	0.10
11/28/05	Brian M. McDermott	Update status of state filings and transmit approval materials in TX and DE.	1.50
11/28/05	Catherine Wang	Brief consults on VoIP E911 compliance filing.	0.50
11/29/05	Brian M. McDermott	Update and transmit state matrix.	1.40
11/29/05	Jean L. Kiddoo	Review and respond to local counsel correspondence re state approvals.	0.30
11/29/05	Richard M. Rindler	Work on OCP affidavit.	1.00
11/29/05	M. Renee Britt	Confer with R. Rindler re ordinary course affidavit; obtain information for supplemental conflicts inquiry.	2.00

SWIDLER BERLIN LLP

McLeodUSA Incorporated  
12/20/05  
Page 8

CLIENT: 13995  
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/30/05	M. Renee Britt	Finalize Exhibit A to accompany retention affidavit and file affidavit; confirm procedures for filing with Court; prepare transmittal letter and notice of filing; prepare service list and facilitate servicing of affidavit.	4.00
11/30/05	Scott D. Woods	Research procedural requirements in Northern District of Illinois Bankruptcy Court - Electronic Filing System.	0.40
11/30/05	Richard M. Rindler	Finalize OCP affidavit.	1.50
11/30/05	Jean L. Kiddoo	Review and respond to correspondence re state and FCC approvals, status chart.	0.80
11/30/05	Brian M. McDermott	Conference with FCC staff re Caprock surrender issue and coordinate surrender filing (.9); update status matrix (.5).	1.40
11/30/05	Danielle C. Burt	Check PA PUC 12/1 agenda (.3); draft letter to FCC re surrender of CapRock 214 license (1.2).	1.50
11/30/05	Eliot J. Greenwald	Check FCC public notice for status of LMDS assignment application and follow-up; update status sheet.	0.40

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Jean L. Kiddoo	\$540.00	32.00	\$17,280.00
Andrew D. Lipman	\$580.00	2.70	\$1,566.00
Richard M. Rindler	\$450.00	9.10	\$4,095.00
Catherine Wang	\$535.00	1.00	\$535.00
Eliot J. Greenwald	\$410.00	5.20	\$2,132.00
Danielle C. Burt	\$255.00	12.80	\$3,264.00
Brett Ferencak	\$355.00	0.10	\$35.50
Brian M. McDermott	\$355.00	37.50	\$13,312.50
Scott D. Woods	\$235.00	0.40	\$94.00
M. Renee Britt	\$195.00	47.90	\$9,340.50
<b>TOTAL HOURS &amp; FEES</b>		<b>148.70</b>	<b>\$51,654.50</b>

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McLeodUSA Incorporated  
12/20/05  
Page 9

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<b>OTHER CHARGES</b>	<b>AMOUNT</b>
Photocopy & Printing	78.00
Telephone	5.26
Postage	3.92
Secretarial Services	16.00
Westlaw Legal Research	28.39
Delivery Service	46.52
Federal Express	448.85
Filing Fees	150.00
Professional Services	102.00
Legal Notice	204.13
Draftsman's Preparation of Drawings	95.71
Telephone	79.28
<b>TOTAL OTHER CHARGES</b>	<b>\$1,258.06</b>

**CURRENT INVOICE DUE.....\$52,912.56**

PREVIOUS BALANCE (Breakdown attached if applicable).....\$74,339.62

**TOTAL AMOUNT DUE.....\$127,252.18**



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## INVOICE SUMMARY

TOTAL FEES.....	\$51,654.50
TOTAL OTHER CHARGES.....	\$1,258.06
TOTAL AMOUNT DUE.....	\$52,912.56

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## PREVIOUS BALANCE BREAKDOWN

Inv. Date	Inv. No.	Invoice Amount	Credits	Balance
11/22/05	295017	\$74,339.62	\$0.00	\$74,339.62
<b>Total</b>		<b>\$74,339.62</b>	<b>\$0.00</b>	<b>\$74,339.62</b>

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