

SWIDLER BERLIN LLP

McLeodUSA Incorporated
01/25/06
Page 2

CLIENT: 13995
MATTER: .0025
INVOICE: 297761

OTHER CHARGES	AMOUNT
Telephone	0.07
Local Counsel Services and Expenses	159.00
TOTAL OTHER CHARGES	\$159.07

CURRENT INVOICE DUE.....\$871.57

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

TOTAL AMOUNT DUE.....\$871.57

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

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

OUR REFERENCE: 13995.0025

INVOICE SUMMARY

TOTAL FEES.....\$712.50
TOTAL OTHER CHARGES.....\$159.07
TOTAL AMOUNT DUE.....\$871.57

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: PNBPU33
CHIPS: 0509
ABA Routing No.: 026005092

Please Note Our Reference and Invoice Numbers When Making Payment

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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
TOTAL HOURS & FEES		1.60	\$870.00

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McLeodUSA Incorporated
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OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$870.00

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

TOTAL AMOUNT DUE.....\$870.00

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

OUR REFERENCE: 13995.0026

INVOICE SUMMARY

TOTAL FEES.....\$870.00
TOTAL OTHER CHARGES.....\$0.00
TOTAL AMOUNT DUE.....\$870.00

REMITTANCE INFORMATION:

U.S. Mail:

Swidler Berlin LLP
Attn: Accounting Department
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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

Exhibit C

EXHIBIT C**SUMMARY BY PROFESSIONALS RENDERING SERVICES
DURING CASE PERIOD**

Name of Professional	Date of Admission	Position	Hourly Billing Rate	Hours	Total Value
Andrew D. Lipman	1979	Partner	\$620.00	2.00	\$1,240.00
Andrew D. Lipman	1979	Partner	\$580.00	15.00	8,700.00
Jean L. Kiddoo	1980	Partner	\$580.00	3.30	1,914.00
Jean L. Kiddoo	1980	Partner	\$540.00	52.30	28,242.00
Richard M. Rindler	1969	Partner	\$480.00	6.30	3,024.00
Richard M. Rindler	1969	Partner	\$450.00	33.97	15,286.50
Ky Kirby	1986	Partner	\$570.00	1.60	912.00
Ky Kirby	1986	Partner	\$535.00	11.00	5,885.00
Catherine Wang	1992	Partner	\$535.00	2.40	1,284.00
Russell M. Blau	1982	Partner	\$530.00	0.50	265.00
Susan E. Duvall	1978	Partner	\$515.00	0.50	257.50
Glenn Miller	1995	Partner	\$485.00	0.30	145.50
William B. Wilhelm	1994	Partner	\$425.00	0.50	212.50
Paul O. Gagnier	1995	Partner	\$415.00	0.90	373.50
Ulises Pin	2003	Partner	\$385.00	0.50	192.50
Joshua Bobeck	1994	Of Counsel	\$385.00	1.65	635.25
Douglas D. Orvis II	1998	Associate	\$385.00	0.20	77.00
Paul Hudson	N/A	Associate	\$375.00	0.83	311.25
Patrick Donovan	1990	Of Counsel	\$440.00	28.40	12,496.00
Patrick Donovan	1990	Of Counsel	\$410.00	61.22	25,100.20
Elliott Greenwald	1979	Of Counsel	\$440.00	0.70	308.00
Elliott Greenwald	1979	Of Counsel	\$410.00	6.80	2,788.00
Jonathan Frankel	1997	Partner	\$410.00	1.50	615.00
Jonathan Frankel	1997	Associate	\$375.00	43.10	16,162.50
Brett Ferenchak	1999	Associate	\$355.00	2.00	710.00
Brian M McDermott	N/A	Associate	\$400.00	2.00	800.00
Brian M. McDermott	N/A	Associate	\$355.00	47.10	16,720.50
Philip Macres	1999	Associate	\$355.00	6.44	2,286.20

Name of Professional	Date of Admission	Position	Hourly Billing Rate	Hours	Total Value
Wendy M. Creedon	2000	Associate	\$330.00	2.80	924.00
Misha Preheim	2002	Associate	\$275.00	7.50	2,062.50
Danielle C. Burt	2003	Associate	\$295.00	2.80	826.00
Danielle C. Burt	2003	Associate	\$255.00	23.60	6,018.00
Anitra Goodman	2003	Associate	\$255.00	19.30	4,921.50
Jeffrey Strenkowski	2002	Associate	\$255.00	5.50	1,402.00
Scott Woods	2004	Associate	\$235.00	18.15	4,265.25
Katic Bcscha	Pending	Associate	\$250.00	3.70	925.00
Katic Bescha	Pending	Associate	\$215.00	0.70	150.50
M. Renee Britt	N/A	Paralegal	\$210.00	0.20	42.00
M. Renee Britt	N/A	Paralegal	\$195.00	49.97	9,744.15
Debra O. Fullem	N/A	Paralegal	\$195.00	0.30	58.50
Deborah Raichelson	N/A	Paralegal	\$195.00	1.00	195.00
John Fries	N/A	Research Librarian	\$150.00	0.70	105.00
Christine D. Johnson		Paralegal	\$145.00	0.92	133.40
Total				468.55	\$178,063.20

EXHIBIT D
Proposed Order

and justified herein; 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 Final Application is approved and GRANTED.
2. 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 \$7,781.15 for actual, reasonable and necessary expenses incurred.
3. To the extent such 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: _____ 2006
Chicago, Illinois

Honorable John H. Squires
UNITED STATES BANKRUPTCY JUDGE