

EXHIBIT C

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re	:	Chapter 11
	:	
IWO HOLDINGS, INC., <u>et al.</u>,	:	Case No. 05-10009 (PJW)
	:	
Reorganized Debtors.	:	(Jointly Administered):
	:	
	:	Re: Docket No.: _____

**ORDER GRANTING FIRST AND FINAL APPLICATION OF RICHARDS,
LAYTON & FINGER, P.A. FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS CO-COUNSEL
TO DEBTORS AND DEBTORS-IN-POSSESSION FOR THE PERIOD
JANUARY 4, 2005 THORUGH FEBRUARY 10, 2005**

Richards, Layton & Finger, P.A., ("RL&F"), as counsel to the above-captioned Reorganized Debtors ("Debtors"), having filed a First and Final Application for Compensation for Services Rendered and Reimbursement of Expenses for the period January 4, 2005 through February 10, 2005 (the "Application"); and the Court having reviewed the Application; and the Court having been satisfied that sufficient notice was given for the entry of the Order, pursuant to the Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered January 28, 2005 [Docket No. 90] (the "Administrative Order"); and the Court having afforded all persons with standing the opportunity to be heard on the Application pursuant to the Administrative Order;

NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. RL&F is awarded, on a final basis, the sum of \$46,759.50 as compensation and \$25,289.27 as reimbursement of expenses for the period January 4, 2005 through February 10, 2005.

3. The Reorganized Debtors shall distribute such sums to RL&F less any amounts previously paid to RL&F pursuant to the Administrative Order.

Dated: _____, 2005

THE HONORABLE PETER J. WALSH