

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : **Chapter 11 Case Nos.**
: **04- 16433 (RDD)**
CHOICE ONE : **(Jointly Administered)**
COMMUNICATIONS INC., et al. :
: **Debtors.**
: **Debtors.**
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**ORDER GRANTING FINAL ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED**

Upon consideration of the applications of (i) Weil, Gotshal & Manges LLP (“WG&M”), as attorneys for Choice One Communications Inc. and its affiliated debtors, as debtors and debtors in possession, and now reorganized debtors (collectively, the “Debtors”), (ii) Chadbourne & Parke LLP (“Chadbourne”), as special regulatory counsel to the Debtors, (iii) Nixon Peabody LLP (“Nixon”) as special corporate and conflicts counsel to the Debtors, and (iv) Deloitte & Touche LLP (“D&T”), as independent auditors to the Debtors (collectively, the “Applicants”), seeking final allowances of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred in connection therewith in the above-captioned chapter 11 cases (collectively, the “Applications”); and a hearing having been held on January 11, 2005 before this Court to consider the Applications (the “Hearing”); and the Court having jurisdiction to consider and determine the Applications in accordance with 28 U.S.C. §§157 and 1334; and due notice of the Applications and the Hearing having been provided to (i) the Debtors, (ii) the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”), (iii) the attorneys for the agent to the Debtors’ senior lenders, (iv) the attorneys for the steering committee of senior lenders, (v) the attorneys for the ad hoc committee

of subordinated noteholders, and (vi) those parties that have filed a notice of appearance in these cases (collectively, (i) through (vi), the “Notice Parties”), and it appearing that no other or further notice need be given; and no objections to the Applications having been filed by any of the Notice Parties or any other party; and the U.S. Trustee having filed a statement of no objection to the Applications; and upon the record of the Hearing, and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that, pursuant to section 330 of the Bankruptcy Code, the respective requests of WG&M, Chadbourne, Nixon and D&T, for final allowance of compensation and reimbursement of expenses are granted in the amounts reflected on Exhibit “A” annexed hereto; and it is further

ORDERED that the Debtors are directed and authorized, upon the entry of this Order, to pay to each such Applicant the fees and expenses allowed herein to the extent not previously paid; and it is further

ORDERED that, to the extent any time or disbursement charges for services rendered or expenses incurred during the Debtors’ chapter 11 cases were inadvertently omitted from or not processed prior to preparation of any Application, each respective Applicant may request additional compensation for such services and reimbursement of such expenses in a supplement to such Application (the “Supplement”), prepared in accordance with the same guidelines utilized in preparation of the Applications and provided to the Court and the Notice Parties; such Applicant shall be entitled to receive payment for such fees and expenses without further leave or notice of the Court, provided no party upon whom such Supplement has been served objects thereto within 15 days of service thereof; and it is further

ORDERED that to the extent any of the Applicants received and hold a retainer from the Debtors for chapter 11 services, such Applicant is authorized to credit all such retainer amounts against the compensation for professional services and reimbursement of expenses allowed hereunder and may seek payment directly from the Debtors for any remaining amounts that may be due or owing.

Dated: January 11, 2005
New York, New York

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

CURRENT FEE PERIODS					
Applicant	Date and Document Number	Fees Requested	Fees Awarded	Expenses Requested	Expenses Awarded
Weil, Gotshal & Manges LLP <i>Counsel for Debtors</i>	12/23/2004 No. 139	\$487,818.00	\$487,818.00	\$8,392.20	\$8,392.20
Chadbourne & Parke LLP <i>Special Regulatory Counsel to the Debtors</i>	12/23/2004 No. 142	\$198,295.00	\$198,295.00	\$9,406.33	\$9,406.33
Nixon Peabody LLP <i>Special Corporate and Conflicts Counsel to the Debtors</i>	12/23/2004 No. 140	\$17,596.00	\$17,596.00	\$127.39	\$127.39
Deloitte & Touche LLP <i>Independent Auditors to the Debtors</i>	12/23/2004 No. 141	\$66,023.00	\$51,023.00	\$0.00	\$0.00

Date: 1/11/2005

Initials: RDD USBJ

ALL FEE PERIODS (INCLUDING THIS PERIOD)				
Applicant	Total Fees Requested	Total Fees Awarded	Total Expenses Requested	Total Expenses Awarded
Weil, Gotshal & Manges LLP <i>Counsel for Debtors</i>	\$487,818.00	\$487,818.00	\$8,392.20	\$8,392.20
Chadbourne & Parke LLP <i>Special Regulatory Counsel to the Debtors</i>	\$198,295.00	\$198,295.00	\$9,406.33	\$9,406.33
Nixon Peabody LLP <i>Special Corporate and Conflicts Counsel to the Debtors</i>	\$17,596.00	\$17,596.00	\$127.39	\$127.39
Deloitte & Touche LLP <i>Independent Auditors to the Debtors</i>	\$66,023.00	\$51,023.00	\$0.00	\$0.00

Date: 1/11/2005

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